Corporate Governance Plan

as at 30 June 2026

Knosys Limited ACN 604 777 862 (Company)

The Board is committed to ensuring that the Company is properly managed to protect and enhance Shareholder interests, and that the Company, its directors, officers and employees operate in an appropriate governance environment.

The Board recognises the need for the Company to operate with the highest standards of behaviour and accountability.

The Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council (**ASX Recommendations**) articulate a number of core principles and associated recommendations that the ASX Corporate Governance Council believes underlie good corporate governance.

The Board endorses generally the ASX Recommendations and has considered the ASX Recommendations in determining an appropriate system of control and accountability, commensurate with these guidelines, to best fit the Company's business and operations.

The Company follows the ASX Recommendations where appropriate and, as required under the ASX Listing Rules, where the Company determines it is inappropriate to follow the principles because of its circumstances, the Company will provide reasons for not doing so in its Corporate Governance Statement. For further detail on this issue, please refer to the Corporate Governance Statement on the company's website.

The Board intends to regularly review its corporate governance procedures and their continued appropriateness.

Corporate governance policies

The policies and procedures listed below have been implemented by the Company. These policies and procedures form part of this Corporate Governance Plan and are available in full detail on the Company's website https://www.knosys.co/investor-centre/ .

Board Charter

The Board Charter formalises the functions and responsibilities of the Board. The Board is ultimately responsible for all matters relating to the running of the Company.

The responsibilities of the Board include:

(a) protection and enhancement of Shareholder value;

(b) formulation, review and approval of the objectives and strategic direction of the Company;

(c) review of all significant business transactions including acquisitions, divestments and capital expenditure;

(d) monitoring the financial performance of the Company by reviewing and approving budgets and results;

(e) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;

(f) establishing and, as appropriate, reviewing and approving all delegations of authority and authorisations regarding the capacity of its officers and managers to bind the Company;

(g) appointment, review of performance and remuneration of Directors;

(h) appointment, review of performance and remuneration of the managing director (chief executive officer), the company secretary and members of the senior management team; and

(i) the establishment and maintenance of appropriate corporate governance and ethical standards.

Code of Conduct

The Code of Conduct for Directors addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. The policy outlines its requirements with respect to:

(j) relationships;

(k) compliance with laws and ethics;

(l) conflicts of interest;

(m) confidentiality;

(n) use of Company assets; and

(o) competition.

Share Trading Policy

The Share Trading Policy sets out the Company's policy with regard to trading in Company securities and conflicts of interest. The policy applies to all Directors and key management personnel (if any) of the Company and their associates. The policy outlines the policy and procedure for all trading by such persons in the Company's securities, including the restrictions on trading (and the blanket prohibition on insider trading), the additional restrictions on short-term trading, the procedures and permissions required if a Director (or senior employee) wishes to trade and the required notifications to the Company and ASX of any trades in the Company's securities.

Audit & Risk Committee Charter

The Audit & Risk Committee Charter outlines the composition of the Committee, its responsibilities (in respect of the financial management, reporting, audit and the risk management systems of the Company), authorities, meeting requirements and reporting procedures.

Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, the Board will establish a separate Audit & Risk Committee to assist the Board in exercising its authorities and responsibilities. Until such time as a separate Committee is justified, the Board will carry out the duties that would ordinarily be carried out by the Audit & Risk Committee.

Market Disclosure Protocol

The Market Disclosure Policy has been adopted with a view to ensuring that the Company complies with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules. The policy highlights the requirements for immediate notification, the procedure for disclosing material information, the persons responsible for disclosing information and for ensuring compliance generally by the Company with its disclosure obligations.

Shareholder Communication Policy

The Board aims to ensure that Shareholders are informed of all major developments. The Security holder Communication Policy outlines the processes and responsibilities for reports issued to Shareholders, ASX announcements, annual general meetings, the maintenance of the Company website and the process for responding to requests for information. It also includes a process for review of shareholder communications.

Diversity Policy

This policy sets out the Company's objectives for achieving diversity amongst its Board, senior management and employees generally.

Nomination & Remuneration Committee Charter

The Nomination & Remuneration Committee Charter outlines the composition of the Nomination & Remuneration Committee, its responsibilities (in respect of the structure and composition of the Board and the remuneration policies of the Company), authorities, meeting requirements and reporting procedures.

Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, the Board will establish a separate Nomination & Remuneration Committee to assist the Board in exercising its authorities and responsibilities. Until such time as a separate committee is justified, the Board will carry out the duties that would ordinarily be carried out by the Nomination & Remuneration Committee.

ASX Recommendations

ASX Listing Rule 4.10.3 provides that the Company must provide a statement disclosing the extent to which it has followed the ASX Recommendations. If the Company does not follow all the ASX Recommendations, the Company must identify those recommendations that are not followed and give reasons for not following them.

For full details of the Company's compliance with the ASX Recommendations and identification of those recommendations that are not followed, refer to the Company's Corporate Governance Statement on the Company's website https://www.knosys.co/investor-centre/ .

In summary, the Board is of the view that the Company complies with the ASX Recommendations, except in respect of:

(a) Recommendations 2.1 (which recommends the establishment of a separate Nomination Committee) and 2.4 (which recommends that a majority of the Board should be independent directors); and

(b) the Recommendations made under Principles 2, 4 and 8 relating to the structure and composition of the Board's Audit & Risk and Remuneration Committees (which principles recommend the committees be chaired by an independent director (who is not the Chairman of the Board) and are comprised of at least three members, a majority of whom are independent directors).

The size and the current composition of the Board preclude the Company from complying with Recommendations 2.1 and Principles 2, 4 and 8, as the Board is comprise of only four directors. The Company is still at a relatively early stage in its evolution and, in the opinion of the Board, it is neither necessary nor appropriate for the Board committees to be separate from the board. The board comprises a majority of non-executive directors, all of whom are considered independent directors.

It is recognised by the Board that, no matter how appropriate the Board structure may be at the present time, there will be a need to change the structure and composition of the Board from time to time by the appointment of additional independent directors who have specific technology, operating, management, corporate finance and business development/ marketing business experience and expertise.

In the short term, bearing in mind the present composition of the Board and the size of the Company and its operations, the Board Committees comprise all Board members, with the respective Committees being chaired by one of the independent directors. Again, as the Company grows, and additional directors are appointed to the Board, the Board intends to review the membership of the Board's governance committees with the objective of changing that membership such that the Company does comply fully with all ASX Recommendations in the future.

Independence

The Board considers that each of Hon. Alan Stockdale, and Dr Phillip Carter is an independent director, free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of his judgement (as a Director) and each is able to fulfil the role of an independent director for the purposes of the ASX Recommendations.

The Board has determined that the Managing Director is not independent, having regard to the indicators of independence set out in the ASX Recommendations.