

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

URBANISE.COM LIMITED

ABN/ARBN

70 095 768 086

Financial year ended:

30 June 2022

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://www.urbanise.com/corporatecompliance>

The Corporate Governance Statement is accurate and up to date as at 17 August 2022 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: 24 August 2022

Name of authorised officer  
authorising lodgement: Kim Clark, Company Secretary

<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.

## 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"/> and we have disclosed a copy of our board charter at:  <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a> ..... [insert location]	<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"/>	<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"/>	<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"/>	<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 <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>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <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 and published under that Act.</p> <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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:  <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:  In our Corporate Governance Statement  <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a></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:  <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:            In our Corporate Governance Statement            .....  <i>[insert location]</i></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>
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:  <a href="http://urbanise.com/corporate-governance/">http://urbanise.com/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:            in our Corporate Governance Statement            .....  <i>[insert location]</i></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 <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>
<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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:  <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a></p> <p>and the information referred to in paragraphs (4) and (5) within the Urbanise.com Limited Annual Report 2022</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p><i>[insert location]</i></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>
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"/></p> <p>and we have disclosed our board skills matrix 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>
2.3	<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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and the Urbanise.com Limited Annual Report 2022 and, where applicable, the information referred to in paragraph (b) in the Urbanise.com Limited Annual Report 2022 and the length of service of each director in the Urbanise.com Limited Annual Report 2022.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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>
2.4	A majority of the board of a listed entity should be independent directors.	<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
2.5	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"/>	<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
<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: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a>	<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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</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 checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a>	<input type="checkbox"/> 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 checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a>	<input type="checkbox"/> 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://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a> and the information referred to in paragraphs (4) and (5) in the Urbanise.com Limited Annual Report 2022</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## 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>
<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://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</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"/>	<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"/>	<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://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</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"/> 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 <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a> and in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/>	<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><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a> and the information referred to in paragraphs (4) and (5) in the Urbanise.com Limited Annual Report 2022</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: ..... <i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
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, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement and that such review has taken place in the reporting period covered by this Appendix 4G.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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>
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"/> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes 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 in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a> and the information referred to in paragraphs (4) and (5) in the Urbanise.com Limited Annual Report 2022.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></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>
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"/></p> <p>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 in the Remuneration Report in the Urbanise.com Limited Annual Report 2022.</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>
8.3	<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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://www.urbanise.com/corporatecompliance">https://www.urbanise.com/corporatecompliance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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>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: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input 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 type="checkbox"/>	<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 type="checkbox"/>	<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
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<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

## 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>
-	<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>	<p><input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

# URBANISE.COM LIMITED CORPORATE GOVERNANCE STATEMENT 2022

This Statement reports on the main corporate governance practices of Urbanise.com Limited (**Urbanise.com** or the **Company**) as at 17 August 2022. References in this statement to “reporting period” are to the financial year ended 30 June 2022.

## Corporate Governance Policies & Practices

The Company’s Board of Directors is committed to maintaining high standards of Corporate Governance across the Urbanise.com group. The Board guides and monitors the business and affairs of the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

This Corporate Governance Statement provides an outline of the main corporate governance practices that the Company had in place during the past financial year. The Board believes that the Company’s policies and practices are consistent in all substantial respects with good corporate governance practice in Australia and appropriate for the circumstances of the Company, including the ASX Corporate Governance Council Principles and Recommendations (4<sup>th</sup> edition) (**ASX Principles**).

For further information on the Company’s corporate governance policies and charters, please go to the Company’s website: <https://www.urbanise.com/corporatecompliance>.

The information in this Statement has been approved by the Board and is current as at 17 August 2022.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### Role of the Board and Management

The respective roles and responsibilities of the Board and Management are detailed in the Board Policy, which is included in the Corporate Governance Charter available on the Company’s website.

The Board Policy also sets out the matters expressly reserved to the Board and those delegated to Management.

### Company Secretary

Under the Board Policy, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

### Appointment, Induction and Training

When selecting new Directors, the Board ensures that the candidate has the appropriate range of skills, experience and expertise to ensure the Board’s effectiveness.

The Company ensures that appropriate background checks are undertaken regarding any potential new Director or Senior Executive’s character, experience, education, criminal record and bankruptcy history before appointing a Director or Senior Executive, or putting forward a Director to shareholders for election as a Director.

The Company also provides its shareholders with all material information in its possession that is relevant to a decision on whether or not to elect or re-elect a Director through the Notice of Meeting, Director resumes and other information contained in Urbanise.com's Annual Reports.

Upon appointment, each Director (and senior executive) receives a written agreement which sets out the terms of their appointment and undergoes an induction program.

Directors are also provided with regular professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. Periodic review of the need for professional development is undertaken in conjunction with the annual evaluation of the performance of the Board, its committees, individual directors and executives.

The Company believes it is important that the Board reviews its own performance together with the performance of its committees and the Chief Executive Officer to ensure continued high performance. Under the Board Policy, the Board must conduct an annual performance review of its practices together with a review of the Chief Executive Officer which is undertaken by the Remuneration and Nominations Committee. The Board Policy and the Remuneration & Nomination Committee Charter sets out the process for these reviews.

The criteria used to review individual Directors may include assessment of relevant skills and characteristics, tenure, diversity, industry knowledge, experience and expertise. The criteria used to assess the Chief Executive Officer may include underlying profit and customer retention, as well as development of organizational capability, business sustainability and shareholder value creation.

The Board of Directors has completed these reviews during the reporting period.

The Charters of the Board, Audit and Risk Committee, and the Remuneration Committee are available on the Company's website.

### **Diversity Policy**

The Company is committed to ensuring an inclusive workplace that encourages and embraces diversity. The Company has a Diversity Policy which provides a framework for the Company to achieve workplace diversity and includes requirements for the Board to set measurable objectives.

The Diversity Policy, which is included in the Corporate Governance Charter, is available on the Company's website.

The current Board has not established measurable targets for achieving gender diversity across the Company. The Board has chosen to defer the establishment of the measurable targets until the Company is of a sufficient size and structure to necessitate these targets. The respective proportions of men and women on the Board, in senior executive positions and across the Company as of the end of the reporting period are:

	Men	Women
<b>Board (and Company Secretary)</b>	5	1
<b>Senior management</b>	4	1
<b>Across the Company</b>	46	22

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

### Remuneration and Nomination Committee

The Board has a combination of Remuneration and Nominations responsibilities in one committee, which has three members, two of whom are independent Non-Executive Directors. The Committee is chaired by a Non-Executive Director. Whilst the Chair of this Committee is not independent, the Board believes that he is able to bring independent judgement to bear on issues before the Committee and to act in the best interests of the Company and its security holders generally.

The Remuneration and Nominations Committee Charter is available on the Company's website.

The relevant qualifications and experience of the members of the Committee are contained in the Directors' biographies within the Annual Report.

The number of times the Committee met during the reporting period and the individual attendances of the members at those meetings are set out in the Directors' Report section of the Annual Report.

### Board Composition & Independence

The biographies of the Directors are contained in the Director's Report of the Annual Report and are also located on the Company's website.

The Board assesses the independence of Non-Executive Directors against the definition of independent Director and the factors set out in Box 2.3 of the ASX Principles.

The Board's assessment of the independence of each current Director and their appointment date is set out below. As at the end of the reporting period the Board comprised of 4 Directors including 2 Independent, non-executive Directors. The Chairman of the Board is a Non-Executive Director.

Messrs Strauss and Goosen are affiliated with substantial shareholder, Argosy Capital Limited, with Mr Goosen being a partner. Mr Strauss is employed by Merteck Services Pty Ltd which shares the same ultimate beneficial owner as Argosy Capital Limited. The Board is satisfied that the level of independence is appropriate for the operation of the Company at this time and does not believe that there is reason to believe that either Messrs Strauss or Goosen are not able to bring an independent judgement to bear on issues before the Board (and its Committees) and to act in the best interests of the Company and its security holders generally. Messrs Strauss and Goosen are professionals with established integrity and whose biographies are included on the Company's website and within the Annual Report.

Name	Status	Appointment date
Almero Strauss	Non-executive Director (Chairman)	08 February 2017
Simon Lee	Executive Director	28 June 2022
Tod McGrouther	Independent, non-executive Director	16 October 2019
Saurabh Jain	Executive Director	21 January 2019 (resigned 14 December 2021)
Pierre Goosen	Non-executive Director	3 April 2018
Sam Cuccurullo	Independent, non-executive Director	04 March 2021



## Board skills and experience

The skills and experience of the Directors is set out in the matrix below.

Experience	Industry
<ul style="list-style-type: none"><li>• Facilities management</li><li>• Technology design and productisation</li><li>• Strategic business consulting</li><li>• R&amp;D</li><li>• Product strategy</li><li>• Accounting/Financial</li><li>• Strategic Development</li><li>• Executive Management</li><li>• Product management</li><li>• Engineering</li><li>• Customer support</li><li>• Sales and marketing</li><li>• Legal</li></ul>	<ul style="list-style-type: none"><li>• Commercial banking</li><li>• Investment banking</li><li>• Information Technology</li><li>• Hardware and software</li><li>• Investment</li><li>• Property</li><li>• Strata</li></ul>

## Remuneration

The Company's policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives are disclosed in the Company's Remuneration Report.

Employees are eligible to participate in the Company's Employee Share Option Plan (ESOP) subject to its terms and conditions. The Share Trading Policy contains provisions in respect of the use of derivatives or otherwise which limit the economic risk of participating in the plan.

## PRINCIPLE 3: ACTING ETHICALLY AND RESPONSIBLY

### Statement of Values

The Company has adopted a Statement of Values which have been adopted to create a link between the Company's purpose and its strategic goals by expressing the standards and behaviours that it expects from its directors, senior executives and employees to fulfil its purpose and meet its goals.

Urbanise.com is guided by its values:

VALUE OTHERS	<i>Be somebody who makes everybody feel like somebody</i>
INTEGRITY	<i>Do the right things, even if it hurts</i>
GREATNESS	<i>Let's dream big. Let's aspire to something bigger than ourselves</i>
TENACITY	<i>Finish what you started, giving up is not an option</i>
DISRUPT	<i>Predict the future by creating it. Do not become the status quo.</i>

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

### **Code of Conduct**

The Company is committed not only to complying with its legal obligations, but also to acting ethically and responsibly. The Company expects a high level of honesty, care, fair dealing and integrity in the conduct of all business activities.

The Company has a Code of Conduct which sets the minimum standards of conduct expected of all Directors, officers, executives, employees and contractors of the Company. The Code of Conduct is available on the Company's website.

### **Whistleblower Policy**

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

Material incidents reported under the policy are reported to the Audit and Risk Committee.

### **Anti-bribery and Corruption Policy**

The Company has adopted an Anti-bribery and Corruption Policy a copy of which is available on the Company's website.

Material breaches of the policy are reported to the Audit and Risk Committee.

## **PRINCIPLE 4: SAFEGUARDING INTEGRITY IN CORPORATE REPORTING**

### **Audit and Risk Committee**

The Board has an Audit and Risk Committee, which has three members, two of whom are independent Non-Executive Directors. The Committee is chaired by an independent Non-Executive Director who is not the chair of the Board.

Under its Charter, the Audit and Risk Committee is required to review, at least annually, the effectiveness of the Company's risk management and internal control systems. The Audit and Risk Committee undertakes a review as part of the annual audit program. In addition, the Audit Committee addresses the risks of the business on an ongoing basis.

The Audit and Risk Committee Charter is available on the Company's website.

The relevant qualifications and experience of the members of the Committee are set out in the Directors' biographies within the Annual Report.

The number of times the Committee met during the financial year and the individual attendances of the members at those meetings is contained in the Directors' Report section of the Annual Report.

### **Declaration under s295A of the Corporations Act 2001**

Before it approves the Company's half and full year financial statements, the Board receives a statement from its CEO and CFO that the financial records 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 Group and that their opinion has been formed based on a sound system of risk management and internal control which is operating effectively.

### **External Auditor**

The Company's external auditor attends the Annual General Meeting (AGM) and a representative is available to answer questions from shareholders relevant to the audit at the AGM. The auditors' independence declaration is contained in the Directors' Report section of the Annual Report.

### **Periodic Reporting Integrity**

The Company's process for verifying unaudited, periodic corporate reports is as follows:

- reports are prepared by, or under the supervision of, subject-matter experts; and
- material statements in the reports are reviewed for accuracy and material requirements and must be approved by the Board.

## **PRINCIPLE 5: MAKING TIMELY AND BALANCED DISCLOSURE**

### **Continuous disclosure**

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules. The Company has in place a written policy for complying with its continuous disclosure obligations under the ASX Listing Rules. The Continuous Disclosure Policy, which is included in the Corporate Governance Charter, is available on the Company's website.

The Company ensures that directors receive a copy of all material market announcements promptly after they have been made.

All new and substantive investor or analyst presentations are released to ASX Markets Announcements Platform immediately prior to the presentation.

## **PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS**

### **Shareholder communication**

The Company is committed to regularly communicating with its shareholders in a timely and accessible manner, and to encourage shareholder participation at its general meetings.

The Company provides information about itself and its corporate governance to investors via its website. Shareholders also have the option to receive communications from, and send communications to, the Company and its share registry electronically.

The Company also has an investor relations program to encourage effective two-way communication with investors. The Board encourages full participation of shareholders at the Annual General Meeting to promote a high level of accountability and discussion of the Urbanise.com group's strategy and goals.

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.

Not only should all relevant information be provided, but the Company considers the information must be presented in a clear and concise format.

The Company's Shareholder Communications Policy sets out the processes by which the Company strives to ensure that shareholders are provided with appropriate information and facilities to allow them to exercise their rights effectively.

The Company's Shareholder Communications Policy is available on the Company's website.

## **PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

### **Risk management**

The Board is ultimately responsible for oversight of risk and the risk management framework. The Board is responsible for reviewing and approving the Company's risk appetite and its risk management strategies. The Audit and Risk Committee assists the Board in its role of identifying and managing risk.

The Board and the Audit and Risk Committee are advised by Management. The Company has a Risk Appetite Statement and a Risk Management Policy and Framework, which are regularly reviewed.

### **Internal audit**

The Company does not have an internal audit function. Due to its size and current activities, the Board does not believe one is warranted at this time.

Management prepares and presents to the Audit & Risk Committee a Risk Register addressing internal (and external) risks. Management undertakes self-assessment and review of risk areas on an ongoing basis.

The Board works closely with Management to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives. The Audit and Risk Committee actively encourages the external auditor to raise internal control issues and oversees management's reviews to ensure the management and improvement of processes within the business.

### **Environmental or social risks**

The Company's exposure to environmental and social risks, together with the Company's approach to managing those risks, is outlined in the Operating and Financial Review section of its Annual Report.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

Remuneration is included in the functions of the Remuneration and Nomination Committee which is detailed under Principle 2 of this Statement. Part of the role of the Remuneration and Nomination Committee is to advise the Board on the remuneration policies and practices of executives and Directors.

Details on performance measurement and remuneration of Directors and specified executives are

contained in the Remuneration Report, incorporated in the Directors' Report.

### **Securities Trading**

The Company has a Share Trading Policy to govern trading in Company shares by Directors and employees. Breaches of the policy are subject to disciplinary action that may result in termination of appointment or employment. The Share Trading Policy is available on the Company's website.

The Trading Policy deals with entering into transactions which limit the economic risk of trading the Company's shares including shares issued under any equity-based remuneration scheme.