



Corporate Governance Statement 2023

The Directors and management of Simble Solutions Limited (**Simble** or the **Company**) are committed to conducting the business of Simble 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)* (the **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 during the financial year ending on 31 December 2023. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 19 March 2024 and has been approved by the Board of Simble.

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://simblegroup.com/investors/governance>) (the **Website**), and will be lodged together with an Appendix 4G with the ASX at the same time that the Company's 2023 Annual Report is lodged with the ASX. The Appendix 4G will particularise each Recommendation that needs to be reported against by the Company and will provide shareholders with information as to where relevant governance disclosures can be found.

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

PRINCIPAL 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

	Corporate Governance Council Recommendation	Compliance	Disclosure
1.1	A listed entity should disclose; (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The role of the Board and delegation to Management is formalised in the Board Charter. The Board is responsible for the overall operation and stewardship of the Company and, in particular, for the long-term growth and profitability of the Company, the strategies, policies and financial objectives of the Company, and for monitoring the implementation of those policies, strategies and financial objectives.



		<p>The role of Management is to support the Chief Executive Officer (or equivalent) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. This delegation was vested in the Executive Chairman upon the resignation of the Chief Executive Officer on 10 May 2022. In the absence of an appointed Chief Executive Officer this delegation continues to rest with the Executive Chairman.</p> <p>The Board Charter additionally sets out the role and responsibilities of the Chairman and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company.</p> <p>The Board has delegated to the Chief Executive Officer/Executive Chairman the authority and power to manage Simble and its businesses within levels of authority specified by the Board from time to time. The Chief Executive Officer/Executive Chairman may sub-delegate aspects of his authority and power but remains accountable to the Board for Simble's performance and is required to report regularly to the Board on the progress being made by Simble's business units.</p> <p>Appointment of the Chairman of the Board as well as the appointment, and where necessary, replacement of the Chief Executive Officer, are matters which are expressly reserved to the Board.</p> <p>In accordance with the Board Charter, the Board will review the Board Charter as and when required, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.</p>
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			A copy of the Board Charter is available on Simble's Website .
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting forward to security holders a candidate for election as a director; and</p> <p>(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.</p>	Yes	<p>The Board has determined that given the nature and size of the Company, and the composition of the Board, that the functions of the Remuneration and Nomination Committee be undertaken by the Board. These functions include, but are not limited to, undertaking appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election as a director.</p> <p>All persons appointed as Directors of the Company must stand for election at the next AGM following their appointment. The Board will provide shareholders full and fair disclosure of all material information relevant for a shareholder to make a properly informed decision to elect a Director at an AGM, including a recommendation on that Director's election.</p>
1.3	<p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	Yes	<p>All Directors and senior executives have entered into written agreements with the Company.</p> <p>Specifically, each Director has been given a letter of appointment which outlines terms, including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies. Similarly, senior executives have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.</p>



1.4	<p>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.</p>	Yes	<p>The Company Secretary is responsible for the day-to-day operations of the company secretary's office, including the administration of Board and committee meetings, overseeing Simble's relationship with its share registry and lodgements with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Simble's Continuous Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures and coordinating the completion and dispatch of Board agendas and briefing papers.</p> <p>The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary.</p> <p>The decision to appoint or remove the Company Secretary is made and approved by the Board.</p>
1.5	<p>A listed entity should;</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p>	No	<p>The Board adopted a formal diversity policy with effect from 09 March 2021 and it can be located on its Website. In line with previous practice the Board's intention is to continue to consider matters of diversity in the course of its recruitment and retention on the basis of merit.</p> <p>Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p>



- (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 organisation (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 the Act.

If the entity was in the S&P/ASX300 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.

Although this is a departure from recommendation 1.5, the Board considers it appropriate given the current size of the Company. The Board does not believe this departure will be detrimental to Simble or its Shareholders.

The respective proportions of women across the whole organisation as at 31 December 2023 is as follows:

	Proportion of women (%)	Proportion of men (%)
Whole organisation (inc. Board)	26	74
Senior Executive positions*	20	80
Board	0	100

Senior Executive is defined as a member of the Key Management Personnel and the Company Secretary.

The Company is not a relevant employer under the Workplace Gender Equality Act.



1.6	<p>A listed entity should;</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.</p>	Yes	<p>The Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The review assesses, amongst other things:</p> <ul style="list-style-type: none">▪ the effectiveness of the Board in meeting the requirements of its Charter;▪ whether the Board's current members have the appropriate mix of skills and experience to continue to properly perform the Board's functions;▪ the contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and▪ whether adequate time is being allocated to Company matters, taking into account each Director's other commitments. <p>As part of the review, each Director is requested to complete, on a confidential basis, a self-appraisal questionnaire, and the Company Secretary then collates the results and presents them to the Board for discussion. The Chairman then leads a discussion of the questionnaire results with the Board as a whole and provide feedback to individual Directors as necessary.</p> <p>During the reporting period the Board undertook an evaluation and review of its effectiveness, composition and associated skills.</p>
1.7	<p>A listed entity should;</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior</p>	Yes	<p>The Board Charter provides for a process of ensuring that the performance of senior executives of the Company is reviewed at least annually.</p>



	<p>executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.</p>		<p>An evaluation was not undertaken for the relevant period with the Board being fully cognisant of the performance of senior executives given the size and nature of the organisation.</p>
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PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

2.1	<p>The board of a listed entity should:</p> <p>(a) have a Nomination Committee which:</p> <ol style="list-style-type: none">1. has at least three members, a majority of whom are independent directors; and2. is chaired by an independent director, and disclose:3. the charter of the committee;4. the members of the committee; and5. 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 <p>(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.</p>	No	<p>There is no Nomination Committee separate to the full Board. The role of the Nomination Committee is undertaken by the full Board. Given the current size and scope of the Company's operations and composition of the Board, no efficiencies or other benefits would be gained by establishing a separate nomination committee.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate nomination committee.</p>
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2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	<p>The Board aims to be composed of Directors who have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Simble's businesses and the Board's responsibilities. This objective is enumerated in the Board Charter. The Board regularly evaluates the mix of skills, experience and diversity at Board level, to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities.</p> <p>Whilst the Company does not disclose its board skills matrix setting out the mix of skills of the Directors, it has assessed each Director's skill level against the following key skills set out in the matrix which the Board considered to be desirable:</p> <ul style="list-style-type: none">• Strategic Capability and Leadership• Financial Management, Accounting and Audit• Commercial Focus and Knowledge of Business Practices• Capital Markets and Financing• Energy Industry knowledge and experience• Software Industry knowledge and experience• Technology and Innovation• Sales and Marketing• Legal and Regulatory• Risk Management• Compliance• Governance
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			The Board considers that it currently has an appropriate mix of skills and diversity and provides in the Company's 2023 Annual Report information details of the skills, experience and expertise of each Director.
2.3	<p>A listed entity should disclose;</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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, affiliation or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board during the period comprised of the following Directors:</p> <ul style="list-style-type: none"> • Ben Loiterton – an Executive Director (appointed 24 July 2019). Mr Loiterton was previously an independent Non-Executive Director and was appointed as Executive Chair on 10 May 2022. • Fadi Geha – an Executive Director (appointed 1 September 2016). • Darryl Flukes – an Independent Non-Executive Director (appointed 16 December 2020 and resigned 3 July 2023). • Daniel Tillett - an Independent Non-Executive Director (appointed 16 February 2022 and resigned 3 July 2023). • Stephen Paul Thornhill – an Independent Non-Executive Director (appointed 3 July 2023) <p>The Board as at the date of the Statement comprises of the following Directors:</p> <ul style="list-style-type: none"> • Ben Loiterton – a Non-Executive Director (appointed 24 July 2019). Mr Loiterton was previously an independent Non-Executive Director and was appointed as Executive Chair on 10 May 2022. • Fadi Geha – an Executive Director (appointed 1 September 2016).



			<ul style="list-style-type: none">• Stephen Paul Thornhill – an Independent Non-Executive Director (appointed 3 July 2023)• Qiang Wang – an Executive Director (appointed 21 February 2024)
2.4	A majority of the Board should be independent directors.	No	<p>As at 31 December 2023, the Board comprised of one independent Director and two non-independent Directors. Following the appointment of Mr Wang in February 2024, the Board currently comprises of one independent Director and three non-independent Directors.</p> <p>The Board considers that given the size and nature of the Company's operations, the skills and experience of all directors and the independence of Mr Thornhill a sufficient level of independence is able to be exercised in decision making.</p>
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.	No	<p>The Chairman of the Board during the reporting period was Ben Loiterton, an -Executive Director.</p> <p>They appointment of Mr Loiterton as Executive Chair was considered appropriate given the position of the Company at the time of the appointment. Mr Loiterton's executive appointment was a part-time appointment.</p> <p>From 21 February 2024, Mr Thornhill (independent Non-Executive Director) was appointed as Chair with Mr Loiterton reverting to a Non-Executive Director.</p> <p>The Board does not believe, given the size of the Company, that this departure during the Reporting Period will be detrimental to Simble or its Shareholders.</p>



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 develop and maintain the skills and knowledge needed to perform their role as directors effectively.	No	<p>The Board does not currently have a formal induction program for new Directors and does not have a process for periodic review of professional development for existing Directors.</p> <p>The Board does not believe, given the size of the Company, that this departure will be detrimental to Simble or its Shareholders.</p>
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PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

3.1	A listed entity should articulate and disclose its values.	Yes	The Company's Statement of Values is published on its Website .
3.2	<p>A listed entity should;</p> <p>(a) Have and disclose code of conduct for its directors, senior executives and employees; and</p> <p>(b) Ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and</p> <p>(c) Any other material breaches of that code that call into question the culture of the organisation.</p>	Yes	<p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on its Website, and which sets out the way in which Simble seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on Simble in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct.</p> <p>Responsibilities of Simble's personnel under the Code of Conduct include protection of Simble's business, using Simble's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.</p> <p>Simble has procedures in place to ensure that the Board is informed of any material breach of the Code of Conduct.</p>



3.3	<p>A listed entity should:</p> <ul style="list-style-type: none">(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.	Yes	<p>Simble has a Whistleblower Policy which is available on its Website.</p> <p>Simble has procedures in place to ensure that, in accordance with the Whistleblower Policy, the Board is informed of any material incidents reported under the policy.</p>
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none">(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.	Yes	<p>Simble has an Anti-bribery and Corruption Policy. A copy of the policy is available on its Website.</p> <p>Simble has procedures in place to ensure that, in accordance with the Anti-bribery and Corruption Policy, the Board is informed of any material breaches under the policy.</p>



PRINCIPAL 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which;</p> <ol style="list-style-type: none">1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and2. is chaired by an independent director, who is not chair of the board, <p>and disclose</p> <ol style="list-style-type: none">3. the charter of the committee;4. the relevant qualifications and experience of the members of the committee; and <p>in relation to each reporting period the number of times the committee met through the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the</p>	No	<p>The Board has an Audit and Risk Management Committee that during the reporting period comprised Darryl Flukes (until his resignation on 03 July 2023) and subsequently Steve Thornhill (Committee Chairman and Independent Non-executive director), and Ben Loiterton (Executive Director during the reporting period).</p> <p>The audit-related role of the Audit and Risk Management Committee is to oversee Simble's financial reporting and its external audit functions.</p> <p>This includes confirming the quality and reliability of the financial information prepared by Simble, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence.</p> <p>The Audit and Risk Management Committee's functions and powers are formalised in a Charter, a copy of which is available is on the Company's Website.</p> <p>The Audit and Risk Management Committee meets as often as is required by the Audit and Risk Management Committee Charter or other policy approved by the Board to govern the operations of the Audit and Risk Management Committee.</p> <p>The Chairman of the Committee may invite other Directors, members of senior management and representatives of the external auditor to be present at meetings of the committee and seek advice from external</p>
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	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.		<p>advisers. The Audit and Risk Management Committee will regularly report to the Board about committee activities, issues and related recommendations.</p> <p>The Company discloses in its Annual Report the number of times the Audit and Risk Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2023 Annual Report.</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects.</p> <p>The Board reviews the Company's half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the Chief Executive Officer/Executive Chairman and the Chief Financial Officer that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>The Board does and will continue to seek these assurances prior to approving the financial statements for all half year and full year results.</p>



4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Periodic corporate reports for release to the market are prepared by management and are subject to the Company's usual processes and controls. These include segregation of duties and secondary review, reconciliation to underlying records and quality assurance review. All reports released to the market are reviewed and approved by the Board prior to release.
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PRINCIPLE 5: MAKE TIMELY AND BALANCE 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.	Yes	<p>The Board has adopted a Continuous Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.</p> <p>The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior management to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Policy is available on the Company's Website.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	<p>The Company has processes in place for the Board to receive copies of all ASX market announcements promptly after they have been made.</p>



5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company ensures that all investor presentation materials are released on the ASX Market Announcements Platform ahead of the presentation.
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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.	Yes	<p>The 'Investor' section of Simble's Website is the primary medium for the provision of information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The Investor section of the Website contains information relevant to shareholders and stakeholders including:</p> <ul style="list-style-type: none">▪ all relevant announcements made to the market, including annual and half yearly reports;▪ shareholder updates;▪ information provided to analysts or media during briefings; and▪ the full text of notices of meeting and explanatory material <p>All corporate governance policies and charters adopted by the Board are available on the Company's Website.</p>
6.2	A listed entity should have an investor relations program that facilitates two-way communication with investors.	Yes	<p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Communications Policy to define and support this commitment. A copy of the Policy is available on the Company's Website.</p> <p>The Policy sets out the Company's investor relations approach, namely by communicating with its shareholders and investors by posting information</p>



			on the Website, and by encouraging attendance and participation of shareholders at general meetings.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the Chief Executive Officer/Executive Chairman and Chairman (as appropriate) on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company ensures 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	Yes	Investors are able to communicate with the Company electronically by emailing invest@simble.io . Investors are also able to communicate with



	communications to, the entity and is security register electronically.		<p>the Company's registry electronically by emailing the registry or via the registry's website - https://www.boardroomlimited.com.au.</p> <p>Simble encourages its shareholders to receive company information electronically by registering their email addresses online with Simble's share registry.</p>
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PRINCIPAL 7: RECOGNISE AND MANAGE RISK

7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none">1. has at least three members, a majority of whom are independent directors; and2. is chaired by an independent director, and disclose:3. the charter of the committee;4. the members of the committee; and5. 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 <p>(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.</p>	No	<p>The Board has an Audit and Risk Management Committee that during the period comprised Darryl Flukes (until his resignation on 03 July 2023) and subsequently Steve Thornhill (Committee Chairman and Independent Non-executive Director), and Ben Loiterton (Executive Director during the reporting period)</p> <p>The risk-related role of the Audit and Risk Committee is outlined in its Charter. It includes oversight of Simble's internal control structure and risk management systems, provision of advice to the Board and reporting on the status and management of the risks to Simble. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.</p> <p>The Audit and Risk Committee's functions and powers are formalised in a Charter, a copy of which is available on the Company's Website.</p> <p>The Audit and Risk Committee will meet as often as is required by the Audit and Risk Committee Charter or other policy approved by the Board to govern the operations of the Audit and Risk Committee.</p> <p>The Company discloses in its Annual Report the number of times the Audit and Risk Management Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2023 Annual Report.</p>
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7.2	<p>The board or a committee of the board should;</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Committee is charged with reviewing the Company's risk management framework.</p> <p>The Committee initiated a further review of the Company's risk management framework in the reporting period which includes drafting the Company's risk appetite statement and establishing the Company's register of Key Enterprise Risks with a view to finalising prior to the end of April 2024.</p>
7.3	<p>A listed entity should disclose;</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 risk management and internal control processes.</p>	Yes	<p>The Company does not at this time, have an internal audit function.</p> <p>The Audit and Risk Management Committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Audit and Risk Management Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>The Company's external auditors also provide recommendations to the Audit and Risk Management Committee where internal control weaknesses have been identified.</p> <p>The Audit and Risk Management Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as to generally oversee reviews and improvements to risk management and internal control processes.</p>



7.4	A listed entity should disclose whether it has any material exposure to environmental and social risks and if it does, how it manages or intends to manage those risks	Yes	The Company has environmental and social exposures typical for a SaaS company. The Board considers sustainable and responsible business practices as an important long-term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and stakeholders and positive interaction with the community.
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PRINCIPAL 8: REMUNERATE FAIRLY AND RESPONSIBLY

8.1	<p>The board of a listed entity should;</p> <p>(a) Have a Remuneration Committee which;</p> <ol style="list-style-type: none">1. Has at least three members, a majority of whom are independent directors; and2. Is chaired by an independent director, and disclose3. The charter of the committee;4. The members of the committee and5. 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 <p>(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.</p>	No	<p>There is no Remuneration Committee separate to the full Board. The role of the Remuneration Committee is undertaken by the full Board. As at 31 December 2023, the Board comprised of three Directors. As at the date of the Statement, the Board comprises of four Directors. Given the current size and scope of the Company's operations, no efficiencies or other benefits would be gained by establishing a separate remuneration committee.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate remuneration committee.</p>
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8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of senior executives and Executive Directors has been separately disclosed in the Remuneration Policy which is available on the Company's Website .
8.3	<p>A listed entity which has an equity-based remuneration scheme should;</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>Simble has adopted an Incentive Options and Performance Rights Plan (the Plan) to assist in the motivation, retention and reward of senior executives. The Plan is designed to align the interests of senior executives more closely with the interests of shareholders by providing an opportunity for senior executives to receive an equity interest in Simble through the granting of securities, the vesting of which is subject to satisfaction of certain performance or time-based conditions.</p> <p>Participants in the Plan are not permitted to hedge or otherwise limit the economic risk of participating in the Plan.</p> <p>In addition, the Company has adopted a Securities Trading Policy which prohibits Directors and senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Simble securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving the Company's securities.</p> <p>A copy of the Company's Securities Trading Policy is available on its Website.</p>