**KNOSYS LIMITED**
**ACN 604 777 862**
**(Company)**

# CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 30 June 2026 and has been approved by the Board of the Company.

This Corporate Governance Statement discloses the extent to which the Company will, as at 30 June 2026, follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations, (**Recommendations**). 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.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance policies and duties.

Due to the current composition of the existing Board and the size of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees, other than an Audit & Risk Committee, and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees, other than the Audit & Risk Committee, are currently carried out by the full Board under the written terms of reference for those committees.

This statement, the Company's Corporate Governance Plan, its Charters and Policies are available on the Company's website at **https://www.knosys.co/investor-centre/** .

| RECOMMENDATIONS | COMPLY | EXPLANATION |
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| ***Principle 1: Lay solid foundations for management and oversight*** | | |
| **Recommendation 1.1**<br>A listed entity should have and disclose a charter setting out:<br>(a) the respective roles and responsibilities of its board | YES | The Company has adopted a Board Charter as part of its Corporate Governance Plan. Details of the Board's, Company Secretary's and management's roles and responsibilities are contained in the Board Charter. Under the Board Charter directors have the right to seek independent professional advice, |

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| and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.. | | where considered necessary. |
| **Recommendation 1.2**<br>A listed entity should:<br>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and<br>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director. | YES | (a) The Company has guidelines for the appointment and selection of the Board in its Corporate Governance Plan. The Company's Nomination & Remuneration Committee Charter requires this Committee (or, in its absence, the Board) to ensure appropriate checks are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director.<br>(b) Under the Nomination & Remuneration 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. |
| **Recommendation 1.3**<br>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment. | YES | The Company's Nomination & Remuneration Committee Charter requires this Committee (or, in its absence, the Board) 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.<br>The Company has written agreements with each of its Directors and senior executives. |
| **Recommendation 1.4**<br>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 | Details of the Board's and Company Secretary's roles and responsibilities are contained in the Board Charter. |

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| **Recommendation 1.5**<br>A listed entity should:<br>(a) have and disclose a diversity policy;<br>(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<br>(c) disclose in relation to each reporting period:<br>(1) the measurable objectives set for that period to achieve gender diversity;<br>(2) the entity's progress towards achieving those objectives; and<br>(3) either:<br>(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<br>(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.<br>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. | PARTIALLY YES | The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives and to assess annually both the objectives and the Company's progress in achieving them.<br>The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.<br><br>The Board does not presently intend to set measurable gender diversity objectives because of the current small size of the board and the Company operations. In the future the Board may consider the application of a measurable gender diversity objective, if appropriate considering any increase in size of the Board and the Company operations, while also applying the Diversity Policy as a whole and applying the Company's policy of appointing based on skills and merit.<br>The respective men and women on the Board for each financial year is disclosed in the Company's Annual Report. Each board director is individually identified in the Annual Report. |

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| **Recommendation 1.6**<br>A listed entity should:<br>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and<br>(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. | YES | (a) The Company's Nomination & Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the assistance of an independent advisor. The Company intends to periodically complete performance evaluations in respect of the Board, its committees (if any) and individual Directors<br>(a) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to periodically complete performance evaluations in respect of the Board, its committees (if any) and individual Directors in accordance with the above process. |
| **Recommendation 1.7**<br>A listed entity should:<br>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and<br>(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. | YES | It is the policy of the Board to conduct evaluation of individuals' performance. The objective of this evaluation is to provide best practice corporate governance to the Company.<br>The Company intends to periodically complete performance evaluations in respect of each of its senior executives.<br>The result of the evaluation of senior executive performance is reflected in the narrative and remuneration amounts disclosed in the Remuneration Report. |

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| ***Principle 2: Structure the Board to be effective and add value*** | | |
| **Recommendation 2.1**<br>The Board of a listed entity should:<br>(a) have a nomination committee which:<br>(i) has at least three members, a majority of whom are independent Directors; and<br>(ii) is chaired by an independent Director,<br>and disclose:<br>(iii) the charter of the committee;<br>(iv) the members of the committee; and<br>(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<br>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively. | PARTIALLY YES | The Company has a Nomination & Remuneration Committee Charter which 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.<br>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, under the charter of this Committee. |
| **Recommendation 2.2**<br>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 | Under the Nomination & Remuneration Committee Charter, this Committee (or, in its absence, the Board) is required to maintain a Board that has an appropriate mix of skills and experience to be an effective decision-making body.<br>The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve |

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| | | in its membership. A copy will be published on the Company's website and updated each year.<br>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report. |
| **Recommendation 2.3**<br>A listed entity should disclose:<br>(a) the names of the Directors considered by the Board to be independent Directors;<br>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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<br>(c) the length of service of each Director | YES | (a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company considers that all of its non-executive directors are independent. The Company will disclose those Directors it considers to be independent in its Annual Report, which will be on the Company's website.<br>(b) The Company will disclose in its Annual Report and website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.<br>(c) The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year. |
| **Recommendation 2.4**<br>A majority of the Board of a listed entity should be independent Directors. | YES | The Board has a majority of Directors who are independent. |
| **Recommendation 2.5**<br>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. | YES | The Chairperson is an independent Director. |

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| **Recommendation 2.6**<br>A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively. | YES | In accordance with the Company's Nomination & Remuneration Committee Charter this Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. |
| ***Principle 3: Instil a culture of acting lawfully, ethically and responsibly*** | | |
| **Recommendation 3.1**<br>A listed entity should articulate and disclose its values | YES | The Company values are articulated in the Board Charter and the Corporate Governance Plan |
| **Recommendation 3.2**<br>**(**a) have and disclose a code of conduct for its directors, senior executives and employees; and<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that code. | YES | The Company's Code of Conduct applies to the Company's Directors, senior executives and employees.<br>The Company's Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. |
| **Recommendation 3.3**<br>(a) have and disclose a whistleblower policy; and<br>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | YES | The Company has a Whistleblower Policy which is available on the Company's website.<br>The board is informed of any material matters reported under this policy. |
| **Recommendation 3.4**<br>(a) have and disclose an anti-bribery and corruption policy; and<br>(b) ensure that the board or committee of the board is informed of any material breaches of that policy. | YES | The Company's Group Policy manual includes an Anti bribery and corruption policy.<br>The board is informed of any material matters reported under this policy. |

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| **Principle 4: *Safeguard integrity of corporate reports*** | | |
| **Recommendation 4.1**<br>The Board of a listed entity should:<br>(a) have an audit committee which:<br>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and<br>(ii) is chaired by an independent Director, who is not the Chair of the Board,<br>and disclose:<br>(iii) the charter of the committee;<br>(iv) the relevant qualifications and experience of the members of the committee; and<br>(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<br>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. | YES | The Company has an Audit and Risk Committee Charter which outlines the composition of the Audit and Risk Committee, its responsibilities, authorities, meeting requirements and reporting procedures. An Audit and Risk Committee has been established and operates under the Charter. |
| **Recommendation 4.2** | YES | The Company's Audit and Risk Committee Charter requires the |

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| The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | | CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.<br>The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year. |
| **Recommendation 4.3**<br>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 | YES | All periodic corporate reports for release to the market are reviewed by the directors prior to release and the market informed that the reports are approved for release by the Board |
| ***Principle 5: Make timely and balanced disclosure*** | | |
| **Recommendation 5.1**<br>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | YES | (a) The Board Charter and Market Disclosure Protocal provide details of the Company's disclosure policy. In addition, the Corporate Governance Plan details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation.<br>(b) The Corporate Governance Plan, the Board Charter and Market Disclosure Protocol are available on the Company website. |
| **Recommendation 5.1**<br>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | YES | |
| **Recommendation 5.3** | YES | |

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| 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. | | |
| **Principle 6: *Respect the rights of security holders*** | | |
| **Recommendation 6.1**<br>A listed entity should provide information about itself and its governance to investors via its website. | YES | Comprehensive information about the Company, its financial reports, its products and also its governance is available on the Company's website at **https://www.knosys.co/** |
| **Recommendation 6.2**<br>A listed entity should have an investor relations program that facilitates effective two-way communication with investors | YES | The Company has a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan. |
| **Recommendation 6.3**<br>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | YES | The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to making it easy for shareholders to participate in shareholder meetings of the Company. Shareholder meetings can be held electronically/virtually to facilitate participation. The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company. |
| **Recommendation 6.4**<br>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 | |

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| **Recommendation 6.5**<br>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 | Shareholders are regularly given the opportunity to receive communications electronically. |
| ***Principle 7: Recognise and manage risk*** | | |
| **Recommendation 7.1**<br>The Board of a listed entity should:<br>(a) have a committee or committees to oversee risk, each of which:<br>(i) has at least three members, a majority of whom are independent Directors; and<br>(ii) is chaired by an independent Director,<br>and disclose:<br>(iii) the charter of the committee;<br>(iv) the members of the committee; and<br>(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<br>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework. | YES | The Company has an Audit and Risk Committee Charter which outlines the composition of the Audit and Risk Committee, its responsibilities, authorities, meeting requirements and reporting procedures. An Audit and Risk Committee has been established and operates under the Charter. |

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| **Recommendation 7.2**<br>The Board or a committee of the Board should:<br>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and<br>(b) disclose in relation to each reporting period, whether such a review has taken place. | YES | The Company's Audit & Risk Committee Charter states that this Committee (or, in its absence, the Board) is responsible for the oversight of the Company's risk management, internal audit, compliance and control systems.<br>The Committee/Board monitors risk through various arrangements including:<br>• regular Board meetings;<br>• share price monitoring;<br>• market monitoring; and<br>• regular review of financial position and operations. |
| **Recommendation 7.3**<br>A listed entity should disclose:<br>(a) if it has an internal audit function, how the function is structured and what role it performs; or<br>(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. | YES | Audit & Risk Committee (or, in its absence, the Board) carries various functions which include overseeing the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout the Company, which includes the Company's internal compliance and control systems.<br>The nature and size of the Company's operations does not justify the establishment and expense of an independent internal audit function. |
| **Recommendation 7.4**<br>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. | YES | The Company has considered its economic, environmental and social sustainability risks and has concluded that it is not subject to material economic, environmental and social sustainability risks. |

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| ***Principle 8: Remunerate fairly and responsibly*** | | |
| **Recommendation 8.1**<br>The Board of a listed entity should:<br>(a) have a remuneration committee which:<br>(i) has at least three members, a majority of whom are independent Directors; and<br>(ii) is chaired by an independent Director,<br>and disclose:<br>(iii) the charter of the committee;<br>(iv) the members of the committee; and<br>(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<br>(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. | PARTIALLY YES | The Company has a Nomination & Remuneration Committee Charter which 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.<br>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, under the charter of this Committee. |
| **Recommendation 8.2**<br>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 | Non-Executive Directors are to be paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. Managing Director and other executive director remuneration is set by the Board with the relevant executive director in question not present. Full details regarding the remuneration of will be included in the Remuneration Report within the Annual Report each year. |
| **Recommendation 8.3** | YES | The Company has a Share Trading Policy as part of its Corporate |

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| A listed entity which has an equity-based remuneration scheme should:<br>(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<br>(b) disclose that policy or a summary of it. | | Governance Plan.<br>The Corporate Governance Plan and Share Trading Policy are available on the Company's website at **https://www.knosys.co/investor-centre/** |

**30 June 2026**