

27<sup>th</sup> August 2021

## APPENDIX 4G AND CORPORATE GOVERNANCE STATEMENT

IXUP Limited (“**IXUP**” or “the **Company**”) (ASX:IXU) attaches the following documents in relation to FY2021:

- Appendix 4G
- Corporate Governance Statement

This announcement has been approved for release by the Board of IXUP.

**-ENDS-**

For enquiries regarding this release please contact:

**IXUP**  
Marcus Gracey  
CEO – IXUP Limited  
[contact@ixup.com](mailto:contact@ixup.com)

**Investor relations**  
Julia Maguire  
Executive Director – The Capital Network  
[julia@thecapitalnetwork.com.au](mailto:julia@thecapitalnetwork.com.au)  
+61 02 8999 3699

### **About IXUP**

IXUP Limited (ASX:IXU) (pronounced ‘eyes up’) is a pioneering technology company that has developed world class software facilitating the secure sharing and analysis of sensitive information using advanced encryption technology. The Company’s Secure Data Engine is the missing ‘key’ to organisations ‘unlocking’ their information assets previously unable to be shared or commercialised due to concerns around privacy, cyber security, and compliance considerations. IXUP’s Secure Data Engine is being commercialised at a crucial junction when the need to share and drive revenue from sensitive data and dormant data assets is becoming more important yet more difficult to achieve.

To learn more, please visit: [www.ixup.com](http://www.ixup.com). IXUP’s registered address is Level 3, 223 Liverpool Street, Darlinghurst NSW 2010.

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

IXUP Limited

ABN/ARBN

85 612 182 368

Financial year ended:

30 June 2021

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

- These pages of our annual report:
- This URL on our website: <https://investors.ixup.com/investor-centre/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at *27 August 2021* and has been approved by the board.

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

Date: 27 August 2021

Name of authorised officer  
authorising lodgement: Mr  
Julian Babarczy, Chairman



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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>The Company is presently working on setting measurable objectives. The proportions in (3)(A) are disclosed at: The Corporate Governance Statement.</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<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: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: Audited Financial Report for FY21 located at: <a href="https://investors.ixup.com/investor-centre/?page=annual-reports">https://investors.ixup.com/investor-centre/?page=annual-reports</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: The Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>and the length of service of each director at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input type="checkbox"/> and we have disclosed our values at: <ul style="list-style-type: none"> <li>• The Corporate Governance Statement; and</li> <li>• The Code of Conduct, which is available at <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></li> </ul>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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3.4	<p>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 committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our anti-bribery and corruption policy at:  <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) at:</p> <p>Audited Financial Report for FY21 located at: <a href="https://investors.ixup.com/investor-centre/?page=annual-reports">https://investors.ixup.com/investor-centre/?page=annual-reports</a></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: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<p><input checked="" 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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input type="checkbox"/>	<input checked="" 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: <ul style="list-style-type: none"> <li>• The Corporate Governance Statement; and</li> <li>• The Communication and Disclosure Policy available at <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></li> </ul>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: Audited Financial Report for FY21 located at: <a href="https://investors.ixup.com/investor-centre/?page=annual-reports">https://investors.ixup.com/investor-centre/?page=annual-reports</a> <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: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<input checked="" 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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> 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: The Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement.  and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: Audited Financial Report for FY21 located at: <a href="https://investors.ixup.com/investor-centre/?page=annual-reports">https://investors.ixup.com/investor-centre/?page=annual-reports</a></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: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<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, published in the Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

# 2021 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out IXUP Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**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 for the year ended 30 June 2021. This corporate governance statement is current as at 27 August 2021 and has been approved by the board of the Company (**Board**) on 27 August 2021.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1.</b>		<b>Lay solid foundations for management and oversight</b>
<b>1.1.</b>	Yes	<p><i>A listed entity should have and disclose a board charter:</i></p> <p><i>(a) the respective roles and responsibilities of its board and management; and</i></p> <p><i>(b) those matters expressly reserved to the board and those delegated to management.</i></p> <p>The Board is responsible for the corporate governance of the Company.</p> <p>The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws. Pursuant to the Board Charter, the Board assumes responsibilities including, but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) overseeing the Company, including its control and accountability systems;</li> <li>(b) appointment, evaluation, rewarding and if necessary the removal of the Managing Director (or equivalent), the Chief Operating Officer (or equivalent), the Chief Financial Officer (or equivalent), the Company Secretary and other senior management personnel;</li> <li>(c) ratifying the appointment, and where appropriate, the removal of, senior executives;</li> <li>(d) in conjunction with members of the senior management team, developing corporate objectives, budgets, strategies and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestitures and major funding activities;</li> <li>(e) establishing appropriate levels of delegation to the executive Directors, and other senior management personnel to allow them to manage the business efficiently;</li> <li>(f) monitoring actual performance against budgeted or planned performance expectations and reviewing</li> </ul>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>operating information at a requisite level, to understand at all times the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;</p> <p>(g) monitoring the performance of senior management, including the implementation of strategy, and ensuring appropriate resources are available to them;</p> <p>(h) via management, identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;</p> <p>(i) overseeing the management of safety, occupational health and environmental matters;</p> <p>(j) once it is determined appropriate, forming committees (which may include an audit committee, remuneration committee and/or a nomination committee), and once committees are formed, appointing members to, and reviewing the composition of, those committees;</p> <p>(k) reviewing and approving accounting policies and principles to be adopted by the Company;</p> <p>(l) satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review, and are prepared in accordance with the accounting policies approved by the Board for the period under review;</p> <p>(m) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;</p> <p>(n) ensuring that appropriate internal and external audit arrangements are in place and operating effectively;</p> <p>(o) overseeing and ensuring that the Company remains in compliance with its taxation, market disclosure and other regulatory obligations;</p> <p>(p) having a framework in place to ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and</p> <p>(q) reporting accurately to shareholders, on a timely basis;</p> <p>(r) until such Committees are established, performing the functions of the Audit Committee, Nomination Committee and Remuneration Committee.</p>
		<p>A copy of the Board Charter is available on the Company's website at the following URL:  <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		Directors' participation in Board discussions on a fully informed basis. The Company intends to regularly review the balance of responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.
<p>1.2. <i>A listed entity should:</i></p> <p>(a) <i>undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</i></p> <p>(b) <i>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.</i></p>	Yes	<p>The Company undertakes backgrounds checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected.</p> <p>When an individual is nominated to be a director, their curriculum vitae with their relevant professional history and qualifications is circulated to the security holders of the Company.</p>
<p>1.3. <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i></p>	Yes	Directors and senior executives of the Company are given letters of appointment and/or service agreements prior to their engagement with the Company.
<p>1.4. <i>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.</i></p>	Yes	The Company Secretary was appointed by and is responsible to the Board through the Chairman. The Company Secretary co-ordinates the Board agenda.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>1.5. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a diversity policy;</i></p> <p>(b) <i>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</i></p> <p>(c) <i>disclose in relation to each reporting period:</i></p> <p>(1) <i>the measurable objectives set for that period to achieve gender diversity;</i></p> <p>(2) <i>the entity's progress towards achieving those objectives; and</i></p> <p>(3) <i>either:</i></p> <p>(A) <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</i></p> <p>(B) <i>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.</i></p> <p><i>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</i></p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has adopted a Diversity Policy which outlines the Company's general diversity objectives.</p> <p>A copy of the Diversity Policy is available on the Company's website at the following URL:  <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>The Company has undertaken a review of its diversity objectives, with the following objectives having been set by the Board:</p> <p><b>Objective 1:</b> Meet ASX200 target of 40% female representation across the business by June 2022</p> <p><b>Objective 2:</b> Diversity analysis to develop team/company profile and identify potential diversity issues</p> <p><b>Objective 3:</b> Ensure equivalent pay for equivalent skill set/role</p> <p><b>Objective 4:</b> Introduce recruitment processes to alleviate unconscious bias in candidate selection</p> <p><b>Objective 5:</b> Formalise flexible work arrangements</p> <p>The Company anticipates that it will provide the market an update on its progress towards achieving these objectives from the Corporate Governance Statement for FY22 onwards.</p> <p>The Company's workforce gender demographics for the year ended 30 June 2021 are as follows:</p> <ol style="list-style-type: none"> <li>The proportion of female directors: 25%</li> <li>The proportion of female employees who are senior executives: 50%</li> <li>The proportion of female employees in the entire organisation: 23%</li> </ol> <p>For the purposes of the Diversity Policy, 'senior management' means an employee who directly reports to the CEO or the Board. There are only currently four members of senior management.</p>
<p>1.6. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i></p> <p>(b) <i>disclose for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</i></p>	<p>Yes</p> <p>Yes</p>	<p>The Company has adopted an informal process for the review and evaluation of performance of the Board. The review involves consideration of a number of matters including:</p> <ol style="list-style-type: none"> <li>comparison of the performance of the Board against the requirements of the Board Charter;</li> <li>assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;</li> <li>reviewing the Board's interaction with management;</li> <li>identification of any particular goals and objectives of</li> </ol>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>the Board for the next year;</p> <p>(e) reviewing the type and timing of information provided to the directors; and</p> <p>(f) identification of any necessary or desirable improvements to Board or Committee charters.</p> <p>The Chairman is responsible for conducting performance appraisals of non-executive directors having regard to:</p> <p>(a) contribution to Board discussion and function;</p> <p>(b) degree of independence including relevance of any conflicts of interest;</p> <p>(c) availability for, and attendance at, Board meetings and other relevant events;</p> <p>(d) contribution to Company strategy;</p> <p>(e) membership of, and contribution to, any Board committees; and</p> <p>(f) suitability to Board Structure and composition.</p> <p>The Board is responsible for annually reviewing the performance of the Managing Director. The specific performance measures may include:</p> <p>(a) financial measures of the Company's performance;</p> <p>(b) the extent to which key operational goals and strategic objectives are achieved;</p> <p>(c) development of management and staff;</p> <p>(d) compliance with legal and Company policy requirements; and</p> <p>(e) achievement of key performance indicators.</p> <p>A review was undertaken in respect of the FY21.</p>
<p>1.7. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</i></p> <p>(b) <i>disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</i></p>	<p>Yes</p> <p>Yes</p>	<p>The Managing Director/CEO (as applicable) is responsible for assessing the performance of senior executives within the Company. This is completed through a formal process involving an annual formal meeting with each senior executive and ongoing informal monitoring throughout each financial year. The basis of evaluation is agreed performance measures.</p> <p>The Company did undertake formal performance evaluations of senior executives in the financial year ended 30 June 2021 in accordance with the process detailed above.</p>
<p><b>2. Structure the board to be effective and add value</b></p>		
<p>2.1. <i>The board of a listed entity should:</i></p> <p>(a) <i>have a nomination committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p>	<p>No</p>	<p>Given the Company's current size and stage of development, the Company does not consider that it is practicable to have a separate nomination committee responsible for the appointment of Directors or to implement a corresponding nomination committee charter. The appointment of new Directors and undertakings of appropriate checks before</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>(2) <i>is chaired by an independent director, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>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</i></p> <p>(b) <i>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.</i></p>	Yes	<p>appointment will be the responsibility of the entire Board. The Board will ensure that all material information to a decision on whether or not to elect or re-elect a Director is provided to security holders.</p>
<p>2.2. <i>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.</i></p>	Yes	<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 Company has a board skills matrix, setting out the mix of skills and diversity of the current Directors of the Company. A copy of the Board Skills Matrix is available on the Company website: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>
<p>2.3. <i>A listed entity should disclose:</i></p> <p>(a) <i>the names of the directors considered by the board to be independent directors;</i></p> <p>(b) <i>if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</i></p> <p>(c) <i>the length of service of each director.</i></p>	Yes	<p>The Board has reviewed the position and associations of each of the Directors in office during the reporting period and has determined that the following current directors of the Company are considered independent:</p>
	Yes	<ul style="list-style-type: none"> <li>• Mr Grant Paterson (resigned 8 November 2020);</li> <li>• Mr Scott Wilkie (resigned 31 July 2020);</li> <li>• Ms Freya Smith; and</li> <li>• Julian Babarczy (appointed 10 November 2020)</li> </ul>
	Yes	<p>The following Directors are considered non-independent:</p> <ul style="list-style-type: none"> <li>• Peter Leihn (resigned 31 July 2020), Managing Director;</li> <li>• Marcus Gracey (appointed 22 October 2020), Managing Director; and</li> <li>• Dean Joscelyn, executive director role in past 3 years.</li> </ul>
		<p>In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews their independence, and the independence of the other directors as appropriate.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		The Company has disclosed the details of each Director (including their length of service) in the Company's 2021 Annual Report.
2.4. <i>A majority of the board of a listed entity should be independent directors.</i>	No	<p>The Board considers that three of the five Directors were independent Directors during the reporting period to 31 July 2020.</p> <p>The Board considers that two of the three Directors were independent Directors during the reporting period to 22 October 2020.</p> <p>The Board considers that two of the four Directors were independent Directors during the reporting period from 23 October 2020.</p>
2.5. <i>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.</i>	Yes	The Company's current Chairman was Grant Paterson to 8 November 2020 and now is Mr Julian Babarczy from 10 November 2020, both of whom is an independent director and is not the same person as the CEO. The CEO of the Company during the reporting period was Mr Peter Leihn to 31 July 2020 and Mr Marcus Gracey from 11 November 2020.
2.6. <i>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.</i>	Yes	<p>The Company has an induction programme for each new Director upon appointment. This includes meeting with members of the existing Board and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.</p> <p>On an ongoing basis, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.</p>
<b>3. Instil a Culture of Acting Lawfully, Ethically and Responsibly</b>		
3.1. <i>A Listed entity should articulate and disclose its values</i>	No	The Company's Values are presently based on the general principle in the Code of Conduct, with the Board and Executives in the process of adopting new Company Values across the previous and newly acquired international and Australian entities and business assets.

<p>3.2. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a code of conduct for its directors, senior executives and employees; and</i></p> <p>(b) <i>ensure that the board or a committee of the board is informed of any material breaches of that code.</i></p>	<p>Yes</p> <p>Yes</p>	<p>The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business.</p> <p>A copy of the Code of Conduct is available on the Company's website at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>Clause 1.12 of the code of conduct notes that the Board is informed of all material incidents reported under the code.</p>
<p>3.3 <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a whistleblower policy; and</i></p> <p>(b) <i>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</i></p>	<p>Yes</p>	<p>The Whistleblower Policy is available on the Company's website at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>Clause 5.3 of the policy notes that the Board is informed of all material incidents reported under the policy.</p>
<p>3.4 <i>A listed entity should:</i></p> <p>(a) <i>have and disclose an anti-bribery and corruption policy; and</i></p> <p>(b) <i>ensure that the board or committee of the board is informed of any material breaches of that policy.</i></p>	<p>Yes</p>	<p>The Company has adopted an anti-bribery and corruption (ABC) policy which applies to all officers, employees, and contractors who represent the Company. The ABC policy is available on the Company's website at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>Clause 10 of the ABC Policy provides that all material breaches of the ABC Policy must be reported immediately to the Board.</p>
<p><b>4. Safeguard the integrity of financial reports</b></p>		
<p>4.1. <i>The board of a listed entity should:</i></p> <p>(a) <i>have an audit committee which:</i></p> <p>(1) <i>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, who is not the chair of the board, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the relevant qualifications and experience of the members of the committee; and</i></p> <p>(5) <i>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</i></p> <p>(b) <i>if it does not have an audit committee, disclose that fact and the processes it employs that</i></p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>Yes</p>	<p>The Company, considering its current size and stage of development, does not have a separately constituted audit committee. The full board presently performs the function of an Audit Committee. The Committee Charter is available on the Company's website at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p> <p>The Company in general meetings is responsible for the appointment of external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.</p>

<p><i>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.</i></p>		
<p>4.2. <i>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.</i></p>	<p>Yes</p>	<p>The Company has received a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and comply with the proper standards.</p>
<p>4.3. <i>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.</i></p>	<p>Yes</p>	<p>The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content The Board will ensure that any periodic corporate reports that the Company releases to the market, that has not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by management, reviewed by the CEO and authorised by the Chair of the Board.</p>
<p><b>5. Make timely and balanced disclosure</b></p>		
<p>5.1 <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i></p>	<p>Yes</p>	<p>The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law, including the Corporations Act and the ASX Listing Rules.</p> <p>A copy of the Company's Continuous Disclosure Policy is available at the following URL:  <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>
<p>5.2 <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i></p>	<p>Yes</p>	<p>The Company Secretary ensures the Board is provided with copies of all material market announcements promptly after they have been made</p>

<p>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.</p>	<p>Yes</p>	<p>Pursuant to the Company's Continuous Disclosure Policy ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).</p>
<p><b>6. Respect the rights of shareholders</b></p>		
<p>6.1. A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>The Company provides information about itself and its governance to its investors on the Company's website via the following URL: <a href="https://investors.ixup.com/Investor-Centre/">https://investors.ixup.com/Investor-Centre/</a></p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
<p>6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>No</p>	<p>The Company does not have a formal investor and media relations plan in place.</p>
<p>6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>The Company has a formal shareholder communications policy in place whereby information will be communicated to shareholders through:</p> <ul style="list-style-type: none"> <li>(a) continuous disclosure of all relevant financial and other information to the ASX;</li> <li>(b) periodic disclosure through the annual report (or concise annual report), half year financial report and quarterly reporting of corporate activities;</li> <li>(c) notices of meetings and explanatory material;</li> <li>(d) the annual general meeting;</li> <li>(e) periodic newsletters or letters from the Chairman or Managing Director; and</li> <li>(f) publishing information on the Company's website at <a href="http://www.ixup.com/">www.ixup.com/</a>.</li> </ul> <p>A copy of the Company's formal shareholder communications policy is available at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>
<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.</p>	<p>Yes</p>	<p>All substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.</p>
<p>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.</p>	<p>Yes</p>	<p>The Company encourages shareholders to register for receipt of announcements and updates electronically.</p>

7. Recognise and manage risk		
<p>7.1. <i>The Board of a listed entity should:</i></p> <p>(a) <i>have a committee or committees to oversee risk, each of which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director,</i></p> <p><i>and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>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;</i></p> <p><i>or</i></p> <p>(b) <i>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.</i></p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>Yes</p>	<p>The Company, due to its size and current stage of development, does not have a separately constituted risk committee. As the Company develops, the Board intends to review its practices, and if deemed necessary, establish a risk committee.</p> <p>The Board is currently responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.</p> <p>The risk profile can be expected to change and procedures adapted as the Company develops and it grows in size and complexity.</p>
<p>7.2. <i>The board or a committee of the board should:</i></p> <p>(a) <i>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</i></p> <p>(b) <i>disclose in relation to each reporting period, whether such a review has taken place.</i></p>	<p>Yes</p> <p>Yes</p>	<p>The Company currently has in place a risk framework, including a risk register, which continuously reviewed. The Company, with its recently announced acquisitions, is working towards completing a comprehensive review of its risk framework in FY22.</p>
<p>7.3. <i>A listed entity should disclose:</i></p> <p>(a) <i>if it has an internal audit function, how the function is structured and what role it performs; or</i></p> <p>(b) <i>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.</i></p>	<p>No</p> <p>Yes</p>	<p>The Company does not have an internal audit function and does not disclose the processes it uses to improve risk management.</p> <p>Nonetheless, the Company remains committed to continually improving the effectiveness of its risk management and internal control processes through:</p> <ul style="list-style-type: none"> <li>(a) regular Board meetings;</li> <li>(b) annual reports by Management to the Board on the efficiency and effectiveness of risk management;</li> <li>(c) six-monthly external audits; and</li> <li>(d) rigorous appraisal of new investments and retaining advisers familiar with the Company.</li> </ul>

<p>7.4. <i>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.</i></p>	<p>Yes</p>	<p>All material risks to economic, environmental and social sustainability risks will be announced to the market, in accordance with the requirements of the ASX Listing Rules and otherwise.</p>
<p><b>8. Remunerate fairly and responsibly</b></p>		
<p>8.1. <i>The Board of a listed entity should:</i>            (a) <i>have a remuneration committee which:</i>            (1) <i>has at least three members, a majority of whom are independent directors; and</i>            (2) <i>is chaired by an independent director, and disclose:</i>            (3) <i>the charter of the committee;</i>            (4) <i>the members of the committee; and</i>            (5) <i>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</i>            (b) <i>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.</i></p>	<p>No</p>	<p>The Company does not have in place a separately constituted remuneration committee due to the size of current operations of the Company. The full board presently performs the function of a Remuneration Committee. The Committee Charter is available on the Company's website at the following URL:  <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a>            The determination of a Director's remuneration is considered and determined by the Board (in the absence of that Director) having regards to the inputs and value to the Company of the contribution by that Director.</p> <p>The Board may award additional remuneration to Directors called upon to perform extra services or make special exertions on behalf of the Company</p>
<p>8.2. <i>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.</i></p>	<p>Yes</p>	<p>The Company has adopted a Remuneration Policy which outlines the remuneration of non-executive and executive directors.</p> <p>A copy of the Company's Remuneration Policy is available at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>
<p>8.3. <i>A listed entity which has an equity-based remuneration scheme should:</i>            (a) <i>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</i>            (b) <i>disclose that policy or a summary of it.</i></p>	<p>Yes</p>	<p>The Company has a Securities Trading Policy that prohibits Key Management Personnel (including directors and the Company Secretary) from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements (or vested entitlements that remain subject to a holding lock) relating to any element of their remuneration.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at the following URL: <a href="https://investors.ixup.com/investor-centre/?page=corporate-governance">https://investors.ixup.com/investor-centre/?page=corporate-governance</a></p>