Titomic, Inc., a Delaware corporation

Corporate Governance Statement

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The Directors and management of Titomic, Inc. (**Titomic** or the **Company**) are committed to conducting the business of Titomic in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Company's operations.

The Company has prepared this statement which sets out its corporate governance practices as at 30 November 2026. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 30 November 2026 and has been approved by the Board of Titomic, Inc., as at that date.

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, this Corporate Governance Statement will be available on the Company's website (https://titomic.com) (**Website**).

The Company's corporate governance policies and charters are all available under the Corporate Governance section of the Company's Website.

1. Principle 1: Lay Solid Foundations for Management and Oversight

1.1 Recommendation 1.1 – Board Charter

The Board has adopted a charter (Board Charter) which establishes the role of the Board and its relationship with management. The Board oversees the management of the Company's business and is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals.

The Board monitors the operational and financial position and performance of the Company and oversees its business strategy including approving the strategic goals of the Company whilst considering and approving an annual business plan, including a budget. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company.

In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company, its directors, officers and personnel, operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business.

The Board has delegated to the Managing Director (MD) the authority and power to manage Titomic and its businesses within levels of authority specified by the Board from time to time. The MD may sub-delegate aspects of their authority and power but remains accountable to the Board for Titomic's performance and is required to report regularly to the Board on the progress being made by Titomic's business units.

1.2 Recommendation 1.2 – Appointment of Directors

The Company undertakes appropriate checks (including as to character, experience, education, criminal record and bankruptcy history) before appointing a Director or putting forward a candidate for election, and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board has established and operates a Remuneration and Nomination Committee whose functions and powers are formalized in a Remuneration and Nomination Committee Charter which is available on the Website.

1.3 Recommendations 1.3 and 1.4 – Written Agreements and Company Secretary

All Directors and senior executives have entered into written agreements with the Company. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

1.4 Recommendation 1.5 – Diversity

ASX Recommendation 1.5 requires that the Company have a diversity policy which includes requirements for the Board, or a relevant committee of the Board, to set measurable objectives for achieving gender diversity, and to assess annually both the objectives and the Company's progress in achieving them. The current workforce of the Company is made up of individuals with diverse skills, backgrounds, perspectives and experience and this diversity is recognised, valued and respected.

The Company is committed to gender diversity in its workplace and the Company has a Diversity, Inclusion and Appropriate Behaviour Policy in place. Whilst no quota is specifically in place the Company has been actively working on diversity and inclusive actions and it is the intention to implement measurable objectives for achieving gender diversity.

As at 30 November 2026, the Company had 84 global employees of which 22 were female. The Board has one female director and two female members of the Executive Management team. For these purposes, "senior executive" means a member of the Executive Team.

1.5 Recommendations 1.6 and 1.7 – Performance Evaluation

The Remuneration and Nomination Committee is responsible for implementing a formal process for evaluating the performance of the Board, its committees and individual Directors. Whether a performance evaluation has been undertaken in a reporting period will be disclosed in the Company's Annual Report.

The Board has not carried out a performance evaluation to date but it is planned for the future.

Under the Board Charter, the Board monitors the performance of senior executives. The Board has plans to carry out a formal evaluation of the performance of its senior executives.

A copy of the Board Charter is available on the Website.

2. Principle 2: Structure the Board to be Effective and Add Value

Independence of Directors

2.1 Recommendations 2.3, 2.4 and 2.5 – Independence

In determining whether a Director is "independent", the Board has adopted the definition of this word in accordance with the ASX Recommendations. Consequently, a Director will be considered "independent" if that Director is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The Board will consider the materiality of any given relationship of a Director on a case-by-case basis, with the Board Charter to assist in this regard. The Board will regularly review the independence of each Director, considering any interests disclosed to the Board, and will disclose any change to the ASX, as required by the ASX Listing Rules.

The Board considers that all Directors are independent apart from Jim Simpson and Dag Stromme. Both Mr. Simpson and Mr. Stromme are currently employed in an executive capacity as Managing Director and Executive Chairman respectively. Humphrey Nolan, who is considered independent, is the Deputy Chair. The Board considers Mr Stromme's appointment as Executive Chairman to be appropriate to assist with the Company's global growth strategy, with Mr Nolan's appointment as independent Deputy Chair providing independent leadership on the Board.

Details about the skills, experience and tenure of each Director will be disclosed in the Company's Annual Report.

Board Committees

2.2 Recommendation 2.1 – Nomination Committee

The Board may from time-to-time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee and a Remuneration and Nomination Committee. The number of times these committees meet and the attendance of its members will be disclosed in the Company's Annual Report.

Other committees may be established by the Board as and when they are deemed necessary or as they are required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors relative to the skills and expertise required to appropriately serve as a member of the Committee.

Under the Company's Board Charter, Board committee performance evaluations will occur annually.

Skills

2.3 Recommendations 2.2 and 2.6 – Skills and Professional Development

The Board believes that the Company has a good mix of skills on its Board. The Board intends to review the skills, knowledge and experience represented on the Board against the skills and experience needed to deliver the Company's strategy on an ongoing basis. The Board intends to prepare and disclose a skills matrix to comply with ASX's requirements. The Company has an induction program for new Directors and provides Directors with appropriate professional development opportunities.

3. Principle 3: Culture of Acting Lawfully, Ethically and Responsibly

Values

3.1 Recommendation 3.1

The Company's values are set out in its Board Charter, which is available on the Website.

Code of conduct

3.2 Recommendation 3.2

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct which is designed to be followed by all employees, contractors and officers.

The key aspects of the Code of Conduct are to:

- act with honesty, integrity and fairness, and in the best interests of the Company as a whole;
- act in strict compliance with all applicable laws, regulations, policies and procedures;

- have responsibility and accountability for reporting and investigating reports of unethical practices;
- avoid conflicts of interest; and
- use the Company's resources and property properly.
  The Code of Conduct outlines the Company's policies on various matters including protection of confidential information, avoiding conflicts of interest, ethical conduct, business and personal conduct, privacy and financial integrity.

3.3 Securities trading policy

As the Company is a publicly listed company on the ASX, a Securities Trading Policy has been adopted which will apply to the Company and its Directors, officers, employees and senior management, including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly.

The Securities Trading Policy is intended to explain the types of conduct in relation to dealings in the Securities of the Company that are prohibited under the Corporations Act and establish procedures in relation to Directors, senior management or employees dealing in the Securities.

Subject to certain exceptions, including exceptional circumstances, the Securities Trading Policy defines certain "prohibited periods" during which trading in Securities of the Company by the Directors, officers and employees is prohibited.

Those closed periods are currently defined as the following periods:

(a) from 14 days before, to the close of trading on the business day after, the lodgement of the Company's Appendix 4D and half yearly results with the ASX;

(b) from 14 days before, to the close of trading on the business day after, the lodgement of the Company's Appendix 4E and annual results with the ASX;

(c) from 14 days before, to the close of trading on the business day after, the lodgement of the Company's Appendix 4C and quarterly results with the ASX;

(d) from 14 days before, to the close of trading on the business day after, the Company's annual general meeting;

(e) from 14 days before a prospectus or similar disclosure document is lodged by the Company with ASX; and

(f) any extension to a closed period, and any additional period, as specified by the Board of Directors.

(g) Outside of these periods, Directors, senior management and employees must receive clearance for any proposed dealing in Securities of the Company. In all instances, buying or selling Securities of the Company is not permitted at any time by any person who possesses price-sensitive information concerning the Company.

Whistleblower policy

3.4 Recommendation 3.3

The Board has adopted a Whistleblower and Investigation Procedure Policy, a copy of which is available on the Website. Any material incidents reported under the Whistleblower and Investigation Procedure Policy will be reported to the Board or the Audit and Risk Committee.

Anti-bribery and corruption policy

3.5 Recommendation 3.4

The Board has adopted an Anti-Bribery and Corruption Policy, a copy of which is available on the Website. Any material breaches of the Anti-Bribery and Corruption Policy will be reported to the Board or the Audit and Risk Committee.

4. Principle 4: Safeguard the integrity of Corporate Reports

Audit and Risk Management

4.1 Recommendation 4.1

Under its charter, the Audit and Risk Committee must be of a sufficient size, independence, and technical expertise to discharge its mandate effectively. The Audit and Risk Committee must have at least three members, a majority of whom must be Non-Executive Directors, and the Board will use reasonable endeavors to appoint a majority of Independent Directors. The chair of the Audit and Risk Committee must be an independent Non-Executive Director who is not the Chair of the Board.

Currently the Audit and Risk Committee comprises of Mr Nolan (Committee Chair), Mr John Frewen, Ms Mira Ricardel and Mr Stromme. In accordance with its charter, it is intended that all members of the Audit and Risk Committee should be financially literate and have familiarity with financial management, and at least one member should have relevant qualifications and experience. The relevant qualifications and experience of the members of the Audit and Risk Committee, and the number of times the Audit and Risk Committee meets and the attendance of its members, will be disclosed in the Company's Annual Report.

Not all members of the Audit and Risk Committee are Non-Executive Directors. The Board wishes to retain Mr Stromme as a member of the Audit and Risk Committee as it considers he continues to add value.

The primary role of the Audit and Risk Committee includes:

(a) overseeing the Company's process of internal control structure, continuous disclosure, financial and non- financial risk management systems, and compliance and external audit;

(b) providing advice to the Board and reports on the status and management of the risks to the Company, to ensure that risks are identified, assessed and appropriately managed;

(c) monitoring the Company's compliance with laws and regulations and the Company's codes of conduct and ethics; and

(d) encouraging effective relationships with, and communication between, the Board, management and the Company's external auditor.

(e) The Board has adopted a policy regarding the services that the Company may obtain from its auditor. The Company does not have an internal audit function. Details of the processes the Company employs for evaluating and continually improving the governance, risk management, and internal control processes will be disclosed in the Company's Annual Report.

It is the policy of the Company that its external auditor:

(f) must be independent of the Company, its Directors and its senior executives. To ensure this, the Company requires a formal confirmation of independence from its external auditor on an annual basis; and

(g) may not provide services to the Company that are, or are perceived to be, materially in conflict with the role of the external auditor. Non-audit or assurance services that may impair, or appear to impair, the external auditor's judgement or independence are not appropriate. However, the external auditor may be permitted to provide additional services which are, and are not perceived to be, materially in conflict with the role of the auditor, if the Board or Audit and Risk Committee has approved those additional services.

4.2 Recommendations 4.2 and 4.3 – Financial Statements and Periodic Reports

The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration that, in their opinion, the financial records of the Company 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

If the Board releases any periodic corporate report to the market that is not audited or reviewed by an external auditor, then it will ensure it receives external professional advice to ensure proper verification of such corporate report.

The Company's Audit and Risk Committee Charter is available on the Website.

5. Principle 5: Make Timely and Balanced Disclosure

Continuous disclosure policy

5.1 Recommendations 5.1, 5.2 and 5.3

The Company is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act.

Subject to the exceptions contained in the ASX Listing Rules, the Company is required to immediately disclose to the ASX any information concerning the Company which is not generally available, and which, if it was made available, a reasonable person would expect to have a material effect on the price or value of the Company's Securities, once the Company is aware of such information.

The Company is committed to observing its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Company has adopted a Disclosure and Communication Policy which establishes procedures to ensure that Directors and senior management are aware of, and fulfil, their obligations in relation to continuous disclosure, including the timely, full and accurate disclosure of material price-sensitive information when required.

The Disclosure and Communication Policy also sets out procedures for communicating with Shareholders, the media and the market. Under the Disclosure and Communication Policy, the Company Secretary will be primarily responsible for managing the Company's compliance with its continuous disclosure obligations.

The Board receives copies of all material market announcements promptly after they have been made.

If the Company gives a new and substantive investor or analyst presentation then it releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company's Disclosure and Communication Policy is available on the Website.

6. Principle 6: Respect the Rights of Security Holders

Communications with Shareholders

6.1 Recommendations 6.1 to 6.5

The Board aims to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and that Shareholders are properly informed of all major developments affecting the affairs of the Company.

The Company is required by law to communicate to Shareholders through the lodgment of all relevant financial and other information with the ASX and publishing information on the Company's website. The Company's website will also contain information about the Company, including media releases, key policies and the charters of Board committees.

The Company has an investor relations program that facilitates effective two-way communication with investors.

Meetings of security holders may be held at a physical location, by means of remote communication, or both, as permitted by the Company's Bylaws, and security holders may vote in person or by proxy.

The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands, whenever possible and appropriate.

The Company gives security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company's Disclosure and Communication Policy is available on the Website.

7. Principle 7: Recognise and manage risk

Risk management policy

7.1 Recommendations 7.1 to 7.4

The identification and proper management of the Company's risks are an important priority of the Board. The Board has adopted a Risk Management Policy appropriate for its business, which will ensure appropriate systems are implemented to identify material risks that may impact on the Company's business and delegate appropriate responsibilities to control any identified risk. The Risk Management Policy also ensures that any material changes to the Company's risk profile will be disclosed in accordance with the Company's Disclosure and Communication Policy.

The Board will be responsible for overseeing and approving the Company's risk management strategy and policies, monitoring risk management, and establishing procedures which seek to provide assurance that major risks to the business are identified, assessed and appropriately addressed. The Audit and Risk Committee assists the Board by overseeing the Company's risk profile and management's identification, management and reporting of material business risks. The number of times the Audit and Risk Committee meets and the attendance of its members will be disclosed in the Company's Annual Report.

The Board and Management, with the full participation of employees, have implemented in Australia with a global roll-out underway the certification of the following 'risk-based thinking' standards AS9100D, ISO9001 and ISO27001, directly addressing the management of risk for process and data security, including cybersecurity (including CMMC in the U.S.), export controls and sanctions regulations, through commitment to regular system review, monitoring and training. This policy acts as the foundation on which Titomic is building a culture encouraging risk-based thinking and promoting continual improvement, resulting in successful and long-term trusted relationships with

customers from the Defence and commercial industries and supporting staff engagement and development.

The Company's operations are not subject to any significant environmental regulations under the Commonwealth or State legislation.

The Company does not have an internal audit function. The processes the Company employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes will be disclosed in the Company's Annual Report.

The Board will regularly undertake review of its risk management procedures to ensure that it complies with its legal obligations.

The Company's Risk Management Policy is available on the Website.

8. Principle 8: Remunerate fairly and responsibly

Remuneration and Nomination

8.1 Recommendations 8.1 and 8.2

Under its charter, the Remuneration and Nomination Committee must have at least three members, a majority of whom must be Non-Executive Directors. The Board will use its reasonable endeavors to appoint a majority of independent Directors. The chair must be an independent Director. Currently the Committee comprises of Mr. Humphrey Nolan (Committee Chair), Mr. John Frewen and Mr. Dag Stromme. The Company's Annual Report will detail the number of meetings held and attendances.

In accordance with its charter, it is intended that at least one member will have expertise in remuneration.

The main functions of the Remuneration and Nomination Committee are to assist the Board with a view to establishing a Board of effective composition, size, diversity, experience and commitment to adequately discharge its responsibilities and duties, and assist the Board with a view to discharging its responsibilities to Shareholders and other stakeholders to seek to ensure that the Company:

(a) has coherent remuneration policies and practices which enable the Company to attract and retain executives and Directors who will create value for Shareholders, including succession planning for the Board and executives;

(b) fairly and responsibly remunerates Directors and executives, having regard to the performance of the Company, the performance of the executives and the general remuneration environment;

(c) has policies to evaluate the performance of the Board, individual Directors and executives on (at least) an annual basis; and

(d) has effective policies and procedures to attract, motivate and retain appropriately skilled and diverse persons to meet the Company's needs.

The Remuneration and Nomination Committee will meet as often as is required by its Charter or other policy approved by the Board to govern the operation of the Committee.

Following each meeting, the Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval.

Details of the Directors' and key senior executives' remuneration will be set out in the Remuneration Report section of the Company's Annual Report.

8.2 Recommendation 8.3 – Equity-Based Remuneration

Details of the Company's equity based remuneration schemes will be disclosed within the Company's Annual Report. Under the Securities Trading Policy, participants in an equity-based remuneration scheme are prohibited from entering into transactions which limit the economic risk of participating in the scheme.

The Company's Remuneration and Nomination Committee Charter is available on the Website.

Additional Recommendations

8.3 Recommendations 9.2 and 9.3

All meetings of security holders will be held at a reasonable place and time for security holders.

The Company's external auditor will attend the Company's annual general meetings and will be available to answer questions from security holders relevant to the audit.

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