

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Damstra Holdings Limited

ABN/ARBN

610 571 607

Financial year ended:

30 June 2023

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://www.damstratechnology.com/investors>

The Corporate Governance Statement is accurate and up to date as at 30 June 2023 and has been approved by the board.

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

Date: 24 August 2023

Name of authorised officer authorising lodgement: Carlie Hodges

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our Equal Opportunity and Diversity Policy at: https://www.damstratechnology.com/investors</p> <p>and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual 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><input type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a):</p> <p>as set out in our Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed the evaluation process referred to in paragraph (a): as set out in our Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed a copy of our Remuneration and Nomination Committee Charter at: https://www.damstratechnology.com/investors</p> <p>and the information referred to in paragraphs (4) and (5): as set out in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed our board skills matrix in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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"/> and we have disclosed the names of the directors considered by the board to be independent directors: as set out in our Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement.</p> <p>and the length of service of each director: as set out in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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: as set out in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Code of Conduct Policy at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Whistle Blower Protection Policy at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement
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 a copy of our Anti Bribery and Corruption Policy at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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. 	<input checked="" type="checkbox"/> and we have disclosed a copy of our Audit and Risk Management Committee Charter at: https://www.damstratechnology.com/investors and the information referred to in paragraphs (4) and (5) at: as set out in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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 a copy of our Continuous Disclosure Policy at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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 Communication Policy at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our Audit and Risk Management Committee Charter at: https://www.damstratechnology.com/investors</p> <p>and the information referred to in paragraphs (4) and (5) at: as set out in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Audit and Risk Management Committee Charter at: https://www.damstratechnology.com/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>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><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs in our Audit and Risk Management Committee Charter at: https://www.damstratechnology.com/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 Audit and Risk Management Committee Charter at: https://www.damstratechnology.com/investors	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our Remuneration and Nomination Committee Charter at: https://www.damstratechnology.com/investors</p> <p>and the information referred to in paragraphs (4) and (5): as set out in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> 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://www.damstratechnology.com/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed a copy of our Share Trading Policy at: https://www.damstratechnology.com/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
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.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

personal use only

CORPORATE GOVERNANCE STATEMENT

This document discloses the extent to which Damstra Holdings Limited ACN 610 571 607 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the reporting period ending 30 June 2023 (**Reporting Period**).

The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

ASX Recommendation	Comply (Yes/No)	Additional comments
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	Yes	<p>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>The Board is responsible for, and oversees the governance of, the Company's business and the overall corporate governance of the Company. The Board monitors the operational and financial performance of the Company and oversees the strategies for the achievement of its business objectives, including approving the short and long-term strategic direction of the Company.</p> <p>The Board has adopted a written charter to provide a framework for the effective operation of the Board, which sets out the Board's composition, role and responsibilities and the relationship and interaction between the Board and management, and the authority delegated by the Board to management and any Board committees.</p> <p>The Company has also established a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Executive Directors, who have the authority and power to manage the Company and its businesses within levels of authority specified by the Board from time to time.</p> <p>Please also refer to the Board Charter available via the Company's website, https://www.damstratechnology.com/investors, for further detail.</p>
1.2	Yes	<p>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>The Company has guidelines for the appointment and selection of the Board and senior executives in its Remuneration and Nomination Committee Charter. The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee to ensure appropriate checks (including checks in respect of the person's character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a senior executive, or before appointing a person or putting forward to security holders a candidate for election as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.</p> <p>Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p> <p>Please also refer to the Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further detail.</p>
1.3	Yes	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> <p>The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has entered into a written agreement with each director and senior executive.</p>

			Please refer to the Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors , for further detail.
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.	Yes	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable to the Board through the Board Chair, on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary. Please refer to the Board Charter available via the Company's website, https://www.damstratechnology.com/investors , for further detail.
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: I. the measurable objectives set for that period to achieve gender diversity; II. the entity's progress towards achieving those objectives; and III. either: (A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act. 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.	Yes	The Board has adopted an Equal Opportunity and Diversity Policy that seeks to support and facilitate an inclusive environment that embraces all that makes employees different and recognises the benefits that these differences make in maintaining an inclusive and diverse workforce. Furthermore, the Company is committed to a culture that embraces and fosters diversity and inclusion, which encompasses differences in backgrounds and ethnicity, qualifications and experiences, sexual orientation and identification, and differences in approach and viewpoints. The Board previously adopted the following measurable objectives for achieving gender diversity to be achieved by 30 June 2023: <ul style="list-style-type: none">• 50% of key management personnel to be female; and• 50% of all Group staff to be female. As at the end of the Reporting Period, the Company's progress towards its measurable objectives is as follows: <ul style="list-style-type: none">• 14% of executives identify as female;• 34% of management identify as female; and• 38% of all Group staff identify as female. The Board is committed to reach the measurable objective set by 30 June 2024. The Board assessed the gender diversity of the Company at the end of the Reporting Period and discloses the following proportions of men and women: <ul style="list-style-type: none">• whole organisation: 109 men and 68 women;• senior executive positions: 7 men and 1 woman;• Board: 5 men and 1 woman. The Board considers 'senior executives' to be those roles which report to an executive Director or the Board. Please refer to the Company's Equal Opportunity and Diversity Policy available via the Company's website, https://www.damstratechnology.com/investors , for further detail.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Partially	With guidance from the Remuneration and Nomination Committee, the Board will regularly review the performance of the Board, its committees and each director, using where necessary an external consultant, against appropriate measures. During the Reporting Period, the Board did not undertake a fulsome Board evaluation, however, the Company undertook a formal performance evaluation of each Executive Director. During the Reporting Period, the Company also undertook a formal evaluation and feedback process in respect of Chief Executive Officer and Executive Director, Christian Damstra. The Board also continuously evaluated the Board's performance and processes, including evaluating the process, content and conduct of each Board and Committee meeting as a standing agenda item.

			Please refer to the Company's Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors , for further detail.												
1.7	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period. 	Yes	Each year, the Board (with guidance from the Remuneration and Nomination Committee) will review the performance of the Chief Executive Officer and any other Senior Management against guidelines approved by the Board. During the Reporting Period, the Company undertook a formal evaluation and feedback process in respect of each senior executive, including the Chief Executive Officer. Please refer to the Company's Board Charter available via the Company's website, https://www.damstratechnology.com/investors , for further detail.												
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE															
2.1	The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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. 	Yes	The Company has established the Remuneration and Nomination Committee and adopted the Remuneration and Nomination Committee Charter. As at the date of this Corporate Governance Statement, the Remuneration and Nomination Committee is comprised of: <ul style="list-style-type: none"> • Morgan Hurwitz (Chairman - Independent Non-Executive Director) • Simon Yencken (Independent Non-Executive Director) • Sara La Mela (Independent Non-Executive Director) In respect of the Reporting Period, the number of Remuneration and Nomination Committee meetings and the individual attendances of the members at those meetings are as follows: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Morgan Hurwitz</td> <td>2</td> <td>2</td> </tr> <tr> <td>Simon Yencken</td> <td>2</td> <td>1</td> </tr> <tr> <td>Sara La Mela</td> <td>2</td> <td>2</td> </tr> </tbody> </table> Please refer to the Company's Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors , for further details.	Director	Number Eligible to Attend	Number Attended	Morgan Hurwitz	2	2	Simon Yencken	2	1	Sara La Mela	2	2
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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.	Yes	The Remuneration and Nomination Committee is responsible for setting out a mix of skills and diversity that the Board currently has or is looking to achieve in its membership. The Board Skills Matrix details the collective skills, knowledge, experience, personal attributes and other criteria the of the Board of Directors. Please refer to the Board Skills Matrix at Annexure A to this Corporate Governance Statement and the Company's Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors , for further details.												
2.3	A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (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 	Yes	The Board consists of six directors, with Drew Fairchild, Morgan Hurwitz, Simon Yencken and Sara La Mela considered to be independent, non-executive directors. The length of service for each director is: <ul style="list-style-type: none"> • Johannes Risseeuw: appointed 1 April 2016; • Christian Damstra: appointed 4 February 2016; • Drew Fairchild: appointed 1 April 2016; 												

	or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.		<ul style="list-style-type: none"> • Morgan Hurwitz: appointed 21 November 2016; • Simon Yencken: appointed 1 August 2019; and • Sara La Mela: appointed 1 October 2020.
2.4	A majority of the board of a listed entity should be independent directors.	Yes	Four of the six Directors of the Company are considered to be independent. The Board comprises four independent non-executive directors (Mr Drew Fairchild, Mr Morgan Hurwitz, Mr Simon Yencken and Ms Sara La Mela), Executive Chairman (Mr Johannes Risseeuw) and Executive Director and Chief Executive Officer (Mr Christian Damstra).
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.	Partially	Mr Johannes Risseeuw, the Company's Chairman, is not an independent non-executive Director, however, he is not the same person as the CEO of the Company.
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.	Yes	<p>The Remuneration and Nomination Committee is responsible for ensuring an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to the Company's financial statements) and review of those induction procedures.</p> <p>Additionally, the Remuneration and Nomination Committee is responsible for the regular assessment of whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues, and ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p> <p>Please refer to the Company's Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
PRINCIPLE 3 – INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	<p>The Company and its subsidiary companies are committed to conducting all of its business activities that reflect its core values: honesty, integrity, fairness and respect, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards to being, and being seen to be, a good corporate citizen.</p> <p>The Company's values are set out in its Code of Conduct and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.</p> <p>Please refer to the Company's Code of Conduct available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
3.2	A listed entity should: <ul style="list-style-type: none"> (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. 	Yes	<p>The Board has adopted a formal Code of Conduct to be followed by all employees and officers (including Directors). Any potential breach of the Company's Code, policy, procedure or legal obligation or requirement is required to be reported to management, the Company's Chief Executive Officer, the Chair of the Audit and Risk Committee, the Company Secretary or Chairman.</p> <p>Please refer to the Company's Code of Conduct available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
3.3	A listed entity should: <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. 	Yes	<p>The Company's Whistleblower Protection Policy is available on the Company's website, https://www.damstratechnology.com/investors</p> <p>The Company's Whistleblower Protection Policy is made available to all employees upon their employment. All employees must attend and complete a compulsory training. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board by the Whistleblower Protection Officer.</p>

3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</p>	Yes	<p>The Company's Anti-Bribery and Corruption Policy is available on the Company's website, https://www.damstratechnology.com/investors.</p> <p>All material breaches of the Anti-Bribery and Corruption Policy must be reported immediately to the Board.</p>												
PRINCIPLE 4 – SAFEGUARD INTEGRITY OF CORPORATE REPORTING															
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>	Yes	<p>The Company has established the Audit and Risk Management Committee and adopted the Audit and Risk Management Committee Charter. As at the date of this Corporate Governance Statement, the Audit and Risk Management Committee is comprised of:</p> <ul style="list-style-type: none"> • Drew Fairchild (Chairman - Independent Non-Executive Director) • Morgan Hurwitz (Independent Non-Executive Director) • Simon Yencken (Independent Non-Executive Director) <p>The relevant qualification and experience of the members of the Audit and Risk Management Committee are disclosed in the Annual Report.</p> <p>In respect of the Reporting Period, the number of Audit and Risk Management Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1093 667 1877 815"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Morgan Hurwitz</td> <td>5</td> <td>5</td> </tr> <tr> <td>Drew Fairchild</td> <td>5</td> <td>5</td> </tr> <tr> <td>Simon Yencken</td> <td>5</td> <td>5</td> </tr> </tbody> </table> <p>Please also refer to the Company's Audit and Risk Management Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>	Director	Number Eligible to Attend	Number Attended	Morgan Hurwitz	5	5	Drew Fairchild	5	5	Simon Yencken	5	5
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Morgan Hurwitz	5	5													
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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>	Yes	<p>The Company's Audit and Risk Management Committee ensures that the Company complies with its legal obligations, including to require the Chief Executive Officer and the Chief Financial Officer (or such other persons as required under the Corporations Act 2001 (Cth)) to provide declarations in relation to the Company's financial reports required by both section 295A of the Corporations Act 2001 (Cth) and this Recommendation 4.2 (CEO and CFO Declarations).</p> <p>During the Reporting Period, the CEO and CFO Declarations for each relevant financial period were delivered to the Board before it approved the Company's financial statements for each financial period. The Company noted that Andrew Ford ceased as the Company's CFO on 28 November 2022 and Paul Burrows was appointed as the Company's CFO on and from that same date (New CFO). Given the New CFO was appointed during a financial period, the New CFO signed a CFO Declaration only for the relevant period of his appointment.</p> <p>Please refer to the Company's Audit and Risk Management Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further details.</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>	Yes	<p>The Company's Audit and Risk Management Committee is responsible for ensuring that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p> <p>During the Reporting Period, the Board reviewed and approved the release of each unaudited periodic corporate report to confirm the integrity of the report and was given the opportunity to question management as to its content and review</p>												

			<p>any source documentation (if requested) to ensure that the content is materially accurate and provides investors with appropriate information. The Board was also provided with a declaration from the Chief Executive Officer and the Chief Financial Officer under Recommendation 4.2 in respect of each unaudited periodic corporate report.</p> <p>Please also refer to the Company's Audit and Risk Management Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
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.	Yes	<p>The Company has adopted a Continuous Disclosure Policy to ensure effective communication with its customers, shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community to ensure all parties are informed of the Company's activities and performance.</p> <p>Please refer to the Company's Continuous Disclosure Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	<p>Under the Company's Continuous Disclosure Policy, all members of the Board receive material market announcements promptly after they have been made. The Company has appointed the Company Secretary as the person responsible for ensuring that the Board receives copies of all material or price sensitive market announcements promptly after they have been released by ASX to the market.</p> <p>Please refer to the Company's Continuous Disclosure Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</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.	Yes	<p>All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.</p> <p>Please refer to the Company's Continuous Disclosure Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
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.	Yes	<p>Information regarding the Company, its business and its governance is available on its website, https://www.damstratechnology.com/investors.</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders, including but not limited to Company announcements, shareholder meetings, and open communication with the Company Secretary and the Company's share registry.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>Shareholders are encouraged to participate at all general meetings and AGMs of the Company.</p> <p>Shareholders are encouraged to submit questions or requests for information directly to the Company, and attend and participate at general meetings. At each general meeting, shareholders are also given the opportunity to ask questions on each item of business.</p> <p>Please refer to the Company's Shareholders Communications Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</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.	Yes	<p>The Company ensures that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.</p> <p>Please refer to the Company's Shareholders Communications Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</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.	Yes	<p>The Company's Shareholder Communications Policy ensures that Shareholders are able to access information relevant to their shareholding in the Company via the Company's share registry. The Company encourages shareholders to receive company information electronically by registering their email address online with the Company's share registry.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>												
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> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Company has established the Audit and Risk Management Committee and adopted the Audit and Risk Management Committee Charter. As at the date of this Corporate Governance Statement, the Audit and Risk Management Committee is comprised of:</p> <ul style="list-style-type: none"> • Drew Fairchild (Chairman - Independent Non-Executive Director) • Morgan Hurwitz (Independent Non-Executive Director) • Simon Yencken (Independent Non-Executive Director) <p>In respect of the Reporting Period, the number of Audit and Risk Management Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1093 759 1886 906"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Morgan Hurwitz</td> <td>5</td> <td>5</td> </tr> <tr> <td>Drew Fairchild</td> <td>5</td> <td>5</td> </tr> <tr> <td>Simon Yencken</td> <td>5</td> <td>5</td> </tr> </tbody> </table> <p>Please refer to the Company's Audit and Risk Management Committee Charter available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>	Director	Number Eligible to Attend	Number Attended	Morgan Hurwitz	5	5	Drew Fairchild	5	5	Simon Yencken	5	5
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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>	Yes	<p>The Company's Audit and Risk Management Committee Charter requires the Audit and Risk Management Committee to assist the Board in reviewing at least annually and monitoring the effectiveness of the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Audit and Risk Committee undertakes the initial review with any changes recommended to the Board for adoption.</p> <p>In respect of the Reporting Period, the Audit & Risk Committee and the Board conducted extensive reviews, updates and analyses of the Company's risks register in order to update existing risks and identify and discuss new and emerging risks.</p> <p>Please refer to the Company's Audit and Risk Management Committee Charter and Risk Management Policy available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>												
7.3	<p>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>	Yes	<p>The Audit and Risk Management Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function.</p>												

	(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.		The Company does not have an internal audit function. The Board and the Audit and Risk Management Committee consider that the process employed pursuant to the Audit and Risk Management Committee Charter are sufficient for evaluating and continually improving the effectiveness of its risk management and internal control processes given the size and complexity of the current business. Please refer to the Company's Audit and Risk Management Committee Charter, available via the Company's website, https://www.damstratechnology.com/investors , for further details.												
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.	Yes	The Company's Audit and Risk Management Committee Charter provides that the Board is responsible for overseeing the disclosure of any material exposure that the Company has to environmental or social risks, and how the Company intends to manage those risks. Given the nature of the Company's business and operations, the Company has not identified any material environmental risk. The Company is aware of possible material social risks (across areas such as health and safety and labour management) which form part of the Company's overall risk management framework. Please also refer to the Annual Report in respect of the Company's exposure to various risks. Please refer to the Company's Audit and Risk Management Committee Charter and available via the Company's website, https://www.damstratechnology.com/investors , for further details.												
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY															
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	Yes	The Company has established the Remuneration and Nomination Committee and adopted the Remuneration and Nomination Committee Charter. As at the date of this Corporate Governance Statement, the Nomination & Remuneration Committee is comprised of: <ul style="list-style-type: none">• Morgan Hurwitz (Chairman - Independent Non-Executive Director)• Simon Yencken (Independent Non-Executive Director)• Sara La Mela (Independent Non-Executive Director) In respect of the Reporting Period, the number of Remuneration and Nomination Committee meetings and the individual attendances of the members at those meetings are as follows: <table border="1" data-bbox="1093 965 1886 1114"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Morgan Hurwitz</td> <td>2</td> <td>2</td> </tr> <tr> <td>Simon Yencken</td> <td>2</td> <td>1</td> </tr> <tr> <td>Sara La Mela</td> <td>2</td> <td>2</td> </tr> </tbody> </table> Please refer to the Company's Remuneration and Nomination Committee Charter available via the Company's website, https://www.damstratechnology.com/investors , for further details.	Director	Number Eligible to Attend	Number Attended	Morgan Hurwitz	2	2	Simon Yencken	2	1	Sara La Mela	2	2
Director	Number Eligible to Attend	Number Attended													
Morgan Hurwitz	2	2													
Simon Yencken	2	1													
Sara La Mela	2	2													
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.	Yes	The Company discloses its policies and practices regarding the remuneration of Directors and senior executives in the remuneration report contained in the Company's Annual Report.												
8.3	A listed entity which has an equity-based remuneration scheme should:	Yes	The Company has an equity-based remuneration scheme.												

	<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>The Company's Share Trading Policy provides that Directors and certain restricted employees must not use, or allow to be used, any derivatives or other products which operate to limit the economic risk of unvested Company securities.</p> <p>Please refer to the Company's Share Trading Policy is available via the Company's website, https://www.damstratechnology.com/investors, for further details.</p>
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ANNEXURE A:

BOARD SKILLS MATRIX

This Board skills matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors currently believe are required for the good governance of the Company. The Board will assess all future candidates for Board positions, and the performance of its current members, against these criteria in accordance with the ASX Corporate Governance Principles and Recommendations.

Professional Skills

- Strategic planning
- Financial performance
- Risk & compliance oversight
- Corporate governance
- IT strategy and governance
- Marketing & Product Development
- Software & solution sales / channel development
- Executive management
- Board Experience
- Business development
- Commercial Experience

Sector Skills

- Civil Construction
- Mining
- Mergers & Divestments
- Building large scale global organisations
- North America and/or Europe
- SaaS