

Corporate Governance Statement

Year Ended 30 June 2024

This statement has been approved by the Board of Comms Group Limited and is current at 20th August 2024.

Comms Group Limited's approach to Corporate Governance

Comms Group Limited ('Comms Group' or the 'Company') adopts a program to continuously review and improve its charters, policies and procedures to ensure its corporate governance framework remains current and compliant with best corporate practice.

This Corporate Governance Statement addresses the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' – 4th Edition released in 2019 (referred to as 'ASX Principles or Recommendations').

This Corporate Governance Statement is attached to the Appendix 4G (Key to Disclosures – Corporate Governance Council Principles and Recommendations) for lodgement with ASX. In support of the information contained in the Appendix 4G, details of the Company's ongoing adherence to the ASX Corporate Governance Council Principles and Recommendations are outlined below.

Comms Group continuously monitors and updates the Company's risk management framework including the review and identification of requisite Board skills to ensure that the Company is in a strong and sustainable financial position to achieve its strategic goals and to ensure Directors hold the skills, knowledge and experience that enables the Board to discharge its duties and responsibilities effectively.

This Corporate Governance Statement reports in detail the Company's progress in adopting, implementing and adhering to the specifics of the ASX Principles and Recommendations. The Company's Charters and Policies for the Board and its Board sub-committees referred to in this Corporate Governance Statement are available in the Corporate Governance section of the Company's website at <https://commsgroup.limited/corporate-governance> (collectively such charters and policies are known as the "Corporate Governance Charters and Policies").

Principle 1 Lay Solid Foundations for Management and Oversight

1.1 Roles and Responsibilities

The Company's Board Charter was first adopted in November 2017 and is reviewed periodically as required. The document clearly outlines the various roles and responsibilities of the Board and management including those items expressly reserved to the Board and Board sub-committees and those delegated to management. The Board Charter is published in the Corporate Governance section of the Company's website at <https://commsgroup.limited/corporate-governance>.

1.2 Director Selection

During the 2024 reporting period, there were no changes to the Board of directors.

When appointing a Director, the Company conducts appropriate pre-appointment checks and security holders have the opportunity of reviewing relevant information prior to voting on the appointment at the Annual General Meeting (AGM) generally held in November each year.

1.3 Terms of Appointment

New Directors receive letters of appointment stating the effective commencement date of their Directorship with Comms Group Limited together with their remuneration details. Directors are also provided with induction material and given the opportunity to consult with the Chairman and other Directors to deepen their overall understanding of the Company and its operations.

Comms Group has written agreements with Directors setting out the key terms and responsibilities of their appointment.

Senior Executive employment contracts clearly state the terms of appointment and the expectations regarding performance including any performance-based incentives.

1.4 Company Secretary

All Board members have access to the Company Secretary. The role of the Company Secretary is outlined in the Board Charter. The Company Secretary assists and advises the Board on governance and compliance matters. The Company Secretary has a direct reporting relationship to the Chairman of the Board.

Company Secretarial services are managed by Mr Andrew Metcalfe, an experienced independent company secretary and governance consultant. Mr Metcalfe was appointed to the position in October 2017. Mr Metcalfe is professionally qualified for the position having been a company secretary and governance advisor to ASX listed companies for over 25 years.

1.5 Diversity Policy

Comms Group's Diversity Policy is available in the Corporate Governance section of the Company's website, at <https://commsgroup.limited/corporate-governance>. The Diversity Policy states the Company's general principles in relation to diversity within the organisation. Comms Group is an inclusive workplace that values diversity which encompasses nationality, age, religious beliefs, sexual orientation as well as gender diversity. Comms Group is an equal opportunity employer.

Directors have not adopted specific gender targets or measurable objectives for the Board, senior executives or for employees. However the Board is committed to set specific targets once the Company completes its operating and corporate strategy review as part of its good governance requirements .

The table below shows gender diversity across the whole organisation. The Company defines "Senior Executive/Senior Management" as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the reporting period. To provide an accurate reflection of the proportion of women across the whole organisation the Company has opted to include contractors in the organisation as at the date of this Corporate Governance Statement:

- Board: 20%
- Senior Executive/Senior Management: 0%
- Employees/Contractors: 26%

1.6 Periodic Board, Committee and Director Evaluation

Comms Group has an evaluation process for Directors which is stated in its Board Charter and available on the Company’s website. The Company undertakes an ongoing assessment and evaluation of Directors and the Board, the People & Remuneration Committee and the Audit, Risk and Compliance Committee.

The names of the Non-Executive Directors and Managing Director, their qualifications, experience and term in office, are stated in the Company’s latest Annual Report.

1.7 Senior Executive Performance Evaluation

Comms Group sets key performance indicators for its senior executives. Performance is evaluated against these targets annually. During the 2024 reporting period, annual reviews against these targets were conducted by the Managing Director and the People & Remuneration Committee.

Principle 2 Structure the Board to Add Value

2.1 People & Remuneration Committee

Comms Group Limited has a People & Remuneration Committee which is chaired by Ms Claire Bibby, an independent Non-Executive Director, in line with ASX recommendations for an independent chair. The Committee has two members who are both independent directors. The number of meetings held and attendance by members at those meetings is reported in the Company’s latest annual report.

The People & Remuneration Committee Charter is published in the Corporate Governance section of the Company’s website at <https://commsgroup.limited/corporate-governance>.

2.2 Skills of Directors

The Board is structured to provide a broad mix of skills, knowledge and experience in the information and communication technology (ICT) industry sector representing its main undertaking. Board members also have specific skills and experience pertaining to other key aspects of the Company’s business including law, governance, accounting, business strategy, corporate finance, capital raising, sales & marketing and investor relations. Directors have access to executive employees to provide specialised information as required.

A Board skills review was undertaken during the 2024 reporting period and the following table sets out the mix of skills the Board currently has.

Director background & experience	Director’s Name
Industry	Peter McGrath, Ben Jennings, Claire Bibby, John Mackay, Ryan O’Hare
Accounting & Corporate Finance	Ben Jennings, Ryan O’Hare
Capital Markets	Peter McGrath, Ryan O’Hare
Management & Leadership	John Mackay, Peter McGrath, Ben Jennings, Claire Bibby, Ryan O’Hare

Legal	Claire Bibby, and external advisers to the Company
Risk, Management and Board Governance	John Mackay, Peter McGrath, Ben Jennings, Claire Bibby, Ryan O'Hare

2.3 Independence of Directors

The Board assesses the independence of each of the Non-Executive Directors based on the interests and associations disclosed by the Directors and in-line with the ASX Principles and Recommendations.

A table setting out the length of service of each of the current Directors and their status on the Board is below:

Director	Date Appointed	Executive or Non-Executive	Independent	Next due for re-election
Mr John Mackay	11 October 2017	Non-Executive	Yes	2026
Mr Peter McGrath	11 October 2017	Executive	No	N/A
Mr Ben Jennings	11 October 2017	Non-Executive	Yes	2025
Ms Claire Bibby	3 October 2019	Non-Executive	Yes	2025
Mr Ryan O'Hare	1 February 2021	Non-Executive	No	2024

2.4 Majority should be Independent Directors

On 30 June 2024 and at the date of this Corporate Governance Statement, the Company had a majority of independent Directors, represented by Mr John Mackay, Mr Ben Jennings and Ms Claire Bibby. Mr Ryan O'Hare is a substantial shareholder and therefore not considered independent; Mr Peter McGrath is the Company's Managing Director and is not considered independent. All Directors bring a diverse skill base and are suitably qualified to represent the Company and its security holders at the present time.

2.5 Chair should be Independent and not CEO

During the 2024 reporting period, the Board Chair was an independent director and not the CEO of the Company and therefore Comms Group complied with this ASX recommendation. In July 2024, the Board appointed Mr Ryan O'Hare as Chair of the company due to his experience and knowledge in finance and communications which was recognised as an advantage for the Company. Comms Group acknowledges that a separation of roles between the chairperson and CEO is best practice corporate governance to minimise the possibility of a lack of transparency and promote constructive debate at Board level.

2.6 Induction Program for New Directors

Directors are provided with substantial information about Comms Group when commencing their Directorships. Comms Group supports additional professional education to assist Directors in their role.

Principle 3 Instil a Culture of Acting Lawfully, Ethically and Responsibly

3.1 Company Values

The Company's core values and commitments are:

a) Honesty and Integrity

The Directors and executives will act honestly, in good faith and in the best interests of the Company as a whole and will not engage in conduct likely to bring discredit upon the Company.

b) Fair Dealing

The Directors and executives will deal fairly with the Company's external service providers, colleagues, suppliers, competitors and shareholders and will maintain a high standard of responsibility and awareness as corporate citizens.

c) Diligence

The Directors and executives will use due care and diligence in fulfilling the functions of office and in exercising the powers attached to that office.

d) Independence

The Directors and executives will be independent in their judgement and actions and take all responsible steps to be satisfied as to the soundness of all decisions taken by the Board of Directors and by the executives.

e) Avoid Conflicts of Interest

The Directors and executives acknowledge that there may be times when their personal or other interests' conflict with those of the Company. In these circumstances, the Directors and executives will take action to remove or manage the conflict, so as to avoid detriment to the Company or any perception of conflict of interest

f) Safety – We are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of associated persons, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.

g) Environment, Social and Corporate Governance Standards – We act in a manner that aims to preserve and protect the Company's reputation consistent with reasonable expectations of our investors and the broader community in which we operate, acting ethically and responsibly and complying with all laws and regulations that apply to the entity and its operations, acting responsibly towards the environment and complying with legislation as part of the Company's operations.

3.2 Code of Conduct

Comms Group's Code of Conduct is published in the Corporate Governance section of the Company's website at <https://commsgroup.limited/corporate-governance>.

The Code of Conduct provides a framework for decisions and actions and the Company's minimum standards of conduct and integrity to be observed by all staff members. The Code's focus is to ensure

that all Directors, executives, and employees act with the utmost integrity and fair dealing. This involves acting ethically, sustainably and responsibly in conducting the Company's business affairs, as well as displaying and exercising a duty of care to all employees, clients and stakeholders carrying out their duties and responsibilities while striving at all times to enhance the reputation and performance of the Company. The ethical and responsible conduct of the affairs of the Company ultimately depend upon the understanding and judgment of its staff, having regard to their sense of honesty, fairness and decency.

This Code applies to anyone who works for the Company including all directors of the Board, senior executives and employees, joint venture partners as well as temporary and contract staff (including contractors). Any material breaches of the Code of Conduct by a Director or member of management or any material breaches of the Code that call into question the culture of the organisation will be brought to the attention of the Board.

Training sessions for staff also emphasise Company expectations regarding conduct of staff and executives in maintaining ethical standards.

3.3 Whistleblower Protection Policy

Comms Group has a Whistleblower Protection Policy which is published on the Company's website at <https://commsgroup.limited/corporate-governance>. The Board will be advised of any material incidents reported under the policy.

The Whistleblower Protection Policy is underpinned by a strong commitment to building a culture in Comms Group that reflects sound governance and promotes ethical behaviour in the detection and management of fraudulent, corrupt or improper conduct. Comms Group values ethical behaviour, integrity and respect. Comms Group considers that working with integrity, honesty and respect includes encouraging employees and stakeholders to speak up in relation to conduct that does not align with this code of conduct or with the law and taking steps to protect the identity of that person when they do.

Comms Group encourages Employees and Stakeholders to speak up without fear of intimidation or reprisal in relation to conduct that does not align with the Company's corporate policies or the law and Comms Group will protect disclosers when they do.

The Whistleblower Protection Policy complies with the amendments to the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) that are effective from 1 July 2019.

A copy of the Whistleblower Protection Policy is available on Comms Group website and is intended to be accessed by anyone.

3.4 Anti-bribery and Corruption Policy

Australia has strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to actions carried out in other countries (i.e. wide-reaching extra-territorial effect). You must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all jurisdictions where the Company operates.

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) official misconduct;
- b) bribery and blackmail;
- c) unauthorised use of confidential information;
- d) fraud; and
- e) theft.

Comms Group is committed to adopting effective systems to counter bribery and related improper conduct and to monitor and enforce these systems. Accordingly, the Company has a strict policy not to offer or receive secret commissions or bribes to further its business interests. A copy of the Fraud and Corruption Policy is available on the Comms Group website at <https://commsgroup.limited/corporate-governance>.

Securities Trading Policy

The Board has adopted a Securities Trading Policy which regulates dealing in Comms Group securities by Directors, Key Management Personnel, employees, contractors and consultants of Comms Group and their related parties, collectively referred to as Insiders. Insiders must not deal in Comms Group securities if they are in possession of price sensitive information which would, if the information were publicly known, be likely to have a material effect on the price or value of Comms Group Securities; or influence persons who commonly invest in securities in deciding whether or not to deal in Comms Group Securities. Under the Securities Trading Policy, Insiders must not buy, sell or subscribe for Comms Group securities except during permitted periods.

The Securities Trading Policy provides that Insiders may not deal in Comms Group securities during the following periods:

- a) the period from the end of the Company's reporting period (30 June) until 24 hours after the full year financial results for Comms Group are received and announced to the general market by the ASX;
- b) the period from the end of the Company's half year (31 December) until 24 hours after the half year financial results are received and announced to the general market by the ASX; and
- c) the period of 24 hours following a general meeting of shareholders
- d) the period of 24 hours after the issue of any material release to the ASX or disclosure document offering securities in the Company; and
- e) at any other time for a specified period as determined by the Board of Comms Group.

A breach of the Securities Trading Policy will be regarded by Comms Group as serious misconduct which may lead to disciplinary action and/or dismissal.

A copy of the Securities Trading Policy is available on the Comms Group website at <https://commsgroup.limited/corporate-governance>

Principle 4 Safeguard Integrity of Corporate Reports

4.1 Audit, Risk and Compliance Committee

Comms Group has an Audit, Risk and Compliance Committee ('ARCC') which oversees the audit functions of the Company and ensures risks are identified and managed. One of the key responsibilities of the ARCC is to oversee the Company's relationship with the external auditor and the external audit function generally.

Mr Ben Jennings, an independent Non-Executive Director, chaired the Committee during the reporting period. Mr Jennings qualifications and experience in business and finance, as reported in the company's annual report, qualify him to chair the committee. The Committee has five members with three of the five members being independent. During the 2024 reporting period each of the committee members applied their experience in business and finance to significantly contribute to the work of the Committee. The number of meetings held and attendance by members at those meetings is reported in the Company's latest annual report.

The Charter is published in the Corporate Governance section of the Company's website at <https://commsgroup.limited/corporate-governance>.

4.2 Financial Statement Confirmation

Before the Board approves the Company's financial statements for a financial reporting period, it receives a declaration from the CEO and CFO that, in their opinion, the financial records of Comms Group have been properly maintained, that its financial statements comply with the appropriate accounting standards, give a true and fair view of the Company's financial position and performance, and that the Company's system of risk management and internal control is operating effectively in relation to financial reporting.

4.3 Integrity of Corporate Reports

Comms Group's auditors review the Company's Half Year Report and Annual Report prior to publication. Apart from these documents, there are no other periodic Company reports that are subject to an independent review.

Principle 5 Make timely and Balanced Disclosure

5.1 Continuous Disclosure

Comms Group has a Continuous Disclosure Policy and Communication Strategy which describes the Company's continuous disclosure obligations and how they are managed. The policy states that:

"The Board recognises its duty to ensure that shareholders are informed of all major developments affecting the state of affairs of Comms Group Limited".

"In accordance with legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), Comms Group Limited will disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities."

A copy of the policy can be viewed in the Corporate Governance section of the website at <https://commsgroup.limited/corporate-governance>.

5.2 Market Announcements

The Board automatically receives a copy of market announcements immediately after they have been released on the ASX Market Announcements Platform.

5.3 Investor Presentations

Comms Group releases a copy of any investor presentations and AGM presentations on the ASX Market Announcements Platform ahead of the presentation and these are also published on the Company's website.

Principle 6 Respect the Rights of Security Holders

6.1 Information to Investors via Website

Information on Comms Group, as well as its governance policies and procedures, is available to investors on the Company's website at <https://commsgroup.limited/corporate-governance>

6.2 Investor Relations

Comms Group has an Investor Relations page on the Company's website, <https://commsgroup.limited/>, with links to the various documents and announcements the Company releases to the ASX. Contact details are also provided on the website for investors wishing to contact the Company's Share Registry or Comms Group directly.

6.3 Participation at Meetings

Shareholders are encouraged to participate in meetings which are announced to the ASX, included on the Company's website and by mailouts to all security holders prior to a meeting of shareholders.

6.4 Substantive resolutions by Poll, not show of hands

Comms Group security holders are given the opportunity to vote on all substantive resolutions by Poll at the Company's AGM or at a general meeting. Notices of meeting are sent out in advance of the meeting with proxy voting forms attached.

6.5 Communicating Electronically

The Investor Relations page on the Company's website provides contact details for security holders to communicate with either the Company's Share Registry or Comms Group directly. Security holders are offered the option of receiving information electronically from Comms Group via the Share Registry.

Principle 7 Recognise and Manage Risk

7.1 Risk management

As well as overseeing the audit function of the Company, the ARCC ensures potential risks are identified and managed. The Committee has five members with three of the five members being

independent. During the 2024 reporting period the number of meetings held and attendance by members at those meetings is reported in the Company's latest annual report

The ARCC Charter is published in the Corporate Governance section of Company's website at <https://commsgroup.limited/corporate-governance>.

7.2 Risk Management Framework

The Company's risk register provides a framework for risk identification and monitoring and the register was reviewed regularly and updated during the 2024 reporting period for any new or materially different risks. The Risk Matrix is also reviewed regularly and updated to ensure immediate identification and reporting of risk.

Fortnightly senior executive management meetings also provide forums for discussing and monitoring risk. Any suggested mitigation strategies are considered at the ARCC and by the Board as appropriate.

7.3 Internal Audit

Comms Group management has implemented risk and internal control systems for assessing, monitoring and managing strategic, operational, financial reporting and compliance risks for the Company. The systems are based upon policies, guidelines, delegations and reporting as well as the selection and training of qualified personnel. The internal processes as they relate to financial management and reporting are reviewed by the Company's external auditors during their half year and annual audits.

The Board believes the control framework of formal audits and Company policies and procedures is well suited to the current size, operations and stage of development of the business.

7.4 Risk Exposure

Comms Group manages risk through its ARCC and the Board. Risk is also discussed and monitored in management team meetings where mitigation strategies are devised as appropriate.

During the 2024 reporting period, the main exposure to economic risk for Comms Group was the ability to source employees with appropriate skills and experience, ransomware/IT attacks, data theft and the fluctuating economic conditions in Australia and globally. The Board and the ARCC, with the support of the Company's CFO, continually monitor the Company's cash flow position and adopt the appropriate strategy to maintain solvency in the face of any economic risk.

During the reporting period the Company was engaged solely in the information and communication technology (ICT) industry sector, providing a comprehensive range of telco and IT related managed services. The Company does not have any notable social sustainability risks or environmental risks.

Principle 8 Remunerate Fairly and Responsibly

8.1 Remuneration Committee

Comms Group Limited has a People & Remuneration Committee which oversees all remuneration matters in the Company. The Committee is chaired by Ms Claire Bibby, an independent Non-Executive Director, in line with ASX recommendations for an independent chair. The Committee has two members who are both independent directors. The number of meetings held and attendance by members at those meetings is reported in the Company's latest annual report.

The People & Remuneration Committee Charter is published in the Corporate Governance section of the Company's website at <https://commsgroup.limited/corporate-governance>.

8.2 Remuneration Policy

Comms Group has a Remuneration Policy for non-executive directors, senior executive and professional staff which is included in the People & Remuneration Committee Charter published on the Company's website at <https://commsgroup.limited/corporate-governance>. Fees for non-executive directors are reviewed annually by the People & Remuneration Committee and subsequently approved by the Board. For senior executive and professional staff, the Remuneration Policy aligns the Company's business objectives with individual key performance indicators (KPIs), the company's performance and its market position. The policy is underpinned by a number of principles designed to promote and further develop the interests of the company, its shareholders and employees by adopting good corporate governance practice in line with the ASX Principles and Recommendations.

8.3 Equity Based Remuneration Scheme

Comms Group has an Equity Based Remuneration Scheme in the form of a Performance Rights Plan which was approved by shareholders at the 2022 Annual General Meeting and is put forward for approval by shareholders at the Company's AGM every three years. A copy of the Performance Rights Plan is available upon request by Comms Group employees. Rights were issued to directors and senior executive and professional staff during the 2024 reporting period. A participant in the Performance Rights Plan must not enter into any arrangement that may otherwise affect the economic exposure to their rights.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

COMMS GROUP LIMITED

ABN/ARBN

64 619 196 539

Financial year ended:

30 JUNE 2024

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

This URL on our website:

<https://commsgroup.limited/corporate-governance> where there is a link to the 2024 Corporate Governance Statement

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.

The Corporate Governance Statement is accurate and up to date at 20 August 2024 and has been approved by the board.

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

Date: 21 August 2024

Name of authorised officer authorising lodgement: Andrew Metcalfe, Company Secretary

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.	X and we have disclosed a copy of our board charter at: https://commsgroup.limited/corporate-governance Item 1.1 of the Company's Corporate Governance Statement	
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.	X Item 1.2 of the Company's Corporate Governance Statement	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	X Item 1.3 of the Company's Corporate Governance Statement	

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 <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
1.4	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.	X Item 1.4 of the Company's Corporate Governance Statement	
1.5	<p>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>X</p> <p>and we have disclosed a copy of our diversity policy at: https://commsgroup.limited/corporate-governance </p> <p>and we have disclosed the information referred to in paragraph (c) at: Item 1.5 of the Company's Corporate Governance Statement</p>	<p>X set out in our Corporate Governance Statement OR</p> <p>Refer to Item 1.5 of the Corporate Governance Statement in respect of the Measurable Objectives and reasons why Directors have not adopted specific gender targets in FY2024</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
1.6	<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>X</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>Item 1.6 of the Company's Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>Item 1.6 of the Company's Corporate Governance Statement</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>X</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>Item 1.7 of the Company's Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>Item 1.7 of the Company's Corporate Governance Statement</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	
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>X</p> <p>and we have disclosed a copy of the charter of the committee at: https://commsgroup.limited/corporate-governance</p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p>Item 2.1 of the Company's Corporate Governance Statement</p>	<p>X – the committee is represented by two independent non-executive directors with the managing director attending in an ex-officio capacity.</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>X</p> <p>and we have disclosed our board skills matrix at:</p> <p>.....</p> <p>Item 2.2 of the Company's Corporate Governance Statement</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
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>X</p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>.....</p> <p>Item 2.3 of the Company's Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>.....</p> <p>Item 2.3 of the Company's Corporate Governance Statement</p> <p>and the length of service of each director at:</p> <p>.....</p> <p>Item 2.3 of the Company's Corporate Governance Statement</p>	
2.4	A majority of the board of a listed entity should be independent directors.	<p>X set out in our Corporate Governance Statement</p> <p>Item 2.4 of the Company's Corporate Governance Statement</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.	<p>X set out in our Corporate Governance Statement</p> <p>Item 2.5 of the Company's Corporate Governance Statement</p>	X – in July 2024, the board approved the appointment of a non-independent director as Chair given their experience and knowledge in the industry that the company operates in
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.	<p>X</p> <p>Item 2.6 of the Company's Corporate Governance Statement</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
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	X and we have disclosed our values at: https://commsgroup.limited/corporate-governance Item 3.1 of the Company's 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.	X and we have disclosed our code of conduct at: Item 3.2 of the Company's 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.	X and we have disclosed our whistleblower policy at: https://commsgroup.limited/corporate-governance Item 3.3 of the Company's 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.	X and we have disclosed our anti-bribery and corruption policy at: https://commsgroup.limited/corporate-governance Item 3.4 of the Company's 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	
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>X</p> <p>and we have disclosed a copy of the charter of the committee at: https://commsgroup.limited/corporate-governance Item 4.1 of the Company's Corporate Governance Statement and the information referred to in paragraphs (4) and (5) at: Item 4.1 of the Company's 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>X</p> <p>Item 4.2 of the Company's 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>X</p> <p>Item 4.3 of the Company's Corporate Governance Statement</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
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.	X and we have disclosed our continuous disclosure compliance policy at: https://commsgroup.limited/corporate-governance Item 5.1 of the Company's 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.	X Item 5.2 of the Company's 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.	X Item 5.3 of the Company's 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.	X and we have disclosed information about us and our governance on our website at: https://commsgroup.limited/corporate-governance Item 6.1 of the Company's Corporate Governance Statement	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	X Item 6.2 of the Company's 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
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	X and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Item 6.3 of the Company's 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.	X Item 6.4 of the Company's Corporate Governance Statement	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	X Item 6.5 of the Company's Corporate Governance Statement	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (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 (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.	X and we have disclosed a copy of the charter of the committee at: https://commsgroup.limited/corporate-governance Item 7.1 of the Company's Corporate Governance Statement and the information referred to in paragraphs (4) and (5) at: Item 7.1 of the Company's 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 <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
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>X</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>.....</p> <p>Item 7.2 of the Company's Corporate Governance Statement</p>	
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>X</p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p>Item 7.3 of the Company's 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>X set out in our Corporate Governance Statement</p> <p>Item 7.4 of the Company's Corporate Governance Statement</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	
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>X</p> <p>and we have disclosed a copy of the charter of the committee at: https://commsgroup.limited/corporate-governance</p> <p>.....</p> <p>Item 8.1 of the Company's Corporate Governance Statement</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p>Item 8.1 of the Company's Corporate Governance Statement</p>	<p>X – the committee is represented by two independent non-executive directors with the managing director attending in an ex-officio capacity.</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>X</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>https://commsgroup.limited/corporate-governance</p> <p>.....</p> <p>Item 8.2 of the Company's Corporate Governance Statement</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
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>X</p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p>.....</p> <p>Item 8.3 of the Company's Corporate Governance Statement</p>	
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.	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.	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.	Not applicable	