


Zoom2U Technologies Limited Corporate Governance Statement

In the context of the ASX Corporate Governance Principles, Zoom2U Technologies Limited (the Company) has prepared the following Corporate Governance Statement for the year ended 30 June 2024:

ASX Recommendations	Comply	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 	Yes	The Company's Board Charter sets out (amongst other things): <ol style="list-style-type: none"> the roles and responsibilities of the Board and of Management; and the matters expressly reserved to the Board and those delegated to Management. A copy of the Board Charter is available on the Company's website.
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Yes	Prior to the appointment of a person as a Director, a senior executive to be classified as a KMP, or putting forward to Shareholders a candidate for election as a Director, the Remuneration and Nomination Committee (which must advise the Board) is responsible for overseeing that the appropriate checks are undertaken before nominating an individual as a candidate for appointment to the Board, or the appointment of a senior executive to be classified as a KMP. Where appropriate, external consultants may be engaged to assist in undertaking relevant checks. The Company will ensure that all material information in its possession relevant to a Shareholder's decision whether to elect or re-elect a Director, including the information referred to in Recommendation 1.2, is provided to shareholders in any notice of annual or extraordinary general meeting.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each Director, and senior executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.
Recommendation 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	The responsibilities of the Company Secretary are set out in the Board Charter. The Company Secretary has a direct line of reporting to the Chair and is responsible for matters including: <ol style="list-style-type: none"> developing and maintaining the information systems and processes required such that the Board can fulfill its role; ensuring the proper functioning of the Board, including ensuring Board compliance with procedures and other governance requirements; advising the Board and its committees on governance matters;

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		<div>d) monitoring that Board and Committee policy and procedures are followed;</div> <div>e) coordinating the timely completion and despatch of Board and Committee papers;</div> <div>f) ensuring that the business at Board and Committee meetings is accurately captured in the minutes;</div> <div>g) helping to organise and facilitate the induction and professional development of the Directors; and</div> <div>h) any other services required by the CEO or Chair.</div>																
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none">• have a diversity policy;• 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• disclose in relation to each reporting period:<ul style="list-style-type: none">(i) the measurable objectives set for that period to achieve gender diversity;(ii) the entity's progress towards achieving those objectives; and(iii) either:<ul style="list-style-type: none">(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or(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>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>	Yes	<p>The Company is committed to promoting diversity and recognises the value of diversity, in its broadest form, in achieving its corporate objectives and maximising value to its shareholders (including, in respect of its employment practices and all components of the Company's business practice). The Company considers that diversity, and inclusion will be of benefit to the Company, its employees, and shareholders.</p> <p>A copy of the Diversity Policy is available on the Company's website.</p> <p>The Board assesses any measurable objectives for achieving gender diversity and annually reviews any such objectives and the Company's progress towards achieving them. The Board reports annually on the Company's progress towards achieving its measurable objectives in relation to gender diversity. The Company's Remuneration and Nomination Committee reports to the Board on the effectiveness of the Company's diversity objectives .</p> <p>The Diversity Policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board is developing objectives regarding gender diversity. Disclosure of measurable objectives, progress and respective proportions are disclosed in the Annual Report.</p> <p>As of 30 June 2024, the Company has a total of 81 staff; of these 29 are female, and of these two are in senior executive roles. There is currently one female Director on the Company's Board.</p> <table><tr><th>Staff Group</th><th>Gender Objective</th><th>FY 24 Performance</th><th>Achieved</th></tr><tr><td>Non-Executive Directors</td><td>At least 30% female</td><td>33% female</td><td>Yes</td></tr><tr><td>Senior Executives (Direct Reports to Chair or CEO)</td><td>At least 40% male and 40% female</td><td>29% female</td><td>No</td></tr><tr><td>Other Roles</td><td>At least 40% male and 40% female</td><td>36% female</td><td>No</td></tr></table>	Staff Group	Gender Objective	FY 24 Performance	Achieved	Non-Executive Directors	At least 30% female	33% female	Yes	Senior Executives (Direct Reports to Chair or CEO)	At least 40% male and 40% female	29% female	No	Other Roles	At least 40% male and 40% female	36% female	No
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<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and • disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period. 	Yes	<p>The Board Charter details the Company's commitment, responsibility and process to evaluate the performance of the Board, individual Directors, the Chair and Committees of the Board. The Board Charter is available on the Company's website.</p> <p>The Chair (being an independent, non-executive Director) is responsible for the evaluation of the Board's and Committee's performance and the performance of individual Directors. The review of the Board's performance also addresses the ability for Directors to access continuing education to update and enhance their skills and knowledge as they relate to the Company's strategy and objectives.</p> <p>The Company has undertaken an evaluation of the performance of the Board, individual Directors and Committees of the Board in the 2024 Financial Year.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and <p>disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Chair has reviewed the performance of the CEO in the 2024 Financial Year. The CEO has reviewed the performance of the CFO in the 2024 Financial Year.</p>

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Principle 2 – Structure the board to be effective and add value The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.																								
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none">have a nomination committee which:<ul style="list-style-type: none">(i) has at least three members, a majority of whom are independent directors; and(ii) is chaired by an independent director,and disclose:<ul style="list-style-type: none">(iii) the charter of the committee;(iv) the members of the committee; and(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; orif 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.	Yes	<p>Due to the size of the Company, the Board has determined that it will have a combined Remuneration and Nomination Committee. The Remuneration and Nomination Committee is tasked with nomination matters such as identifying candidates with appropriate skills, experience and expertise to recommend to the Board. The Remuneration and Nomination Committee will assist and advise the Board on the development and implementation of a process for evaluating the performance of the Board and the Directors and the appointment and re-election of Directors and undertaking appropriate checks before nominating an individual as a candidate for appointment.</p> <p>In so far as is practicable (given the size of the Board), the Remuneration and Nomination Committee consists of only independent, non-executive Directors. The Committee Chair is also the Chair of the Board.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website.</p>																						
Recommendation 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.	Yes	<p>The following skills matrix describes the combined capabilities of the Board across a range of general and specialist areas</p>  <table><caption>Board Skills Matrix Data</caption><thead><tr><th>Area</th><th>Score (0-6)</th></tr></thead><tbody><tr><td>Executive Leadership and Board Experience</td><td>4.5</td></tr><tr><td>Financial Literacy</td><td>4.2</td></tr><tr><td>Legal, Governance and Compliance</td><td>4.5</td></tr><tr><td>Strategy</td><td>4.5</td></tr><tr><td>Health, Safety, Environmental and Sustainability</td><td>4.0</td></tr><tr><td>Capital Management</td><td>4.8</td></tr><tr><td>Information Technology</td><td>4.0</td></tr><tr><td>Sales and Marketing</td><td>3.8</td></tr><tr><td>Logistics and Online Market Place</td><td>3.5</td></tr><tr><td>Intellectual Property</td><td>4.5</td></tr></tbody></table>	Area	Score (0-6)	Executive Leadership and Board Experience	4.5	Financial Literacy	4.2	Legal, Governance and Compliance	4.5	Strategy	4.5	Health, Safety, Environmental and Sustainability	4.0	Capital Management	4.8	Information Technology	4.0	Sales and Marketing	3.8	Logistics and Online Market Place	3.5	Intellectual Property	4.5
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Recommendation 2.3 A listed entity should disclose: <ul style="list-style-type: none"> the names of the directors considered by the board to be independent directors; if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX CG Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and the length of service of each director. 	Yes	<p>The Board composition, including director tenure, is set out in the Annual Report, located on the Company's website. Director skills and experience is also set out separately on the Company's website.</p> <p>Declaration of interests is a standing agenda item at each Board Meeting and the Chair of the meeting seeks confirmation of their current interests and any changes thereto. The Board makes an ongoing assessment of the independence of each Non-Executive Director based on these declarations.</p>

Director Name	Independent Yes/No	Reason if No	Date Appointed
Drew Kelton (Chairman)	Yes	-	30 July 2021
Steve Orenstein (CEO)	No	Executive	23 September 2019
Michael Gayst	No	Executive	23 July 2021
Kara-Lyn Nicholls	Yes	-	15 March 2022
Michael Rosenbaum	Yes	-	23 July 2021

Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Board of the Company is comprised of five Directors, three of whom are considered to be independent.
Recommendation 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.	Yes	The Chair is an independent Non-Executive Director and is not the CEO of the Company.
Recommendation 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>Under the Company's Board Charter and the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is responsible for developing and reviewing the induction procedures for new appointees to the Board and developing and offering induction training to new Directors (tailored to their existing skills, knowledge and experience).</p> <p>Under the Company's Board Charter, all Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Board has an induction process in place for incoming Directors.</p>

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Principle 3 – Instill a culture of acting lawfully, ethically and responsibly A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The 2024 Annual Report outlines the Company's values.
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	The Company has a Code of Conduct that sets out the standards of behaviour expected of all its employees, Directors, Officers, contractors and consultants. The Code of Conduct is available on the Company's website. Any breach of compliance with the Code of Conduct is to be reported to a senior executive of the Company or the Company Secretary. The Company Secretary is responsible for the administration of the Company's Code of Conduct.
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> have and disclose a whistleblower policy; and ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes	The Company has a Whistleblower Policy available on the Company's website. All incidents reported under that policy are reported to the Board. For the purposes of the Whistleblower Policy, reports are to be made to a "Contact Officer", being an officer or senior executive of the Company or an auditor of the Company (other than where that Contact Officer is involved in the allegations being reported). The CEO will conduct a preliminary assessment (or where the allegation concerns the CEO, the Company's Audit and Risk Committee will carry out the assessment).
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> have and disclose an anti-bribery and corruption policy; and ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	The Company has an Anti-bribery and Corruption Policy available on the Company's website. Under the Anti-bribery and Corruption Policy, all Company personnel must report to the CEO or the Company Secretary as soon as possible if they believe or suspect that a conflict with or breach of the policy has occurred (or may occur).
Principle 4 – Safeguard integrity in corporate reports A listed entity should have appropriate processes to verify the integrity of its corporate reports.		
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 	Yes	The Company has established an Audit and Risk Committee. Its Charter can be found on the Company's website. The duties of the Committee are set out in its Charter. The Audit and Risk Committee consists of three Non-Executive Directors, all of whom are independent Directors.

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<p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <ul style="list-style-type: none"> 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>The Audit and Risk Committee is Chaired by an independent non-executive director, who is not the Chair of the Board.</p> <p>Details of the Committee Members, their qualifications and experience, and individual member attendance at Committee Meetings is set out in the 2024 Annual Report.</p>
<p>Recommendation 4.2</p> <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>	Yes	<p>The Company's Directors receive a declaration from the CEO and CFO before the Board approves the Company's financial statements, and each quarterly Appendix 4C.</p>
<p>Recommendation 4.3</p> <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>	Yes	<p>Any periodic corporate report released by the Company is verified by Management before being reviewed by the Board or, depending on the report, a subcommittee of the Board.</p> <p>In addition, non-audited financial statements are accompanied by a declaration in accordance with Recommendation 4.2 above.</p>

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Principle 5 – Make timely and balanced disclosure A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company has a Continuous Disclosure Policy. The Continuous Disclosure Policy is available on the Company's website.
Recommendation 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 Company Secretary is responsible for ensuring that the Board approves all material market announcements before they are made.
Recommendation 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	The Company's Continuous Disclosure Policy, requires any price sensitive information – including presentations to analysts and investors – to be disclosed on the ASX before being presented or distributed externally.
Principle 6 – Respect the rights of security holders A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its operations is available, and is updated where appropriate, on the Company's website. Information about the Company's corporate governance (including links to the Company's corporate governance policies and charters) can be accessed from the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company's Continuous Disclosure Policy outlines the processes followed by the Company to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. Media relations and communications are the responsibility of the Company Secretary under that policy and on major matters, the CEO is generally the spokesperson. The Continuous Disclosure Policy is available on the Company's website.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Continuous Disclosure and Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of Shareholders (including use of technological solutions).

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Recommendation 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	The Company's intention is that all resolutions put to a meeting of security holders will be decided by way of a poll.
Recommendation 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	The Company, through the Share Registry, gives Shareholders the option to receive communications from, and send communications to, the Company and its Share Registry electronically, as provided for in the Company's Continuous Disclosure and Communication Policy.
Principle 7 – Recognise and manage risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
Recommendation 7.1 The board of a listed entity should: <ul style="list-style-type: none"> have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; disclose: <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) 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 if it does not have a risk committee or committees that satisfy (i) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	Yes	The Company has established an Audit and Risk Committee and the Audit and Risk Committee Charter can be found on the Company's website. The Audit and Risk Committee consists of three non-executive Directors, all of whom are independent Directors. Details of the Committee Members, their qualifications and experience and individual members' attendance at Committee Meetings is set out in the 2024 Annual Report, available on the Company's website. The Committee is chaired by an independent Director, who is not the Chair of the Board.
Recommendation 7.2 The board or a committee of the board should: <ul style="list-style-type: none"> 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 disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Audit and Risk Committee Charter guides the Board in its annual review of the Company's risk appetite statement and risk management framework. The Audit and Risk Committee Charter requires a review of the Risk Management Framework and the Board's Risk Appetite Statement annually and makes any recommendations to the Board on any proposed changes. A review has been undertaken for the 2024 Financial Year.

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Recommendation 7.3 A listed entity should disclose: <ul style="list-style-type: none"> if it has an internal audit function, how the function is structured and what role it performs; or 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. 	Yes	The Company does not have an internal audit function. The external auditors provide the Audit and Risk Committee with Reports recommending improvements to internal controls.
Recommendation 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.	Yes	Refer to the Environment, Social & Governance section of the 2024 Annual Report which is available on the Company's website.
Principle 8 – Remunerate fairly and responsibly A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.		
Recommendation 8.1 The board of a listed entity should: <ul style="list-style-type: none"> have a remuneration committee which: <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; and disclose: <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 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. 	Yes	The Remuneration and Nomination Committee is responsible for advising the Board, from an independent and objective perspective, on the value and structure of remuneration for each of the Non-executive Directors, CEO, CFO and other senior executives and employees. The Remuneration and Nomination Committee consists of three non-executive Directors, all of whom are independent Directors. Details of the Committee Members, their qualifications and experience and individual members attendance at Committee Meetings are set out in the 2024 Annual Report, available on the Company's website. The Committee is chaired by an independent Director.

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Recommendation 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	The Company's policies and practices regarding the remuneration of Non-Executive Directors and KMP is set out in the Remuneration Report contained in the 2024 Annual Report.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> • 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 • disclose that policy or a summary of it. 	Yes	The Company's Securities Trading Policy sets out who, how and when employees and Directors can enter into transactions. The Securities Trading Policy is available on the Company's website