

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Adslot Limited

ABN/ARBN

70 001 287 510

Financial year ended:

30 June 2021

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.adslot.com/investor-relations/governance/>

The Corporate Governance Statement is accurate and up to date as at 30 August 2021 and has been approved by the board.

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

Date: 30 August 2021

Name of authorised officer
authorising lodgement: Felicity Conlan, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. 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.	☐ and we have disclosed a copy of our diversity policy at: <i>[insert location]</i> and we have disclosed the information referred to in paragraph (c) at: <i>[insert location]</i> and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> 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: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ and, where applicable, the information referred to in paragraph (b) at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ and the length of service of each director at: https://www.adslot.com/investor-relations/annual-reports/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☐	☒ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://www.adslot.com/investor-relations/governance/	☐ 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.	☒ and we have disclosed our code of conduct at: https://www.adslot.com/investor-relations/governance/	☐ 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.	☒ and we have disclosed our whistleblower policy at: https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.adslot.com/investor-relations/governance/ and the information referred to in paragraphs (4) and (5) at: https://www.adslot.com/investor-relations/annual-reports/ <i>[If the entity complies with paragraph (b):]</i> 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: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: Shareholder Communications Policy; and The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ 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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: Governance https://www.adslot.com/investor-relations/governance/ Market Updates https://www.adslot.com/investor-relations/asx-announcements/	☐ 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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ 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.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.adslot.com/investor-relations/governance/ and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ 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 https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement
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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ 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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/ and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement https://www.adslot.com/investor-relations/governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.adslot.com/investor-relations/governance/ and the information referred to in paragraphs (4) and (5) at: https://www.adslot.com/investor-relations/annual-reports/ [If the entity complies with paragraph (b):] 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: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ 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: https://www.adslot.com/investor-relations/annual-reports/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.adslot.com/investor-relations/annual-reports/	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ 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.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ 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.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

2021 Corporate Governance Statement

This Corporate Governance Statement (Statement) outlines the current corporate governance framework for Adslot Limited (ASX: ADS, Adslot or the Company), by reference to the Corporate Governance, Principles and Recommendations 4th Edition of the ASX Corporate Governance Council (ASX Recommendations).

Adslot's approach to corporate governance is more than just compliance. We believe that excellence in corporate governance is essential for the long term sustainability of the business and is paramount for the protection of the interests of all our stakeholders and achieving long-term shareholder value.

As such, the Company endeavours to comply with the ASX Recommendations where appropriate. However, in some circumstances, the directors have elected to adopt different governance practices taking into account the size, complexity, history and corporate culture of the Company, or dispense with some ASX Principles altogether.

Given Adslot operates in a nascent, fast-emerging and highly-competitive niche of the global media industry (broadly referred to as the "ad tech" industry), the ability to adapt quickly to an ever-changing competitive environment is paramount to success. We need to "think big" to unlock global revenue opportunities, but "act small" to minimise costs and allow the Company to remain nimble while we get the Company to profitability.

Adslot's Corporate Governance practices are therefore specifically designed to allow the Company to operate with an appropriate level of efficiency, effectiveness, practicality and flexibility to remain competitive and significantly grow shareholder value.

Where Adslot considers that an ASX Principle is not appropriate to its particular circumstances, and it has chosen not to adopt it, detailed reasons (and alternative practices, if appropriate) have been provided below.

The explanations regarding the Company's governance arrangements are openly provided to ensure the market receives an appropriate level of information so that:

- security holders and other stakeholders in the investment community can have a meaningful dialogue with the board and management on governance matters;
- security holders can factor that information into their decision on how to vote on particular resolutions; and
- investors can factor that information into their decision on whether or not to invest in the Company's securities.

The Corporate Governance principles and related Charters and Policies for the management and operation of the Company are available for review on the Governance section of the Company's website:

<https://www.adslot.com/investor-relations/governance/>

The Company's governance practices have been updated with the adoption of the 4th edition of the ASX Recommendations in the 2021 financial year.

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:

- (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.*

The Company has separate functions for the Board and Senior Management.

The Board has a charter which clearly sets out its roles and responsibilities and describes those matters expressly reserved for the Board's determination and is available for review in the Governance section of the Company's website:

<https://www.adslot.com/investor-relations/governance/>

During the reporting period, the Board reviewed the Charter to ensure its continued appropriateness and that it had discharged its obligations as set out in that document.

The Board has delegated the implementation of strategy and policy initiatives, including day-to-day management of the Company's affairs, to the CEO, who is supported in this function by the Company's senior executive team. The senior executive team, being those executives that report directly to the CEO, is responsible for providing the Board with accurate, timely and clear information on the entity's operations – including financial performance, compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or Code of Conduct of Adslot – to enable the Board to perform its responsibilities. The decision-making powers which may be exercised at various levels of management is detailed in the Delegation of Authority framework approved by the Board.

In addition, the Board has delegated specific authority to two Board Committees – the Audit and Risk Committee and the Remuneration Committee - each of which assist the Board in discharging its responsibilities.

The Board meet regularly to perform their prescribed functions, including formal meetings held at least every two months as well as additional *ad hoc* meetings where required. The senior executive team meet regularly, usually multiple times a week across the group.

As such, the Company operates in accordance with ASX Corporate Governance Principle 1.1.

Recommendation 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.*

In appointing new members to the Board or senior executive team, the Company undertakes various checks prior to appointing the candidate, such as character, experience, education, criminal record and bankruptcy history checks. The Company provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

As such, the Company operates in accordance with ASX Corporate Governance Principle 1.2.

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Each member of the Board and senior executive team has entered into a written agreement with the Company, which outlines their roles and responsibilities and the Company's expectations of them. Agreements with Directors include the requirement to disclose interests and any matters which may affect the Director's independence. Agreements also specify the requirement to comply with key corporate policies, including the Code of Conduct, continuous disclosure and securities trading policies.

The material terms of any employment, service or consultancy agreement the Company enters into with the CEO or its directors is disclosed under the ASX Listing Rules at the time of appointment, and at any other time if there is any material variation to such an agreement.

As such, the Company operates in accordance with ASX Corporate Governance Principle 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.

Adslot's Company Secretary supports the effectiveness of the Board and its Committees. The role of the Company Secretary includes:

- advising the Board and its Committees on governance matters;
- monitoring that Board and Committee policy and procedures are followed;
- co-ordinating the timely completion and dispatch of Board and Committee papers;
- ensuring that the business at Board and Committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction and professional development of directors.

Each of the Board members has direct and unfettered access to the Company Secretary.

As such, the Company operates in accordance with ASX Corporate Governance Principle 1.4.

Recommendation 1.5

A listed entity should:

- (a) *have and disclose a diversity policy'*
- (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*
- (c) *disclose in relation to each reporting period:*
 - a. *the measurable objectives set for that period to achieve gender diversity;*
 - b. *the entity's progress towards achieving those objectives; and*
 - c. *either:*
 - i. *the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
 - ii. *if the 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.*

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.

The Company is committed to diversity in the work place on all levels. The Company recognises the benefits of gender equality and diversity in a competitive labour market and the importance of being able to attract, retain and motivate employees from the widest possible pool of available talent. There is

currently strong representation of women in certain areas of the business, including sales and marketing, account service, customer support, finance and administration. However, the Company unfortunately receives very few applications from women for technical roles.

Adslot is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience. The Company's employees complete equal employment opportunity awareness training.

Discrimination, harassment, vilification and victimisation are not tolerated at any level. Recruitment and selection practices from the Board down are structured so that a diverse range of candidates are considered and guarded against any conscious or unconscious biases that might discriminate against certain candidates.

All recruitment decisions within the Company are made purely based on appointing the candidate with the best skills, experience, knowledge, hunger for the role and cultural fit. The Company has not yet adopted or published a Diversity Policy. As the Company currently employs less than 100 employees in Australia, it is not required to make regular filings under the Workplace Gender Equality Act, and does not set specific targets for "Gender Equality Indicators". The Company simply appoints the best people it can find for the job, regardless of gender, age, disability, ethnicity, marital or family status, religious or cultural background, or sexual orientation. This approach to diversity is reflected in the highly diverse ethnic backgrounds of employees employed by the Company.

Adslot is committed to designing and implementing programs that assist in the development of a broader and more diverse pool of skilled and experienced employees and that, over time, will prepare them for senior management and board positions.

At 25 August 2021, Women filled 17% of the Company's Board, 22% of the Company's senior executive team and 25% of all staff positions within the Company. Once profitable and of meaningful size, the Board will actively look at ways to improve its gender diversity at both Board and senior executive level.

With the onset of the COVID-19 pandemic, all offices globally shut down and employees worked remotely. The transition was efficient and effective. Going forward, remote working and flexibility will continue to be offered to employees, recognising that employees (male and female) at all levels may have domestic responsibilities and that flexible work practices will assist them to meet those responsibilities

As such, although the Company actively embraces the philosophical pillars of ASX Corporate Governance Principle 1.5, the Company does not currently operate in full accordance with this principle.

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (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.*

The Board regularly evaluates the performances of the board, its committees and individual directors by undertaking a formal evaluation process.

The performance review is done by questionnaire. The Chairman receives and compiles the overall feedback on Board performance and the performance of the Audit & Risk and Remuneration Committees. The feedback is anonymised as appropriate, and then is shared with the entire Board in the interests of transparency and continuous improvement. The Board assesses the feedback, agrees ways to improve performance, and then implements and measures those initiatives.

A formal evaluation was undertaken in FY2020, not in FY2021. A formal evaluation will be undertaken in FY2022. There is an ongoing and constant provision for each Director to contribute judgements and observations at any time.

As such, the Company currently operates in accordance with ASX Corporate Governance Principle 1.6.

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and*
- (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.*

The company has a process for evaluating the performance of senior executives, including the evaluation of performance against key performance indicators (KPIs). The CEO's KPIs are set by the Board, and the senior executives KPIs are set by the CEO. A performance review of the chief executive officer and senior executives of the company has taken place prior to the date of this report, in accordance with the established process.

As such, the Company currently operates in accordance with ASX Corporate Governance Principle 1.7.

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:

(a) have a nomination committee which:

- a. has at least three members, a majority of whom are independent directors; and*
- b. is chaired by an independent director,*

and disclose:

- c. the charter of the committee;*
 - d. the members of the committee; and*
 - e. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (b) if it does not have a 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.*

Given:

- the small size of the Company and the specific industry niche within which it operates;
- that the Company's strategy is critical to the Company's future success and ability to achieve profitability and unlock significant value for shareholders;

the Board seeks to ensure:

- that its membership consists predominantly of directors with specific and relevant industry experience, expertise and knowledge;
- that the size of the board is conducive to effective discussion and efficient decision-making;
- that the cost of the board remains reasonable relevant to the size of the business; and
- that the board is able to discharge its duties effectively and to add value.

The Board also considers that successful businesses at this life-stage require active and engaged directors who have significant shareholdings at risk, and/or directors who have intimate familiarity with the business and the industry in which it operates, in order to ensure that the Company succeeds in the best interests of all shareholders.

The Board is therefore currently comprised of six board members, all with significant commercial expertise; four of them specifically in the Company's relevant field of endeavour; and three of them being Top 20 shareholders in the Company.

The directors collectively perform the functions of a nomination committee, and the directors do not consider that any increase in efficiency or effectiveness would be achieved through the formation of an independent nomination committee.

The board considers that the individuals on the board can and do make quality and independent judgements in the best interest of the Company on all relevant issues.

As the Company has no nomination committee, the Company is not currently compliant with ASX Corporate Governance principle 2.1(a), but does disclose that fact and the processes employed to ensure an effective board in compliance with 2.1(b).

Tom Triscari joined the Adslot Board on 9 August 2021 as the sixth board member.

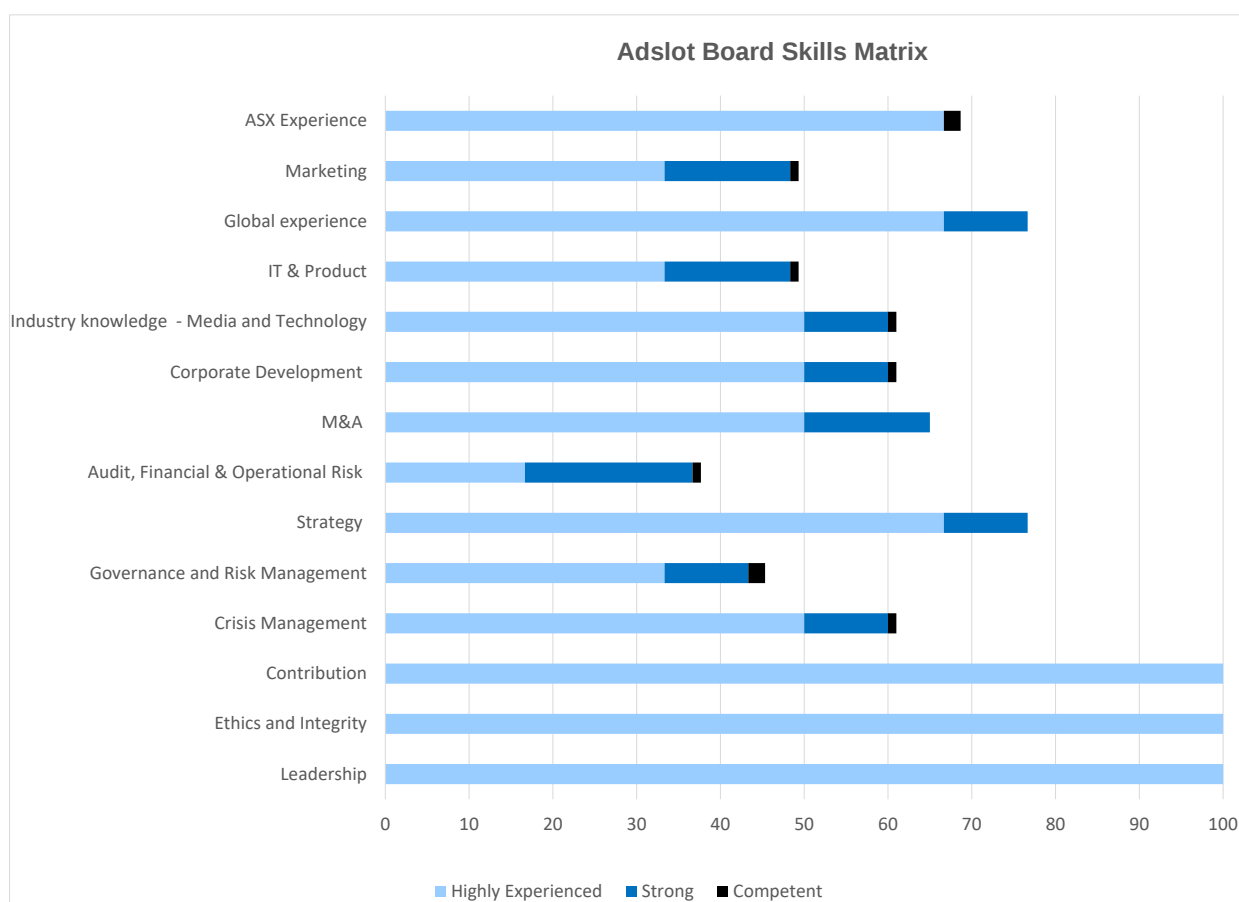
Recommendation 2.2

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.

The Board considers that its membership comprises Directors with an appropriate mix of skills, experience and personal attributes that allow the Directors individually and the Board collectively to discharge their responsibilities and duties under the law effective and efficiently.

Directors understand the Adslot business and the environment in which Adslot operates so as to be able to both question management on proposed objectives, goals and strategic direction which will maximise shareholder value, and then to assess the performance of management in meeting those objectives and goals

The board skills matrix below sets out the mix of skills of the board. The specific skills of the Directors are disclosed on the Company's website.



As such, the Company operates in accordance with ASX Corporate Governance Principle 2.2.

Recommendation 2.3

A listed entity should disclose:

- the names of the directors considered by the board to be independent directors;*
- if a director has an interest, position 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*
- the length of service of each director.*

Mr Andrew Barlow was the Executive Chairman up to July 2020 when he ceased his executive role and became Chairman (non-executive). Mr Barlow has been included as a non-executive director in the commentary below.

During the 2021 financial year, the Board consisted of five directors, of which one was an executive director (Mr Ben Dixon), one a non-executive director (Mr Andrew Barlow) and three non-executive independent directors: Mr Adrian Giles, Ms Sarah Morgan and Mr Andrew Dyer.

Mr Ben Dixon as a current executive director and Mr Andrew Barlow as a recent executive director, are not considered independent (as defined under the ASX Principles) based on their executive roles within the organisation.

Despite the above, the board's view is that the disclosed interests of the non-independent directors will not influence, in any material respect, their capacity to bring an independent judgment to bear on issues before the Board, and that they still have the capacity, and understand the obligation, to always act in the best interests of the Company and its security holders generally.

All candidates for election as a director are required to disclose all interests, positions, associations or relationships to the Company prior to their appointment. Further, directors must notify the Company of any change in a non-executive director's interest, position, association or relationship that could bear upon his or her independence.

The nature of any directors' interest, position, association or relationship with the Company, and the length of service of each director, is disclosed in the Directors' Report and Remuneration Report sections of the Company's Annual Report.

It is noted that Tom Triscari joined the Adslot Board on 9 August 2021 as an independent non-executive director.

As such, the Company is operating in accordance with ASX Corporate Governance Principle 2.3.

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

It is the Board's objective to strive for a majority of independent Directors. Three of the five directors were independent as defined under the ASX Principles during the 2021 financial year.

Mr Tom Triscari joined the Adslot Board on 9 August 2021 as an independent non-executive director resulting in four of the six directors now being independent.

As such, the Company operates in accordance with ASX Corporate Governance Principle 2.4.

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.

The chair of the board of Adslot Ltd, Mr Andrew Barlow, is not an independent director as defined under the ASX Principles. However, the roles of chair and chief executive officer are held by different individuals in accordance with the ASX Principles. As such, the Company operates partially in accordance with ASX Corporate Governance Principle 2.5.

With regards to the Chair not being independent: Mr Barlow is the founder of Adslot and one of the largest individual shareholders in the business. Mr Barlow therefore has a significant vested interest in ensuring the success of the business, and ensuring the Board performs its role in setting the strategy and holding the management team accountable. Mr Barlow has extensive private and public Company board experience in the role of Chairman, and within the relevant industry. As a global Company with significant operations in the US market, the board also believes that it is acceptable, and preferable at this stage of

the Company's evolution, to adopt the conventions adopted by similar-type technology companies in the US, where it is common practice to retain its Founder as Chairman.

The board does not believe that the appointment of an independent chairman at this stage of the Company's evolution would result in any improved performance of the business, and believe cash conservation demands a small Board with the relevant experience – especially as it pertains to the appointment of independent directors.

In July 2020 Mr Barlow ceased his executive role and became Chairman (non-executive).

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.

Given the complex nature of the industry in which the Company operates, the Board and Management invest a considerable amount of time on the induction of new directors to ensure:

- they have a thorough understanding of the industry, the Company's place within it and the operations of the Company; and
- the new director receives training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value.

Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.

Directors also have access to a broad range of professional advisors who provide advice and assistance as requested by the directors, and at the expense of the Company.

The Company supports any director who wishes to undertake further education and training that supports their role as a director.

The Company therefore operates in compliance with ASX Corporate Governance Principle 2.6.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil 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.

Adslot aims to maintain the highest standard of lawful, ethical and responsible behaviour in business dealings and behave with integrity in all its dealings with all our stakeholders

Adslot's values are the guiding principles that define what type of organisation Adslot aspires to be and what it requires from its directors, senior executives and employees to achieve that aspiration. Adslot recognizes that these values provide the link between Adslot's purpose and our strategic goals by expressing the standards and behaviours Adslot expects from its directors, senior executives and employees.

The Board has approved the Adslot Statement of Values (as found on the Adslot website) and has charged the senior executive team with the responsibility of inculcating those values across the organisation. This includes ensuring employees receive appropriate training on the values and senior executives continually reference and reinforce those values in their interactions with employees by setting the 'tone at the top' – across the setting of key performance indicators and in the way outstanding performance is recognised for example.

The Company therefore operates in accordance with ASX Corporate Governance Principle 3.1.

Recommendation 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.*

The Company has a code of conduct for directors and a code of conduct for employees that provides policy and guidance on matters of conduct and articulates the standards of behaviour expected. The aim of the codes are to guide directors, senior executives and employees in the execution of their responsibilities, to ensure all legal obligations and stakeholder requirements are considered, and to provide all stakeholders with confidence in the integrity of the Company and the directors. The Company actively complies with this policy. The codes of conduct are published on the Company's website.

Employees receive appropriate training on their obligations under the code of conduct. Any breach of the code of conduct is reported to the Audit and Risk Committee. Appropriate and proportional disciplinary action is taken against those that breach the code of conduct.

The Company has a policy concerning trading in company securities by directors and employees. The aim of this policy to provide guidance to directors and senior employees when acquiring or disposing of shares in the Company, and to ensure any acquisition or disposal of shares in the Company by a director or senior employee is conducted in accordance with legal and regulatory requirements and good corporate governance practice. The Company actively complies with this policy. This policy is published on the Company's website.

To enable a director to carry out his or her duties, the board allows individual directors to seek independent professional advice after discussion with the chairman in the first instance. The aim of this practice is to ensure that all directors are in a position to have or to obtain all necessary information required for them to make an informed decision about any matter concerning the Company. Any necessary advice is obtained at the company's expense and advice obtained is made available to all directors.

The Company therefore operates in accordance with ASX Corporate Governance Principle 3.2.

Recommendation 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.*

The Company's Whistleblower Policy encourages anyone engaged in the provision of services to the Company who has witnessed, is aware of, or suspects any wrongful act to report it without fear of reprisal. The Policy is aligned with Australia's whistleblower protection laws.

The Audit & Risk Committee oversees the Company's Whistleblower Program; it is periodically reviewed to ensure it is operating effectively and any material incidents are reported under the policy.

The Whistleblower Policy is located in the Governance section of the Company's website:

<https://www.adslot.com/investor-relations/governance/>

The Company therefore operates in accordance with ASX Corporate Governance Principle 3.3

Recommendation 3.4

A listed entity should:

- (a) *have and disclose an anti-bribery and corruption policy; and*
- (b) *ensure that the board or committee of the board is informed of any material breaches of that policy.*

The Company implemented an anti-bribery and corruption policy in the 2021 financial year that outlines how the Company conducts business in line with the Company's values and how bribery and corruption, in any form, are wholly inconsistent with these values.

The Audit & Risk Committee oversees the Company's anti-bribery and corruption policy; it is periodically reviewed to ensure it is operating effectively and any material incidents are reported under the policy.

The anti-bribery and corruption policy is located in the Governance section of the Company's website:

<https://www.adslot.com/investor-relations/governance/>

The Company therefore operates in accordance with ASX Corporate Governance Principle 3.4

Principle 4: Safeguard the integrity of 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:

- a) *have an audit committee which:*
 - i. *has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*
 - ii. *is chaired by an independent director, who is not the chair of the board, and disclose:*
 - iii. *the charter of the committee;*
 - iv. *the relevant qualifications and experience of the members of the committee; and*
 - 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*
- 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.*

The Company has an Audit & Risk Committee which has three members, all of whom are independent non-executive directors including Ms Sarah Morgan (Chair), who is not the chair of the board, Mr Adrian Giles and Mr Andrew Dyer.

The Audit & Risk Committee adopted a Charter that clearly set out its role and conferred on it all necessary powers to perform that role. The Audit & Risk Committee Charter was published on the Company's website and is reviewed annually.

The Committee had the power to call upon the attendance of the CEO, CFO, the external auditor or any other person to the meeting from time to time. The directors also had access to professional advisors who provided advice and assistance as requested by the Committee members, and directors.

Compliance with accounting and financial reporting standards and procedures are subject to board review and review by the external auditors. Any non-executive director has direct access to the external auditor and is permitted to make such enquiries of the auditor, as they feel necessary. The external auditor is invited to attend the annual general meeting and makes themselves available to answer any questions pertaining to the conduct of the audit, the content of the audit report or the financial affairs of the Company.

The Company therefore operates in accordance with ASX Corporate Governance Principle 4.1.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and 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.

Prior to the directors approving the entity's financial statements for the half year to 31 December 2020 and for the full financial year ended 30 June 2021, the Board received from its CEO and CFO a declaration that, in their opinion, the financial records of the entity for a financial year have been properly maintained in accordance with the Act and that the financial statements and notes for the financial year comply with the accounting standards and give a true and fair view of the financial position and performance of the entity, and that their opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company acts in accordance with ASX Corporate Governance Principle 4.2.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company's external auditor is Grant Thornton. Grant Thornton provided an independence declaration to the Board for the financial year ended 30 June 2021.

From time to time, Adslot releases periodic corporate reports which are not subject to review or audit by the Company's external auditors.

The process which is followed to verify the integrity of period corporate reports is tailored based on the nature of the relevant report, its subject matter and where it will be published. Generally, this involves engaging with the subject matter expert through the report generation process, with sign-off by relevant internal stakeholders to ensure accuracy.

All periodic reports are also subject to approval from the Board or a Board Committee before release and this approval process includes confirmation from management to the Directors that the relevant report has been reviewed and is accurate.

The Company acts in accordance with ASX Corporate Governance Principle 4.3.

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.

The Company has a written policy for complying with the Corporations Act 2001 (Cth) and ASX Listing Rules continuous disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of the policy is to inform stakeholders of all major events and risks that influence Adslot Group, including its financial position, performance, ownership and governance, in a factual and timely manner.

The policy outlines the procedure for identifying information that is or may be price sensitive information, for reporting that information to the Chair/CEO/Company Secretary for review, and where appropriate, for disclosure to ensure timely and accurate information is provided equally to all shareholders and market participants.

The company actively complies with this policy. The policy is published on the Company website in Governance section.

The Company currently complies with ASX Corporate Governance Principle 5.1.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Adslot board receives all material market announcements promptly after they have been made to ensure the board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures.

The Company currently complies with ASX Corporate Governance Principle 5.2.

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.

Adslot Group is committed to ensuring equality of information among investors by providing new and substantive investor or analyst presentations to the ASX Market Announcements Platform ahead of the presentation.

The Company currently complies with ASX Corporate Governance Principle 5.3.

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.

The Company has a policy for promoting effective communication with shareholders. The Company actively complies with this policy, by way of regular ASX announcements, Adslot webinars, option to sign up to the Chairman's List (blog) and regular shareholder presentations.

In addition, the Company maintains an up-to-date Investor section on its website, which contains Company information including directors and senior executives, ASX announcements, financial reports, annual reports governance and the constitution.

The Company, and some of its directors and employees, are also active on social media, including LinkedIn, Facebook and Twitter.

The Company therefore acts in accordance with ASX Corporate Governance Principle 6.1.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company has both a formal and informal investor relations program, which is appropriate to its size.

In addition to the Company's Annual General Meeting, the Company undertakes to deliver at least two additional shareholder update presentations throughout the year, usually following the half-year and full-year results announcements. Shareholder update presentations are usually held in both Sydney and Melbourne, and are held with both institutional and private investors by arrangement, and to the broader public and shareholder base where interest is sufficient to justify them.

In addition to the formal investor relations program outlined above, the Company also actively engages with shareholders, either by meeting with them upon request (where reasonable) and responding to any enquiries they make from time to time.

More recently, shareholder communications have moved online with the Company holding webinars in 2020 and 2021 open to all shareholders and other financial market participants with the ability to submit questions in advance. This format has also been successful in engaging with retail investors and the organisations that represent them.

The Company has appointed an internal Investor Relations team, which includes to the CEO and CFO, to ensure all enquiries from shareholders receive an appropriate response within as short a time-frame as possible. Where significant comments or concerns are raised by investors or their representatives, they are conveyed to the Board by the Investor Relations team.

As such, the Company currently acts in accordance with ASX Corporate Governance Principle 6.2.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Notices of shareholder meetings are sent to all shareholders in advance of the meeting. These notices contain detailed background to all resolutions and the processes to vote.

Meetings of security holders are an important forum for two-way communication between the Company and its shareholders. The meetings provide an opportunity for the Company to provide shareholders

with a greater understanding of its business, governance, financial performance and prospects, as well as to discuss areas of shareholders' concerns to the board and management. Meetings also provide an opportunity for security holders to express their views to the Company's board and management about any areas of concern or interest for them.

At the Annual General Meeting in January 2021 shareholders approved changes to the Company's constitution that clarified the ability to hold in person, virtual or hybrid general meetings, particularly relevant during the current COVID-19 pandemic. Virtual or hybrid meetings will provide security holders who are not able to attend the meeting the ability to exercise their right to ask questions about, or make comments on, the management of the entity, the opportunity to provide questions or comments ahead of the meeting.

The Company operates in accordance with ASX Corporate Governance Principle 6.3.

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.

Adslot supports the principle of 'one security one vote'. For the annual general meeting in November 2019 and all subsequent general meetings, Adslot has conducted a poll for all resolutions.

The Company operates in accordance with ASX Corporate Governance Principle 6.4.

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.

The Company currently allows shareholders to receive communications from the Company and its security registry (Computershare) electronically.

In addition, the Company allows shareholders to communicate with the Company via email to investor.relations@adslot.com.

The Company currently operates in accordance with ASX Corporate Governance Principle 6.4.

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:

- a) *have a committee or committees to oversee risk, each of which:*
 - i. *has at least three members, a majority of whom are independent directors; and*
 - ii. *is chaired by an independent director;**and disclose:*
 - 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; or*
- b) *if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Directors of the Company take the management of business risk seriously, it identifies and evaluates risks, and their associated mitigation strategies.

The Company has an Audit & Risk Committee which is chaired by an independent director, Ms Sarah Morgan. Mr Adrian Giles and Mr Andrew Dyer are the committee's other two members.

As recommended by the ASX Principles, the committee was chaired by an independent chair who was not chair of the board and the Audit & Risk Committee and had only non-executive directors as members, all of which were considered independent.

The Audit and Risk Committee is responsible for overseeing the Company's risk management framework. The Company has established a Risk Management Policy for the oversight and management of material business risks.

The areas of risk considered under the Risk Management Policy include: strategic, operational, cyber / information security, financial, people and regulatory risk; product and productivity; intellectual property and information; technological and systems; and legal and compliance risk. Financial risk management, including market risks, credit risk, liquidity risk, foreign currency risk, cash flow risk, interest rate risk and fair value risk are each addressed in the annual report of the Company.

In accordance with section 295A of the Corporation Act, the board has received assurance from both the CEO and CFO that a system of risk management and internal control appropriate to the size and nature of the organisation is in place and is operating effectively in all material respects.

The Audit and Risk charter clearly sets out its roles and responsibilities and is available in the Governance section on the Company's website.

<https://www.adslot.com/investor-relations/governance/>

The Company currently operates in accordance with ASX Corporate Governance Principle 7.1.

Recommendation 7.2

The board or a committee of the board should:

- 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*
- b) *disclose, in relation to each reporting period, whether such a review has taken place.*

The Audit & Risk Committee monitors management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the board. The Committee reviews any material incidents involving fraud or a break-down of the Company's risk controls.

The Audit & Risk Committee reviews the risk management framework with management at least annually to assess emerging sources of risk and the associated controls and mitigation measures; and to make recommendations to the board in relation to changes for the Company's risk management framework or the risk appetite set by the Board.

The Board reviewed the risk management framework during the year, creating a new risk category 'Cyber / information security' to highlight the growing risks relating to cyber-security, privacy and data breaches..

The Board adopted a new risk appetite statement in 2021.

The Company operates in compliance with ASX Corporate Governance Principle 7.2.

Recommendation 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.*

The Company does not have an internal audit function. The need for an internal audit function is assessed each year.

The Board throughout the year evaluated risk management and internal control processes. Further, in accordance with section 295A of the Corporation Act, the Company has received assurance from both the CEO and CFO that a system of governance, risk management and internal control appropriate to the size and nature of the organisation is in place and is operating effectively in all material respects.

The Company operates in compliance with ASX Corporate Governance Principle 7.3.

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.

As a technology company in the global advertising and media sector, Adslot is not considered to have any Environmental Risk. Moreover:

- Adslot's current customer base is diversified across industries and geographies and it currently has very little exposure to more vulnerable industries such as agriculture, mining and energy, insurance, tourism.
- Adslot's business is still emerging and it has significant opportunities across many industries and geographies to enable it to mitigate against any potential Environment Risk.

Adslot's exposure to Social Risks is also limited as its supply chain is technology based. Other service providers include Microsoft, Azure, AWS and Lotame. Adslot's employees are predominately located in Australia and the US, and are protected under various employment laws, code of conducts etc.

In addition, Adslot has adopted a number of employee programs to manage any social risks including: EAP Assist program, Adslot Wellness Wednesday Newsletter, regular staff surveys and a dedicated 'Wellness' segment on the internal hub. Equal Opportunity Awareness training commenced for employees in 2021.

Behavioural expectations are outlined in the Board approved Code of Conduct and supported by the Group's People & Culture team with initiatives including internal leadership programs and employee recognition of achievement against the Company's values.

The Company believes it does not have any material exposure to environmental or social risks and as such does not produce a sustainability report. The Company recognises it is subject to a number of economic risks.

The Company operates in compliance with ASX Corporate Governance Principle 7.4.

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:

- a) *have a remuneration committee which:*
 - 1) *has at least three members, a majority of whom are independent; and*
 - 2) *is chaired by an independent director,*
- and disclose:*
 - 3) *the charter of the committee;*
 - 4) *the members of the committee; and*
 - 5) *as at the end of each reporting periods the number of times the committee met throughout the period and the individual attendances of the members at those meetings, or*
- b) *if it does not have a 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.*

The Company operates a Remuneration Committee and its Charter is published on the Company website. The members of the Remuneration Committee are Mr Adrian Giles (Chair), Mr Andrew Barlow and Mr Andrew Dyer.

The committee meets the ASX principles by having at least three members, chaired by an independent director, and a majority of its members are independent. The directors have access to professional advisors who provide advice and assistance as requested by the directors.

The Remuneration Committee charter clearly sets out its roles and responsibilities and is available in the Governance section on the Company's website.

<https://www.adslot.com/investor-relations/governance/>

The Company operates in accordance with Principle 8.1.

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.

Remuneration is a key driver of culture and a key focus for investors. Remuneration structures encourage the pursuit of growth and success of Adslot without rewarding conduct that is contrary to Adslot's values or risk appetite.

The non-executive directors and the executive directors and senior management of the Company have clearly distinguishable remuneration structures that are set out in documented service agreements. Full remuneration details for directors and key executives are provided in the director's report and the notes to the annual financial statements in the annual report.

The Company operates in accordance with Principle 8.2.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (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*
- (b) disclose that policy or a summary of it.*

Adslot's equity-based remuneration plans are disclosed to shareholders whenever they are created or refreshed.

At the January 2021 Annual General Meeting, shareholders approved a new three-year period of the Adslot Incentive Option Plan which enables the Board to offer eligible employees and directors the right to options which convert to fully-paid ordinary shares upon exercise, subject to meeting certain vesting criteria.

Adslot has a policy which specifically limits participants in its schemes from selling, transferring, encumbering or otherwise dealing in their equity-based instruments until all restrictions are lifted under the plan rules.

The Company operates in compliance with ASX Corporate Governance Principle 8.3.