

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Splitit Payments Ltd

ABN/ARBN

629 557 982

Financial year ended:

31 December 2020

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report:

☐ This URL on our website:

<https://investors.splitit.com/company-policy/policies-charters/corporate-governance-statement/>

The Corporate Governance Statement is accurate and up to date as at 26 February 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 26 February 2021

Name of authorised officer authorising lodgement: Charly Duffy (Director of cdPlus Corporate Services Pty Ltd)

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> We have disclosed a copy of our board charter at: <a href="https://investors.splitit.com/company-policy/policies-charters/board-charter/">https://investors.splitit.com/company-policy/policies-charters/board-charter/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “insert location” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;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><input checked="" type="checkbox"/> We have disclosed a copy of our diversity policy at: <a href="https://investors.splitit.com/company-policy/policies-charters/diversity-policy/">https://investors.splitit.com/company-policy/policies-charters/diversity-policy/</a> and we have disclosed the information referred to in paragraph (c) at:</p> <p>As set out in our Corporate Governance Statement</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>In the Board Charter available via the Company's website, <a href="https://investors.splitit.com/company-policy/policies-charters/board-charter/">https://investors.splitit.com/company-policy/policies-charters/board-charter/</a>.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 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><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>In the Board Charter available via the Company's website, <a href="https://investors.splitit.com/company-policy/policies-charters/board-charter/">https://investors.splitit.com/company-policy/policies-charters/board-charter/</a>.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
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><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at:  <a href="https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:  As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:  Annexure A to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at:  As set out in our Corporate Governance Statement  and, where applicable, the information referred to in paragraph (b) at: As set out in our Corporate Governance Statement  and the length of service of each director at: As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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 breaches of that code by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3/">https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input type="checkbox"/> and we have disclosed our anti-bribery and corruption policy ..... [insert location]	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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 not the chair of the board,</p> <p>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><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at:  <a href="https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/</a>.  and the information referred to in paragraphs (4) and (5) at:  As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> As set out in our Corporate Governance Statement</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>	<p><input checked="" type="checkbox"/> As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/">https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/">https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> As set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> As set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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>(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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>As set out in our Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the 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.	<input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at: <a href="https://investors.splitit.com/company-policy/policies-charters/risk-management-policy/">https://investors.splitit.com/company-policy/policies-charters/risk-management-policy/</a> . As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: As set out in our Corporate Governance Statement  and, if we do, how we manage or intend to manage those risks at: As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
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>(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 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><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at:  <a href="https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/</a>.  and the information referred to in paragraphs (4) and (5) at:  As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:  As set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <a href="https://investors.splitit.com/company-policy/policies-charters/securities-trading-policy/">https://investors.splitit.com/company-policy/policies-charters/securities-trading-policy/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at:	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/> As set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: ..... ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

**Splitit Payments Ltd**  
**ARBN 629 557 982**  
**(Company)**

**A foreign company registered  
in its original jurisdiction of  
Israel as Splitit Ltd**

**CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance Statement discloses the extent to which the Company followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (**Recommendations**) during the reporting period ended 31 December 2020 (**Reporting Period**). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the Recommendations.

The Board of the Company currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at <https://investors.splitit.com/company-policy/policies-charters/>.

**Note on External Directors**

The Company is incorporated in Israel and is governed by the Israeli Companies Law (**Companies Law**). Under the Companies Law, the Company is required to have at least two directors who qualify as “external directors” under the Companies Law (**External Directors**). The definition of an External Director under the Companies Law includes a set of statutory criteria that must be satisfied, including criteria whose aim is to ensure that there is no factor that would impair the ability of the External Director to exercise independent judgment.

The External Directors of the Company do not have to be Israeli residents (since the securities of the Company have been offered outside of Israel). Section 10.1(c) of the Company's replacement prospectus dated 20 December 2018 contains further information in relation to the Companies Law provisions relating to External Directors. Although there is no binding legal definition of an “independent director” for the purposes of the Corporations Act and the Listing Rules, it is generally expected that directors who are classified as External Directors under the Companies Law would be considered “independent” for the purposes of ASX Recommendations. During the Reporting Period, Ms Dawn Robertson and Mr Thierry Denis were the External Directors of the Company for the purposes of the Companies Law.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1</b> (a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	Yes	<p>The respective roles and responsibilities of the board of directors (<b>Board</b>) and management are defined under the Board Charter, a copy of which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/board-charter/">https://investors.splitit.com/company-policy/policies-charters/board-charter/</a>.</p> <p>There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon officers of the Company.</p>
<b>Recommendation 1.2</b> 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 (a) 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.	Yes	<p>The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/</a>.</p> <p>Under the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is required to undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director.</p> <p>Further, shareholders are required to be provided with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director including biographical details, qualifications, a statement as to whether the Board supports the nomination of the director, the degree of independence of the director, and details of any existing directorships held.</p>
<b>Recommendation 1.3</b> A listed entity should have a written agreement with each Director and senior executive setting out the terms of their Appointment.	Yes	<p>The Company has entered into a written agreement with each director and senior executive setting out the terms of their appointment.</p>
<b>Recommendation 1.4</b> The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	Yes	<p>The Company's local agent, cdPlus Corporate Services Pty Ltd, is responsible for all company secretarial duties and reports directly to the chair of the Board.</p> <p>During the Reporting Period, the chair of the Board was Spiro Pappas.</p> <p>Following the Reporting Period, Spiro Pappas ceased as chair of the Board effective on 8 February 2021 and Dawn Robertson was appointed chair effective immediately.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>The role of the company secretary is outlined in the Board Charter, a copy of which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/board-charter/">https://investors.splitit.com/company-policy/policies-charters/board-charter/</a>.</p>
<p><b>Recommendation 1.5</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) the entity's progress towards achieving those objectives; and</li> <li>(iii) either: <ul style="list-style-type: none"> <li>(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</li> </ul> </li> </ul> </li> </ul>	Partially	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/diversity-policy/">https://investors.splitit.com/company-policy/policies-charters/diversity-policy/</a>.</p> <p>The Diversity Policy requires the Board to establish measurable objectives to assist the Company to achieve gender diversity and to assess the Company's progress in achieving these objectives.</p> <p>The Remuneration and Nomination Committee reports to the Board on the Company's progress towards achieving its measurable objectives each year.</p> <p>The Board considers that the requirements of the Company's Diversity Policy are sufficient for the Company's present circumstances to ensure gender diversity remains a priority in the Company's growth and business strategies. The Company remains committed to adopting goals that are appropriate for the Company's current size while pursuing diversity goals as it grows.</p> <p>The Board assessed the gender diversity of the Company during the Reporting Period and discloses the following proportions of men and women, as at the date of this Corporate Governance Statement:</p> <ul style="list-style-type: none"> <li>(i) whole organisation: 55 men and 34 women;</li> <li>(ii) senior executive positions: 4 men and 4 woman;</li> <li>(iii) Board: 3 men and 1 woman.</li> </ul> <p>The Board considers a 'senior executives' to be those roles which report to the Chief Executive Officer or the Board.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p>(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 the Workplace Gender Equality Act. If the entity was in the S&amp;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><b>Recommendation 1.6</b> 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>	Yes	<p>Under the Board Charter, the Board is required, at least once per year, with the advice and assistance of the Remuneration and Nomination Committee, to review and evaluate the performance of the Board, its Committees and individual directors against the relevant charters, corporate governance policies, and agreed goals and objectives (as applicable).</p> <p>During the Reporting Period, the Company engaged an independent third-party consulting firm to undertake an evaluation of the Board, its Committees and individual directors in accordance with the Board Charter regarding, among other things, the skills sets of the Board of Directors, to develop a framework and skill-set matrix for the Board.</p>
<p><b>Recommendation 1.7</b> A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once 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>	Yes	<p>Under the Board Charter, the Board (with the advice and assistance of the Remuneration and Nomination Committee) is responsible for reviewing and approving the performance of the members of the executive leadership team.</p> <p>During the Reporting Period, the Company undertook an internal review of its performance evaluation practices in respect of senior executives and adopted a company-wide policy setting out the process for periodically evaluation the performance of its senior executives. In accordance with this policy, the Company undertook a review of the performance of the Company’s senior executives.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION															
<b>Principle 2: Structure the Board to be effective and add value</b>																	
<p><b>Recommendation 2.1</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>	Yes	<p>The Board has established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter, which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/</a>.</p> <p>During the Reporting Period, the Remuneration and Nomination Committee was comprised of:</p> <ul style="list-style-type: none"> <li>• Dawn Robertson (Chair and independent non-executive Director);</li> <li>• Thierry Denis (Independent non-executive Director);</li> <li>• Jan Koelble (Independent non-executive Director appointed on 21 January 2020); and</li> <li>• Michael DeFranco (Independent non-executive Director, ceased as Director on 21 January 2020).</li> </ul> <p>The Company notes that Jan Koelble (Independent non-executive Director) was appointed as a member of the Remuneration and Nomination Committee on 21 January 2020 and Michael DeFranco ceased being a member at that time.</p> <p>In respect of the Reporting Period, the number of Nomination &amp; Remuneration Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1"> <thead> <tr> <th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr> </thead> <tbody> <tr> <td>Dawn Robertson</td><td>10</td><td>10</td></tr> <tr> <td>Thierry Denis</td><td>10</td><td>10</td></tr> <tr> <td>Jan Koelble</td><td>8</td><td>8</td></tr> <tr> <td>Michael DeFranco</td><td>2</td><td>1</td></tr> </tbody> </table> <p>The Remuneration and Nomination Committee Charter prohibits a member of the Committee from being present for discussions at a</p>	Director	Number Eligible to Attend	Number Attended	Dawn Robertson	10	10	Thierry Denis	10	10	Jan Koelble	8	8	Michael DeFranco	2	1
Director	Number Eligible to Attend	Number Attended															
Dawn Robertson	10	10															
Thierry Denis	10	10															
Jan Koelble	8	8															
Michael DeFranco	2	1															

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		Committee meeting on, or to vote on a matter regarding, his or her election, re-election, or removal.
<p><b>Recommendation 2.2</b></p> <p>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.</p>	Yes	<p>Under the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review the skillset of the Board at least annually against the Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.</p> <p>The Board skills matrix is annexed to this Corporate Governance Statement.</p>
<p><b>Recommendation 2.3</b></p> <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 or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), 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>	Yes	<p>The Board assesses the independence of its directors against the requirements for independence in the Board Charter which reflect the independence criteria detailed in the ASX Corporate Governance Principles.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>The Board considers that each of Mr Thierry Denis, Ms Dawn Robertson and Mr Jan Koelble are free from any interest, position, association or relationship that may influence or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purposes of the Recommendations.</p> <p>The length of service of each Director who served during the Reporting Period is as follows:</p> <ul style="list-style-type: none"> <li>• Gil Don – 1 January 2013 – 21 January 2020</li> <li>• Michael DeFranco – 20 January 2019 – 21 January 2020</li> <li>• Alon Feit – 6 October 2008 – 30 October 2020</li> <li>• Mark Antipof – 20 January 2019 – 30 October 2020</li> </ul>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<ul style="list-style-type: none"> <li>• Spiro Pappas – 20 January 2019 – 8 February 2021</li> <li>• Thierry Denis and Dawn Robertson – Appointed on 20 January 2019</li> <li>• Brad Paterson and Jan Koelble – Appointed on 21 January 2020</li> </ul>
<b>Recommendation 2.4</b> A majority of the Board of a listed entity should be independent Directors.	Yes	The Board consists of a majority of independent Directors consistent with Recommendation 2.4.
<b>Recommendation 2.5</b> 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.	No	<p>During the Reporting Period, the chair of the Board, Spiro Pappas, was not considered to be an independent director for ASX purposes due to his personal interest in the consultancy agreement as disclosed in the Company's Notice of Annual General Meeting dated 30 September 2019.</p> <p>Spiro Pappas ceased being the chair of the Board on 8 February 2021 and Dawn Robertson was appointed chair of the Board effectively immediately. Ms Robertson is considered an independent director.</p>
<b>Recommendation 2.6</b> 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.	Yes	<p>In accordance with the Company's Board Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development, including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.</p> <p>Upon appointment, new directors will be subject to relevant induction procedures to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively.</p>

<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<b>Recommendation 3.1</b> A listed entity should articulate and disclose its values.	Yes	As detailed in its Code of Conduct (available at <a href="https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3">https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3</a> ) the Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.
<b>Recommendation 3.2</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</li> <li>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</li> </ul>	Yes	The Company has adopted a Code of Conduct which applies to all directors, officers and employees of the Company as well as a Securities Trading Policy. Each of these has been prepared having regard to the ASX Corporate Governance Principles and Recommendations and is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3/">https://investors.splitit.com/company-policy/policies-charters/corporate-code-of-conduct-3/</a> .
<b>Recommendation 3.3</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</li> </ul>	No	As an Israeli incorporated company, the Company is not legally required to adopt a whistleblower policy under the Australian whistleblower laws. Notwithstanding this, the Company supports the importance of adopting an effective whistleblower policy. The Company is in the process of finalising a whistleblower policy that is appropriate for the Company's current circumstances and aligns with its values.
<b>Recommendation 3.4</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</li> </ul>	No	The Company is in the process of finalising an anti-bribery and corruption policy that is appropriate for the Company's current circumstances and aligns with its value. In the absence of a formal anti-bribery and corruption policy the Company is relying on its adopted Corporate Code of Conduct which sets out the Company's values, including in respect of compliance with all applicable laws, regulations and rules.
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b> The Board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which:</li> </ul>	Yes	As the Company is incorporated in Israel, it is governed by the Israeli Companies Law. Under the Companies Law, the Company must establish an audit committee comprising at least three directors and including all External Directors then serving on the Board. The External Directors must also comprise a majority of the committee and an External Director must serve as the chair. The Company has established

<p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>a Risk, Audit and Governance Committee which satisfies the requirements under the Companies Law.</p> <p>The Risk, Audit and Governance Committee is also governed by a Risk, Audit and Governance Committee Charter, which is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/risk-audit-and-governance-committee-charter/</a>.</p> <p>The Company's annual report details the relevant qualifications and experience of the members of the Risk, Audit and Governance Committee.</p> <p>As at the date of this Corporate Governance Statement, the Risk, Audit and Governance Committee is comprised of:</p> <ul style="list-style-type: none"> <li>• Thierry Denis (Chair and independent non-executive Director);</li> <li>• Dawn Robertson (Independent non-executive Director); and</li> <li>• Jan Koelble (Independent non-executive Director).</li> </ul> <p>The Company notes that Alon Feit ceased to be a member of the Risk, Audit and Governance Committee on 1 July 2020 and Dawn Robertson replaced his position as a member of the Committee on and from that date. The Company further notes that Mark Antipof ceased to be a member of the Risk, Audit and Governance Committee on 30 October 2020 and Jan Koelble was appointed as a member at that time.</p> <p>In respect of the Reporting Period, the number of Risk, Audit and Governance Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1216 1050 2045 1382"> <thead> <tr> <th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr> </thead> <tbody> <tr> <td>Thierry Denis</td><td>4</td><td>4</td></tr> <tr> <td>Dawn Robertson</td><td>2</td><td>2</td></tr> <tr> <td>Jan Koelble</td><td>0</td><td>0</td></tr> <tr> <td>Mark Antipof</td><td>4</td><td>4</td></tr> <tr> <td>Alon Feit</td><td>2</td><td>2</td></tr> </tbody> </table>	Director	Number Eligible to Attend	Number Attended	Thierry Denis	4	4	Dawn Robertson	2	2	Jan Koelble	0	0	Mark Antipof	4	4	Alon Feit	2	2
Director	Number Eligible to Attend	Number Attended																		
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<p><b>Recommendation 4.2</b></p>	<p>Yes</p>	<p>Prior to the Board approving the Company's financial statements (including Appendix 4Cs), the Risk, Audit and Governance Committee is required to receive from the CEO and CFO a declaration that, in their</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 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.		opinion, the financial records of the entity have been properly maintained, 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.
<b>Recommendation 4.3</b> A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	During the Reporting Period, the Board reviewed and approved the release of each unaudited periodic corporate report and was given the opportunity to question management as to its content. The Board was also provided with a declaration from the Chief Executive Officer and the Chief Financial Officer under Recommendation 4.2 in respect of each unaudited periodic corporate report.
<b>Principle 5: Make timely and balanced disclosure</b>		
<b>Recommendation 5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with their ASX Listing Rule disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on its website at <a href="https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/">https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/</a>.</p> <p>The Company has appointed the Company Secretary as the reporting officer and the ASX liaison officer. However, the Board retains ultimate responsibility for compliance with the Company's continuous disclosure obligations.</p>
<b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made. A copy of the Company's Continuous Disclosure Policy is available on its website at <a href="https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/">https://investors.splitit.com/company-policy/policies-charters/continuous-disclosure-policy/</a> .



<b>Recommendation 5.3</b> 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.	Yes	All substantive investor or analyst presentations made by the Company will be released on the ASX Markets Announcement Platform ahead of such presentations.
<b>Principle 6: <i>Respect the rights of security holders</i></b>		
<b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at <a href="https://investors.splitit.com/">https://investors.splitit.com/</a> including copies of the Company's Constitution, Board and Committee charters and key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports and notices of shareholder meetings. Further details are detailed in the Company's Shareholder Communication Policy a copy which is available at <a href="https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/">https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/</a> .
<b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company's Shareholder Communications Policy establishes procedures to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws. The Policy outlines procedures for two-way communication with investors.</p> <p>Investors are encouraged to attend the Company's security holder meetings, and are able to contact management by email <a href="mailto:investors@splitit.com">investors@splitit.com</a>.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, <a href="https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/">https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/</a> for further details.</p>

<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	<p>Subject to applicable public health regulations at the time, all shareholders are invited to attend the Company's annual general meetings either in person or by representative. Further, where public health regulations prevented shareholder meetings from being held in person, the Company held those meetings via a specialised meeting platform which enabled shareholders to view, hear, submit questions to, and vote at, the meeting. Shareholders also have an opportunity to submit questions to the Board or the Company's external auditor prior to the annual general meeting.</p>
<p><b>Recommendation 6.4</b></p> <p>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.</p>	Yes	<p>All substantive resolutions at securityholder meetings are decided by a poll rather than a show of hands.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at <a href="https://www.splitit.com/">https://www.splitit.com/</a>, or to contact management by email at <a href="mailto:investors@splitit.com">investors@splitit.com</a>.</p> <p>Upon becoming a shareholder in the Company, the Company's share registry, Automic, also sends each shareholder a written notice giving the holder the option to receive communications from the Company and its security registry electronically.</p> <p>The Company also encourages shareholders to submit any questions related to their shareholdings in the Company to the Company's share registry with the share registry's contact details included in the Shareholder Communication Policy, including details for electronic communication.</p>
<p><b>Principle 7: Recognise and manage risk</b></p>		
<p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p>	Yes	<p>In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile.</p> <p>The Board has delegated responsibility for the day-to day oversight and management of the Company's risk profile to the Risk, Audit and Governance Committee.</p>

<div>(iii) the charter of the committee;</div> <div>(iv) the members of the committee; and</div> <div>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</div> <div>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity’s risk management framework.</div>	<div>The Risk, Audit and Governance Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes and provides regular reports to the Board on these matters.</div> <div>As the Company is incorporated in Israel, it is governed by the Israeli Companies Law. Under the Companies Law, the Company must establish an audit committee comprising at least three directors and including all External Directors then serving on the Board. The External Directors must also comprise a majority of the committee and an External Director must serve as the chair. The Company has established a Risk, Audit and Governance Committee which satisfies the requirements under the Companies Law.</div> <div>The Risk, Audit and Governance Committee is also governed by a Risk, Audit and Governance Committee Charter and the Risk Management Policy which are available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/">https://investors.splitit.com/company-policy/policies-charters/shareholder-communications-policy/</a>.</div> <div>As at the date of this Corporate Governance Statement, the Risk, Audit and Governance Committee is comprised of:</div> <div><ul style="list-style-type: none"><li>• Thierry Denis (Chair and independent non-executive Director);</li><li>• Dawn Robertson (Independent non-executive Director); and</li><li>• Jan Koelble (Independent non-executive Director).</li></ul></div> <div>The Company notes that Alon Feit ceased to be a member of the Risk, Audit and Governance Committee on 1 July 2020 and Dawn Robertson replaced his position as a member of the Committee on and from that date. The Company further notes that Mark Antipof ceased to be a member of the Risk, Audit and Governance Committee on 30 October 2020 and Jan Koelble was appointed as a member at that time.</div> <div>In respect of the Reporting Period, the number of Risk, Audit and Governance Committee meetings and the individual attendances of the members at those meetings are as follows:</div> <table><tr><th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr><tr><td>Thierry Denis</td><td>4</td><td>4</td></tr></table>	Director	Number Eligible to Attend	Number Attended	Thierry Denis	4	4
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<b>Recommendation 7.2</b> The Board or a committee of the Board should: <ul style="list-style-type: none"> <li>(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</li> <li>(b) disclose in relation to each reporting period, whether such a review has taken place.</li> </ul>	Yes	<p>The Company regularly evaluates the effectiveness of its risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis and has undertaken an internal review of its risk management framework.</p> <p>The division of responsibility between the Board, Risk, Audit and Governance Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>The Risk Management Policy provides for regular reporting to the Board which supplements the Company's quality system, complaint handling processes and standard operating procedures which are all designed to address various forms of risks.</p>												
<b>Recommendation 7.3</b> A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(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.</li> </ul>	Yes	<p>As the Company is incorporated in Israel, it is governed by the Israeli Companies Law. Under the Companies Law, the Company must appoint an internal auditor based on the recommendation of the audit committee, meeting certain independence requirements. The internal auditor's duty is to assist the Board, the Company's CEO and the audit committee. Specifically, the internal auditor will be responsible for reviewing the Company's compliance with applicable law and the appropriateness of its business management. The Company has appointed Baker Tilly as internal auditor.</p> <p>The Risk, Audit and Governance Committee is responsible for monitoring the internal audit function and reviewing the effectiveness of the Company's internal control regarding all matters affecting the company's financial performance and financial reporting, including information technology security and control in accordance with the Company's Risk Management Policy. A copy of the Company's Risk Management Policy is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/risk-management-policy/">https://investors.splitit.com/company-policy/policies-charters/risk-management-policy/</a>.</p>												

<b>Recommendation 7.4</b> 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.	Yes	The Risk, Audit and Governance Committee is responsible for reviewing whether the Company has any material exposure to any economic, environmental and social sustainability risks, and if so, to develop strategies to manage such risks, and present such strategies to the Board.						
<b>Principle 8: Remunerate fairly and responsibly</b>								
<b>Recommendation 8.1</b> The Board of a listed entity should: <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>	Yes	<p>As the Company is incorporated in Israel, it is governed by the Israeli Companies Law. Under the Companies Law, the Company must establish a remuneration committee, which must include all External Directors then serving on the Board. The External Directors must also comprise a majority of the remuneration committee and an External Director must serve as the chair.</p> <p>The Company has established a Remuneration and Nomination Committee, which complies with the Companies Law and is also governed by a Remuneration and Nomination Committee Charter. A copy of the Remuneration and Nomination Committee Charter is available on the website at <a href="https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/">https://investors.splitit.com/company-policy/policies-charters/remuneration-and-nomination-committee-charter/</a>.</p> <p>During the Reporting Period, the Remuneration and Nomination Committee was comprised of:</p> <ul style="list-style-type: none"> <li>• Dawn Robertson (Chair and independent non-executive Director);</li> <li>• Thierry Denis (Independent non-executive Director);</li> <li>• Jan Koelble (Independent non-executive Director); and</li> <li>• Michael DeFranco (Independent non-executive Director, ceased to be a Director on 21 January 2020).</li> </ul> <p>The Company notes that Jan Koelble was appointment as a member of the Remuneration and Nomination Committee on 21 January 2020.</p> <p>In respect of the Reporting Period, the number of Remuneration and Nomination Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1216 1345 2045 1473"> <thead> <tr> <th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr> </thead> <tbody> <tr> <td>Dawn Robertson</td><td>10</td><td>10</td></tr> </tbody> </table>	Director	Number Eligible to Attend	Number Attended	Dawn Robertson	10	10
Director	Number Eligible to Attend	Number Attended						
Dawn Robertson	10	10						

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Thierry Denis	10	10									
Jan Koelble	8	8									
Michael DeFranco	2	1									
<p><b>Recommendation 8.2</b></p> <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>	Yes	<p>The Remuneration and Nomination Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives, separately.</p> <p>The Company's Remuneration Policy and Remuneration and Nomination Committee Charter discloses its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p> <p>Please see the Remuneration Policy and Remuneration and Nomination Committee Charter (available via the Company's website, <a href="https://investors.splitit.com/company-policy/policies-charters/">https://investors.splitit.com/company-policy/policies-charters/</a>) for further details.</p>									
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at <a href="https://investors.splitit.com/company-policy/policies-charters/securities-trading-policy/">https://investors.splitit.com/company-policy/policies-charters/securities-trading-policy/</a>.</p>									

<b>Additional recommendations that apply only in certain cases</b>		
<b>Recommendation 9.1</b> A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	N/A
<b>Recommendation 9.2</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	All Shareholder meetings have been and will continue to be held via reasonable means including videoconference where necessary and at a reasonable time for shareholders having regard to the time zones and number of shareholders located in each jurisdiction in which shares are held.
<b>Recommendation 9.3</b> A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company has ensured, and will continue to ensure, that its external auditor attends the Company's Annual General Meeting and will be available to answer questions from Shareholders in respect of the Company's audit.

## **ANNEXURE A: BOARD SKILLS MATRIX**

This Board skills matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors currently believe are required for the good governance of the Company. The Board will assess all future candidates for Board positions, and the performance of its current members, against these criteria in accordance with the ASX Corporate Governance Principles and Recommendations.

### Generic Governance Capabilities

- Active engagement
- Knowledge and understanding
- Challenge and enquiry
- Focus on improvement
- Monitoring and oversight
- Financial literacy
- Role of the Board
- Legal duties
- Committee engagement
- Supporting management
- Networks and support
- Role of the director

### Technical Capabilities

- Leadership Capability
- Commercial / Strategic Experience
- Technical Finance
- Leadership experience in Digital/Technology
- Fintech / Sector Experience
- Brand Building
- Global Experience
- Regulatory / Government interface / industry bodies
- Capital Markets

### Board Profile

- Gender
  - Country
  - Diversity of thought
  - Experience on other boards
  - Independence
-