

Corporate Governance Statement

30 JUNE 2025

2025 Corporate Governance Statement

This corporate governance statement sets out Beforepay Group Limited's ACN 633 925 505 (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 26 August 2025 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
1. Lay solid foundations for management and oversight		
1.1. A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of the board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	A Board Charter is available on the Company's website, which sets out: (a) the respective roles and responsibilities of the Board and management of the Company (Management); and (a) those matters expressly reserved to the Board and those delegated to Management.
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 the company's possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Appropriate checks have been undertaken prior to the appointment of all Directors and Senior Executives, including prior to putting someone forward for election as a director. The Company will 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 at future general meetings.
1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has a written agreement in place with each Director and Senior Executive setting out the terms of their appointment.
1.4. The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable directly to the Board, through the chair of the Board (Chair), on all matters to do with the proper functioning of the Board.

Corporate Governance Statement continued

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation																
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: (i) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes) or (ii) if the company is a relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the company's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes	The Company has adopted a Diversity Policy, a copy of which is available on the Company's website. The Diversity Policy sets out that the Board, in consultation with the Remuneration and Nomination Committee (RNC), has responsibility to set measurable objectives for achieving gender diversity in the composition of the Board, Senior Executives and the workforce generally. The Company is committed to increasing gender diversity within the Company as a whole and striving to create a more diverse workforce. The following measurable objectives and targets have been set by the RNC and approved by the Board to achieve gender diversity: • by the end of 2025 the Board will comprise of at least 40% women; • by the end of 2025 the Company's people in leadership positions will comprise of at least 30% women; and • by the end of 2025 women will make up at least 40% of all Company employees, whilst acknowledging that gender is not binary. As at 30 June 2025, the gender diversity statistics for the Company were as follows: <table><tr><th></th><th>Female</th><th>Male</th><th>Female Proportion</th></tr><tr><td>Staff</td><td>22</td><td>23</td><td>49%</td></tr><tr><td>Leadership Positions</td><td>7</td><td>6</td><td>53%</td></tr><tr><td>Board Members</td><td>0</td><td>4</td><td>0%</td></tr></table> The Company aims to create a more equitable culture by regularly assessing the gender base pay, supporting staff to develop as inclusive leaders.		Female	Male	Female Proportion	Staff	22	23	49%	Leadership Positions	7	6	53%	Board Members	0	4	0%
	Female	Male	Female Proportion															
Staff	22	23	49%															
Leadership Positions	7	6	53%															
Board Members	0	4	0%															
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.	Yes	The RNC has established processes for periodically evaluating the performance of the Board, its Committees and individual Directors. The RNC's obligations are further detailed in the RNC Charter, a copy of which is available on the Company's website. The Company has undertaken a performance evaluation for the Board, its committees and individual Directors in accordance with the adopted performance evaluation process during this reporting period.																

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
1.7. A listed entity should:	Yes	The RNC has established processes for periodically evaluating (at least once every reporting period) the performance of the Company's Senior Executives.
(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and		The RNC's obligations and processes in this regard are further detailed in the RNC Charter, a copy of which is available on the Company's website.
(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 undertaken a performance evaluation for the Senior Executives in accordance with the adopted performance evaluation process during this reporting period.
2. Structure the Board to be effective and add value		
2.1. The Board of a listed entity should:	Yes	The Company has formed the RNC. A copy of the RNC Charter is available on the Company's website.
(a) have a nomination committee which:		The RNC is comprised of Brian Hartzler (Chair of RNC), Daniel Moss and Patrick Tuttle, all of whom are Non-Executive Directors. Two Directors (Brian Hartzler and Patrick Tuttle) are independent Directors.
(1) has at least three members, a majority of whom are independent directors; and		The RNC is chaired by Brian Hartzler who is an independent Director.
(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		The RNC met on two occasions during the reporting period. Details of each member's attendance at RNC meetings is set out on page 25 of the Annual Report.
(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.		
2.2. A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	The Board has had regard to the appropriate mix of skills and expertise required from Management and the Directors to achieve the objectives of the Company.
		The Company has a Board Skills Matrix setting out the mix of skills that the Board currently has. A copy of this is available on the Company's website.

Corporate Governance Statement continued

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
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.	Yes	The Board Charter sets out the Board's adopted criteria and policy for determining whether a Director is independent. The RNC is responsible for assessing the independence of each Non-Executive Director. The Board is comprised of four Directors: • Brian Hartzler, appointed 5 July 2021 • Daniel Moss, appointed 5 June 2019 • Patrick Tuttle, appointed 16 November 2020 • Stefan Urosevic, appointed 5 June 2019 The Board considers an independent Director to be a Non-Executive Director who is not a member of Management and who is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with the independent exercise of the person's judgement. Details of Director options have been set out in the Remuneration Report. The Board has determined that two Directors are independent: Brian Hartzler and Patrick Tuttle, which makes up half of the Board. The length of service of each Director is disclosed above.
2.4. The majority of the board should be independent directors.	No	Two of the Board members are independent being Brian Hartzler and Patrick Tuttle. As at the date of this Statement, the Company does not have a majority of independent directors on the Board, as therefore does not comply with this recommendation. Further information regarding our Directors, including their experience and qualifications, is set out in the Company's Annual Report.
2.5. The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Board has appointed Brian Hartzler, an independent Director, as Chair. Mr Hartzler does not hold the position of CEO, in compliance with corporate governance best practice.
2.6. A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	All new Directors undertake an induction program to ensure they have the skills and knowledge necessary to perform their role as Directors effectively. The Company periodically reviews the Directors' mix of skills and provides continuing education and professional development opportunities for Directors to maintain the skills and knowledge needed to perform their roles effectively.

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
3. Instil a culture of acting lawfully, ethically and responsibly		
3.1. A listed entity should articulate and disclose its values.	Yes	The Company has articulated and disclosed its values in its Code of Conduct, a copy of which is available on the Company's website.
3.2. A listed entity should:	Yes	The Company has adopted a Code of Conduct which applies to its Directors, Senior Executives and employees. A copy of the Code of Conduct is available on the Company's website.
(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.		Under the Code of Conduct, material breaches of the Code are reported to the Board in accordance with Beforepay Group's policies and procedures.
3.3. A listed entity should:	Yes	The Company has adopted a Whistleblower Policy, a copy of which is available on the Company's website.
(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.		Under the Whistleblower Policy, the Board is to be informed of any incidents reported in accordance with the Whistleblower Policy.
3.4. A listed entity should:	Yes	The Company has adopted an Anti-Bribery and Corruption Policy, a copy of which is available on the Company's website.
(a) have and disclose an anti-bribery and corruption policy; and		
(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.		Under the Anti-Bribery and Corruption Policy, material breaches of the policy are reported to the Board.

Corporate Governance Statement continued

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
4. Safeguard the integrity of corporate reports		
4.1. The board of a listed entity should:	Yes	The Company has formed an Audit and Risk Committee (ARC). A copy of the ARC Charter is available on the Company's website.
(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		The ARC is comprised of Patrick Tuttle (Chair of ARC), Brian Hartzer and Stefan Urosevic, all of whom are Non-Executive Directors and two of whom are independent (Patrick Tuttle & Brian Hartzer).
(2) is chaired by an independent director, who is not the chair of the board,		The ARC is chaired by Patrick Tuttle, who is an independent Director and 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		The ARC met on seven occasions during the reporting period. Details of each member's attendance at ARC meetings is set out on page 25 of the Annual Report.
(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.		
4.2. The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Before the Board approves the Company's financial statements for the last financial period, the Board received a declaration that, in the opinion of the CEO and CFO, 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.
4.3. A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Where periodic corporate reports are not audited or reviewed by an external auditor, the Company ensures it employs processes which minimise the chance of error in the report. The processes employed involve a review and verification by the relevant internal stakeholder culminating in an internal sign-off that the portion of the report to which they have contributed is accurate prior to receiving approval by ARC or the Board.

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
5. Make timely and balanced disclosure		
5.1. A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.	Yes	The Company has adopted a formal continuous disclosure policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1. A copy of the Disclosure and Communication Policy is available on the Company's website.
5.2. A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company ensures that the Board receives copies of all material market announcements promptly after they have been made. This process is detailed in the Disclosure and Communication Policy adopted by the Company, a copy of which is available on the Company's website.
5.3. A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Where the Company gives a new and substantive investor or analyst presentation, it releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. This process is detailed in the Disclosure and Communication Policy adopted by the Company, a copy of which is available on the Company's website.
6. Respect the rights of security holders		
6.1. A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company maintains a website at https://www.beforepay.com.au/investor-hub/corporate-governance-1 which provides information about the Company and its governance to investors.
6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has an investor relations program that facilitates effective two-way communication with investors.
6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has adopted a Disclosure and Communication Policy which details that the Company will provide Shareholders with the opportunity to have their questions answered at general meetings or submit questions in advance of the general meeting where a Shareholder is unable to attend. A copy of the Disclosure and Communication Policy is available on the Company's website.
6.4. A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company will ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. This process is detailed in the Disclosure and Communication Policy adopted by the Company, a copy of which is available on the Company's website.

Corporate Governance Statement continued

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
6.5. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	All security holders have the option to receive communications from, and send communications to, the Company and its security registry electronically. The Company's approach to communicating with security holders is detailed in the Disclosure and Communication Policy adopted by the Company, a copy of which is available on the Company's website.
7. Recognise and manage risk		
7.1. The board of a listed entity should:	Yes	The Company has formed the ARC. A copy of the ARC Charter is available on the Company's website. The ARC is comprised of Patrick Tuttle (Chair of ARC), Brian Hartzler and Stefan Urosevic, all of whom are Non-Executive Directors and two of whom are independent (Patrick Tuttle & Brian Hartzler). The ARC is chaired by Patrick Tuttle, who is an independent Director and is not the Chair of the Board. The ARC met on seven occasions during the reporting period. Details of each member's attendance at ARC meetings is set out on page 25 of the Annual Report.
(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.		
7.2. The board or a committee of the board should:	Yes	In this reporting period, the Board (as recommended by ARC) reviewed the Company's risk management framework (in line with its annual review cycle) and has made appropriate changes to satisfy itself that the framework continues to be sound (including to address evolving regulatory obligations) and that the the company is operating with due regard to the risk appetite set by the Board.
(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.		

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
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.	Yes	The Company has various quality assurance strategies throughout the business but has not established a discreet internal audit function. The Board (as recommended from ARC) considers that the current size and nature of the Company's operations does not necessitate the need for an internal audit function currently. The ARC is responsible for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes. This committee facilitates the oversight of risks and actions being undertaken by Management to mitigate risks to an acceptable level. The Board is satisfied that the processes in place to identify the Company's material business risks are appropriate and that these risks are being managed effectively. The Company's risk management processes continue to be monitored and reported against. During the reporting period, the Board and ARC undertook a review as to whether there is a need for an internal audit function and determined that there was no such need. The Board and ARC will continue to periodically review whether there is a need for an internal audit function and its scope if needed. The Board is prepared to adopt an internal audit function if deemed necessary in the future.
7.4. A listed entity should disclose whether it has any material exposure to environmental or social risks and if it does, how it manages or intends to manage those risks.	Yes	The Company does not have material exposure to environmental or social risks. The Company intends that the ARC will be responsible for monitoring and receiving reports on environmental and social risks, and if they do arise, to manage them according to the ARC Charter, a copy of which is available on the Company's website.

Corporate Governance Statement continued

ASX Principles and Recommendations	Comply (Yes/ No)	Explanation
8. Remunerate fairly and responsibly		
8.1. The board of a listed entity should:	Yes	The Company has formed the RNC. A copy of the RNC Charter is available on the Company's website.
(a) have a remuneration committee which:		
(1) has at least three members, a majority of whom are independent directors; and		The RNC is comprised of Brian Hartzer (Chair of RNC), Daniel Moss and Patrick Tuttle, all of whom are Non-Executive Directors. Two Directors (Brian Hartzer and Patrick Tuttle) are independent Directors.
(2) is chaired by an independent director, and disclose:		
(3) the charter of the committee;		The RNC is chaired by Brian Hartzer who is an independent Director.
(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		The RNC met on two occasions during the reporting period. Details of each member's attendance at RNC meetings is set out on page 25 of the Annual Report.
(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.		
8.2. A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company has disclosed its policies and practices regarding the remuneration of Non-Executive Directors in the Company's Remuneration Report within the Annual Report.
8.3. A listed entity which has an equity-based remuneration scheme should:	Yes	The Company's Securities Trading Policy and remuneration policies prohibit participants of any equity-based remuneration scheme entering into transactions which limits the economic risk of a participant.
(a) have a policy on whether participants are permitted to enter into transactions (whether through use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and		A copy of the Securities Trading Policy is available on the Company's website.
(b) disclose that policy or a summary of it.		

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Beforepay Group Limited

ABN/ARBN

633 925 505

Financial year ended:

30 June 2025

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: www.beforepay.com.au/investor-hub/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 26 August 2025 and has been approved by the board.

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

Date: 26 August 2025

Name of authorised officer authorising lodgement: The Board of Directors

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: www.beforepay.com.au/investor-hub/corporate-governance Refer to the Corporate Governance Statement page 1	☐ 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.	☒ Refer to the Corporate Governance Statement page 1	☐ 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.	☒ Refer to the Corporate Governance Statement page 1	☐ 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.	☒ Refer to the Corporate Governance Statement page 1	☐ 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: https://www.beforepay.com.au/investor-hub/corporate-governance and we have disclosed the information referred to in paragraph (c) at: page 2 at the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: page 2 of the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: page 2 of the Corporate Governance Statement	☐ 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
1.7	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: at page 3 of the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: at page 3 of the Corporate Governance Statement	☐ 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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.beforepay.com.au/investor-hub/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 3 of the Corporate Governance Statement and in paragraphs at page 25 of the Annual Report	☐ 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: https://www.beforepay.com.au/investor-hub/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: page 4 of the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: page 4 of the Corporate Governance Statement and the length of service of each director at: page 25 of the Annual Report	☐ 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
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
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: page 2 and 3 of our Code of Conduct at: https://www.beforepay.com.au/investor-hub/corporate-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.beforepay.com.au/investor-hub/corporate-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.beforepay.com.au/investor-hub/corporate-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.beforepay.com.au/investor-hub/corporate-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.beforepay.com.au/investor-hub/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 6 of the Corporate Governance Statement and in paragraphs at page 25 of the Annual Report	☐ 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: https://www.beforepay.com.au/investor-hub/corporate-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: https://www.beforepay.com.au/investor-hub/corporate-governance	☐ 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
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: page 6 of the Corporate Governance Statement and in the Disclosures and Communications Policy at https://www.beforepay.com.au/investor-hub/corporate-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
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.beforepay.com.au/investor-hub/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 8 of the Corporate Governance Statement and in paragraphs at page 25 of the Annual Report	☐ set out in our Corporate Governance Statement
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: page 9 of the Corporate Governance Statement	☐ 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
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 (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: page 9 of the Corporate Governance Statement	☐ 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 and, if we do, how we manage or intend to manage those risks at: page 9 of the Corporate Governance Statement	☐ 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.beforepay.com.au/investor-hub/corporate-governance and the information referred to in paragraphs (4) and (5) at: page 6 of the Corporate Governance Statement and in paragraphs at page 25 of the Annual Report	☐ 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: the Company's Remuneration Report within the Annual Report	☐ 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: page 10 of the Corporate Governance Statement	☐ 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: [insert location]	☐ 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: [insert location]	☐ set out in our Corporate Governance Statement

Appendix 4G

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