

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Infotrust Ltd

ABN/ARBN

73 089 224 402

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://investors.infotrust.com.au/>

The Corporate Governance Statement is accurate and up to date as at 30 September 2026 has been approved by the board.

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

Date: 30 September 2026

Name of authorised officer
authorising lodgement: Nina Mlinarevic, 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 <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
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://investors.infotrust.com.au/corporate-governance	-
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.	☒	-
1.3	A listed entity should have a written agreement 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.	☒	-

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.	-	☒ 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: The Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The 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
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The 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
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.	-	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: The Corporate Governance Statement	-
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: The Corporate Governance Statement and the length of service of each director at: The Corporate Governance Statement	-

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	-	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ 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 <u>OR</u> ☐ 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.	☒	-
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://www.infotrust.com.au/about-us	-
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://investors.infotrust.com.au/corporate-governance	-
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://investors.infotrust.com.au/corporate-governance	-
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://investors.infotrust.com.au/corporate-governance	-

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
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 audit and risk committee charter at: https://investors.infotrust.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Director's Report, which is included in the 2026 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.	☒	-
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.	☒	-

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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://investors.infotrust.com.au/corporate-governance	-
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	-
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.	☒	-
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://investors.infotrust.com.au/	-
6.2	A listed entity should have 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: The Corporate Governance Statement	-
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	-
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.	☒	-

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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 audit and risk committee charter: https://investors.infotrust.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement and the Director's Report, which is included in the 2026 Annual Report	-
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement	-
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: The Corporate Governance Statement	-

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at:	-

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	-	☒ 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: Remuneration Report, which is found in the Annual Report	-
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: the Corporate Governance Statement	-

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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.	-	☐ 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

FY26 Corporate Governance Statement

The Board of Directors (**Board**) of Infotrust Ltd (**Infotrust** or **Company**) is responsible for the corporate governance of the Company and its subsidiaries (**Group**). The Board is committed to maintaining high standards of corporate governance that supports the Company's long-term success, and promotes sustainable creation of shareholder value and investor confidence.

This Corporate Governance Statement (**Statement**) outlines the Company's governance framework and the extent to which it has complied with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Recommendations**) during the reporting period. The ASX Recommendations are not prescriptive, and where the Company has not followed an ASX Recommendation the reasons for the departure are explained.

This Statement should be read in conjunction with the Company's 2026 Annual Report and the governance policies and charters on the Company's website at <https://investors.infotrust.com.au/>.

This Statement is current as at 30 September 2026 and has been approved by the Board.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Role of the Board and Management

The Board is responsible for setting and approving the Company's strategic direction, overseeing management's performance and monitoring the effective implementation of the Company's corporate governance framework. In carrying out these responsibilities, the Board seeks to protect and enhance long-term shareholder value while having regard to the interests of other stakeholders, including employees, customers, suppliers and the broader community.

The Board has adopted a formal Board Charter, available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>. The Charter defines the matters reserved for the Board's determination and those matters delegated to management.

The Board has delegated responsibility for the day-to-day management and operations of the Group to the Managing Director (**Managing Director**), who may delegate authority to members of the senior executive team as appropriate.

The Board retains ultimate responsibility for the Group's strategy, governance, oversight and risk management.

Recommendation 1.2: Appointment of Directors

The Nomination and Remuneration Committee (**NRC**) assists the Board with the selection, appointment and re-election of Directors. Before appointing a new Director or recommending a candidate for re-election by shareholders, the NRC ensures that appropriate background checks are undertaken.

The Company provides shareholders with all material information in its possession relevant to their decision to elect or re-elect a Director. This information is provided through the notice of meeting and other relevant disclosures.

Recommendation 1.3: Appointment Terms

Each Director and senior executive has a written agreement with the Company setting out the key terms and conditions of their appointment, including remuneration arrangements and performance expectations. Directors are also provided with a deed of indemnity, insurance and access.

The material terms of executive employment agreements are disclosed in the Remuneration Report contained in the 2026 Annual Report.

Recommendation 1.4: Company Secretary

The Board is supported by the Company Secretary, who advises the Board on governance matters, coordinates Board and Committee meetings, supports Directors in the discharge of their duties and facilitates effective communication between the Board and senior management. The Board and each Director have direct and unfettered access to the Company Secretary.

The Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The appointment and removal of the Company Secretary are matters for Board decision.

Details of Infotrust's Company Secretaries, including their qualifications and experience, are set out in the Directors' Report in the 2026 Annual Report.

Recommendation 1.5: Diversity Policy

The Company recognises that a diverse and inclusive workplace supports organisational performance, innovation and effective decision making. The Company is committed to fostering a workplace that values and respects diversity in all its forms and provides equal opportunity for all employees.

The Company has adopted a Diversity and Inclusion Policy (**Diversity Policy**) available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>. The Diversity Policy supports equal opportunity in recruitment, employment and career development, promotes inclusive behaviours and practices, and recognises the value of diverse backgrounds, experiences and perspectives.

As at 30 September 2026, the proportion of women on the Board, in senior executive positions and women across the entire organisation was as follows:

	MALE	FEMALE	TOTAL
BOARD	5 (83%)	1 (17%)	100%
SENIOR EXECUTIVE POSITIONS	5 (83%)	1 (17%)	100%
ENTIRE ORGANISATION	154 (73%)	57 (27%)	100%

Senior executives are those individuals who support the Managing Director in leading the business and delivering the Company's strategic objectives.

The Company is a "relevant employer" under the *Workplace Gender Equality Act 2012* (Cth) and has lodged its annual report with the Workplace Gender Equality Agency (**WGEA**). The report is available on the WGEA website <https://www.wgea.gov.au> and on the Company's website.

For FY26, the Board has not adopted measurable objectives for achieving gender diversity. In determining this position, the Board considered the Company's current size, organisational structure and workforce composition, and exercised the discretion available under the Diversity Policy. The Board continues to review this position annually.

Accordingly, the Company does not comply with ASX Corporate Governance Recommendation 1.5 in full.

Recommendation 1.6: Board, Committees and Individual Directors' Performance Assessment

The Board is committed to regularly evaluating its performance, the performance of its Committees and individual Directors, and the effectiveness of the governance processes supporting the Board.

The process of a formal performance evaluation may include:

- a verbally facilitated performance discussion and evaluation, or the preparation of questionnaires or surveys, with the NRC reviewing the approach for each reporting period; and
- discussion by the Board to identify opportunities for improvement and any recommended actions for the Board and each of its Committees and Directors.

Each individual Director's performance is considered through ongoing discussions between the Chair of the NRC and the relevant Director. The performance of the Chair of the NRC is considered by the Chair of the Board. Where the Chair of the NRC and the Chair of the Board are the same person, their performance is considered by the Deputy Chair or the Lead Independent Director.

The Board is committed to the regular review of its performance and that of individual Directors through its ongoing governance processes throughout the reporting period.

Recommendation 1.7: Senior Executive Performance Assessment

Senior executives are appointed by the Managing Director and their Key Performance Indicators (**KPIs**) comprising both financial and non-financial objectives.

These KPIs are reviewed annually by the Managing Director, and each senior executive's performance against those objectives is also evaluated annually.

The NRC oversees the performance of the Managing Director and reports to the Board on matters relating to the Managing Director's performance and remuneration, as appropriate.

The current Managing Director was appointed on 18 May 2026 and, accordingly, no performance evaluation was undertaken during the reporting period. A performance evaluation of the former Managing Director was conducted during the reporting period, and performance evaluations were also undertaken for the senior executives in accordance with the Company's performance evaluation processes.

PRINCIPLE 2 – BOARD STRUCTURE

Recommendation 2.1: Nomination Committee

The Board has established a Nomination and Remuneration Committee (**NRC**), which operates under a Board approved Charter. The NRC Charter sets out the Committee's role, responsibilities, composition and authority, and is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

The NRC assists the Board with matters relating to Board composition, succession, performance and senior management remuneration and appointments.

The NRC's responsibilities include:

- reviewing Director competence standards and Board succession plans;
- evaluating the performance of the Board and its Committees;
- making recommendations to the Board for the appointment and removal of directors; and
- making recommendations to the Board on recruitment, retention, and termination policies for senior management.

During the reporting period, the NRC comprised:

- Shan Kanji: Non-Independent Chair
- Lynn Warneke: Independent Member
- Russell Baskerville: Independent Member

The NRC currently comprises three members, a majority of whom are independent Directors. However, the Committee is not currently chaired by an independent Director.

Details of Committee meetings held during the reporting period and member attendances are set out in the 2026 Directors' Report.

Recommendation 2.2: Board Skills Matrix

The Board recognises that an effective Board requires an appropriate mix of skills, experience, expertise and diversity to effectively oversee the Group's strategy, governance and performance.

The Board considers that its current composition provides an appropriate balance of technical, financial, commercial, governance and industry-specific experience, together with diverse perspectives, to support the Company's strategic objective.

The Board regularly reviews its composition, its skills and experience required to effectively oversee the Group's activities. Following its most recent review, the Board has determined that the current skills matrix remains appropriate and continues to reflect the skills and experience required to support the Company's strategic priorities.

The Board Skills Matrix includes three dimensions:

PROFESSIONAL SKILLS AND EXPERIENCE	INDUSTRY/SECTOR EXPERTISE	DIVERSITY INDICATORS
Risk and Compliance Oversight	Large Enterprise	Age
Financial Performance and Literacy	Small to Medium Business	Gender identity
Corporate Governance, including ASX	Government	Cultural Identity / Ethnicity
Strategy and Growth	ASX-Listed and Public Company	
Investor Relations	Cyber Security	
Capital Markets (M&A)	Managed Services	
Capital Markets (Capital Raising, IPO)	Communication and Collaboration	
Legal and Regulatory	Professional Services	
Technology and Data Governance	Telecommunications	
Sales	Software-as-a-Service and Technology	
Marketing		
Corporate History		
Executive Management		
People and Culture		
Qualifications		

Details of each Director's relevant skills, experience and qualifications are set out in the 2026 Directors' Report.

In accordance with ASX Recommendation 1.5, the Board currently discloses diversity

indicators relating to age, gender identity, and cultural identity/ethnicity, being the diversity dimensions currently considered most relevant to the Company's governance and workforce composition.

While the ASX may encourage broader disclosures, such reporting may involve the disclosure of personal or sensitive information. The Board will continue to review its approach as the Company's diversity and inclusion practices and data collection processes evolve.

Recommendation 2.3: Independent Directors

An independent Director is a Non-Executive Director who is free from any interest, position, association or relationship that could influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement.

The Board regularly assesses the independence of each Non-Executive Director, having regard to the information disclosed by each Director in accordance with their terms of appointment, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the Board Charter, and any other relevant circumstances.

In assessing the independence of Directors, the Board has regard to the definition of independence and the guidance set out in the ASX Recommendations, including the factors described in ASX Recommendation 2.3.

The Board's assessment of each current Director is set out below.

NAME	POSITION	APPOINTMENT DATE	STATUS
Paul Timmins	Managing Director	18 May 2026	Non-Independent
Lynn Warneke	Non-Executive Director and Chair of the Audit and Risk Committee	9 October 2023	Independent
Shan Kanji	Non-Executive Director, Chairman of the Board and Chair of the Nomination and Remuneration Committee	31 January 2024	Non-Independent
Simon McKay	Executive Director	4 April 2024	Non-Independent
Dane Meah	Non-Executive Director	4 April 2024	Non-Independent
Russell Baskerville	Non-Executive Director and Lead Independent Director and Deputy Chair of the Board	28 October 2024	Independent

The Board considers that Lynn Warneke and Russell Baskerville are independent directors for the purposes of the ASX Recommendations. In reaching this conclusion, the Board considered their respective interests in securities of the Company and other relevant circumstances and is satisfied that neither Director has any interest or relationships that materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of their judgement.

The Board has determined that Paul Timmins and Simon McKay are not independent Directors, having regard to their executive roles within the Company, and in Simon McKay's case, also his substantial shareholding in the Company.

The Board has also determined that Shan Kanji and Dane Meah are not independent Directors, as each is a substantial shareholder of the Company.

Recommendation 2.4: Majority Independence

As at the date of this Statement, two of the Company's six Directors are considered independent. The independent Directors provide objective oversight, independent judgement and constructive challenge to management. The Board, however, does not currently comprise a majority of independent Directors.

The Board recognises the importance of maintaining a majority of independent Directors consistent with the ASX Recommendations. Having regard to the Company's size, stage of development and strategic priorities, the Board considers its current composition appropriate and effective.

The Board regularly reviews its composition and will continue to assess the appropriate balance of independent and non-independent Directors as the Company evolves.

Further information on the Directors' experience and qualifications is set out in the Directors' Report in the 2026 Annual Report.

Recommendation 2.5: Board Chair

The Chairman, Shan Kanji, was appointed to the position on 29 November 2024 and is considered a non-independent Director. The Chairman provides leadership to the Board and is responsible for its effective operation and governance. The role and responsibilities of the Chairman are set out in the Board Charter.

To support effective Board oversight and independent challenge, the Board appointed Russell Baskerville as Lead Independent Director and Deputy Chair. This role strengthens the Board's governance framework by supporting the contributions of independent Directors and facilitating constructive discussion on matters including executive performance, Board effectiveness and governance. The role and responsibilities of the Lead Independent Director are guided by the principles set out in the Board Charter.

The roles of Chairman and Managing Director are exercised by different individuals, with Shan Kanji as Chairman and Paul Timmins as Managing Director. Paul Timmins was

appointed Managing Director on 18 May 2026, following the cessation of Julian Challingsworth as Managing Director on 18 May 2026.

The Company does not fully comply with ASX Recommendation 2.5.

Recommendation 2.6: Induction, Education and Training

In accordance with the NRC Charter, the Committee oversees the Company's induction and ongoing professional development programs to support Directors in maintaining their knowledge and skills required to discharge their responsibilities effectively.

Directors are also encouraged to undertake continuing professional development and relevant training to support the effective performance of their duties.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: Statement of Values

The Company's values set the standards and principle that guide its culture and the norms for the type of organisation the Company aspires to be. The values are disclosed on the Company's website: <https://www.infotrust.com.au/about-us>.

Management is responsible for promoting, embedding and maintaining these values across the organisation.

Recommendation 3.2: Code of Conduct

The Board is committed to maintaining high standards of corporate governance, ethical behaviour and business conduct. To support this commitment, the Company has adopted a Corporate Code of Conduct (**Code**) which provides a framework for ethical and responsible decision-making and conduct across the organisation.

The Code supports the Company's values, culture and reputation and sets out the standards expected of Directors, officers and employees. It also outlines their responsibilities in complying with applicable laws, regulations and Company policies, and the consequences of non-compliance.

The Code provides a framework and addresses matters including ethical conduct, conflicts of interest, legal and regulatory compliance, privacy, protection of confidential information and appropriate conduct when representing the Company.

The Code provides a framework for ethical and responsible decision-making and conduct, supporting the Company's values, culture and reputation. It outlines the responsibilities of Directors, officers and employees in complying with applicable laws, regulations and Company policies, and sets the standard for expected behaviour across the organisation.

The Company has established processes to ensure material breaches of the Code or other Company policies are reported to, and considered by, the Board. The Code is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

Recommendation 3.3: Whistleblower Policy

The Whistleblower Policy supports the Company's commitment to a culture of integrity, ethical conduct, corporate compliance and good governance by providing a framework for the reporting of suspected misconduct, unethical behaviour and breaches of applicable laws, regulations or Company policies.

The Whistleblower Policy outlines the matters that may be reported, available internal and external reporting channels, and the protections afforded to eligible whistleblowers.

The Company has processes in place to ensure that any material breaches of its policies, including the Whistleblower Policy, are reported to and considered by the Board.

The Whistleblower Policy is available on the Company's website:

<https://investors.infotrust.com.au/corporate-governance>.

Recommendation 3.4: Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy supports the Company's commitment to high standards of integrity, accountability and ethical conduct by establishing principles and guidelines that promote ethical behaviour in the conduct of its business.

Material breach of the Company's policies, including the Anti-Bribery and Corruption Policy, are reported to the Audit and Risk Committee for consideration and subsequently reported by the Committee to the Board.

The Anti-Bribery and Corruption Policy is available on the Company's website:

<https://investors.infotrust.com.au/corporate-governance>.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: Audit Committee

The Board has established an Audit and Risk Committee (**ARC**), which operates under an ARC Charter. The Charter provides that the ARC must comprise a majority of independent Directors and be chaired by an independent Director who is not the Chair of the Board. The ARC Charter is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

The ARC comprises three members, the majority of whom are independent Directors, and is chaired by an independent Director who is not the Chair of the Board.

During the reporting period, the ARC comprised:

- Lynn Warneke: Independent Chair
- Dane Meah: Non-Independent Member
- Russell Baskerville: Independent Member

Details of ARC meetings held during the reporting period and member attendance are set out in the 2026 Directors' Report.

In accordance with the ARC Charter, the primary function of the Committee is to assist the Board in overseeing:

- integrity of the Company's financial reporting, including the review and oversight of the financial reports and statements;
- performance, appointment and independence of the external auditor; and
- review and oversight of the Company's consolidated financial statements.

The ARC also assists the Board in overseeing the Company's risk management framework and internal control environment, consistent with the responsibilities outlined in ASX Recommendation 7.1.

Recommendation 4.2: Assurances

Prior to approving the Company's full year financial results, the Managing Director and Chief Financial Officer (**CFO**) provide the Board with a declaration in relation to the integrity of the Company's financial results.

For the 2026 full year financial results, the Managing Director and CFO provided a declaration that, in their opinion, the Company's financial records had been properly maintained, the financial statements complied with the applicable accounting standards and presented a true and fair view of the Group's financial position and performance. They also confirmed that their opinion was formed on the basis of a sound system of risk management and internal control that was operating effectively.

Following receipt of this declaration, the Board approved the 2026 full year financial results.

Recommendation 4.3: Verification of integrity of periodic corporate reports

The Company's external auditor, PKF Melbourne Audit & Assurance Pty Ltd (**PKF**), was appointed following the 2017 Annual General Meeting (**AGM**). PKF attends the Company's AGM, with a representative available to answer shareholder questions regarding the conduct of the audit and the preparation and content of the auditor's report.

PKF's independence declaration is included in the Directors' Report in the 2026 Annual Report. The Board reviews the effectiveness, performance and independence of the external auditor annually.

Periodic corporate reports released by the Company to the market that are not subject to audit or review by the external auditor are reviewed and approved by the Board prior to release. This process supports the Board's assessment that such reports are materially accurate, balanced and provide investors with appropriate information to make informed investment decision.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: Continuous Disclosure Policy

The Company is committed to providing shareholders and the market with timely, accurate and balanced information in accordance with its obligations under the ASX Listing Rules and the Corporations Act.

To support these obligations, the Board has adopted a Continuous Disclosure Policy (**CD Policy**), which is available on the Company's website:

<https://investors.infotrust.com.au/corporate-governance>.

The Board has overall responsibility for ensuring compliance with the Company's continuous disclosure obligations. The CD Policy sets out the matters requiring Board consideration and approval and provides that certain matters to be referred for approval by the Chair of the Board, the Chair of the ARC, or the Company Secretary.

The Board is committed to the promotion of investor confidence and maintaining an efficient, competitive and informed market. The Company has adopted the Policy and maintains procedures to ensure that potentially price sensitive information is identified, assessed and disclosed to the ASX in a timely manner. All announcements made by the Company to the ASX are available on the Company's website.

Recommendation 5.2: Provide Board with copies of all material market announcements

Where practicable, material market announcements are provided to the Board for review prior to release. Directors are notified promptly following release of each announcement.

Recommendation 5.3: Investor Presentations

In accordance with the ASX Recommendations, the Company releases any new and substantive investor and analyst presentation materials to the ASX prior to the commencement of the relevant presentation. This approach ensures timely and equitable access to material information for all security holders and enables informed participation. This is outlined in the Company's Continuous Disclosure Policy.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: Information and Governance

The Company maintains a dedicated investor information section on its website, providing security holders and other stakeholders with timely access to key information, including annual and half-year reports, ASX announcements, investor presentations, and other relevant investor communications.

Information regarding the Company and its corporate governance policies is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

Recommendation 6.2: Investor Relations

The Company is committed to engaging with shareholders and other stakeholders through open, transparent and timely communication to support an informed and efficient market.

The Company's shareholder communication aims to provide existing and prospective shareholders, financial analysts and the broader investment community with relevant and accurate information to assist them in making informed assessment of the Group's performance and value.

The Company is also committed to complying with its continuous disclosure obligations under the ASX Listing Rules and ensuring that all investors have equal and timely access to material information.

The Company's investor relations program includes:

- providing regular communications to shareholders, including annual and half-year financial reports and the Annual Report, which outline the Company's strategy, key developments and performance;
- facilitating electronic shareholder communication;
- maintaining dedicated corporate governance and investor sections of the Company's website, including publishing ASX announcements and other market disclosures following their release to the ASX;
- encouraging two-way engagement with shareholders by supporting participation at general meetings, inviting shareholders to submit questions in advance of the Annual General Meeting and responding to shareholder enquiries and feedback; and
- promoting awareness of, and compliance with, the Company's continuous disclosure obligations throughout the Group.

Shareholder queries are referred to the Company Secretary in the first instance.

The Company's Shareholder Communications Policy is available on its website: <https://investors.infotrust.com.au/corporate-governance>.

Recommendation 6.3: Shareholder Meeting Participation

The Company releases its Annual Report and meeting-related documents, including notices of meeting, explanatory memoranda and proxy forms, to the ASX and makes them available on its website. Shareholders who have elected to receive electronic communications are notified of the availability of these documents through the Company's share registry. Printed copies of the Annual Report are available upon request.

The Board recognises general meetings as an important opportunity to engage with shareholders. The Company encourages shareholders to participate in general meetings, ask questions and provide feedback. The Company also seeks to ensure shareholders have a reasonable opportunity to hear from, and engage with the Board, senior management, and, where applicable, the external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

Infotrust encourages and supports securityholders to attend and participate in the Company's securityholder meetings, whether in person, electronically, or by appointing a proxy or other representative.

To ensure voting outcomes accurately reflect shareholder intentions, the Company conducts voting on all substantive resolutions by poll rather than by a show of hands.

Recommendation 6.5: Electronic Communication with Shareholders

The Shareholder Communication Strategy provides for securityholders to register to receive electronic notifications of Company announcements to the ASX, including the annual and half-year financial reports. These announcements are promptly published on the Company's website, with links to the relevant ASX announcements.

Shareholder enquiries are referred to the Company Secretary in the first instance.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: Risk Committee

The Board has established an Audit and Risk Committee (**ARC**) to assist it in overseeing the integrity of the Company's financial reporting, risk management framework and internal control systems.

The ARC operates in accordance with its Charter, which provides that the ARC comprises at least three members, a majority of whom are independent Directors, and be chaired by an independent Director who is not the Chair of the Board. The ARC Charter is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

The ARC's responsibilities include reviewing and making recommendations to the Board on the effectiveness of the Company's risk management framework and internal control systems, and overseeing the Company's compliance with applicable laws, regulations and governance requirements.

During the reporting period, the ARC comprised:

- Lynn Warneke: Independent Chair
- Dane Meah: Non-Independent Member
- Russell Baskerville: Independent Member

During the reporting period, the ARC comprised three members, a majority of whom were independent Directors, and was chaired by an independent Director who was not the Chair of the Board.

Details of the ARC's meetings held during the reporting period, including member attendance, are set out in the 2026 Directors' Report.

Recommendation 7.2: Review of Risk Management Framework

The Board is responsible for approving the Company's risk management framework and policy and reviewing their effectiveness periodically. Management is responsible for implementing and monitoring appropriate processes and controls to identify, assess and manage risk effectively and efficiently through the ARC, to the Board.

The Board has adopted a Risk Management Policy which sets out the Company's system of risk oversight, the management of material business risks and internal controls. This policy is available on the Company's website:

<https://investors.infotrust.com.au/corporate-governance>.

The Board and management regularly review the Company's risk management framework to ensure it remains appropriate and effective. The framework was reviewed during the reporting period.

Recommendation 7.3: Internal Audit

The ARC Charter requires the Committee to regularly assess the need for an internal audit function. The Company did not have an internal audit function during the reporting period. Having regard to the size, nature and complexity of the Company's operations, the Board determined that an internal audit function was not considered necessary during the reporting period.

In the absence of a dedicated internal audit function, the Board through the ARC, oversees the effectiveness of the Company's risk management and internal control framework. During the reporting period, the ARC continued to assess the appropriateness of an internal audit function, while senior management conducted periodic reviews of key financial systems and internal controls and reported any findings and recommendations for improvement to the Board, as appropriate.

Recommendation 7.4: Environmental and Social Sustainability Risk

The Company considers that it is not currently exposed to any material specific economic, environmental and social sustainability risk. The Company is, however, exposed to general business and market risks, including macroeconomic conditions, changes in government policy and regulation, general business conditions, customer sentiment, rapid technology changes and other factors that may impact its operations and performance.

The Board will continue to monitor the Company's risk profile and assess emerging economic, environmental or social sustainability risks as appropriate.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1: Remuneration Committee

The Board has established a Nomination and Remuneration Committee (**NRC**) to assist it in fulfilling its responsibilities in relation to Board composition, succession planning and remuneration.

The NRC operates in accordance with its Charter, which provides that the NRC comprise at least three members, a majority of whom are independent Directors and be chaired by an independent Director. The NRC Charter is available on the Company's website: <https://investors.infotrust.com.au/corporate-governance>.

The NRC is responsible for making recommendations to the Board on matters relating to the nomination and appointment of Directors, Board performance, succession planning and the effective operation of the Board.

In relation to remuneration, the NRC assists the Board by making recommendations on:

- executive remuneration and incentive policies;
- remuneration packages of senior management;
- incentive schemes;
- superannuation arrangements; and
- remuneration framework for directors.

During the reporting period, the NRC comprised:

- Shan Kanji: Non-Independent Chair
- Lynn Warneke: Independent Member
- Russell Baskerville: Independent Member

The NRC comprises three members, a majority of whom are independent, noting the Committee Chair is not an independent Director.

Details of NRC meetings held during the reporting period and member attendances are set out in the 2026 Directors' Report.

Recommendation 8.2: Remuneration Policies and Practices

The NRC is currently responsible for determining and reviewing remuneration policies and frameworks for Directors and senior executives. The NRC may obtain independent advice to assist in assessing the appropriateness of the Group's remuneration approach and framework.

Details of the Company's remuneration practices for its Directors and senior executives are set out in the Remuneration Report in the 2026 Annual Report, and where applicable, are lodged with the ASX and provided to shareholders. The Remuneration Report outlines the Company's remuneration framework and explains the alignment between executive and Director remuneration, the Company's performance, strategic objectives and long-term shareholder value creation.

Recommendation 8.3: Equity Based Remuneration Scheme

Infotrust has adopted a Securities Trading Policy which prohibits participants in an equity-based remuneration scheme from entering into transactions, including through the use of derivatives, that are designed to limit the economic risk associated with participation in the scheme.

The Securities Trading Policy is available on the Company's website:

<https://investors.infotrust.com.au/corporate-governance>.