

Bill Identity Limited and its controlled entities

Corporate Governance

The Board recognises the importance of establishing a comprehensive system of control and accountability as the basis for the administration of corporate governance.

During the 2021/22 financial year (**2022 Financial Year**), the Company adopted a corporate governance framework that was largely consistent with *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council ("**Recommendations**") and sets out below its compliance and departures from the Recommendations for the financial year ended 30 June 2022 and to the date of this report.

The Board adopted the following suite of corporate governance policies and procedures which are contained within the Company's **Corporate Governance Plan**, a copy of which is available on the Company's website at <https://www.optimatech.io/au/investor-relations/>.

- Board Charter
- Corporate Code Of Conduct
- Public Sector Code of Conduct
- Audit And Risk Committee Charter
- Remuneration Committee Charter
- Nomination Committee Charter
- Continuous Disclosure Policy
- Risk Management Policy
- Remuneration Policy
- Trading Policy
- Diversity Policy
- Shareholder Communications Strategy
- Performance Evaluation Procedures

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

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

Bill Identity Limited and its controlled entities

Corporate Governance

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the board, the chair and management; and includes a description of those matters expressly reserved to the board and those delegated to management.</p>	YES	<p>The Company has adopted a Board Charter which complies with the guidelines prescribed by the ASX Corporate Governance Council.</p> <p>A copy of the Company's Board Charter is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	YES	<p>(a) During the 2022 Financial Year, the Company appointed Ms Michele Garra as a Director of the Company and confirms that appropriate checks were undertaken prior to their appointment.</p> <p>(b) Following the 2022 Financial Year, the Company appointed Mr Shane Gild as a Director of the Company on 28 July 2022 and confirms that appropriate checks were undertaken prior to their appointment.</p> <p>(c) All material information relevant to a decision on whether or not to elect or re-elect a Director are provided to security holders prior to any general meeting at which a resolution to elect or re-elect a Director is voted on.</p>
<p>Recommendation 1.3</p> <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>Each Director and senior executive of the Company is party to a written agreement with the Company which sets out the terms and conditions of that person's appointment.</p>
<p>Recommendation 1.4</p> <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 Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p>(i) to set measurable objectives for achieving gender diversity; and</p>	PARTIALLY	<p>(a) The Company has adopted a Diversity Policy however, given the current size of the Company, the Board has determined that the benefits of the initiatives recommended by the ASX Corporate Governance Council in this regard are disproportionate to the costs involved in the implementation of such strategies. Accordingly, the Board has elected to adopt a tiered approach to the implementation of</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>(ii) to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(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</p> <p>(B) the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012.</p>		<p>its Diversity Policy which is relative to the size of the Company and its workforce. The Company's policy provides:</p> <ul style="list-style-type: none"> - Where the Company employs 100 or more employees, the Board undertakes to adopt practices in line with the Recommendations of the ASX Corporate Governance Council, including compliance with the requirement for the Company to set and report against measurable objectives for achieving gender diversity. - Whilst the Company's workforce remains below this threshold, the Board will continue to drive the Company's diversity strategies on an informal basis and will apply the initiatives contained in its Diversity Policy to the extent that the Board considers relevant and necessary. <p>(b) The Diversity Policy is available on the Company's website.</p> <p>(c)</p> <p>(i) As the Company did not employ 100 or more employees during the entirety of the 2022 Financial Year, and as a consequence of the Company's Senior Management placing significance emphasis on redefining its business strategy, the Company did not formally define a set of measurable diversity objectives;</p> <p>(ii) As at 30 June 2022, the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out below. The Company defines senior executives as those employees whose direct report is to the Managing Director or the Board.</p> <ul style="list-style-type: none"> - 40% of the Company's five board members at 30 June 2022 are female; - 33% of the Company's nine senior executives are female; - 36% of the Company's entire workforce of 101 people are female.
--	--	--

Bill Identity Limited and its controlled entities

Corporate Governance

<p>Recommendation 1.6</p> <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.</p>	<p>YES</p>	<p>(a) The joint Remuneration and Nomination Committee is responsible for evaluating the performance of the Board and individual Directors on an annual basis, with the aid of an independent advisor, if deemed required. The process for this is set out in the charters for those committees found in the Corporate Governance Plan which is available at the Company's website.</p> <p>(b) The Board has adopted a policy whereby board performance reviews will be conducted on a bi-annual basis. Having conducted a Board Performance review during 2019, the Board confirmed that the next Board performance review would take place in late 2021. In light of the fact that two new Directors were appointed to the Board within 7 months from January 2022, the next Board performance review will take place towards the end of calendar year 2022.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; 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.</p>	<p>YES</p>	<p>(a) The joint Remuneration and Nomination Committee (or, in the absence of a Remuneration Committee, the full Board) is responsible for evaluating the performance of senior executives on an annual basis in accordance with the Company's Performance Evaluation Procedures policy.</p> <p>(b) During the 2022 Financial Year, the Company undertook formal performance evaluations of senior executives who have been employed by the Company for a period of more than 12 months.</p>
<p>Principle 2: Structure the board to add value</p>		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p>	<p>PARTIALLY</p>	<p>For the 2022 Financial Year, the Company's joint Remuneration and Nomination Committee was comprised of two members, being:</p> <ul style="list-style-type: none"> - Leanne Graham; and - Geoffrey Kleemann. <p>Given the relatively small size of the Company, the Board does not consider it commercially or fiscally viable to have more than two members of the joint Remuneration and Nomination Committee at this stage but will reconsider this position on a regular basis.</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>		<p>All of the members of the joint Remuneration and Nomination Committee are independent directors and the committee chairperson is not the chairman of the Board.</p> <p>The joint Remuneration and Nomination Committee is responsible for carrying out the duties and responsibilities set out in the Nomination Committee Charter, a copy of which is in the Company's Corporate Governance Plan which is available on the Company's website.</p> <p>The relevant qualifications and experience of the members of the joint Remuneration and Nomination Committee are set out in the Director Report section of the 2022 Annual Report.</p> <p>Details of the number of times the Committee met during the reporting period and the individual attendances of each of the members are set out in the Directors Report section of the 2022 Annual Report.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>YES</p>	<p>The Board of the Company is comprised of directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.</p> <p>The Company has developed a skills matrix which is used as a tool to assess the appropriate and ideal balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.</p> <p>A summary of the collective skills, experience, independence and diversity of the Board is set in Annexure C of the Company's Corporate Governance Plan which is available on the Company's website.</p>
<p>Recommendation 2.3</p> <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, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the board is of the opinion that it does not</p>	<p>YES</p>	<p>(a) During the 2022 Financial Year , the independent directors of the Company were:</p> <ul style="list-style-type: none"> - Geoffrey Kleemann (Non-Executive Director); - Leanne Graham (Non-Executive Director); - David Hancock (Non-Executive Director) - Peter Tonagh .(Non-Executive Chairperson) <p>Mr Maine (prior to his resignation from the Board) and Ms Garra were not</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>compromise the independence of the director, the nature of the interest, position, association 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>		<p>considered to be independent due to the fact that they held or hold an executive position within the Company.</p> <p>Mr Gild (appointed after the conclusion of the 2022 Financial Year) is considered an independent director.</p> <p>(b) The Board has determined the independence of each of the Company's Directors in line with the guidance set out by the ASX's Corporate Governance Principles and Recommendation (4th Edition) and have not formed an opinion contrary to those guidelines.</p> <p>(c) Directors who held office during and after the 2022 Financial Year have served continuously since their respective dates of appointment unless otherwise noted below:</p> <ul style="list-style-type: none"> - Geoffrey Kleemann: appointed 1 September 2019 to current; - Guy Maine: appointed 17 January 2018 and resigned 30 September 2021; - Leanne Graham: appointed 28 July 2016 to current; - David Hancock: appointed 1 August 2020 to current; - Peter Tonagh: appointed 4 January 2021 to current; and - Michele Garra: appointed 31 January 2022 to current; - Shane Gild: appointed 28 July 2022 to current
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>YES</p>	<p>As at 30 June 2022, four of the Company's five directors (or 80%) were considered to be independent. After the appointment of Mr Gild on 28 July 2022, five of the Company's six directors are considered to be independent.</p>
<p>Recommendation 2.5</p> <p>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.</p>	<p>YES</p>	<p>During and as at the date of this Corporate Governance Statement, the Company's Chairman, was a non-executive director and was considered independent.</p> <p>In addition, the Company's Chairman was not the same person as the CEO of the Company.</p>
<p>Recommendation 2.6</p>	<p>YES</p>	<p>The Company's program for the induction of new directors is tailored to</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>		<p>each new Director according to their personal requirements, background skills, qualifications and experience and includes the provision of a formal letter of appointment and an induction pack containing sufficient information to allow the new Director to gain an understanding of the business of the Company and the roles, duties and responsibilities of Directors.</p> <p>All Directors are encouraged to undergo continual professional development and, subject to prior approval by the Chairman, all Directors have access to numerous resources and professional development training opportunities to address any skills gaps.</p>
<p>Principle 3: Act ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	<p>PARTIALLY</p>	<p>The Company undertook a process during the 2022 Financial Year to revamp the Company-wide values as it looked to pivot its corporate strategy. This process included strategy and value sessions held by the Senior Management Team, feedback sessions held with staff across three jurisdictions, and input from external paid advisers. The agreed new Company values are: (i) Create Clarity; (ii) Think Big; and (iii) Be the Spark;</p> <p>The Company will formally roll-out the new values both internally, and externally on the Company's website, on the back of a formal change of company name expected in 2nd Quarter of 2023 Financial Year.</p>
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have and disclose a 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 breaches of that code.</p>	<p>YES</p>	<p>(a) The Company has a Corporate Code of Conduct that applies to its Directors, employees and contractors. The Company's Corporate Code of Conduct is available on the Company's website.</p> <p>(b) The Code of Conduct encourages employees to report breaches to the Managing Director or the Company Secretary, both of whom are then obligated to bring the breach to the attention of the then Chairperson of the Audit & Risk Committee.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p>	<p>YES</p>	<p>(a) The Company has a Whistleblower Policy which is available on the Company's website.</p> <p>(b) The Whistleblower Policy provides that the findings of any investigation</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>(b) ensure that the Board or a committee of the Board is informed of material incidents reported under that policy.</p>		<p>made by the Whistleblowing Investigative Officer be reported to the then Chairperson of the Audit & Risk Committee.</p>
<p>Recommendation 3.4 A listed entity should:</p> <p>(a) have and disclose anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p>YES</p>	<p>(a) The Company has an Anti-Bribery & Corruption Policy which is available on the Company's website.</p> <p>(b) The Anti-Bribery & Corruption Policy provides that the findings of any investigation made by the Whistleblowing Investigative Officer in respect of actual or suspected bribery or corruption be reported to the then Chairperson of the Audit & Risk Committee.</p>
<p>Principle 4: Safeguard integrity in financial reporting</p>		
<p>Recommendation 4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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 integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>PARTIALLY</p>	<p>For the 2022 Financial Year, the Company's joint Audit and Risk Committee was comprised of two members, being:</p> <ul style="list-style-type: none"> - Geoffrey Kleemann; and - Leanne Graham. <p>All of the members of the Audit and Risk Committee are independent directors.</p> <p>Given the relatively small size of the Company, the Board does not consider it commercially or fiscally viable to have more than two members of the Audit & Risk Committee at this stage but will reconsider this position on a regular basis.</p> <p>The Audit and Risk Committee Charter is set out in the Company's Corporate Governance Plan which is available on the Company's website.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Committee are set out in the Director Report section of the 2022 Annual Report.</p> <p>Details of the number of times the Committee met during the reporting period and the individual attendances of each of the members are set out in the Directors Report section of the 2022 Annual Report.</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>Recommendation 4.2</p> <p>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 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.</p>	<p>YES</p>	<p>Prior to the execution of the financial statements of the Company, the Company's Board received the relevant written assurances that the declarations provided in accordance with section 295A of the Corporations Act are founded on a sound system of risk management and internal control which is operating effectively in all material aspects in relation to the Company's financial reporting risks.</p>
<p>Recommendation 4.3</p> <p>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.</p>	<p>YES</p>	<p>Where a periodic corporate report is not required to be audited or reviewed by an external auditor, the Company conducts an internal verification process to confirm the integrity of the report to ensure the content of the report is materially accurate, and to provide investors with appropriate information to make informed investment decisions.</p>
<p>Principle 5: Make timely and balanced disclosure</p>		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rules..</p>	<p>YES</p>	<p>(a) The Company has adopted a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX Listing Rules and other relevant legislation.</p> <p>(b) The Continuous Disclosure Policy is available on the Company's website.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	<p>YES</p>	<p>All price sensitive announcements are circulated to the Board and reviewed by external legal counsel, prior to being disclosed.</p>
<p>Recommendation 5.3</p> <p>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.</p>	<p>YES</p>	<p>All substantive investor or analyst presentations are released on the ASX Market Announcement Platform on the morning of the day the relevant presentation is given.</p>
<p>Principle 6: Respect the rights of security holders</p>		

Bill Identity Limited and its controlled entities

Corporate Governance

<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>YES</p>	<p>Shareholders can access information about the Company and its governance (including its Constitution, Annual Reports, ASX Announcements and adopted governance policies) from the Company's website on the "Investors" page.</p>
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>YES</p>	<p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders.</p> <p>A copy of the Company's Shareholder Communications Strategy policy is available on the Company's website.</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>YES</p>	<p>Shareholders are encouraged to participate at all general meetings of the Company by written statement contained in every notice of meeting sent to shareholder prior to each meeting.</p> <p>The Company also accommodates shareholders who are unable to attend general meetings in person by accepting votes by proxy.</p> <p>Further, any material presented to shareholders at the meeting is released to the ASX immediately prior to the commencement of the meeting for the benefit of those shareholders who are unable to attend in person. The Company also announces to the ASX the outcome of each meeting immediately following its conclusion.</p> <p>At each general meeting, shareholders are given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operations generally.</p> <p>At each annual general meeting, shareholders are also invited by the Chairman to ask questions to the Company's external auditor and the Board in relation to the annual financial report of the Company.</p>
<p>Recommendation 6.4</p> <p>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.</p>	<p>YES</p>	<p>The Company decides all resolutions by a poll, which allows all shareholders to vote on the basis of the number of securities they hold. Voting on a poll also allows shareholders to register their vote regardless of whether they attend the meeting. Further details about how</p>

Bill Identity Limited and its controlled entities

Corporate Governance

		shareholders can participate at the 2022 AGM will be provided in the 2022 Notice of Meeting.
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	Shareholders have the option of electing to receive all shareholder communications by e-mail and can update their communication preferences with the Company's registrar at any time.
<p>Principle 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	PARTIALLY	<p>For the 2022 Financial Year the Company's joint Audit and Risk Committee comprised the following two members:</p> <ul style="list-style-type: none"> - Geoffrey Kleemann; and - Leanne Graham. <p>All of the members of the Audit and Risk Committee are independent directors.</p> <p>Given the relatively small size of the Company, the Board does not consider it commercially or fiscally viable to have more than two members of the Audit & Risk Committee at this stage but will reconsider this position on a regular basis.</p> <p>The Audit and Risk Committee Charter is set out in the Company's Corporate Governance Plan which is available on the Company's website.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Committee are set out in the Director Report section of the 2022 Annual Report.</p> <p>Details of the number of times the Committee met during the reporting period and the individual attendances of each of the members are set out in the Directors Report section of the 2022 Annual Report.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, and that the entity is</p>	YES	<p>(a) The Audit and Risk Committee Charter sets out a requirement for the Audit and Risk Committee to review the Company's risk management framework on an annual basis.</p> <p>(b) During the 2022 Financial Year, the Company undertook a formal review of its risk management framework in</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>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>		<p>line with its risk management framework.</p>
<p>Recommendation 7.3</p> <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 governance, risk management and internal control processes.</p>	<p>YES</p>	<p>(a) Due to the size and nature of the Company's operations, the Company does not consider it necessary to establish a formal internal audit committee at this stage.</p> <p>(b) The effectiveness of the Company's risk management and internal control processes is subject to annual review by the Audit and Risk Committee.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether, it has any material disclosure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>YES</p>	<p>The Company does not consider that it has any material exposure to environmental and social risks.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting</p>	<p>PARTIALLY</p>	<p>For 2022 Financial Year, the Company's joint Remuneration and Nomination Committee was comprised of two members, being:</p> <ul style="list-style-type: none"> - Leanne Graham; and - Geoffrey Kleemann. <p>All of the members of the Remuneration & Nominations Committee are independent directors and the committee chairperson is not the chairman of the Board.</p> <p>Given the relatively small size of the Company, the Board does not consider it commercially or fiscally viable to have more than two members of the Audit & Risk Committee at this stage but will reconsider this position on a regular basis.</p> <p>The joint Remuneration and Nomination Committee is responsible for carrying out the duties and responsibilities set out in the Nomination Committee Charter, a copy of which is in the Company's Corporate Governance Plan which is available on the Company's website.</p>

Bill Identity Limited and its controlled entities

Corporate Governance

<p>the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>The relevant qualifications and experience of the members of the joint Remuneration and Nomination Committee are set out in the Director Report section of the 2022 Annual Report.</p> <p>Details of the number of times the Committee met during the reporting period and the individual attendances of each of the members are set out in the Directors Report section of the 2022 Annual Report.</p>
<p>Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>YES</p>	<p>Disclosure of the Company's policies and practices regarding the remuneration of Non-executive Directors and the remuneration of Executive Directors and other senior employees are set out separately in the Remuneration Report section of the Company's 2022 Annual Report and in the Company's Remuneration Policy.</p>
<p>Recommendation 8.3 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>	<p>YES</p>	<p>(a) The Company's joint Remuneration and Nomination Committee is responsible for the review and approval of any equity-based remuneration schemes offered to Directors and Employees of the Company. Further, in accordance with the Remuneration Committee Charter, the joint Remuneration and Nomination Committee is also responsible for granting permission, on a case by case basis, for scheme participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.</p> <p>(b) The Company's policy in this regard is set out in the Company's Remuneration Committee Charter, a copy of which is available on the Company's website.</p>