

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

STRUCTURAL MONITORING SYSTEMS PLC

ARBN

106 307 322

Financial year ended:

30 June 2026

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://structuralmonitoring.systems/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 28 September 2026 and has been approved by the board.

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

Date: 28 September 2026

Name of authorised officer authorising lodgement: Sam Wright – Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <i>[insert location]</i>	☒ 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: set out in our 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
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: set out in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: set out in our Corporate Governance Statement and the length of service of each director at: set out in the Annual Report - https://structuralmonitoring.systems/reports-and-presentations/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: Corporate Code of Conduct section of Corporate Governance Plan https://structuralmonitoring.systems/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://structuralmonitoring.systems/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://structuralmonitoring.systems/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://structuralmonitoring.systems/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://structuralmonitoring.systems/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: disclosed in the Annual Report https://structuralmonitoring.systems/reports-and-presentations/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: set out in our Corporate Governance Statement	☐ 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://structuralmonitoring.systems/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: https://structuralmonitoring.systems/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://structuralmonitoring.systems/corporate-governance/ _____ <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: disclosed in the Annual Report https://structuralmonitoring.systems/reports-and-presentations/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
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: set out in our 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 (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: 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 at: In the Company's Annual Report https://structuralmonitoring.systems/reports-and-presentations/ and, if we do, how we manage or intend to manage those risks at: In the Company's Annual Report https://structuralmonitoring.systems/reports-and-presentations/	☐ 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://structuralmonitoring.systems/corporate-governance/ _____ _____ and the information referred to in paragraphs (4) and (5) at: disclosed in the Annual Report https://structuralmonitoring.systems/reports-and-presentations/ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>[insert location]</i>	☐ 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: In the Company's Remuneration Report (within the Company's Annual Report) https://structuralmonitoring.systems/reports-and-presentations/	☐ 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
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: In the Company's Remuneration Report (within the Company's Annual Report) https://structuralmonitoring.systems/reports-and-presentations/	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	N/A	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> ☐ 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 <u>OR</u> ☐ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> ☐ 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 <u>OR</u> ☐ 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

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 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.	N/A	☐ set out in our Corporate Governance Statement
-	<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.	N/A	☐ set out in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

Financial year ended 30 June 2026

This Corporate Governance Statement is accurate and up to date as at 28 September 2026 and has been approved by the Board of Structural Monitoring Systems plc (the Company). It reports the extent to which the Company followed the ASX Corporate Governance Council Principles and Recommendations (4th Edition) during the year ended 30 June 2026.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
Recommendation 1.1 Board and management responsibilities Disclose a board charter setting out the respective roles of the Board and management and matters reserved to the Board.	Yes	The Company has adopted a Board Charter setting out the roles and responsibilities of the Board, management, the Chair and the Company Secretary, together with matters reserved to the Board and the establishment and operation of Board committees. The Charter is available on the Company website.
Recommendation 1.2 Director checks and election information Undertake appropriate checks before appointment and provide security holders with all material information relevant to an election or re-election.	Yes	Appropriate background, character, experience, education and financial-history checks are undertaken before a candidate is appointed or recommended for election. Material information relevant to an election or re-election is included in the applicable notice of meeting.
Recommendation 1.3 Written appointment agreements Have a written agreement with each director and senior executive setting out the terms of appointment.	Yes	Each senior executive has a formal employment or services agreement. Each non-executive Director has a letter of appointment setting out the terms and expectations of the role.
Recommendation 1.4 Accountability of the Company Secretary The Company Secretary should be accountable directly to the Board, through the Chair, on matters concerning the proper functioning of the Board.	Yes	The Company Secretary is accountable directly to the Board, through the Chair, on all matters concerning the proper functioning of the Board.
Recommendation 1.5 Diversity Have and disclose a diversity policy, set measurable objectives for gender diversity and report progress and relevant workforce proportions.	Partially	The Company has adopted a Diversity Policy, available on its website, and considers diversity when recruiting and making senior executive and Board appointments. At 30 June 2026, the Board comprised five men and no women. Given the size and composition of the organisation, measurable gender-diversity objectives were not set for FY26. Accordingly, the recommendation was not followed in full for the whole reporting period.
Recommendation 1.6 Board performance evaluation Have and disclose a process for periodically evaluating the Board, its committees and individual directors, and disclose whether an evaluation was undertaken.	Yes	The Board Charter provides for periodic evaluation of the Board, its committees and individual Directors against appropriate measures. An internal review was undertaken in respect of the reporting period.
Recommendation 1.7 Senior executive performance evaluation Have and disclose a process for evaluating senior executives and disclose whether an evaluation was undertaken.	Yes	The Remuneration Committee oversees the annual evaluation of senior executives against agreed objectives and performance measures. Performance evaluations were undertaken in respect of FY26.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Recommendation 2.1 Nomination committee Have a nomination committee meeting the recommended composition requirements, or disclose the alternative processes used.	Partially	The Company did not maintain a separate Nomination Committee during FY26. The full Board performed the nomination and succession functions, including reviewing Board composition, skills, experience, independence and succession requirements. As a separate committee was not maintained, the recommendation was not followed in full.												
Recommendation 2.2 Board skills matrix Have and disclose a Board skills matrix setting out the mix of skills the Board has or is seeking.	Yes	The Board maintains a skills matrix covering public-company governance, capital markets, aerospace and aviation, finance and accounting, and ASX-listed company experience. The FY26 matrix is set out below. <table><tr><th>Skill</th><th>Directors with relevant experience</th></tr><tr><td>Board and governance</td><td>Neville Bassett AM, Heinrich Loechteken, Brian Wall, Sam Wright</td></tr><tr><td>Capital markets</td><td>Neville Bassett AM, Heinrich Loechteken, Anthony Faillace, Sam Wright</td></tr><tr><td>Aerospace and aviation</td><td>Heinrich Loechteken, Brian Wall</td></tr><tr><td>Finance and accounting</td><td>Neville Bassett AM, Heinrich Loechteken, Anthony Faillace, Brian Wall, Sam Wright</td></tr><tr><td>ASX-listed companies</td><td>Neville Bassett AM, Anthony Faillace, Sam Wright</td></tr></table>	Skill	Directors with relevant experience	Board and governance	Neville Bassett AM, Heinrich Loechteken, Brian Wall, Sam Wright	Capital markets	Neville Bassett AM, Heinrich Loechteken, Anthony Faillace, Sam Wright	Aerospace and aviation	Heinrich Loechteken, Brian Wall	Finance and accounting	Neville Bassett AM, Heinrich Loechteken, Anthony Faillace, Brian Wall, Sam Wright	ASX-listed companies	Neville Bassett AM, Anthony Faillace, Sam Wright
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Recommendation 2.3 Director independence and tenure Disclose the Directors considered independent, relevant relationships affecting independence and each Director's length of service.	Yes	As at the date of this Statement, the Board considers Neville Bassett AM, Heinrich Loechteken, Brian Wall and Sam Wright to be independent Directors. Anthony Faillace is not classified as independent. Director interests, relationships and lengths of service are disclosed in the FY26 Annual Report.												
Recommendation 2.4 Majority independent Board A majority of the Board should be independent Directors.	Yes	A majority of the Board was independent throughout the reporting period. As at the date of this Statement, four of the five Directors are considered independent.												
Recommendation 2.5 Independent Chair The Chair should be an independent Director and should not be the same person as the chief executive.	Partially	The recommendation was not followed from 1 July 2025 until the close of the AGM on 23 December 2025, when Ross Love served as Executive Chair. Neville Bassett AM was appointed independent Non-Executive Chair from the close of that AGM. The roles of Chair and chief executive have since remained separate.												
Recommendation 2.6 Director induction and development Have a program for inducting new Directors and periodically reviewing professional-development needs.	Yes	Induction is tailored to each new Director and includes meetings with management, a formal appointment letter and access to key corporate, governance and operational information. Directors are encouraged to undertake ongoing professional development, with Company support where appropriate.												

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Recommendation 3.1 Statement of values Articulate and disclose the entity's values.	Yes	The Company has articulated its values through its Corporate Code of Conduct and related governance policies, which are available on the Company website.
Recommendation 3.2 Code of conduct Have and disclose a code of conduct and ensure material breaches are reported to the Board or a Board committee.	Yes	The Code of Conduct applies to Directors, senior executives and employees. Material breaches are required to be reported to the Board or an appropriate Board committee. The Code is available on the Company website.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Recommendation 3.3 Whistleblower policy Have and disclose a whistleblower policy and ensure material incidents are reported to the Board or a Board committee.	Yes	The Company has a Whistleblower Protection Policy that provides protected and, where requested, anonymous reporting channels. Material incidents are reported to the Audit and Risk Committee or the Board. The Policy is available on the Company website.
Recommendation 3.4 Anti-bribery and corruption policy Have and disclose an anti-bribery and corruption policy and ensure material breaches are reported.	Yes	The Company has an Anti-Bribery and Corruption Policy. Material breaches are required to be reported to the Board or an appropriate Board committee. The Policy is available on the Company website.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Recommendation 4.1 Audit committee Have an audit committee meeting the recommended composition requirements and disclose its charter, members, experience and attendance.	Yes	The Board has established an Audit and Risk Committee comprising at least three non-executive Directors, a majority of whom are independent, and chaired by an independent Director who is not the Board Chair. Its charter is available on the Company website. Committee membership, relevant qualifications and meeting attendance are disclosed in the FY26 Annual Report.
Recommendation 4.2 CEO and CFO declarations Before approving financial statements, receive the declarations contemplated by this recommendation from the CEO and CFO.	Yes	Before approving the FY26 financial statements, the Board received declarations from the CEO and CFO concerning the maintenance of financial records, compliance with accounting standards, the true and fair view of the financial statements and the operation of risk-management and internal-control systems.
Recommendation 4.3 Verification of unaudited periodic reports Disclose the process used to verify the integrity of periodic corporate reports that are not audited or reviewed by an external auditor.	Yes	Periodic corporate reports not audited or reviewed externally are subject to management verification, review by the CFO and Company Secretary and, where material, Board approval. Supporting records and internal sign-offs are obtained as appropriate to the nature of the report.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1 Continuous disclosure policy Have and disclose a written policy for complying with Listing Rule 3.1.	Yes	The Company has a Continuous Disclosure Policy setting out the processes and responsibilities for identifying, escalating and disclosing market-sensitive information. The Policy is available on the Company website.
Recommendation 5.2 Board receipt of announcements Ensure the Board receives copies of all material market announcements promptly after release.	Yes	Material announcements are circulated to the Board before release where practicable and promptly after release in all cases.
Recommendation 5.3 Investor presentations Release new and substantive investor or analyst presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	New and substantive investor or analyst presentation materials are released to ASX before the presentation commences.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1 Website information Provide information about the Company and its governance to investors through its website.	Yes	The Company website provides access to governance documents, ASX releases, annual and financial reports, presentations and other investor information.
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PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.2 Investor relations program Have an investor-relations program facilitating effective two-way communication with investors.	Yes	The Company communicates through ASX announcements, its website, annual reports, investor presentations, webinars, general meetings and direct engagement. Investors may contact the Company or its share registry.
Recommendation 6.3 Participation at security-holder meetings Disclose how the Company facilitates and encourages participation at meetings of security holders.	Yes	Notices of meeting explain how security holders may participate, vote, appoint proxies and submit questions. The Company provides reasonable opportunities for questions to the Board and external auditor and uses electronic participation where practicable.
Recommendation 6.4 Voting by poll Ensure all substantive resolutions at security-holder meetings are decided by poll.	Yes	All substantive resolutions at security-holder meetings are decided by poll.
Recommendation 6.5 Electronic communications Give security holders the option to receive and send communications electronically.	Yes	Security holders may elect to receive communications electronically and may communicate electronically with the Company and its share registry.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1 Risk committee Have a committee overseeing risk that meets the recommended composition requirements and disclose its charter, members and attendance.	Yes	The Audit and Risk Committee oversees the Company's risk-management framework. It comprises at least three non-executive Directors, a majority of whom are independent, and is chaired by an independent Director. Its charter is available on the Company website, and membership and attendance are disclosed in the FY26 Annual Report.
Recommendation 7.2 Annual risk-framework review Review the risk-management framework at least annually and disclose whether a review occurred.	Yes	The Audit and Risk Committee and Board reviewed the risk-management framework during the reporting period, including material business risks, controls and the Company's risk appetite.
Recommendation 7.3 Internal audit Disclose the structure and role of internal audit or, if there is no internal audit function, the alternative processes used.	Yes	The Company does not maintain a separate internal-audit function given the present size and nature of its operations. The Audit and Risk Committee, Board and external advisers evaluate and seek to improve risk-management and internal-control processes. The need for a separate function is reviewed periodically.
Recommendation 7.4 Economic, environmental and social risks Disclose material exposure to economic, environmental and social risks and how those risks are managed.	Yes	The Company identifies and manages material economic, environmental and social risks through its risk-management framework. The principal risks and mitigating actions are described in the FY26 Annual Report.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1 Remuneration committee Have a remuneration committee meeting the recommended composition requirements and disclose its charter, members and attendance.	Yes	The Board has established a Remuneration Committee comprising at least three members, a majority of whom are independent Directors, and chaired by an independent Director. Its charter is available on the Company website. Membership and meeting attendance are disclosed in the FY26 Annual Report.
Recommendation 8.2 Remuneration policies and practices Separately disclose remuneration policies and practices for non-executive Directors and for executive Directors and senior executives.	Yes	Non-executive Directors receive fixed fees and may receive equity-based remuneration subject to shareholder approval. Executive remuneration may include fixed remuneration and performance-linked short- and long-term incentives. Further details are set out in the FY26 Remuneration Report.
Recommendation 8.3 Equity-based remuneration Have and disclose a policy concerning transactions that limit the economic risk of participating in an equity-based remuneration scheme.	Yes	The Company's remuneration and securities-trading policies prohibit participants from entering into hedging arrangements or other transactions that limit the economic risk of unvested entitlements under an equity-based remuneration scheme.

PRINCIPLE 9: ADDITIONAL RECOMMENDATIONS

Recommendation 9.1 Language accessibility for Directors Where a Director does not speak the language used for meetings and key documents, disclose the processes that enable effective participation.	N/A	All Directors speak and read English, the language in which Board and security-holder meetings are conducted and key corporate documents are prepared.
Recommendation 9.2 Location and timing of security-holder meetings An entity established outside Australia should hold meetings of security holders at a reasonable place and time.	Yes	The Company is incorporated in England and Wales. Security-holder meetings are held at a reasonable place and time having regard to the location of the Company's predominantly Australian CDI-holder base, with electronic access provided where practicable.
Recommendation 9.3 External auditor attendance at AGM An entity established outside Australia should ensure its external auditor attends the AGM and is available to answer audit-related questions.	Yes	The external auditor attends the AGM and is available to answer security-holder questions relevant to the audit and the preparation and content of the auditor's report.