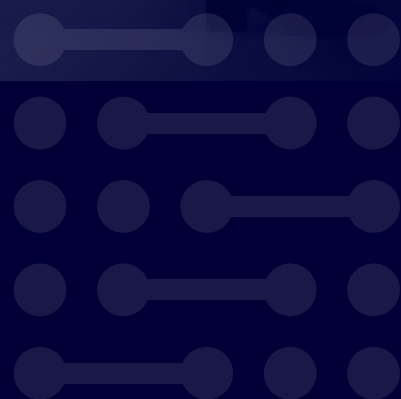




# 2024

## Corporate Governance Statement



 Kinatico

# Corporate Governance Statement

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## Basis of Preparation

The Board of Directors of Kinatico Ltd is responsible for the corporate governance of the Company and guides and monitors the business and affairs of the Company on behalf of its shareholders.

The format of this Corporate Governance Statement is based on ASX Corporate Governance Council's ("the Council") Corporate Governance Principles and Recommendations (4th edition). In accordance with the Council's recommendations, the Corporate Governance Statement must contain certain specific information and must disclose the extent to which the Company has followed the guidelines during the period.

Where a recommendation has not been followed, that fact must be disclosed, together with the reasons for the departure. The Company's Corporate Governance Statement is structured with reference to the Council's principles and recommendations, which are as follows:

<b>Principle 1</b>	Lay solid foundations for management and oversight
<b>Principle 2</b>	Structure the board to be effective and add value
<b>Principle 3</b>	Instil a culture of acting lawfully, ethically and responsibly
<b>Principle 4</b>	Safeguard the integrity of corporate reports
<b>Principle 5</b>	Make timely and balanced disclosure
<b>Principle 6</b>	Respect the rights of security holders
<b>Principle 7</b>	Recognise and manage risk
<b>Principle 8</b>	Remunerate fairly and responsibly

Commensurate with the spirit of the Corporate Governance Principles and Recommendations, the Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for corporate governance practices, taking into account factors such as the size of the Company and Board, resources available and activities of the Company. Where the Company's corporate governance practices depart from the Corporate Governance Principles and Recommendations, the Board has offered full disclosure of the nature of, and reason for, the adoption of its own practice.

The Company's corporate governance statement and practices were:

- (a) in place throughout the year ended 30 June 2024 and are current as of this date; and
- (b) approved by the Board.

For further information on the Company's corporate governance statement and policies which were adopted, please refer to its website: <https://kinatico.com/investors>

# Corporate Governance Statement CONTINUED

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## **Principle 1: Lay solid foundations for management and oversight**

*A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.*

### **Recommendation 1.1 Role of Board and Management**

The Board is ultimately accountable for the performance of the Company and provides leadership and sets its strategic objectives. It appoints the Chief Executive Officer, approves the appointment of any executive directors, and assesses their performance on at least an annual basis.

It is responsible for overseeing all corporate reporting systems, remuneration frameworks, governance issues, and stakeholder communications. Decisions reserved for the Board relate to those that have a fundamental impact on the Company, such as material acquisitions and takeovers, capital raising, major capital expenditure, dividends and buybacks, material profits upgrades and downgrades, significant disclosures and monitoring the effectiveness of governance principles.

Management is responsible for implementing the Board's strategy, day-to-day operational aspects, and ensuring that all material risks and performance issues are brought to the Board's attention. Management must operate within the delegation policy and matrix, risk and authorisation parameters set by the Board.

The Company has adopted a Board Charter that sets out the objectives, responsibilities and administration of the board of directors and its relationship with the Chief Executive Officer (including any Acting Chief Executive Officer) of the Company and any subsidiary, and any committees of the Board that may be established.

The Board has also implemented and regularly reviews its Delegation of Authority Policy for all employees of the Company. This policy is an ancillary document to the Board Charter and deals with reserved powers and delegated authorities. It enables the effective management of the business and its risks as it sets out the matters specifically reserved for the Board, and those matters delegated to Management. It provides clear guidance to each employee on their authority to make decisions on a day-to-day basis.

A copy of the Board Charter adopted by the Company is available from the Company's website at <https://kinatico.com/investors>

### **Recommendation 1.2 Director checks and disclosure**

The Company undertakes a comprehensive screening and verification process prior to appointing a director or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any material way from undertaking the duties of director. At the time of election or re-election of any director, the Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.

### **Recommendation 1.3 Written agreement with each Director and Senior Executive**

The terms of the appointment of directors and senior executives are agreed upon and set out in writing at the time of each appointment. The agreement sets out: remuneration (including superannuation entitlements); requirement to disclose interests and matters which may affect independence; requirement to comply with key corporate policies (including the Company's

# Corporate Governance Statement CONTINUED

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## Principle 1: Lay solid foundations for management and oversight CONTINUED

### Recommendation 1.3 CONTINUED

#### Written agreement with each Director and Senior Executive

Corporate Code of Conduct and Trading Policy); policy on when directors may seek independent professional advice at the expense of the Company (which is generally whenever directors, especially non-executive directors, judge such advice necessary for them to discharge their responsibilities as directors); the circumstances in which the director's office becomes vacant; indemnity and insurance arrangements; ongoing rights of access to corporate information; and ongoing confidentiality obligations. In the case of senior executives, it also sets out to whom they report.

A copy of the Corporate Code of Conduct and Trading Policy adopted by the Company are available from the Company's website at <https://kinatico.com/investors>

### Recommendation 1.4

#### Company Secretary

The appointment and removal of a Company Secretary is a matter reserved for decision by the Board.

The Company Secretary reports directly to the Board through the Chair and is accessible to all directors. Each director is able to communicate directly with the Company Secretary and vice versa.

The Company Secretary: advises the Board and its committees on governance matters; monitors that Board and committee policy and procedures are followed; coordinates the timely completion and despatch of Board and committee papers; ensures that the business at Board and committee meetings is accurately captured in the minutes; and helps to organise and facilitate the induction and professional development of directors.

### Recommendation 1.5

#### Diversity Policy

The Company has a Diversity Policy which is available from its website at <https://kinatico.com/investors>

The Diversity Policy aims to provide a work environment where employees have equal access to career opportunities, training and benefits. It also aims to ensure that employees are treated with fairness and respect and are not judged by unlawful or irrelevant reference to gender, age, ethnicity, race, cultural background, disability, religion, sexual orientation or caring responsibilities. This commitment enables the Company to attract and retain employees with the best skills and abilities.

The Company is currently satisfied with the levels of age, cultural and gender diversity among its employees and executives and therefore has not set measurable objectives in relation to diversity.

As at 30 June 2024 women employees in the organisation accounted for:

- **In the whole organisation** **52%**
- **In senior executive or senior positions** **8 persons (47%)**
- **On the Board** **0%**

For this purpose, the Board defines a senior executive or person in a senior position, as a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business or has the capacity to affect significantly the Company's financial standing. This includes all senior management and senior executive designated positions as well as senior specialised professionals.

The Company is not a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 and therefore has no Gender Equality Indicators to be disclosed.

# Corporate Governance Statement CONTINUED

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## Principle 1: Lay solid foundations for management and oversight CONTINUED

### **Recommendation 1.6 Board Performance Assessment**

The Board reviews its performance on an ongoing basis and more formally on an annual basis, as well as the performance of individual Directors (including the performance of the Chair).

The formal review for the 2024 financial year is scheduled to be undertaken on or about the date this statement is published. Improvement in the Board's processes and effectiveness is a continuing objective. Therefore, the Board continually (both formally and on an ongoing basis) reviews its processes and effectiveness to identify ways to improve its performance.

The Company has a Board Performance Evaluation Policy and is available from the Company's website at <https://kinatico.com/investors>

### **Recommendation 1.7 Performance Evaluation of Senior Executives**

The Chair conducts an annual review of the Chief Executive Officer, with input from all Board members.

The Chief Executive Officer has line responsibility for certain senior executives and formal performance reviews of all direct reports. A formal performance review of all senior executives in respect of FY2024 was undertaken during July and August 2024.

In assessing the performance of an individual, the review includes consideration of the executive's function, individual targets, group targets, and the overall performance of the Company.

# Corporate Governance Statement CONTINUED

## Principle 2: Structure the Board to be effective and add value

*The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.*

### Recommendation 2.1 Nomination Committee

The Company does not maintain a Nomination Committee. Given the size and nature of the Company, the duties and responsibilities that would be delegated to such a committee are considered the responsibility of, and are performed by, the full Board.

### Recommendation 2.2 Board Skills Matrix

The Board considers that:

- (a) a diverse range of skills, backgrounds, knowledge and experience is required to effectively govern the Company; and
- (b) the Board should comprise Directors having qualifications, skills, expertise and experience from a diverse range of backgrounds, including financial acumen, governance, regulatory, risk management and industry experience.

These characteristics and skills will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

The Board currently comprises of five members and it is of the view given the skill mix and composition of the Board, that it has an appropriate number of directors, and that combined they have the requisite qualifications, skills, expertise and experience necessary for the size and nature of the Company.

Details of the skills, experience and expertise relevant to the position of each Director who is in office are included in each Annual Report.

The Board skills summary set out below describes the combined skills, experience and expertise presently represented on the Board. To the extent that any skills are not directly represented on the Board, they are augmented through management and external advisors.

ASX Listed Company Experience
Capital Markets
Governance
Financial Acumen
Strategy
Sales and Marketing
Human Resources and Executive Remuneration

Digital Technology & Innovation
Industry Knowledge & Experience
Mergers & Acquisitions – Transactional Experience
Data Management, Privacy and Security, including crisis management
Risk Management
International Experience

If the need for a new director is identified, the required experience and competencies of the new director will be defined in the context of this matrix and any gaps that may exist.

# Corporate Governance Statement CONTINUED

## Principle 2: Structure the Board to be effective and add value CONTINUED

### Recommendation 2.3 Director's Independence

The Company has adopted a definition of "independence" that is consistent with the ASX's Corporate Governance Principles and Recommendations.

Details of the Board of directors, their appointment date, length of service and independence status is as follows:

Director's Name	Role	Length of Service	Independent
Ivan Gustavino	Non-executive Chairman	13 August 2018 - present	Yes
George Cameron-Dow	Non-Executive Director	16 February 2017 - present	Yes
Oliver Stewart	Non-Executive Director	4 November 2020 - present	Yes
Jon Birman	Non-executive Director	3 May 2021 - present	No
Georg Chmiel	Non-executive Director	19 September 2023 - present	Yes

### Recommendation 2.4 Majority of Director's Independent

Ivan Gustavino (Chair of the Board), George Cameron-Dow (Non-Executive Director), Oliver Stewart (Non-Executive Director) and Georg Chmiel (Non-Executive Director) are considered to be independent directors of the Company. The Company therefore currently has a majority of independent directors.

The Board considers that the structure is appropriate for the Company, given its size and nature.

### Recommendation 2.5 Chairman and Chief Executive Officer

The Company maintains a separation between the role of Chair and that of Chief Executive Officer. Day to day management is the responsibility of the Chief Executive Officer.

### Recommendation 2.6 Company Induction and Professional Development of Directors

There is an induction program for all new directors, which provides them with the information that will enable them to carry out their duties in the best interests of the Company, as well as educating them in the Company's policies and procedures.

All directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as directors effectively. Where appropriate the Board are advised by the Company Secretary and General Counsel of changes to the law and policy.

Directors have a right of access to all Company information and executives. Directors are also entitled, in fulfilling their duties and responsibilities, to obtain independent professional advice on any matter connected with the discharge of their responsibilities, with prior notice to the Chair, at the Company's expense.



# Corporate Governance Statement CONTINUED

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## **Principle 3: Instil a culture of Acting lawfully, ethically and responsibly**

*A listed entity should instil and continuously reinforce a culture across the organisation of acting lawfully, ethically and responsibly.*

### **Recommendation 3.1 Articulate and disclose the Company's values**

In early 2022, the Company went through a process of articulating and disclosing a new statement of purpose, mission, vision and values. That process was undertaken to define what type of organisation Kinatico aspired to be and what it requires from its directors, senior executives and employees to achieve that aspiration. The values create a link between the Company's purpose and its strategic goals by expressing the standards and behaviours Kinatico expects from its directors, senior executives and employees to fulfil its purpose and meet its goals.

The board endorsed the values. The values are used as a reference point in decision making in the board and throughout the Company, in recruitment decisions, performance reviews, and in the day-to-day business of the Company. The values have been publicised throughout the business, in our annual report, and on the Company's website.

The board will, from time to time, revisit and reassess the appropriateness of the Company's values and, if necessary, instigate a process to refresh and restate the Company's values.

### **Recommendation 3.2 Code of Conduct**

The Company maintains a formal Corporate Code of Conduct for its directors, senior executives and employees.

In summary, the Code requires that each person: act honestly and with integrity and carry out their work to a high standard and committing to the Company's policy of producing quality services, operate within the law, follow the Company's policies, act in good faith and in the best interests of the Company; exercise a duty of care; use the powers of office in the best interests of the Company and not for personal gain; declare any conflict of interest; safeguard the Company's assets and information; and not undertake any action that may jeopardise the reputation of Company. The Code also addresses corporate misconduct (including fraud, unlawful or unethical payments or inducements) and the consequences of any breaches to the Code. The Code is reviewed as necessary to ensure it reflects the high ethical standards of conduct necessary to maintain confidence in the Company's integrity.

### **Recommendation 3.3 Whistleblower Policy**

The Company has a Whistleblower Policy, which provides that all directors and employees have a responsibility to report any suspected behaviours which are inappropriate or wrong, this includes non-compliance with the Company's Code of Conduct. The policy is supported by a dedicated reporting channel, run independently of the Company, to facilitate any whistleblower report.

### **Recommendation 3.4 Anti-Bribery and Corruption Policy**

The Company has an Anti-Bribery and Corruption Policy, which: acknowledges the serious criminal and civil penalties that may be incurred and the reputational damage that may be done if the Company is involved in bribery or corruption; prohibits the payment of secret commissions, the giving of bribes or other improper payments; and includes appropriate controls around political donations and offering or accepting gifts, entertainment or hospitality. The policy requires breaches of the policy to be reported to General Counsel or the CEO and to the board.

The Corporate Code of Conduct and Whistleblower Policy are available from the Company's website at <https://kinatico.com/investors>



# Corporate Governance Statement CONTINUED

## Principle 4: Safeguard the integrity of corporate reports

*A listed entity should have appropriate processes to verify the integrity of its corporate reports.*

### Recommendation 4.1 Audit Committee

The Board has established an Audit and Risk Committee with a Charter that sets out its roles, responsibilities, composition structure and membership requirements. The Charter is regularly reviewed.

The members appointed to the Audit and Risk Committee are George Cameron-Dow (as Chair), Oliver Stewart, Jon Birman and Georg Chmiel.

Three of the members of the Audit & Risk Committee (and therefore majority) are independent non-executive directors, consistent with the ASX's Corporate Governance Principles and Recommendations.

Director's Name	Role	Independent
George Cameron-Dow	Committee Chair	Yes
Oliver Stewart	Committee member	Yes
Jon Birman	Committee member	No
Georg Chmiel	Committee member	Yes

The Audit and Risk Committee performed the duties outlined in the Charter and reported to the Board during FY2024. The Committee met with the external auditor, discussed the adequacy of the Company's internal controls and systems used to provide assurance over the integrity of corporate reporting and assessed the adequacy of the external audit process, the outcome and the auditors' continued independence.

Details of the skills, experience and expertise relevant to the position of each member of the Audit & Risk Committee will be included in each Annual Report.

Whilst the Committee assists in the financial reporting process, the Board acknowledges that the full Board is responsible for ensuring that the financial statements reflect their understanding of the Company's operations and provide a true and fair view as to the financial position and performance of the Company.

The Committee met three times during FY2024. The Audit and Risk Committee's Charter is available from the Company's website at <https://kinatico.com/investors>

# Corporate Governance Statement CONTINUED

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## Principle 4: Safeguard the integrity of corporate reports CONTINUED

### **Recommendation 4.2** **Declarations from the CEO and CFO**

The Company's Chief Executive Officer and the Chief Financial Officer provide a declaration in accordance with Section 295A of the Corporations Act to the Board, that in their opinion, the financial records of the Company have been properly maintained and the Company's financial reports comply with the appropriate accounting standards and present a true and fair view of the Company's financial position and performance and the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

### **Recommendation 4.3** **Audit processes**

Where a corporate report issued by the Company is not subject to audit or review by an external auditor, Kinatico takes steps to inform investors of the process by which the Company has satisfied itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions. These steps may take the form of disclosures in the report itself or more generally in the Company's governance disclosures in our annual report in general meetings or on our website.

The audit engagement partner (or a representative of the external auditor) will attend the AGM and be available to answer shareholder questions relevant to the audit.

# Corporate Governance Statement CONTINUED

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## **Principle 5: Making timely and balanced disclosure**

*A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*

### **Recommendation 5.1 Continuous Disclosure Policy**

The Company has adopted a formal written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.

For the purposes of expediency and to ensure the market is informed in a timely manner the Board has delegated its powers in relation to disclosure matters to a continuous disclosure subcommittee. The continuous disclosure subcommittee has been delegated the authority to: approve announcements to be made to the Australian Securities Exchange; request the Company's securities be placed into a trading halt session state or suspended from official quotation of the Australian Securities Exchange and respond to any queries from the Australian Securities Exchange.

#### **Members of the subcommittee during FY2024 were:**

- Ivan Gustavino, Board Chairman
- Craig Sharp, General Counsel & Company Secretary
- Oliver Stewart, Non-executive Director
- Michael Ivanchenko, Chief Executive Officer.

The Chief Executive Officer and General Counsel are involved in all significant transactions and events and would be considered the first persons within the Company to come into possession of market sensitive information. The members of the continuous disclosure subcommittee jointly make an assessment as to whether the information ought to be released to the market.

Where time permits and the information relates to fundamentally significant events affecting the Company, the Company Secretary will arrange for authorisation at Board level before such information is released. Such information may relate to significant acquisitions, disposals, material profit upgrades or downgrades, and any other transaction considered to be fundamentally significant.

The Company's Continuous Disclosure Policy is available from the Company's website at <https://kinatico.com/investors>

### **Recommendation 5.2 Board to Receive Copies of Market Announcements**

All directors of the Company are subscribed to automatically receive notification and copies of all Company announcements released on the ASX platform.

### **Recommendation 5.3 Substantive Presentations should be released on ASX**

The Company has adopted a practice of ensuring that copies of all new and substantive investor or analyst presentation materials are released on the ASX Market Announcements Platform ahead of the presentation.

All such presentations made on behalf of the Company are made by the Chief Executive Officer, sometimes in conjunction with other executives. The CEO is required to report regularly to the board in respect of which presentations are planned, which have been delivered, what material is being presented and what disclosures have been made to the market.

# Corporate Governance Statement CONTINUED

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## **Principle 6: Respect the rights of security holders**

*A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.*

### **Recommendation 6.1 Information on Website**

The Company provides information about itself and its governance to investors via its website and has an "Investor" section where all relevant corporate governance information can be accessed. The Company's Constitution, Board and Committee Charters and relevant corporate governance policies are available from the Investor Section under "Corporate Governance".

Copies of the Company's annual reports and financial statements, Australian Securities Exchange announcements, Notices of Meeting, overview of its history and operations, board members and contact details are available on the Company's website, at <https://kinatico.com/investors>.

The Company continuously reviews its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

### **Recommendation 6.2 Investor Relations Program**

The Company has a Shareholder Communications Strategy which aims to ensure that shareholders are informed of all major developments affecting the Company.

As part of the Company's investor relations program, shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the Australian Securities Exchange, including the release of the Annual Report, half yearly reports and quarterly reports. The Company's website also has links to all announcements provided to the Australian Securities Exchange.

The Shareholder Communications Strategy is available from the Company's website at <https://kinatico.com/investors>

### **Recommendation 6.3 Participation at Meetings of Shareholders**

The Board and Company Secretary actively engage with investors and respond to shareholder's enquiries on an ad hoc basis. Shareholders receive the Company's reports and are also actively encouraged to participate at the Company's AGM and general meetings by attendance or by written communication, and by asking questions of directors, senior management as well as the Company's external auditors.

Material communications are dispatched to investors either via email, surface mail, and/or via market announcement.

### **Recommendation 6.4 Voting by Poll**

All substantive resolutions put to members of the Company in general meeting are determined by a poll of securities held, rather than by a show of hands.

### **Recommendation 6.5 Electronic Communication**

The Company engages its share registry to manage most of its communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through its share registry, Automic Registry Services at <https://automic.com.au>

# Corporate Governance Statement CONTINUED

## Principle 7: Recognise and manage risk

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*

### Recommendation 7.1 Risk Committee

As noted above, the Board has appointed an Audit and Risk Committee.

The majority of the members of the Audit & Risk Committee are independent non-executive directors, consistent with the ASX's Corporate Governance Principles and Recommendations.

Director's Name	Role	Independent
George Cameron-Dow	Committee Chair	Yes
Oliver Stewart	Committee member	Yes
Jon Birman	Committee member	No
Georg Chmiel	Committee member	Yes

The Audit and Risk Committee performed the duties outlined in the Charter and reported to the Board during FY2024. The functions of the Committee include setting of corporate governance policy and exercising due care and skill in assessing risk, developing strategies to mitigate such risk, monitoring the risk and the Company's effectiveness in managing it. While the Audit & Risk Committee performs these functions, the Board acknowledges that it receives recommendations from the Committee and that the full Board is responsible for monitoring, assessing, managing and mitigating the Company's risk.

The Audit & Risk Committee's Charter is available from the Company's website at <https://kinatico.com/investors>

# Corporate Governance Statement CONTINUED

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## Principle 7: Recognise and manage risk CONTINUED

### **Recommendation 7.2 Annual Risk Review**

A risk matrix which sets out the risks of the Company is prepared and is reported upon at each board meeting. The risk matrix is updated as necessary to ensure that it continues to be sound and that all the risks are appropriately identified and mitigated where possible. As part of that process, the Company regularly reviews its risk management framework.

During FY2024, the Audit and Risk Committee also completed a formal annual review of the risk management framework and risk matrix.

The Company maintains internal controls which assist in managing enterprise risk, and these are reviewed as part of the scope of the external audit, with the auditor providing the Board with commentary on their effectiveness and the need for any additional controls. The Chief Executive Officer (with the support of General Counsel) is responsible for monitoring the operational risk, ensuring all relevant insurances are in place, and that all regulatory and compliance obligations of the Company are satisfied.

### **Recommendation 7.3 Internal Audit**

The Company does not have a dedicated internal audit function. Responsibility for risk management and internal controls is held by the Chief Executive Officer, General Counsel and Chief Finance Officer, who continually monitor the Company's internal and external risk environment, with oversight by the Audit & Risk Committee of the Board.

Necessary action is taken to protect the integrity of the Company's books and records including by way of design and implementation of internal controls, and to ensure operational efficiencies, mitigation of risks, and safeguard of the Company's assets.

The Company has adopted a Risk Management Review Procedure and Internal Compliance and Control Policy which is available from the Company's website at <https://kinatico.com/investors>.

### **Recommendation 7.4 Environmental or Social Risks**

The Company continually reviews economic, environmental and social risks in the areas in which it operates.

In terms of climate risk, the nature of the Company's business has limited impact on climate related matters, although where its operations do impact on climate, Kinatico reasonably tries to minimise the impact.

# Corporate Governance Statement CONTINUED

## Principle 8: Remunerate fairly and responsibly

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.*

### Recommendation 8.1 Remuneration Committee

The Board has established a Remuneration Committee with a Charter that sets out its roles, responsibilities, composition, structure and membership requirements.

The composition of the Remuneration Committee does not fully comply with the ASX's Corporate Governance Principles and Recommendations, as it comprises only 2 independent non-executive directors. However, it is considered given the size of the Company, total number of directors in the Company and skill mix of the current members of the Committee, that the current composition of the Committee is appropriate.

Director's Name	Role	Independent
Ivan Gustavino	Committee Chair	Yes
George Cameron-Dow	Committee member	Yes

The Remuneration Committee makes recommendations to the Board about remuneration of its executives and non-executive directors, as well as senior management of the Company. The Remuneration Committee met twice during FY2024.

The Remuneration Committee's Charter is available from the Company's website at <https://kinatico.com/investors>

### Recommendation 8.2 Disclosure of Remuneration Policies and Practices

The Remuneration Committee performs the following functions: setting the Company's remuneration structure, determining eligibilities to incentive schemes, making remuneration recommendations for directors, Chief Executive Officer and senior management, reviewing remuneration policies and practices and incentives scheme in accordance with the Remuneration Committee Charter.

Where appropriate the Committee obtains external advice from independent consultants in determining the Company's remuneration practices including remuneration levels. The Company's remuneration policy is to ensure that the level of remuneration (considered in the context of the overall financial position of the Company) properly reflects the relevant person's duties and responsibilities, rewards performance and is competitive in attracting, retaining and motivating people of the highest calibre.

Senior executives and some senior managers are currently rewarded using combinations of fixed and performance-based remuneration and may include rewards pursuant to the Company's equity incentive scheme. Fees and salaries are set at levels reflecting market rates. Performance based remuneration is linked directly to specific performance targets (individual and company targets) that are aligned to both short and long-term objectives.



# Corporate Governance Statement CONTINUED

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## Principle 8: Remunerate fairly and responsibly CONTINUED

### Recommendation 8.3 Policy on Equity based Remuneration Scheme

At the Company's General Meeting held on 13 October 2022, shareholders approved an Employee Incentive Option Plan (Plan) which is valid for a period of three years. The objective of the Plan is to attract, motivate and retain key employees or contractors.

The terms of any options issued under the Plan restricts participants in the Plan (option holders) from entering into transactions (whether through the use of hedging, derivatives or otherwise) so as to try and limit the economic risk or exposure of their option. It is also noted that key management personnel of an ASX listed entity (and their related parties) are prohibited under the Corporations Act from entering into such arrangements, and that have the effect of limiting their exposure to risk relating to an element of remuneration that has either not vested or has vested, but remains subject to a holding lock.

Further details in relation to the Company's remuneration policies are contained in the Remuneration Report, within the Directors' Report in the Company's Annual Report.

The Company also has a trading policy which governs the sale and purchase of and dealings in securities in the Company by all its personnel. This policy provides a brief summary of the law on insider trading and other relevant laws and establishes a best practice procedure relating to dealing in the Company's securities; including designated 'black out periods' and all personnel are required to seek approval before transacting or in any way dealing with the Company's securities.

The Company's Trading Policy is available from the Company's website at <https://kinatico.com/investors>