

ASX Announcement
12 September 2022

Appendix 4G and Corporate Governance Statement

Sydney, Australia, 12 September 2022: Leading advisory and technology solutions provider Atturra Limited (ASX: ATA) (Company) attaches the following documents in relation to FY2022:

- Appendix 4G
- Corporate Governance Statement

- ENDS -

This announcement is authorised for release by the Board of Directors of Atturra Limited.

About Atturra:

Atturra is an ASX-listed technology business providing a range of enterprise advisory, consulting, IT services and solutions with a focus on local government, utilities, education, defence, federal government, financial services and manufacturing industries. Atturra has partnerships with leading global providers including Microsoft, Boomi, Software AG, OpenText, Smartsheet, QAD, Infor and Solace and its clients are some of the largest public and private-sector organisations in Australia. For more information visit: www.atturra.com

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Investors

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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Atturra Limited

ABN/ARBN

34 654 638

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://investors.atturra.com/governance/>

The Corporate Governance Statement is accurate and up to date as at *12 September 2022* and has been approved by the board.

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

Date: 12 September 2022

Name of authorised officer authorising lodgement: Kunal Shah, Company Secretary

¹ "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.

² 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.

³ 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, ⁴ we have followed the recommendation in full for the whole 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: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://investors.atturra.com/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <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 OR <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 OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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/”).

⁵ 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, ⁴ we have followed the recommendation in full for the whole 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: ⁵
<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&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:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and if we were included in the S&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 OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>The Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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, ⁴ 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: ⁵
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 type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://investors.atturra.com/governance/ and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Annual Report</p> <p>[If the entity complies with paragraph (b):] 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>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<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>	<p><input type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p>[insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
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: The Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: N/A and the length of service of each director at: The 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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <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 OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: The Corporate Governance Statement and https://investors.atturra.com/governance/	<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: https://investors.atturra.com/governance/	<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: https://investors.atturra.com/governance/	<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: https://investors.atturra.com/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is 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"/></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: https://investors.atturra.com/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Annual Report</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	<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"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://investors.atturra.com/governance/	<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
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://investors.atturra.com/	<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: The 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

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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
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(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: https://investors.atturra.com/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Annual Report</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 at: The Corporate Governance Statement</p>	<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, ⁴ we have followed the recommendation in full for the whole 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: ⁵
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></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 internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>The Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>The Corporate Governance Statement and the Prospectus, dated 20 December 2021</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>The Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(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"/></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: https://investors.atturra.com/governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Annual Report</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 type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<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 at:</p> <p>The Remuneration Report, which is located in the Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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: https://investors.atturra.com/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</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, ⁴ we have followed the recommendation in full for the whole 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: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
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: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <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 OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <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 OR <input checked="" 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

A person stands on a rocky mountain peak, looking out over a vast landscape. Below the peak, a thick layer of white clouds fills the valley, with more mountain ranges visible in the distance under a blue sky with light clouds.

atturra

We'll lead you there.

2022
Corporate
Governance
Statement

Corporate Governance Statement

This corporate governance statement sets out Atturra Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as 25 August 2022 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
1.1. A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> a. the respective roles and responsibilities of the Board and Management; and b. those matters expressly reserved to the Board and those delegated to Management. 	Yes	<p>The Board's roles and responsibilities are formalised in a Board Charter, which is available on the Company's website: https://investors.atturra.com/governance/</p> <p>The Charter sets out those functions that are delegated to management and those that are reserved for the Board.</p>
1.2. A listed entity should: <ul style="list-style-type: none"> a. undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and b. provide security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director. 	Yes	<p>In accordance with the Nomination & Remuneration Committee Charter, before an individual is nominated as a candidate for an appointment to the Board, Atturra undertakes appropriate evaluations. These include independent checks of a candidate's character, experience, education, criminal record, bankruptcy history, and any other factors that would affect the Company's or the individual's reputation.</p> <p>Where a candidate is standing for election or re-election as Director, the notice of meeting will set out information on the candidate, including biographical details, qualifications and experience, independence status, outside interests and the recommendation of the rest of the Board on the resolution. Where relevant, it will confirm that the Company has conducted appropriate checks into the candidate's background and experience and will advise if those checks had revealed any information of concern.</p>
1.3. A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	Directors and Senior Executives of the Company are given Letters of Appointment and/or Service Agreements prior to their engagement with the Company
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.	Yes	As articulated in the Board Charter, the company secretary is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<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: (i) 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, (ii) if the Company is a relevant employer" under the <i>Workplace Gender Equality Act 2012</i> (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	No	<p>Atturra is committed to creating an inclusive culture at all levels of the company in which diversity is recognised and valued. The Company's Diversity and Inclusion Policy is available on the Company's website: https://investors.atturra.com/governance/</p> <p>In accordance with the Diversity and Inclusion Policy, the Board is responsible for developing and reviewing measurable objectives, which support the Company meeting the Objectives outlined in the Policy.</p> <p>At the Board level, the Company set a measurable objective to have each gender comprise at least 25% of the Board while the Board was comprised of four members or less. At the end of FY2022 this target has been met.</p> <p>As the Company has just listed on the ASX, the Board has not yet set measurable objectives for achieving gender diversity beyond the Board level. The Board will review the gender and other diversity targets relative to the industry in FY23. The Company anticipates it will provide an update on its progress towards achieving these objectives in the FY23 Annual Report/ Corporate Governance Statement.</p> <p>The Company completed the Australian Workplace Gender Equality Agency's (WGEA) compliance program for 2021/22. The submission provides transparency on gender balance across the workforce, as well as initiatives, policies and practices that support gender equality and can be accessed on the Company's website at https://investors.atturra.com/governance.</p>
<p>1.6. 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>In accordance with the Nomination & Remuneration Committee Charter, the Committee is responsible for monitoring and evaluating the performance of each Director individually, the Board collectively and of each Board subcommittee collectively.</p> <p>A review was not undertaken in FY22 as the Board determined that it would be more appropriate to conduct a review of the Board's performance once the recently appointed directors have spent time in their new position with the Company. As such, the Board expected to complete a performance evaluation of the Board in FY23</p>
<p>1.7. 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>	No	<p>Atturra has not established a formal process for evaluating its senior executives, however informal reviews were completed during the reporting period. The Company anticipates that a more formal review process will be adopted during FY23.</p>

Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
2. Structure the Board to be effective and add value		
<p>2.1. The Board of a listed entity should:</p> <p>a. have a nomination committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent Directors; and 2. is chaired by an independent Director; <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 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>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 Nomination and Remuneration Committee, which is governed by the Nomination and Remuneration Committee Charter, which is available on the Company Website:</p> <p>https://investors.atturra.com/governance/</p> <p>The Committee is currently comprised of three members, a majority of whom are independent directors:</p> <ul style="list-style-type: none"> • Nicole Bowman (Independent Non-Executive Director); • Jonathan Rubinsztein (Independent Non-Executive Director); and • Shan Kanji (Non-Independent Non-Executive Director). <p>The Committee is chaired by independent Non-Executive Director Nicole Bowman.</p> <p>The number of meetings held during the year and individual attendances is disclosed in the “Board of Directors” and “Directors’ Meetings” sections of the 2022 Annual Report and Directors’ Report respectively.</p>
<p>2.2. A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	No	<p>The Board strives to ensure that it is comprised of Directors with a blend of skills, experience, and attributes appropriate for the Company and its business. The skills and experience of the current Directors is set out in the Company’s 30 June 2022 Annual Report. Currently the Company has not developed a Board skills matrix, however, expects to adopt a formal Board skills matrix in FY23.</p>
<p>2.3. A listed entity should disclose:</p> <ol style="list-style-type: none"> 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. 	Yes	<p>The Board comprises of four members, two of whom Atturra considers to be independent, Nicole Bowman (Non-Executive Director) and Jonathan Rubinsztein (Non-Executive Director).</p> <p>The Board Charter sets out the factors relevant to assessing the independence of a Non-Executive Director, and will regularly, and at least annually, assess the independence of each of the Non-Executive Directors based on the interests and associates they disclose and all other available, relevant information.</p> <p>The length of service of each Director is set out in the Directors’ report and is as follows:</p> <ul style="list-style-type: none"> • Nicole Bowman: 20 October 2021 – present (10 months); • Jonathan Rubinsztein: 4 November 2021 – present (10 months); • Shan Kanji: 20 October 2021 – present (10 months); and • Stephen Kowal: 20 October 2021 – present (10 months)

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
2.4. The majority of the Board should be independent Directors.	No	<p>The Board considers the Mr Kanji and Mr Kowal are not Independent Directors. Accordingly, the Company does not satisfy recommendation 2.4, with the Board consisting of an equal number of independent and non-independent Directors. However, the Company is not at the size or complexity to warrant the appointment of an additional independent Director and the Board considers that each Director adds significant value given their considerable skill and experience and brings objective and independent judgment to the Board.</p> <p>The Company will continually evaluate the performance and function of the Board and the Company will determine whether it is appropriate to appoint additional independent Directors as the business evolves.</p>
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.	No	<p>The Board has appointed Mr Kanji, Non-Independent Non-Executive Director, as the Chair of the Board. Accordingly, the Company does not satisfy recommendation 2.5. However, the Board considers Mr Kanji to be the most appropriate person to act as the Chair of the Board given his experience and knowledge of the Company and industry. The Chair is not the same person as the CEO.</p>
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.	Yes	<p>The Board Charter sets out the induction process that new Directors will undergo, including a full briefing on the Company. In addition, Directors will be provided with the resources and training to address skills gaps identified, and to receive continuing education about key developments in the Company, the industry and the environment in which the Company operates.</p> <p>The Nomination and Remuneration Committee is responsible for ensuring that there is an appropriate induction program in place for new Directors.</p>
3. Instill a culture of acting lawfully, ethically and responsibly		
3.1. A listed entity should articulate and disclose its values.	Yes	<p>Atturra's Code of Conduct sets out the Company's core values. The Code of Conduct is available on the Company website: https://investors.atturra.com/governance/</p> <p>Atturra's core values are:</p> <ul style="list-style-type: none"> • Integrity: we are transparent, honest, ethical and fair in all dealings; • Excellence: we deliver our best in order to provide the best possible service; • Respect: we are fully engaged, present and inclusive. We encourage inclusion and diversity with unique perspectives and differences; and • Innovation: we implement innovative software solutions to create improvements in usability for clients.
3.2. A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>Atturra's has adopted a Code of Conduct which applies to all staff members (including Directors, senior executive and employees) of Atturra.</p> <p>The Code of Conduct is available on the Company website: https://investors.atturra.com/governance/</p> <p>The Code of Conduct sets out that the Company Secretary will promptly inform the Board of any material breaches of this Code</p>

Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>3.3. A listed entity should:</p> <p>a. have and disclose a Whistleblower Policy; and</p> <p>b. ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	Yes	<p>Atturra has adopted a Whistleblower Policy.</p> <p>The Whistleblower Policy is available on the Company website: https://investors.atturra.com/governance/</p> <p>The Whistleblower Protection Officer will inform the Board of any material incidents reported under the policy as appropriate.</p>
<p>3.4. A listed entity should:</p> <p>a. have and disclose an anti-bribery and corruption policy; and</p> <p>b. ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>	Yes	<p>Atturra has adopted an Anti-Bribery and Corruption Policy.</p> <p>The Anti-Bribery and Corruption Policy is available on the Company website: https://investors.atturra.com/governance/</p> <p>Reporting and accountability with respect to the terms of this Policy will be a periodic item on the Board's agenda and the Company Secretary will inform the Board of any material incidents reported under the policy as appropriate.</p>
4. Safeguard the integrity of corporate reports		
<p>4.1. The board of a listed entity should:</p> <p>a. have an audit committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and 2. is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and 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>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>	Yes	<p>The Board has established an Audit and Risk Committee, which is governed by the Audit and Risk Committee Charter, which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>The Committee is currently comprised of three members, a majority of whom are independent directors:</p> <ul style="list-style-type: none"> • Nicole Bowman (Independent Non-Executive Director); • Jonathan Rubinsztein (Independent Non-Executive Director); and • Shan Kanji (Non-Independent Non-Executive Director). <p>The Committee is chaired by independent Non-Executive Director Nicole Bowman. The Chair of the Committee is not the Chair of the Board.</p> <p>The Board considers that the members of the Audit and Risk Committee bring the desired mix of skills and qualifications required to effectively assist the Board in matters relating to the Company's audit and risk functions. The relevant qualifications and experience of the members of the Audit and Risk Committee are included in the Directors' Report section of the FY22 Annual Report.</p> <p>The number of meetings held during the year and individual attendances is disclosed in the "Board of Directors" and "Directors' Meetings" sections of the 2022 Annual Report and Directors' Report respectively.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	Prior to approval of the Company's financial statements for each financial period, the CEO and CFO give the Board a declaration that, in their opinion, the financial records have been properly maintained, that the financial statements complied with the accounting standards and gave a true and fair view of the financial position and performance of the Company, and that their opinion had been formed on the basis of a sound system of risk management and internal compliance and control, which was operating effectively.
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.	Yes	The Audit and Risk Committee assists the Board on matters relating to, and the process for, verifying the integrity of periodic corporate reports that are not audited or reviewed by an external auditor. Such processes include the Committee reviewing and discussing the half-year and full-year financial reports, and the disclosures made in said reports, with management and the external auditors prior to making a recommendation to the Board on the adoption of the reports.
5. Make timely and balanced disclosure		
5.1. A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.	Yes	The Company has adopted a written policy design to ensure compliance with its continuous disclosure obligations under ASX listing Rule 3.1. The Continuous Disclosure and Shareholder Communications Policy is available on the Company Website: https://investors.atturra.com/governance/
5.2. A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	The Board receives copies of all material announcements promptly after they have been made.
5.3. A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	All material and substantive presentations made to investors or analysts are disclosed to the ASX and are released to the ASX Market Announcements Platform prior to the presentation being held.

Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
6. Respect the rights of security holders		
6.1. A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>Atturra has adopted a communication strategy as articulated in the Continuous Disclosure and Shareholder Communications Policy which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>Under this Policy, the Company will actively promote communication through a variety of measures, including the use of the Company's website and email.</p> <p>The 'Corporate Governance' section of Atturra's website contains the following information for the benefit of Atturra's security holders (and other stakeholders):</p> <ul style="list-style-type: none"> • information about Atturra, and its governance, including the biographies and experience of its Directors and senior executives; and • copies of Atturra's governance documents, Board Charter, committee charters and other policies.
6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>Atturra has adopted a communication strategy as articulated in the Continuous Disclosure and Shareholder Communications Policy which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>Atturra communicates with its shareholders in a number of ways, including posting the following to the Company's website:</p> <ul style="list-style-type: none"> • relevant announcements made to the market via the ASX; • media releases; • investment updates; • Company presentations and media briefings; and • copies of notices of meetings of shareholders and any upcoming documents <p>The Company also maintains an email list to facilitate the distribution of the Company's announcements via email in a timely manner. The Company will also maintain an email address to allow shareholders to communicate directly with the Company via email, as well as with its share registry.</p>
6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>Atturra encourages shareholders to attend and participate in its AGM. At the AGM, the Chair allows a reasonable opportunity for shareholders to ask questions to the Board and the external auditors.</p>
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.	Yes	<p>Atturra will ensure that all substantive resolutions at shareholder meeting are decided by poll rather than a show of hands.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	<p>The 'ASX Announcement's' section of Atturra's corporate website contains a link enabling shareholders to register to receive communications and shareholder materials from the Company and its security registry electronically: https://investors.atturra.com/announcements/</p> <p>Further, the Company and the Company's Registry maintains an email list to facilitate the distribution of the Company's announcements and/or updates via email in a timely manner.</p> <p>Shareholders are also encouraged to register with the Company and/or the Company's Registry for email communications and updates shared directly by the Company and its share registry.</p>
7. Recognise and manage risk		
<p>7.1. The Board of a listed entity should:</p> <p>a. have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent Directors; and 2. is chaired by an independent director, and disclose 3. the charter of the committee; 4. the members of the committee; and 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>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>	Yes	<p>The Board has established an Audit and Risk Committee, which is governed by the Audit and Risk Committee Charter, which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>The Board, through this Committee, ensures, amongst other things that the Company appropriately manages its business and operating risks (both financial and non-financial).</p> <p>The Committee is currently comprised of three members, a majority of whom are independent directors:</p> <ul style="list-style-type: none"> • Nicole Bowman (Independent Non-Executive Director); • Jonathan Rubinsztein (Independent Non-Executive Director); and • Shan Kanji (Non-Independent Non-Executive Director). <p>The Committee is chaired by independent Non-Executive Director Nicole Bowman.</p> <p>The number of meetings held during the year and individual attendances is disclosed in the "Board of Directors" and "Directors' Meetings" sections of the 2022 Annual Report and Directors' Report respectively.</p>
<p>7.2. 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>	Yes	<p>The Audit and Risk Committee Charter outlines that the Company will review, at least annually, the Company's implementation of the risk management policy and framework and that the Company is operating with due regard to the risk appetite statement as set by the Board.</p> <p>A review of the risk management framework has been undertaken during the financial year by the Audit and Risk Committee</p>

Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>7.3. A listed entity should disclose:</p> <p>a. if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>Due to the Company's current size, the Company does not have an internal audit function. The Company's Audit and Risk Committee evaluates the effectiveness of the Company's risk management and internal control processes</p>
<p>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.</p>	Yes	<p>The Company is subject to a number of risks which may, either individually or in combination, adversely impact its future operating and financial performance, investment returns and the value of its shares. Specific risk disclosures are included in the Prospectus dated 20 December 2021 and is available on the Company's website: https://investors.atturra.com/announcements/</p> <p>The Audit and Risk Committee will disclose to the Board whether the entity has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. The Committee is required to report to the Board on the Company's activities and risk profile on this basis, and to put systems and reporting lines in place to enable it promptly to bring to the Board's attention any departure from the risk appetite statement.</p>
<h3>8. Remunerate fairly and responsibly</h3>		
<p>8.1. The Board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>The Board has established a Nomination and Remuneration Committee, which is governed by the Nomination and Remuneration Committee Charter, which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>The Committee is currently comprised of three members, a majority of whom are independent directors:</p> <ul style="list-style-type: none"> Nicole Bowman (Non-Executive Director); Jonathan Rubinsztein (Non-Executive Director); and Shan Kanji (Executive Director). <p>The Committee is chaired by independent Non-Executive Director Nicole Bowman.</p> <p>The number of meetings held during the year and individual attendances is disclosed in the "Board of Directors" and "Directors' Meetings" sections of the 2022 Annual Report and Directors' Report respectively.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	<p>The Remuneration Report sets out the details of Atturra's policies and practices for remunerating Directors, senior executives, and employees.</p> <p>The Remuneration Report is included in the FY22 Annual Report.</p>
8.3. A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> a. have a policy on whether participants are permitted to enter into transactions (whether through 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. 	Yes	<p>Atturra has established an equity-based remuneration scheme during FY22.</p> <p>The Board has adopted a Share Trading Policy, which is available on the Company Website: https://investors.atturra.com/governance/</p> <p>Under this Policy, the Company has determined that certain restrictions will apply to its Directors and employees (restricted persons). Such restrictions include that restricted person must not enter into any margin lending or other secured financing arrangement in respect of the Company's securities.</p>

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