

Corporate Governance Policy & Statement

RocketBoots Limited
ACN 165 522 887

Final version
Adopted on 19 November 2021
Revised on 13 December 2022

Corporate Governance Policy

Date 13 December 2022

Introduction

Corporate governance refers to the system by which companies are directed and managed. It influences how the objectives of a company are set and achieved, how risk is monitored and assessed, and how performance is optimised. What constitutes good corporate governance will evolve with the changing circumstances of a company and must be tailored to meet those circumstances.

ASX's best practice recommendations

The ASX Corporate Governance Council (**Council**) provides guidelines in relation to corporate governance, entitled "*Corporate Governance Principles and Recommendations*" (4th Edition). This document articulates 8 central principles and 38 best practice recommendations (**ASX Principles and Recommendations**). The Council believes that the ASX Principles and Recommendations underscore good corporate governance and includes guidelines to assist companies in complying with the ASX Principles and Recommendations.

The board of directors (**Board**) of RocketBoots Limited ACN 165 522 887 (**Company**) supports the central principles and best practice recommendations published by the Council. The current policies, procedures and practices of the Company as contained in this Corporate Governance Policy (**Corporate Governance Policy**) comply with the Council's principles and best practice recommendations to the extent possible taking into account the Company's size, complexity, history and corporate culture.

As required under ASX Listing Rule 4.10.3, the Company will include in its annual report either the corporate governance statement (which discloses the extent to which the Company has followed the ASX Principles and Recommendations), or the URL of the page on the Company's website where the corporate governance statement can be located.

The Company will also lodge an *Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations*.

Company corporate governance charters and policies

The Company has adopted the following corporate governance charters and policies:

1. Primary Board Charter;
2. Code of Conduct;
3. Diversity Charter;
4. Trading Policy;
5. Audit and Risk Charter;
6. Nomination and Remuneration Charter;
7. Continuous Disclosure Policy;
8. Whistleblower Policy; and
9. Shareholder Communication Policy.

The Board is committed to administering the policies and procedures with openness and pursuing corporate governance commensurate with the Company's needs.

In light of the Company's size and nature, the Board considers that the current corporate governance regime is a fit-for-purpose, efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance policies and structures will be reviewed.

Corporate Governance Statement

Date 7 December 2022

PRINCIPLE and RECOMMENDATION	REQUIREMENT	COMPLY	EXPLANATION
PRINCIPLE 1	<i>Lay solid foundations for management and oversight:</i>		
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.	Yes	The Company's Board Charter which outlines both the respective roles and responsibilities of its Board and management (and those expressly reserved to the Board or delegated to management). The Company has disclosed this in their Corporate Governance Statement at: https://www.rocketboots.com/investors#Governance with a copy of our board charter also available at the same location.
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.	Yes	The Company's Nomination and Remuneration Committee will ensure that appropriate checks (including those of the person's character, experience, education, criminal record and bankruptcy history) the company takes before appointing or nominating a new candidate as a director. In order to provide greater transparency around the appointment process, the Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect a director. The Company has undertaken appropriate checks of the current proposed directors and senior executives.
Recommendation 1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements with each of its directors and senior executives setting out the terms of their appointment.
Recommendation 1.4	The Company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company's Board Charter outlines the roles, responsibility and accountability of the company secretary as is located here: https://www.rocketboots.com/investors#Governance The company secretary is accountable directly to the Board through the chairperson on all matters relating to the proper functioning of the Board.
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: (i) the measurable objectives set for that period to achieve gender diversity;	No	The Company's Diversity Charter provides a framework for the Company to establish measurable diversity objectives that are annually reviewed. The Company's Diversity Charter is located here: https://www.rocketboots.com/investors#Governance The Company is a relatively small entity and has not yet set measurable objectives for achieving gender diversity, but strives to in the composition of its Board, senior executives and workforce generally.

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	(ii) the entity's progress towards achieving those objectives; and (iii) 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.		
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.	Yes	The Board Charter sets out that the chairperson of the Board has authority to develop key performance indicators for Board members to assess the performance of the Board as a whole, their own individual performance and the performance of each of their fellow directors. This document can be found here, with particular reference to section 1.11: https://www.rocketboots.com/investors#Governance Given the Company's recent IPO and Board formation, this process is not yet due to be undertaken. However, in line with the Board Charter, this process will occur at least once every calendar year and so at the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's financial report.
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.	Yes	The Board Charter sets out requirements for senior management performance evaluation. This document can be found here, with particular reference to section 1.12: https://www.rocketboots.com/investors#Governance The Board will annually review the performance of its senior executives and address any issues that may emerge from that review. The Board has authority to develop key performance indicators for management to assess the performance of each senior executive. Given the Company's recent IPO and Board formation, this process is not yet due to be

PRINCIPLE and RECOMMENDATION	REQUIREMENT	COMPLY	EXPLANATION
			undertaken. However, in line with the Board Charter, this process will occur at least once every calendar year and so at the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's financial report.
PRINCIPLE 2	Structure the board to add value:		
Recommendation 2.1	The board of a listed entity should: (a) have a nomination committee 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 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.	No	The Nomination and Remuneration Committee will be comprised of Hugh Bradlow, Cameron Petricevic and Karl Medak. The membership of the Nomination and Remuneration Committee will not comprise a majority of independent directors, given the shareholdings of the members. The Nomination and Remuneration Committee will be chaired by Cameron Petricevic who is not an independent director given his shareholding in the Company. Cameron's appointment as chairperson of the Nomination and Remuneration Committee is appropriate to ensure proper governance, given his qualifications and experience. The Company is expected to comply with Recommendation 2.1 in all other respects. The proposed composition of this committee is deemed appropriate given the size of the Company, the Board, and the Company's circumstances. However, the Nomination and Remuneration Committee structure is proposed to be reviewed over time and as the composition of the Company's Board develops. The Nomination and Remuneration Charter which includes the members of the committee is available here: https://www.rocketboots.com/investors#Governance At the end of the Company's reporting period, the number of times the Nomination and Remuneration Committee met through the period and the individual attendances of the members of the Nomination and Remuneration Committee will be included in the "Corporate Governance" section of the Company's annual report.
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.	No	The directors believe that the Company's board has a good mix of skills on its Board on Listing but, given the Company's recent IPO and Board formation, has not yet prepared a skills matrix. The Board intends to ultimately review the skills, knowledge and experience represented on the Board against the skills and experience needed to deliver the Company's strategy. The Board intends to prepare a skills matrix to assist with its review and to comply with ASX's requirements.
Recommendation 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 or relationship	Yes	The Prospectus (released on the ASX on 3 Dec 22) discloses the names of directors considered to be independent and any interests, positions or relationships of the type described in Box 2.3 of the Recommendations and the length of service (where applicable). This document can be found on the ASX platform website or here:

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	of the type described in Box 2.3 of the Recommendations 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.		https://www.rocketboots.com/investors#Announcements In addition, in accordance with the Board Charter, Directors considered by the Board to be independent will be identified as such, along with their length of service in that capacity, in the "Corporate Governance" section in the Company's annual report. The Board will assess at least annually whether each non-executive director is considered to be independent. There is a process for the Board to capture information relevant to this assessment for each non-executive director. Should a director's independent status change, this will be disclosed and explained in a timely manner to the market.
Recommendation 2.4	A majority of the board of a listed entity should be independent directors.	No	The Board comprises of two independent directors and two non-independent directors. However, it is noted that the Chairman is an independent director, and has a casting vote under the Constitution in certain circumstances allowing for a casting vote to be made by an independent director. The composition of this Board is deemed as appropriate given the size of the Company, and its size, however the Board's independence will be reviewed over time and as the Company and its composition grows.
Recommendation 2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chair of the Board is Hugh Bradlow who will be an independent director and is not the same person as the CEO of the Company.
Recommendation 2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The responsibilities of the Nomination and Remuneration Committee include ensuring an effective induction process is in place for new directors and regularly reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Board committees effectively and, where any gaps are identified, consider what training or development could be undertaken to fill those gaps.
PRINCIPLE 3	Act ethically and responsibly:		
Recommendation 3.1	A listed entity should articulate and disclose its values.	Yes	The Company has disclosed a statement of values on its website at: https://www.rocketboots.com/about-rocketboots
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.	Yes	The Company has adopted a Code of Conduct which sets out the responsibility of its directors, senior executives and employees to report any breaches of the Code of Conduct to the Board. The Code of Conduct can be found here: https://www.rocketboots.com/investors#Governance
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	Yes	The Company has adopted a Whistleblower Policy for its directors, senior executives and employees, and has disclosed the Whistleblower Protection Policy here: https://www.rocketboots.com/investors#Governance The Company will ensure that the Board is informed of any material incidents reported

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	that policy.		under the Whistleblower Policy.
Recommendation 3.4	A listed entity should: (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.	Yes	The Company's Code of Conduct contains its anti-bribery and corruption policy and is located here: https://www.rocketboots.com/investors#Governance The Company will ensure that the board is informed of any material breaches of the anti-bribery and corruption provisions of the Code of Conduct.
PRINCIPLE 4	<i>Safeguard integrity in corporate reporting:</i>		
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.	Yes	The Audit and Risk Committee comprises of Pang Ming Wee, Hugh Bradlow and Karl Medak. The committee will be comprised of a majority of independent directors. The Audit and Risk Committee is chaired by Pang Ming Wee who is an independent director and not the chair of the Board. The Audit and Risk Committee Charter is available here: https://www.rocketboots.com/investors#Governance The relevant qualifications and experience of the members of the committee have been disclosed in the Prospectus (released on the ASX on 3 Dec 22) and is available on the ASX platform website or here: https://www.rocketboots.com/investors#Announcements At the end of the Company's reporting period, the number of times the Audit and Risk Committee met in that period, and the individual attendances of the members of the Audit and Risk Committee, will be included in the "Corporate Governance" section of the Company's annual report.
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 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	Yes	The Company's Audit and Risk Charter requires the CEO and the Chief Financial Officer to provide a declaration that the financial records of the Company have been properly maintained. Additionally, also declare 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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	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.		The declaration must be given before the Board approves the financial statements for the financial year.
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.	Yes	The Audit and Risk Committee are responsible for establishing procedures for verifying the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. These risk management procedures can be found here: https://www.rocketboots.com/investors#Governance
PRINCIPLE 5	<i>Make timely and balanced disclosure:</i>		
Recommendation 5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company will adopt a Continuous Disclosure Policy which can be found here: https://www.rocketboots.com/investors#Governance
Recommendation 5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	In accordance with its Continuous Disclosure Policy, the Company will ensure that the Board is provided with all copies of all material market announcements promptly after they have been made.
Recommendation 5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	In accordance with its Continuous Disclosure Policy, where the Company gives a new and substantive investor or analysis presentation, the Company will ensure the presentation is released on the ASX Market Announcements Platform ahead of that presentation.
PRINCIPLE 6	<i>Respect the rights of security holders:</i>		
Recommendation 6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is available on the Company's website here: https://www.rocketboots.com/ In particular, the Company has uploaded the following documents: a) Board Charter; b) Code of Conduct; c) Audit Risk Committee Charter; d) Nomination and Remuneration Charter; e) Continuous Disclosure Policy; f) Trading Policy; g) Diversity Charter; h) Corporate Governance Statement; i) Securities Trading Policy; j) Whistleblower Policy; and k) Shareholder Communication Policy.

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			These documents can be found here: l) https://www.rocketboots.com/investors#Governance
Recommendation 6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has adopted the Shareholder Communication Policy to facilitate effective two-way communication with investor. The document can be found here: https://www.rocketboots.com/investors#Governance Investors can contact the Company via telephone or through the email: investors@rocketboots.com
Recommendation 6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The adopted Shareholder Communication Policy outlines a strategy to encourage shareholder participation at meetings and can be found here: https://www.rocketboots.com/investors#Governance
Recommendation 6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company intends, and will ensure that when calling a vote at a meeting of shareholders, all substantive resolutions will be decided by a poll rather than a show of hands.
Recommendation 6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company does, and will ensure that the share registry will, give shareholders an option to receive notices electronically rather than by post, to the extent that is permitted by the ASX Listing Rules and the <i>Corporations Act 2001(Cth)</i> .
PRINCIPLE 7	Recognise and manage risk:		
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; (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.	Yes	The Audit and Risk Committee comprises of Pang Ming Wee, Hugh Bradlow and Karl Medak. The committee will be comprised of a majority of independent directors. The Audit and Risk Committee is chaired by Pang Ming Wee who is an independent director and not the chair of the Board. The Audit and Risk Committee Charter is available here: https://www.rocketboots.com/investors#Governance The relevant qualifications and experience of the members of the committee have been disclosed in the Prospectus (released on the ASX on 3 Dec 22) and is available on the ASX platform website or here: https://www.rocketboots.com/investors#Announcements At the end of the Company's reporting period, the number of times the Audit and Risk Committee met in that period, and the individual attendances of the members of the Audit and Risk Committee, will be included in the "Corporate Governance" section of the Company's annual report.

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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.	Yes	The Audit and Risk Committee Charter sets out that the risk management framework and will be reviewed at least annually (last review completed on 24 August 2022). This document can be found here: https://www.rocketboots.com/investors#Governance At the end of the Company's reporting period, details of whether such a review has taken place will be included in the "Corporate Governance" section of the Company's annual report.
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.	Yes	The Company does not have, nor does it currently intend to implement an internal audit function. The directors believe this is appropriate given the size and complexity of the Company currently. The Company's Audit and Risk Committee will be responsible for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes, cognizant of the size, stage, and scope of the Company's activities. This document can be found here: https://www.rocketboots.com/investors#Governance
Recommendation 7.4	An 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 Audit and Risk Committee is responsible for identifying risks. Due to the nature of the Company's business within the information and communication technology industry, no environmental or social risks are currently expected and none have been disclosed. Should any such risks arise in the future, the Company intends to disclose them in its annual report and set out how it intends to manage those risks.
PRINCIPLE 8	Remunerate fairly and responsibly:		
Recommendation 8.1	The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; (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 remuneration committee, disclose that fact and the processes it employs for	No	The Nomination and Remuneration Committee will be comprised of Hugh Bradlow, Cameron Petricevic and Karl Medak. The membership of the Nomination and Remuneration Committee will not comprise a majority of independent directors, given the shareholdings of the members. The Nomination and Remuneration Committee will be chaired by Cameron Petricevic who is not an independent director given his shareholding in the Company. Cameron's appointment as chairperson of the Nomination and Remuneration Committee is appropriate to ensure proper governance, given his qualifications and experience. The Company is expected to comply with Recommendation 8.1 in all other respects. The proposed composition of this committee is deemed appropriate given the size of the Company, the Board, and the Company's circumstances. However, the Nomination and Remuneration Committee structure is proposed to be reviewed over time and as the composition of the Company's Board develops. The Nomination and Remuneration Charter which includes the members of the committee is available here: https://www.rocketboots.com/investors#Governance

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	setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		At the end of the Company's reporting period, the number of times the Nomination and Remuneration Committee met through the period and the individual attendances of the members of the Nomination and Remuneration Committee will be included in the "Corporate Governance" section of the Company's annual report.
Recommendation 8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company has adopted a Nomination and Remuneration Charter which is located here: https://www.rocketboots.com/investors#Governance
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.	Yes	The Company has adopted a Trading Policy which is located here: https://www.rocketboots.com/investors#Governance and has implemented an Employee Incentive Plan, available on the ASX platform website or here: https://www.rocketboots.com/investors#Announcements
PRINCIPLE 9	<i>Additional recommendations that apply only in certain cases:</i>		
Recommendation 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.	N/A	All directors speak fluent English.
Recommendation 9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	N/A.
Recommendation 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.	N/A	N/A.