

Gathid Ltd (ACN 108 411 427) (Company)

Corporate Governance Statement 2025

This Corporate Governance Statement is current as of 19 August 2025 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement sets out the Company's current compliance with the ASX Corporate Governance Council's 4th edition Corporate Governance Principles and Recommendations (Recommendations). The Recommendations are not mandatory. However, the Company is required to provide a statement in its annual reports disclosing the extent to which the Company has followed the Recommendations.

	Recommendations	Compliance	Comment
1.	Lay solid foundations for management and oversight		
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Complies	The Board is accountable to shareholders for the performance of the Company. The Board operates under the https://gathidLtd.com/wp-content/uploads/2025/03/GTH-Board-Charter.pdf that details its functions, responsibilities and powers and those delegated to management. Under the Charter the Board is responsible for: <ul style="list-style-type: none">• providing leadership and setting the strategic direction of the Company;• reviewing how the Company's strategic environment is changing, key risks and opportunities that are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;• overseeing management's implementation of the Company's strategic objectives and its performance generally;• ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;• appointing and removing, where necessary, the chair, senior executives, and the Company Secretary;• evaluating, approving and monitoring the Company's annual budgets and business plans;

			<ul style="list-style-type: none"> • approving and monitoring the progress of major capital expenditure; • determining the Company’s dividend policy (if any) and oversee the financing of dividend payments (if any); • monitoring the Company’s accounting and corporate reporting systems, including the external audit; • monitoring the Company’s disclosure processes; • ensuring the Company has an appropriate risk management framework; • setting the risk appetite within which the Board expects management to operate; • monitoring the effectiveness of the Company’s governance policies; • monitoring and managing the performance and remuneration of senior executives and key staff; • ensuring that appropriate resources are available to the senior executives; • the establishment and maintenance of appropriate ethical standards; • evaluating and, where appropriate, adopting with or without modification the Recommendations; • approving and managing succession plans for senior executives and other key management positions that may be identified from time to time; • reviewing and monitoring any related party transactions; and • monitoring the Company’s operations in relation to, and in compliance with, relevant regulatory and legal requirements. <p>The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director and other senior executives.</p>
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1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Complies	<p>The Board Charter sets out the nomination responsibilities of the Board. The Company undertakes appropriate checks before appointing a person as a Director or Senior Executive of the Company.</p> <p>When the election of Directors is put to security holders at a meeting of members, all material information relevant to the vote is incorporated in the meeting documents, including their relevant professional history and qualifications of directors</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>All non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including remuneration, relevant to the office of the Director.</p> <p>All Senior Executives execute a contract of employment with the Company, setting out the terms of their employment.</p>
1.4	<p>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.</p>	Complies	<p>The Company Secretary is directly accountable to the Board on all matters to do with the proper functioning of the Board.</p>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and 	Does not comply	<p>The Company has a compliant https://gathidltd.com/wp-content/uploads/2024/11/GTH-Diversity-Policy.pdf.</p> <p>The Board has adopted a Diversity Policy to ensure that the Company encourages a culture that recognises and values diversity, treating all employees and consultants with fairness and respect. The Company is an equal opportunity employer and welcomes people from all backgrounds.</p> <p>The Board has not established measurable targets for achieving gender diversity across the Company. The Board has chosen to defer</p>

	<p>(iii) either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period</p>		<p>the establishment of the measurable targets until the Company is of a sufficient size and structure to necessitate these targets.</p> <p>The Board is committed to actively supporting and managing diversity as a means of enhancing the Company’s performance by recognising and utilising the contribution of diverse skills and talent from its directors, officers, employees and consultants.</p> <p>The Board conducts all Director appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>As 30 June 2025, the Company has the following proportion of women appointed:</p> <ul style="list-style-type: none"> • to the Board – 0% (nil out of 3) • to senior management – 50% (3 out of 6) • to the organisation as a whole (excluding the Board and senior management) – 27% (5 out of 15)
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complies	<p>An assessment process, overseen by the Chairman, has been committed to in order to properly evaluate the performance of the Board, its sub-committees, and individual Directors. This evaluation was undertaken during the financial year ended 30 June 2025.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once</p>	Does not comply	<p>The Board continuously monitors the performance of senior management, including measuring actual performance against planned performance.</p>

	<p>every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>		<p>The Board monitors the performance of senior management on a continuous basis.</p>
2. Structure of the Board to be effective and add value			
2.1	<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Does not comply</p>	<p>There is no nomination committee separate to the full Board. The role of the nomination committee is undertaken by the full Board. The Board considers that, given the Board is comprised of three Directors and given the current size and scope of the Company's operations, no efficiencies or other benefits would be gained by establishing a separate nomination committee.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate nomination committee.</p> <p><u><i>Board Renewal and Succession Planning</i></u></p> <p>In accordance with the Company's Constitution, at each AGM there is a retirement of one- third of Directors by rotation. The Directors (other than the Managing Director) who retire by rotation are those who have been longest in office since their last election. If the Directors were appointed on the same day, they may agree between themselves of by lot which one of them must retire.</p> <p>The Board (pursuant to the Board Charter) is also responsible for planning Board succession generally and implementing plans regarding the succession of the Managing Director, executive directors and other senior management of the Company, including in regard to maintaining the required mix of competencies, experience and diversity. The Board currently considers the growth of the Company and its skills matrix when considering board succession</p>

			issues.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and that the board currently has or is looking to achieve in its membership.	Complies	<p>The Company has developed and periodically evaluates its Board skills matrix which sets out the mix of skills, experience and expertise the Board currently has and is looking to achieve in its membership.</p> <p>The skills, experience and expertise of each Director are set out in their biographies which are available on the Company's website and in the Company's Annual Report.</p> <p>The Board has endorsed the board skills matrix which sets out the skills that the Board currently has or is looking to achieve in its membership. The Directors have been assessed against the board skills matrix.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Complies	<p>The Company discloses Director independence including in its Annual Report.</p> <p>The Board currently has one independent Director.</p> <p>The Board comprises of three directors:</p> <p>Robert Baker (Independent) – appointed 06 August 2017; Craig Davies (Executive Director) – appointed 20 August 2019 (and appointed as Chief Information Security Officer with effect from 08 November 2023); and Peter Hill – Founding Director appointed 18 March 2004.</p> <p>Peter Hill is also a substantial shareholder of the Company. He is also the founder of the Company and holds a great deal of know-how with respect to the business.</p>

			The Board does not believe that there is reason to believe that either Peter Hill or Craig Davies are not able to bring independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.
2.4	A majority of the board of a listed entity should be independent directors.	Does not Comply	The Board currently comprises of three Directors, one of whom is independent.
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.	Complies	Mr Baker, the Chair of the Board, is an independent Director.
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.	Complies	Under the Board Charter, the Board is required to develop and implement an induction program for all new directors and members which contains all such information and advice that may be considered necessary or desirable. The Board Charter also requires the Board to ensure that continuing professional development opportunities are available for directors and committee members to develop and maintain appropriate skills. This is assessed periodically and also in conjunction with the Board evaluation process.
3.	Instil a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Complies	The Company's Statement of Values is available at: https://gathidtd.com/wp-content/uploads/2024/11/GTH-Statement-of-Values.pdf
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material branches of that code by	Complies	The Board has adopted a Code of Conduct. The Code of Conduct sets out directives for Directors, officers and employees relating to conflicts of interests, protection and use of the Company's assets and confidentiality. Where a personal interest does

	<p>a director or senior executive; and</p> <p>(c) any other material breaches of that code that call into question the culture of the organisation.</p>		<p>or may conflict with that of the Company, it requires the Employee to immediately disclose any conflict to the CEO who will in turn advise the Board.</p> <p>The Code of Conduct is located at:</p> <p>https://gathidltd.com/wp-content/uploads/2024/11/GTH-Code-of-Conduct.pdf</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Complies	<p>The Company has a Whistleblower policy</p> <p>The Company has procedures in place in accordance with the policy to ensure that the Board is informed of any material incidents reported under the policy.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Complies	<p>The Company has an Anti-bribery and Corruption policy which is available at:</p> <p>https://gathid.com/wp-content/uploads/2024/09/GTH-Anti-Bribery-Anti-Corruption-Policy.pdf</p> <p>The Company has procedures in place in accordance with the policy to ensure that the Board is informed of any material breaches of the policy.</p>
4.	Safeguard the integrity of corporate reports		
4.1	<p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is</p>	Does not comply	<p>There is no audit committee separate to the full Board. The role of the audit committee is undertaken by the full Board. The Board considers that, given the Board is comprised of three Directors and given the current size and scope of the Company's operations, no efficiencies or other benefits would be gained by establishing a separate audit committee.</p>

	<p>not the chair of the Board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate audit committee.</p>
4.2	<p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Complies	<p>The Board signs declarations in accordance with section 295A of the Corporations Act, following receipt of the declaration from the Managing Director and CFO. The declaration is made and is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial work.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Complies	<p>Any report or communication released to the market is reviewed and signed off by the CFO, Managing Director and Board. Where financial numbers are involved, these are taken from the approved financial reporting systems and validated by the Finance team.</p>

5.	Make timely and balanced disclosure		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complies	The https://gathid ltd.com/wp-content/uploads/2024/11/GTH-Continuous-Disclosure-Policy.pdf sets out the key obligations of the Directors and employees in relation to continuous disclosure as well as the Company's obligations under the Listing Rules and the Corporations Act. The Policy also provides procedures for internal notification and external disclosure, as well as procedures for promoting understanding of compliance with the disclosure requirements for monitoring compliance. The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	The Company ensures that its Board receives copies of all material market announcements promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Complies	The Company ensures that any new and substantive investor or analyst presentation is released to the ASX Market Announcements Platform ahead of the presentation.
6.	Respect the rights of security holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company's website https://gathid ltd.com/ contains all relevant information about the Company.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	The https://gathid ltd.com/wp-content/uploads/2024/11/GTH-Shareholder-Communication-Policy.pdf sets out the Company's aims and practices in respect of communicating with both current and prospective shareholders. The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of

			<p>affairs. Information is communicated to shareholders through:</p> <ul style="list-style-type: none"> • the Annual Report delivered by post or email (in accordance with Shareholders elections) and which is also placed on the Company's website; • the half yearly report which is placed on the Company's website; • disclosures and announcements made to the Australian Securities Exchange (ASX) copies of which are placed on the Company's website; • notices and explanatory memoranda of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) copies of which are placed on the Company's website; • the Company's external auditor being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report. <p>Shareholders can register with the Company's Registrar to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the annual and half yearly reports. All ASX announcements are also published to the Company's website.</p> <p>Whenever possible, the Company will provide shareholders with the option to receive communications from and send communications to the Company electronically.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	Shareholders are encouraged to attend general meetings and to participate in those meetings. In the event that shareholders cannot attend general meetings, they are encouraged to submit questions to the Board and Management in advance of the meeting.

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.	Complies	The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
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.	Complies	The Company gives security holders the option to receive communications from, and to send communication to it and its security registry electronically.
7.	Recognise and manage risk		
7.1	<p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that the fact and the processes it employs for overseeing the entity's risk management framework.</p>	Does not comply	The Company does not have a separate Risk Committee. The role of the risk committee is undertaken by the full Board. The Board considers that, given the Board is comprised of three Directors and given the current size and scope of the Company's operations, no efficiencies or other benefits would be gained by establishing a separate risk committee.
7.2	<p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period,</p>	Complies	The Board reviews the risk management framework annually to ensure 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.

	whether such a review has taken place.		
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Complies	<p>The Company does not have an internal audit function.</p> <p>The full Board is responsible for reviewing at least annually the effectiveness of the Company's risk management and internal control systems.</p> <p>In discharging its duties, the Board has unrestricted access to all staff and to the Company's auditors, to seek information and explanations from them.</p>
7.4	A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.	Complies	<p>The Company reviews all of its risks as part of the Gathid Risk Register process which is consolidated and reviewed by the Board periodically. The Company has no material exposure to environmental or social risks, however, the Company does have some exposure to social risk relating to its operations in the Philippines where human rights violations and human trafficking is possible. The Company complies with all local laws relating to the employment of its staff in the Philippines and periodically monitors compliance.</p>
8.	Remunerate fairly and responsibly		
8.1	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met through the period and the individual</p>	Does not comply	<p>The Company does not have a remuneration committee because the Board considers that the Company is not of a size, nor are its affairs of such complexity, to justify the establishment of a remuneration committee.</p> <p>The full Board maintains responsibility for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>The remuneration of directors is set pursuant to the Company's constitution which ensures that remuneration is appropriate and not</p>

	<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>excessive. The Board has continued with this ethos. The responsibilities of the Board are set out in the Board Charter and the Remuneration Policy.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Complies	<p>The policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives are set out in the Remuneration Policy.</p> <p>The structure of non-executive Directors' remuneration is currently clearly distinguished from that of executives.</p> <p><u>Executive Remuneration</u> Executive Remuneration packages should include an appropriate balance between fixed remuneration that is comparable with current market rates and performance-based remuneration, linked to clearly specified performance targets that align with the Group's short and long term objectives and which are appropriate to the Group's circumstances and goals.</p> <p><u>Non-Executive Directors Remuneration Policy</u> Non-executive directors should be remunerated in accordance with current market rates for comparable companies and at a level that enables the Company to attract and retain non- executive directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders. Non-executive directors should not receive performance-based remuneration.</p>
8.3	<p>A listed entity which has an equity-based remuneration</p>	Complies	<p>The Securities Trading Policy prohibits such participants from dealing</p>

	<p>scheme should:</p> <ul style="list-style-type: none"> (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. 	<p>in derivatives, hedging or other similar arrangements in relation to Securities that:</p> <ul style="list-style-type: none"> (a) have not vested; (b) have not been released to the participant; or (c) have vested but are subject to trading restrictions. <p>The Securities Trading Policy is available at: GTH-Securities-Trading-policy.pdf (gathid.com)</p>
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