



Corporate Governance Statement

The Board of Directors of Threat Protect Australia Limited (**Company**) ABN 36 060 774 227 is responsible for the corporate governance of the Company. The Board guides and monitors the Company's business on behalf of its shareholders.

The Company and its Board continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of the Company's corporate governance policies and practices as fundamental to the Company's successful growth.

To the extent applicable, in light of the Company's size and nature, the Board has adopted *The Corporate Governance Principles and Recommendations (Fourth Edition)* as published by ASX Corporate Governance Council (**Recommendations**). However, the Board also recognises that full adoption of the Recommendations may not be practical or provide the optimal result given the particular circumstances of the Company.

The Company's full Corporate Governance Plan is available from the Company's website at <https://www.threatprotect.com.au/corporate-governance/>. Information published on the Company's website includes a copy of this corporate governance statement.

This Corporate Governance Statement was approved by the Board of Directors, is current as at 30 August 2021 and has been authorised for release.

Recommendation	Comply	Comment
Principle 1: Lay solid foundations for management and oversight <i>A listed entity should delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i>		
1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Board has the following specific responsibilities: (a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance. (b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times. reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;

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		<p>(c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.</p> <p>(d) When required, challenging management and holding it to account.</p> <p>(e) Appointment and replacement of the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination.</p> <p>(f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.</p> <p>(g) Monitoring the timeliness and effectiveness of reporting to shareholders.</p> <p>(h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.</p> <p>(i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.</p> <p>(j) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored.</p> <p>(k) Approving the annual, half yearly and quarterly accounts.</p> <p>(l) Approving significant changes to the organisational structure.</p> <p>(m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.</p> <p>(n) Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable).</p> <p>(o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.</p> <p>(f) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.</p> <p>The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.</p> <p>The Board delegates responsibility for the Company's day-to-day operations and administration to the Chief Executive Officer/Managing Director.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Board.</p>

Recommendation		Comply	Comment
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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>In accordance with the Nomination Committee Charter, in appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the strategic direction of the Company.</p> <p>Prior to appointing a new member to the Board or putting forward a candidate to shareholders for election as a director, the Board undertakes appropriate checks, including making enquiries of any:</p> <p>(a) criminal history;</p> <p>(b) history of fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; and</p> <p>(c) history of personal bankruptcy or any involvement in companies that have gone into administration due to insolvency,</p> <p>and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Board's, through its Nomination Committee Charter, requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms and conditions of their appointment.
1.4	The company secretary of a listed entity should be accountable director to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws. When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.

Recommendation	Comply	Comment
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have a and disclose a diversity policy; (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set out for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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 that Act. 	No	<p>The Company's diversity policy provides a framework for the Company to achieve:</p> <ul style="list-style-type: none"> (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals; (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff; (c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated; (d) improved employment, talent management and career development opportunities for women; (e) enhance recruitment practices whereby the best person for the job is employed, which requires consideration of a broad and diverse pool of talent; (f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management diversity; and (g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity. <p>(collectively, the Objectives).</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the diversity policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>The Company's diversity strategies include:</p> <ul style="list-style-type: none"> (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board; (b) reviewing succession plans to ensure an appropriate focus on diversity; (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity; (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;

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		<p>(e) developing a culture which takes account of domestic responsibilities of employees; and</p> <p>any other strategies the Board develops from time to time. The Board supports achieving gender diversity and has integrated it as part of its recruitment process and for Director appointments. However, the Board has not yet established measurable objectives for achieving gender diversity.</p> <p>The Company is not a “relevant employer” under the Workplace Gender Equality Act.</p> <p>The proportion of women employees (not including contract or temporary staff), women in senior executive positions and women on the Board as at 30 June 2021 is as follows:</p> <table border="1" data-bbox="1189 475 2130 663"> <thead> <tr> <th></th> <th>Proportion of Women</th> </tr> </thead> <tbody> <tr> <td>Whole Organisation (Excluding NEDs)</td> <td>39 out of 127 (31%)</td> </tr> <tr> <td>Snr Executive Positions (Ex-Dir, CEO, CFO)</td> <td>0 out of 3 (0%)</td> </tr> <tr> <td>Board</td> <td>0 out of 4 (0%)</td> </tr> </tbody> </table>		Proportion of Women	Whole Organisation (Excluding NEDs)	39 out of 127 (31%)	Snr Executive Positions (Ex-Dir, CEO, CFO)	0 out of 3 (0%)	Board	0 out of 4 (0%)
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<p>1.6 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 accordance with that process during or in respect of that period.</p>	Yes	<p>The Board is responsible for the performance evaluation of individual Directors on an annual basis. To assist in this process, an independent adviser may be used.</p> <p>The Board will disclose, in relation to each reporting period, whether a performance evaluation was undertaken.</p> <p>It is envisaged that once the Company is of sufficient size to establish a nomination committee, that committee will be responsible for arranging the performance evaluation of the Board, its committees and individual Directors on behalf of the Board.</p> <p>An informal assessment of the Board was undertaken prior to the completion of this statement.</p>								
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board is responsible for the performance evaluation of the Company’s senior executives.</p> <p>Once the Company is of sufficient size to establish a remuneration committee, the remuneration committee will oversee the performance evaluation of the executive team. The evaluation will be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. The Board will disclose in relation to each reporting period, whether a performance evaluation of the senior executive team was undertaken.</p> <p>The Company conducts annual performance evaluations of all staff. Performance evaluations were undertaken during the reporting period.</p>								

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<p>Principle 2: Structure the Board to be effective and add value <i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.</i></p>		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Yes</p>	<p>The Board is not currently of a sufficient size and structure to establish a nomination committee. At present, the full Board carries out the duties that would ordinarily be assigned to a nomination committee under the written terms of reference for that committee.</p> <p>The Board is responsible for the appointment of the Chief Executive Officer /Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.</p> <p>The Board regularly reviews the composition of the Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned that the Company will establish a separate nomination committee with its own nomination committee charter.</p>
<p>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.</p>	<p>No</p>	<p>The composition of the Board is reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. The Company is in the process establishing a formal Board skills matrix, which will then be disclosed on its website.</p>

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<p>2.3 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 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 is currently comprised of two independent non-executive directors (Derek La Ferla and Dimitri Bacopanos), one executive director (Dennison Hambling) and one non-independent non-executive director (Chairman - Peter Kennan). The Board's charter provides that where practical, the majority of the Board is comprised of non-executive Directors and that, where practical, at least 50% of the Board will be independent. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived, to materially interfere with the exercise of independent judgement.</p> <p>The Board will continue to assess the Company's needs as it grows in size and, if appropriate, appoint additional independent non-executive Directors.</p> <p>The details of the Directors' and their length of service is as follows:</p> <table border="0"> <tr> <td>Peter Kennan</td> <td>Non-Executive Chairman (appointed 20/01/2020)</td> </tr> <tr> <td>Dennison Hambling</td> <td>Executive Director (appointed 20/01/2020)</td> </tr> <tr> <td>Derek La Ferla</td> <td>Non-Executive Director (appointed 01/09/2015)</td> </tr> <tr> <td>Dimitri Bacopanos</td> <td>Non-Executive Director (appointed 01/01/2017)</td> </tr> </table>	Peter Kennan	Non-Executive Chairman (appointed 20/01/2020)	Dennison Hambling	Executive Director (appointed 20/01/2020)	Derek La Ferla	Non-Executive Director (appointed 01/09/2015)	Dimitri Bacopanos	Non-Executive Director (appointed 01/01/2017)
Peter Kennan	Non-Executive Chairman (appointed 20/01/2020)									
Dennison Hambling	Executive Director (appointed 20/01/2020)									
Derek La Ferla	Non-Executive Director (appointed 01/09/2015)									
Dimitri Bacopanos	Non-Executive Director (appointed 01/01/2017)									
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	<p>Currently, Derek La Ferla and Dimitri Bacopanos are considered to be independent directors as they are not members of management and are free of any business or other relationships that could materially interfere with – or could reasonably be perceived to interfere with – the independent exercise of their judgment. Dennison Hambling is not considered to be independent as he is an executive of the Company and Peter Kennan is not considered to independent due to him being the CEO, CIO and ultimate controlling shareholder of the manager of substantial shareholder Black Crane Asia Pacific Opportunities Fund. The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors</p>								
<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.</p>	No	<p>The former Chairman of the Company, Derek La Ferla, is an independent non-executive Director and the current Chairman of the Company, Peter Kennan, who was appointed to that role on 9 July 2021, is not considered to be independent for the reason outlined in 2.4 above. However, he has had a long and successful career in improving listed businesses and driving shareholder returns and the Board considers that his skills are appropriate for the Company at this current stage.</p>								

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2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>New Directors are provided with a formal letter of appointment and introductory materials.</p> <p>The Board Charter provides the Company Secretary is responsible for arranging an induction program for any new Director. Directors are encouraged to broaden their knowledge of the Company by visiting its operations. Directors are encouraged to undertake professional development opportunities as and when required in order to further develop and maintain their skills and knowledge.</p>
<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
3.1 A listed entity should articulate and disclose its values.	Yes	<p>Threat Protect outlines within its Corporate Code of Conduct the purpose of its values, which are as follows:</p> <ul style="list-style-type: none"> a) Our primary objective is to deliver maximum shareholder value through protecting people's wellbeing and assets through the delivery of professional, integrated protective and advisory services whilst acting lawfully, ethically and responsibly. b) The Company will place utmost importance on the customer and strive to deliver professional, articulate and excellent customer service. The Company will seek to provide these customer services in a consistent, valuable and compassionate manner. c) The Company will pursue operational and commercial excellence by using best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management. d) In order to achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. We will foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff. e) We believe that our pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

Recommendation		Comply	Comment
3.2	<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 material breaches of that code</p>	Yes	<p>Threat Protect has adopted a Code of Conduct which is contained within the Corporate Governance Plan and available on the Company's website. The Code of Conduct applies to anyone who is employed by or works for Threat Protect or its subsidiaries as well as all contractors, consultants, agents and other intermediaries.</p> <p>Anyone that breaches the Code of Conduct may face disciplinary action including, in the cases of serious breaches, dismissal. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary, or in their absence, the Chairman. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>Threat Protect has adopted a Whistleblower Protection Policy which is contained within the Corporate Governance Plan and available on the Company's website. The Policy includes that the Board will be informed of any material incidents reported under the Policy as appropriate.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy</p>	Yes	<p>Threat Protect has adopted an Anti-Bribery and Anti-Corruption Policy which is contained within the Corporate Governance Plan and available on the Company's website.</p> <p>The Policy includes that the Board will be informed of any material breaches of that Policy as appropriate.</p>

Recommendation	Comply	Comment
<p>Principle 4: Safeguard the integrity of corporate reports <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>		
<p>4.1 A Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board.</p> <p>and disclose</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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 corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Yes</p>	<p>The Board has established an Audit and Risk Committee, which is comprised of the two independent non-executive Directors, Dimitri Bacopanos and Derek La Ferla and one executive Director, Dennison Hambling. The Chair of the Audit and Risk Committee, Mr Dimitri Bacopanos, is an independent Director and is not the Chair of the Board.</p> <p>In addition to the Audit and Risk Committee members, the CFO, Company Secretary and external auditor attend audit and risk committee meetings.</p> <p>The Charter for the Audit Committee and Risk Committee is set out in the Corporate Governance Plan and is available on the Company's website.</p> <p>Members' qualifications and experience, together with the number of meetings held during the financial year are set out in the Company's 2021 Annual Report.</p>
<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.</p>	<p>Yes</p>	<p>The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration provided in accordance with Section 295A of the Corporations Act 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.</p>
<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..</p>	<p>Yes</p>	<p>In reviewing the quarterly cashflow reports and prior to the lodgement with the ASX, the following process has been adopted:</p> <ul style="list-style-type: none"> • cash transactions for the quarter are provided by the accountant for each subsidiary and the parent entity to the Chief Financial Officer; • cash transactions are matched against the bank statements; and • consolidated quarterly figures are compiled and verified by the CFO and CEO. <p>A declaration is then provided by the CEO and CFO to the Board noting compliance section 286 of the Corporations Act 2001, the appropriate accounting standards and with Listing Rule 19.11A.</p>

Recommendation	Comply	Comment
Principle 5: Make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities</i>		
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 The Company has in place a Continuous Disclosure Policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors. The Company Secretary is responsible for: <ul style="list-style-type: none"> (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and (b) providing guidance to Directors and employees on disclosure requirements and procedures. Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes All material market announcements are circulated to and reviewed by all members of the Board. All announcements are clearly noted as to the authorising officer and in general, all material announcements are authorised for release by the Board.
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 Threat Protect's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentation will be released on the ASX market announcements platform ahead of the presentation.
Principle 6: Respect the rights of security holders <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively</i>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes The Company's full corporate governance practices and policies are set out on the Company's website at: https://www.threatprotect.com.au/corporate-governance .

Recommendation		Comply	Comment
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Board of the Company has aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors
			Information is communicated to shareholders through: <ul style="list-style-type: none"> (a) the Annual Report delivered by post and which is also placed on the Company's website; (b) the half yearly report which is placed on the Company's website; (c) the quarterly reports which are placed on the Company's website; (d) disclosures and announcements made to the ASX, copies of which are placed on the Company's website; (e) notices and explanatory memoranda of Annual General Meetings (AGM) and General Meetings (GM), copies of which are placed on the Company's website; (f) the Chairman's address and the Managing Director's address made at the AGMs and the GMs, copies of which are placed on the Company's website; (g) the Company's website on which the Company posts all announcements which it makes to the ASX; and (h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Shareholder Communication Strategy provides that security holders are encouraged to attend and participate at general meetings. To facilitate this, meetings will be held during normal business hours, at a place, or in a manner, convenient for the greatest possible number of security holders to attend either in person or electronically. Moreover, the Company's Constitution allows, if permitted by law, shareholder meetings to be held electronically and provides each security holder with the right to appoint a proxy, attorney or representative to vote on their behalf.
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	Threat Protect's Shareholder Communication Strategy provides that all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's register is maintained by a professional security registry, Link Market Services. Shareholders are able to communicate with the Company and Link via email and can register to receive communications and shareholder materials from the Company via its security registry electronically.

Recommendation	Comply	Comment
<p>Principle 7: Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a), disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p>	<p>The Company has established an Audit and Risk Committee to oversee risk (see section 4.1 above). The Board determines the Company's "risk profile" and the Audit and Risk Committee is responsible for overseeing and approving risk management strategy and policies, internal compliance and control.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back to the Board at least quarterly.</p> <p>The Company's process of risk management and internal compliance and control is set out in its Risk Management Policy, which includes:</p> <p>(a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect those risks;</p> <p>(b) formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls;</p> <p>(c) monitoring performance of and improving the effectiveness of risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.</p> <p>The Charter for the Audit Committee and Risk Committee and the Risk Management Policy are set out in the Corporate Governance Plan and is available on the Company's website.</p>
<p>7.2 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>	<p>Yes</p>	<p>The Board and the Audit and Risk Committee review assessments of the effectiveness of risk management and internal compliance and control on at least an annual basis. The Board reviews the Company's risk management framework at each scheduled Board meeting.</p>
<p>7.3 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>The Company does not have an internal audit function. Management, in conjunction with the Board and Audit and Risk Committee, oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.</p> <p>The Board and the Audit and Risk Committee review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.</p>

Recommendation	Comply	Comment
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company does not consider that the Company has any material exposure to environmental or social risks.
Principle 8: Remunerate fairly and responsibly <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i>		
8.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	Yes	The Company has not established a remuneration committee. The Board is responsible for the determination of the remuneration of directors and senior executives and for ensuring that such remuneration is appropriate and not excessive. Where considered necessary, the Board will engage a remuneration consultant to assist in setting and reviewing the Company's executive and non-executive remuneration policies to ensure that the Company attracts and retains executives and Directors who will create value for shareholders. As the Company grows in size, it is planned that the Company will establish a separate remuneration committee with its own committee charter.
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 Company discloses in the Remuneration Report contained within its Annual Report details of its remuneration policies and practices and the remuneration paid to non-executive directors, executive directors and other key management personnel. The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's constitution.

Recommendation		Comply	Comment
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	The Company's Securities Trading Policy prohibits Directors and other key management personnel from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.