



Corporate Governance Statement FY24

The Board of Directors of Dubber Corporation Ltd (the “Company”) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial year in accordance with 4th edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

Further information about the Company’s corporate governance practices is set out on the Company’s website at <https://www.dubber.net/investors/investor-centre>

This Statement was approved by the Board of Directors and is applicable for the year ended 30 June 2024.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

ASX Recommendation 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.**

The Board has adopted a formal charter that details the respective board and management functions and responsibilities. A copy of this Board Charter is available on the Company's website.

ASX Recommendation 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 relevant to a decision on whether or not to elect or re-elect a director.**

The Company considers the character, industry and relevant experience, education and skill set, as well as interests and associations of candidates for appointment to the Board and conducts appropriate checks to verify the suitability of the candidate.

Information in relation to Directors seeking reappointment is set out in the Directors Report and Notice of Annual General Meeting.

ASX Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has in place written agreements with each Director and senior executive.

ASX Recommendation 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.

The Board Charter provides for the Company Secretary to be accountable directly to the board through the Chairperson.

ASX Recommendation 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:
 - (1) the measurable objectives set for that period to achieve gender diversity;**
 - (2) the entity's progress to achieving those objectives; and**
 - (3) 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 and published in the Act."******

The Company has adopted a Diversity Policy which is available on the Company's website.

The measurable objectives have been set for FY20 onwards at a 5-year company-wide target of 25% women and a long-term target of 50% women. The Board is currently reviewing the measurable objectives for FY24 and at the appropriate time will provide an update.

The Company's employment policy is to employ based on merit. As at 30 June 2024:

- Board: 25% women (20% 2023);
- Senior Executives: 20% women (17% 2023); and
- Whole organisation – 27% women (27% 2023).

ASX Recommendation 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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The Chairperson has the overall responsibility for evaluating the Board, any committees established and, when appropriate, individual directors on an annual basis.

The method and scope of the performance evaluation will be set by the Chairperson and which may include a Board self-assessment checklist to be completed by each Director, which was undertaken in August 2024. The Chairperson may also use an independent adviser to assist in the review if deemed appropriate.

ASX Recommendation 1.7: A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

Subsequent to the end of the Financial Year, the Company has put in place a new performance review framework which includes an annual review with the first review under the new framework to occur towards the end of Financial Year 2025.

Due to the misappropriation of Company funds that was discovered in 27 February 2024 and the Company's subsequent recapitalisation, no reviews were undertaken in Financial Year 2024.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

ASX Recommendation 2.1: The board of a listed entity should:

- (a) have a nomination 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**
 - **the charter of the committee;**
 - **the members of the committee; and**
 - **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.**

The Company has a Remuneration and Nominations Committee. The Committee considers succession issues and the requirements 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 regularly at Board meetings.

ASX Recommendation 2.2: 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.

On a collective basis the Board's skills indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. The matrix reflects the Board's objective to have an appropriate mix of industry and professional experience including skills such as leadership, governance, strategy, finance, risk management and international business operations.

The Board skills matrix is located on the Company's website.

ASX Recommendation 2.3: A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors; and**
- (b) If a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and**
- (c) the length of service of each Director.**

The independent directors during financial year are:

- Mr Neil Wilson – Non-executive Chairperson (appointed 14 February 2023);
- Mr Gerard Bongiorno – Non-executive Director (appointed 2 July 2017);
- Ms Sarah Diamond - Non-executive Director (appointed 9 August 2022); and

Mr Steven McGovern (appointed 2 March 2015 and terminated on 9 April 2024) was the managing director and is therefore non-independent. Mr Peter Pawlowitsch (appointed 20 September 2011) changed to an Executive Director during FY21 and was appointed as the Company's Acting CEO on 1 March 2024. Therefore, Mr Pawlowitsch is therefore not considered to be an independent Director.

ASX Recommendation 2.4: A majority of the board of a listed entity should be independent directors.

The majority of the Board consists of independent directors.

ASX Recommendation 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.

The Chairperson, Mr Neil Wilson, is an independent director, and is not the same person as the Managing Director.

ASX Recommendation 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.

The Board is responsible for providing new directors with an induction to the Company and for the program for providing adequate professional development opportunities for directors and management.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

ASX Recommendation 3.1: A listed entity should articulate and disclose its values.

A copy of the Company's Statement of Values is available on the Company's website.

ASX Recommendation 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 an material breaches of that code**

The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Employees who have become aware of any breaches of the code must report the matter immediately to their line manager or the Company Secretary. Breaches of the code may be subject to disciplinary action, including dismissal.

A copy of the Code of Conduct is available on the Company's website.

ASX Recommendation 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.**

The Company has adopted a Whistleblower Policy, which is available on the Company's website.

Under the policy the Company Secretary will report on whistleblower incidents quarterly to the Chairperson, if the incident is considered serious and/or material it will be immediately referred to the Chairperson by the Company Secretary.

ASX Recommendation 3.4: A listed entity should:

- (a) have and disclose an Anti-Bribery and Anti-Corruption policy; and**
- (b) ensure the board or a committee of the board is informed of any material breaches of that policy.**

The Company has adopted an Anti-Bribery and Anti-Corruption Policy, which is applicable to all personnel, including directors, temporary staff and contractors, and business associates of Dubber.

The Board (or, where established by the Board, a delegated sub-committee of the Board) are to be informed of any material breaches of the policy.

A copy of the Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

ASX Recommendation 4.1: The Board of a listed entity should:

- (a) have an audit committee which:**
 - (1) has at least three members, all of whom are non-executive directors and a majority of which are independent directors; and**
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:**
 - the charter of the committee;
 - the relevant qualifications and experience of the members of the committee; and
 - 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.**

The Board has an established Audit and Risk Committee.

As of the date of this statement, the Committee consists of:

- Mr Gerard Bongiorno (Chairperson, Non-Executive Director and Independent), a member and Chairperson from 9 August 2022;

- Ms Sarah Diamond (Non-Executive Director and Independent), a member from 9 August 2022; and
- Mr Neil Wilson (Non-Executive Director and Independent), a member from 14 February 2023.

The relevant skills, qualifications and experience of each Committee member is disclosed within the Directors' Report, which is available in the Annual Report (Pages 23 – 24).

Details of the Committee members' qualifications and attendance at Audit and Risk Committee meetings are set out in the Directors' Report, which is available in the Annual Report (Pages 20, 23 – 24).

ASX Recommendation 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.

The Board has received the assurance required by ASX Recommendation 4.2 in respect of the financial statements for the half year ended 31 December 2023 and the full year ended 30 June 2024 from the Managing Director and CFO (or persons performing the equivalent functions). Given the size and nature of the Company's operations the Board has not received the assurance in respect of the quarterly cash flow statements believing that the provision of the assurance for the half and full year financial statements is sufficient.

ASX Recommendation 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.

The Company ensures that any periodic corporate reports that the Company releases to the market, that have not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by management, reviewed by the CEO and CFO and authorised by the Board.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

ASX Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Company Secretary acts as the Company's Disclosure Officer and is responsible for implementing and administering this policy. The Disclosure Officer is responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

A copy of the Continuous Disclosure Policy is available on the Company's website.

In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is posted to its website at <https://www.dubber.net/investors/investor-centre> after ASX confirms an announcement has been made.

ASX Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

This practice is in place.

ASX Recommendation 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 Announcements Platform ahead of the presentation.

This practice is in place. Pursuant to the Company's Continuous Disclosure Policy, any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are lodged with the ASX prior to the briefing commencing.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

ASX Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.

The Company's website at <https://www.dubber.net/investors/investor-centre> contains information about the Company, Directors and management and the Company's corporate governance practices, policies and charters. All ASX announcements made to the market, including annual and half year financial results are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on the website.

ASX Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company's Shareholder Communications Policy outlines the procedures in place to promote effective two-way communication with Shareholders.

In addition to announcements made in accordance with its continuous disclosure obligations the Company, from time to time, prepares and releases general investor updates about the Company.

Contact with the Company can be made via email addresses provided on the website.

ASX Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company encourages participation of shareholders at any general meetings and its Annual General Meeting each year. Shareholders are encouraged to lodge direct votes or proxies subject to the adoption of satisfactory authentication procedures if they are unable to attend the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at <https://www.dubber.net/investors/investor-centre>

ASX Recommendation 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.

This practice is in place.

ASX Recommendation 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.

Contact with the Company can be made via email addresses provided on the website.

The Company's share register provides a facility whereby investors can provide email addresses to receive correspondence from the Company electronically and investors can contact the share register via telephone, facsimile or email.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

ASX Recommendation 7.1: The Board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (1) has at least three members, a majority of whom are independent directors; and**
 - (2) is chaired by an independent Director.**
- and disclose:**
 - **the charter of the committee;**
 - **the members of the committee; and**
 - **as at the end of each reporting period, the number of times the committee met throughout the period and individual attendances of the members at those meetings;**
- (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.**

The Board has established an Audit and Risk Committee

As of the date of this statement, the Committee consists of:

- Mr Gerard Bongiorno (Chairperson, Non-Executive Director and Independent), Chairperson and member from 9 August 2022;
- Ms Sarah Diamond (Non-Executive Director and Independent), member from 9 August 2022; and
- Mr Neil Wilson (Non-Executive Director and Independent), member from 14 February 2023.

ASX Recommendation 7.2: The Board or a committee of the Board should:

- (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**
- (b) disclose in relation to each reporting period, whether such a review has taken place.**

The Company has a Risk Management and Internal Compliance and Control Policy, which describes the process of oversight and approval of the Company's risk management strategy and policies.

The Board is responsible for the oversight of the Company's risk management and control framework. Given the small management team and Board, risk is reviewed on an ongoing basis.

The Board has conducted a review during the reporting period.

ASX Recommendation 7.3: A listed entity should disclose:

- (a) if it has an internal audit function, how that function is structured and what role it performs; or**
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.**

Given the Company's current size and level of operations it does not have an internal audit function.

The Board is responsible for the oversight of the Company's risk management and control framework. Responsibility for control and design of risk management is delegated to the appropriate level of management within the Company the Board being responsible for the risk management and control framework.

ASX Recommendation 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.

The Company has exposure to economic risks, including general economy wide economic risks and risks associated with the economic cycle.

As with most technology companies, the Company's activities are not expected to have an impact on the environment. However, it is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The Company has an Environmental, Social and Governance (ESG) Policy which provides a framework for the Company's approach to managing its environmental, social and governance related policies and practices within its operations and supply chain.

A copy of the ESG Policy is available on the Company's website.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

ASX Recommendation 8.1: The board of a listed entity should:

- (a) establish a remuneration committee which:**
 - (1) has at least three members, a majority of which are independent directors; and**
 - (2) is chaired by an independent director****and disclose:**
 - **the charter of the committee,**
 - **the members of the committee; and**
 - **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.**

The Board has established a Remuneration and Nominations Committee.

As of the date of this statement, the Committee consists of:

- Ms Sarah Diamond (Chairperson, Non-Executive Director and Independent), Chairperson and member from 9 August 2022;

- Mr Gerard Bongiorno (Non-Executive Director and Independent), member from 9 August 2022; and
- Mr Neil Wilson (Non-Executive Director and Independent), member from 14 February 2023.

ASX Recommendation 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.

The Company has a clearly distinguished structure of non-executive directors' remuneration from the remuneration of executive directors and other senior executives. Please refer to the Remuneration Report included in the Annual Report (Pages 25 – 37) for details regarding the Company's remuneration structure.

ASX Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:

- (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**
- (b) disclose that policy or a summary of it.**

The Company has an Employee Incentive Plan which entitles all executives and employees to be eligible to participate if invited to do so by the Board. A summary of the Employee Incentive Plan is provided in the Remuneration Report in the Annual Report (Pages 25 – 37) and the Company's Notice of meeting for the 2023 AGM.

The Company's Share Trading policy prohibits recipients of employee incentive securities from entering into any transaction (whether through the use of derivatives or otherwise) which limits the economic risk of participating in the Employee Incentive Plan. A copy of the Share Trading Policy is available on the Company's website.