

## Corporate Governance Statement

EZZ Life Science Holdings Limited  
ACN 608 363 604 (*Company*)

The Board of EZZ Life Science Holdings Limited (**EZZ** or **Company**) is committed to conducting the business of the Company in an ethical manner and in accordance with principles of best practice in corporate governance. and is responsible for ensuring the existence of an effective corporate governance environment to safeguard the interests of the Company, its shareholders and other stakeholders.

This statement sets out the Company's current compliance with the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations: 4<sup>th</sup> edition (Principles or Recommendations)*, as at the date indicated. The Principles are not prescriptive regarding the conduct of ASX-listed companies but require a company to disclose the reasons why it is not complying fully with the Principles. To the extent that they are relevant and appropriate to EZZ's present circumstances, the Company has adopted the Principles. This statement details where the Recommendations have not been followed, and the reasons therefore.

All references to the **Website** are to the investor section of the company's website, which can be accessed at <https://ezzlife.com.au/investors/>

This statement was approved and adopted by the Company's Board on 29 September 2023.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 1- Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1:</b> A listed entity should disclose a board charter setting out:	Yes	The Board's responsibilities are detailed in the Company's Board Charter. The Board Charter also sets out the responsibilities of the Chair and Chief Executive Officer

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<p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>		<p>(CEO) and regulates the relationship between the Board and management.</p> <p>The Board has established committees to oversee certain functions, including the Audit and Risk Committee and the Nomination, Remuneration and Human Resources Committee.</p> <p>A copy of the Board Charter is available on the Company's Website.</p>
<p><b>Recommendation 1.2:</b> 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 in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Board and the Nomination, Remuneration and Human Resources Committee undertake appropriate checks, including police clearance checks, bankruptcy searches, verification of qualifications, and experience of candidates, before appointing a director or putting forward to Shareholders a candidate for election as a director.</p> <p>All material information in relation to potential Directors will be provided to Shareholders as the need arises, including in the form of disclosures contained in an explanatory memorandum to a notice of meeting, seeking the approval of Shareholders for the election or re-election of Directors.</p>
<p><b>Recommendation 1.3:</b> 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 of the following directors has consented to act as a director and has received a formal letter of appointment which sets out their duties and responsibilities, rights and remuneration entitlements:</p>

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		<ul style="list-style-type: none"> <li>• Glenn Walter Cross</li> <li>• Hao Huang</li> <li>• Ivan Oshry</li> <li>• Qi Zhou Qin</li> </ul> <p>Each of the following senior executives is employed under a Service Agreement which sets out the terms on which the executive is employed, including details of the executive's duties and responsibilities, rights and remuneration entitlements:</p> <ul style="list-style-type: none"> <li>• Anthony Guarna</li> </ul>
<p><b>Recommendation 1.4:</b> 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>	<p>Yes</p>	<p>The Company has engaged Natalie Climo (<b>Company Secretary</b>) to act as company secretary and provide company secretarial services to the Company. The Board Charter provides that 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><b>Recommendation 1.5:</b> A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p>	<p>Yes</p>	<p>The Company has a strong commitment to workplace diversity which is evidenced through its Diversity Policy.</p> <p>The Diversity Policy provides a framework for the Company to achieve a diverse and skilled workforce, leading to</p>

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<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 as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(i) 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>(ii) 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<sup>1</sup>.</p>		<p>continuous improvement in service delivery and achievement of corporate goals.</p> <p>A copy of the Diversity Policy is available on the Company's Website.</p> <p>The Board currently has 1 female director out of a total of 4 directors and has set the following objectives for achieving gender diversity:</p> <p>(a) the board level is at 25% which the Board considers adequate;</p> <p>(b) at senior management level – 25% by 30.6.2024 and</p> <p>(c) the organisational level is already greater than 40% which the Board considers adequate.</p> <p>and will monitor initiatives to promote and support diversity on an ongoing basis.</p> <p>As at 30 June 2023 the Company has the following proportion of women appointed to:</p> <p>(a) the Board – 25%</p>

<sup>1</sup> The *Workplace Gender Equality Act 2012* (Cth) applies to non-public sector employers with 100 or more employees in Australia. The Act requires such employers to make annual filings with the Workplace Gender Equality Agency (WGEA) disclosing their 'Gender Equality Indicators'. These reports are filed annually in respect of the 12 month period ending 31 March.

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		(b) senior management – 0%  (c) the organisational as a whole – 64%.
<p><b>Recommendation 1.6:</b> 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>	Yes	The Board Charter provides that the Board, with the assistance of the Nomination, Remuneration and Human Resources Committee, will review and evaluate the performance of the Board, each Board Committee and each individual Director, at least annually. The Company has not yet undertaken a performance evaluation but will do so in the 2024 financial year and annually thereafter.
<p><b>Recommendation 1.7:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically 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 has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	The Company has established a Nomination, Remuneration and Human Resources Committee to review and evaluate the performance of executives on an annual basis.  A copy of the Nomination, Remuneration and Human Resources Committee Charter is available on the Company's Website.  The Company has not yet undertaken a performance evaluation but will do so in the 2024 financial year and annually thereafter.

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<b>Principle 2 – Structure the board to be effective and add value</b>		
<p><b>Recommendation 2.1:</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 20px;">(iii) the charter of the committee;</p> <p style="padding-left: 20px;">(iv) the members of the committee; and</p> <p style="padding-left: 20px;">(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, knowledge,</p>	Yes	<p>The Board has established a Nomination, Remuneration and Human Resources Committee (NRC) to oversee the process of appointment, performance and remuneration of senior executives and employees of the Company.</p> <p>The NRC comprises three directors, all of whom are independent Directors and is chaired by Hao Huang. The Board considers the committee's composition to be appropriate to the Company's requirements and the fulfilment of the NRC's mandate.</p> <p>A copy of the Nomination, Remuneration and Human Resources Committee Charter is available on the Company's Website. The number of meetings of the NRC and the attendance of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p>

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<p>experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		
<p><b>Recommendation 2.2:</b> 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>Yes</p>	<p>Directors are appointed based on the specific skills required to effectively govern the Company. The Board periodically assesses the competencies and experience of each Board member and the experiences and skills required at the Board level to meet its operational objectives.</p> <p>The Board has developed a formal Board skills matrix, which is presented below. The Board is satisfied that the aggregate skills and experience of its members are appropriate to the effective and efficient governance of the Company at this stage.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not																																		
		<p style="text-align: center;"><b>Board Skills Summary</b></p> <table border="1"> <caption>Board Skills Summary Data</caption> <thead> <tr> <th>Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Social Licence to Operate</td><td>75%</td></tr> <tr><td>Innovation</td><td>100%</td></tr> <tr><td>Corporate History</td><td>100%</td></tr> <tr><td>Technology</td><td>92%</td></tr> <tr><td>ASX and Related Governance</td><td>68%</td></tr> <tr><td>Legal and Compliance</td><td>75%</td></tr> <tr><td>People and Performance</td><td>100%</td></tr> <tr><td>Risk Management</td><td>85%</td></tr> <tr><td>Mergers and Acquisitions</td><td>58%</td></tr> <tr><td>Capital Markets</td><td>58%</td></tr> <tr><td>Sales and Marketing</td><td>68%</td></tr> <tr><td>Communications and Investor Engagement</td><td>85%</td></tr> <tr><td>Industry Experience</td><td>85%</td></tr> <tr><td>Operations</td><td>100%</td></tr> <tr><td>Finance</td><td>68%</td></tr> <tr><td>Strategy</td><td>85%</td></tr> </tbody> </table>	Category	Percentage	Social Licence to Operate	75%	Innovation	100%	Corporate History	100%	Technology	92%	ASX and Related Governance	68%	Legal and Compliance	75%	People and Performance	100%	Risk Management	85%	Mergers and Acquisitions	58%	Capital Markets	58%	Sales and Marketing	68%	Communications and Investor Engagement	85%	Industry Experience	85%	Operations	100%	Finance	68%	Strategy	85%
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<p><b>Recommendation 2.3:</b> 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 the Principles but the board is of the opinion that it does not 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>Yes</p>	<p>The Company considers a Director to be independent if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgment in relation to matters concerning the Company.</p> <p>The Board considers that the following Directors are independent:</p> <p>(a) Glenn Cross;</p> <p>(b) Ivan Oshry; and</p> <p>(c) Hao Huang.</p> <p>Information relating to the Directors of the Company, including whether they are independent, their skills, experience, expertise and the period they have held office is presented in the Director's Report section of the Annual Report.</p>
<p><b>Recommendation 2.4:</b> A majority of the board of a listed entity should be independent directors.</p>	<p>Yes</p>	<p>The Board comprises one Executive Director and three Non-executive Directors.</p> <p>All of the Non-executive Directors are considered independent.</p>

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		In view of the size of the Company and the nature of its activities, the Board considers that the current mix of skills, qualifications and experience on the Board is consistent with the Company's current circumstances and its long-term interests.
<p><b>Recommendation 2.5:</b> 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>	Yes	The Company's Chair is Mr Glenn Cross. The Chair is not the Managing Director or Chief Executive Officer ( <b>CEO</b> ) and is considered by the Board to be independent.
<p><b>Recommendation 2.6:</b> A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	<p>The Nomination, Remuneration and Human Resources Committee Charter and Board Charter demonstrate the Company's compliance with this Recommendation.</p> <p>The Nomination, Remuneration and Human Resources Committee will be responsible for the induction program for new directors and the development of a professional development program for Directors.</p>

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<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b>		
<p><b>Recommendation 3.1:</b> A listed entity should articulate and disclose its values.</p>	Yes	<p>The Board has approved and adopted a statement of values and tasked the CEO with the responsibility of instilling those values across the organisation, including providing appropriate training on the values to employees.</p> <p>The Company's values are disclosed in the code of conduct which can be found on the Website.</p>
<p><b>Recommendation 3.2:</b> 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>The Board has established and adopted a Code of Conduct. The Code of Conduct will be reviewed regularly by the Board</p> <p>The Code of Conduct sets out the Company's commitment to a high level of integrity and ethical standards in all business practices.</p> <p>The Company will take appropriate steps to ensure that the Board is informed of any material breaches of the Code of Conduct.</p> <p>A copy of the Code of Conduct is available on the Company's Website.</p>

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<p><b>Recommendation 3.3:</b> A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Yes</p>	<p>The Board has established and adopted a Whistleblower Policy. The Whistleblower Policy will be reviewed regularly by the Board</p> <p>The Company will take appropriate steps to ensure that the Board is informed of any material breaches of the Whistleblower Policy.</p> <p>A copy of the Company's Whistleblower Policy is available on the Company's Website.</p>
<p><b>Recommendation 3.4:</b> 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 a committee of the board is informed of any material breaches of that policy.</p>	<p>Yes</p>	<p>The Board has established and adopted an Anti-Bribery and Corruption Policy. The Anti-Bribery and Corruption Policy will be reviewed regularly by the Board</p> <p>The Company will take appropriate steps to ensure that the Board is informed of any material breaches of the Anti-Bribery and Corruption Policy.</p> <p>A copy of the Company's Anti-Bribery and Corruption Policy is available on the Company's Website.</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p>		

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<p><b>Recommendation 4.1:</b> The board of a listed entity should:</p> <p>(a) have an audit committee that:</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,</p> <p>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 corporate reporting, including the processes for the appointment</p>	<p>Yes</p>	<p>The Board has established an Audit and Risk Committee.</p> <p>The Audit and Risk Committee (ARC) has three non-executive Directors, all of whom are independent. The current members of the committee are Ivan Oshry, Glenn Cross, and Hao Huang. Information regarding their qualifications and experience is presented in the Directors' Report section of the Annual Report.</p> <p>The ARC is chaired by Ivan Oshry, who is an Independent non-executive Director and is not the chair of the Board. The Board considers the committee's composition to be appropriate to the Company's requirements and the fulfilment of the ARC's mandate.</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 number of meetings of the ARC and the attendance of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p>

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and removal of the external auditor and the rotation of the audit engagement partner.		
<p><b>Recommendation 4.2:</b> 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>	Yes	<p>The CEO and CFO are required to provide a declaration to the Board in accordance with section 295A of the Corporations Act for each financial report and assure the Board that such declaration is founded on a sound system of risk management and internal control.</p>
<p><b>Recommendation 4.3:</b> 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>	Yes	<p>The Company's Board reviews and approves any periodic corporate reports not audited or reviewed by an external auditor and acts on the advice of the Chair of the ARC in conducting its review.</p>

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<b>Principle 5 – Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1:</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Company has adopted a Continuous Disclosure and Shareholder Communications Policy. This policy sets out, amongst other matters, the manner in which the Board will ensure compliance with the disclosure requirements of the ASX Listing Rules.</p> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's Website.</p>
<p><b>Recommendation 5.2:</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>Material market announcements are approved by the Board at regular board meetings scheduled to coincide with ASX filing timetable requirements. Other material market announcements will be circulated to the Board via e-mail.</p>
<p><b>Recommendation 5.3:</b> 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>	Yes	<p>Results presentations and transcripts of the Chair's address at annual general meetings will be released on the ASX Market Announcements Platform before the start of the meetings. Other presentations to new or substantive shareholders or investor analysts are released on the ASX Market Announcements Platform prior to the relevant presentation.</p>

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<b>Principle 6 – Respect the rights of security holders</b>		
<p><b>Recommendation 6.1:</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>A page on the Company's Website is dedicated to corporate governance.</p> <p>The Company's website also includes in the corporate governance section links to:</p> <ul style="list-style-type: none"> <li>(a) the names, photographs and brief biographical information of each of its directors and senior executives;</li> <li>(b) its Constitution, Board Charter, Audit and Risk Committee Charter and Remuneration and Nomination Committee Charter; and</li> <li>(c) copies of the Code of Conduct, Diversity Policy, Share Trading Policy and Continuous Disclosure and Shareholder Communications Policy.</li> </ul> <p>The Company's website also includes in the Investor Information Section links to:</p> <ul style="list-style-type: none"> <li>(a) copies of its annual reports and financial statements;</li> <li>(b) copies of its announcements to the ASX; and</li> </ul>



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		<p>(c) copies of notices of meetings of Shareholders and any accompanying documents</p> <p>when these documents are available.</p>
<p><b>Recommendation 6.2:</b> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Yes</p>	<p>The Company has adopted the Continuous Disclosure and Shareholder Communications Policy which sets out, amongst other things, the manner in which the Company will promote effective communication with Shareholders and encourage their participation at general meetings and respond to Shareholder enquiries.</p> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's Website.</p>
<p><b>Recommendation 6.3:</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>The Company has adopted a Continuous Disclosure and Shareholder Communications Policy which sets out, amongst other things, the manner in which the Company will promote effective communication with shareholders and encourage their participation at general meetings.</p> <p>The Company will also encourage shareholders to attend the Company's annual general meeting and to ask questions of the Board and the auditor and/or to submit questions in writing in advance. At each annual general meeting, the Board will ensure that:</p>

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		<ul style="list-style-type: none"> <li>• a representative of the Company's auditors is in attendance to respond directly to questions on audit-related matters;</li> <li>• information about the current developments is provided at the meeting, to make it easy for shareholders to participate and ask questions; and</li> <li>• the chairman of the Board presents an Address to the Annual General Meeting relating to current developments.</li> </ul> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's Website.</p>
<p><b>Recommendation 6.4:</b> 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>All substantive resolutions at a meeting of shareholders will be conducted by poll.</p>
<p><b>Recommendation 6.5:</b> 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>	<p>Yes</p>	<p>The Company gives its Shareholders the opportunity to give and receive communications to and from both the Company and security registry electronically. Electronic communications to the Company may be sent via email to: <a href="mailto:info@ezzlife.com.au">info@ezzlife.com.au</a>.</p> <p>The Company's Share Register is managed and maintained by Boardroom Limited. Shareholders can access their</p>

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		shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number or Holder Identification Number, via <a href="https://boardroomlimited.com.au/">https://boardroomlimited.com.au/</a> .
<b>Principle 7 – Recognise and manage risk</b>		
<p><b>Recommendation 7.1:</b> The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ul>	Yes	<p>The Board has established an Audit and Risk Committee.</p> <p>The Audit and Risk Committee (ARC) has three non-executive Directors, all of whom are independent non-executive Directors. The current members of the committee are Ivan Oshry, Glenn Cross and Hao Huang.</p> <p>The ARC is chaired by Ivan Oshry, who is an independent non-executive Director. The Board considers the committee’s composition to be appropriate to the Company’s requirements and the fulfilment of the ARC’s mandate.</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>

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<p style="text-align: center;">attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>The number of meetings of the ARC and the attendance of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p>
<p><b>Recommendation 7.2:</b> 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 Audit and Risk Committee is responsible for the review of the Company's risk management program, and for satisfying itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The Company has not yet undertaken a review of its risk management framework but will do so in the 2024 financial year and annually thereafter.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 7.3:</b> 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>	<p>Yes</p>	<p>The Company does not at this time, have an internal audit function.</p> <p>The ARC has responsibility for overseeing the effectiveness of EZZ's systems of risk management and internal control and EZZ's systems and procedures for compliance with applicable legal regulatory requirements.</p> <p>The ARC Charter also requires the Committee to meet with Management and the Company's external auditors to discuss issues and concerns warranting the Committee's attention, including their reviews of the effectiveness of internal controls.</p>
<p><b>Recommendation 7.4:</b> A listed entity should disclose whether it has any material exposure to economic, environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Company's goal is to create the foundations for a long-term, sustainable business that is respected, supported and welcomed wherever it operates. Health, safety, the environment and community are important to EZZ. This commentary details the Company's exposure to material economic, environmental and social sustainability risks and how it manages these risks.</p> <p><u>Economic sustainability risks</u></p> <p>Economic sustainability is the ability of an entity to continue operating at an effective economic level over the long term. A range of factors can influence the level of the Company's economic sustainability, including the following:</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<ul style="list-style-type: none"><li>• Financing risks</li><li>• Credit and fraud risk</li><li>• Regulatory and legal risks</li><li>• Financial and reporting risks</li><li>• Operational risks.</li></ul>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<p><u>Environmental sustainability risks</u></p> <p>Environmental sustainability is the ability of an entity to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long term.</p> <p><u>Social sustainability risks</u></p> <p>Social sustainability is the ability of an entity to continue operating in a manner that meets accepted social norms and needs over the long term.</p> <p>The Company has considered the Company's exposure to economic, environmental and social sustainability risks and, whilst it has not identified any material risks, it will continue to monitor and review these risk categories.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p>		

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 8.1:</b> The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 20px;">(iii) the charter of the committee;</p> <p style="padding-left: 20px;">(iv) the members of the committee; and</p> <p style="padding-left: 20px;">(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 the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Yes</p>	<p>The Board has established a Nomination, Remuneration and Human Resources Committee (NRC) to oversee the process of appointment, performance and remuneration of senior executives and employees of the Company.</p> <p>The NRC comprises three directors, all of whom are independent Directors and is chaired by Hao Huang. The Board considers the committee's composition to be appropriate to the Company's requirements and the fulfilment of the NRC's mandate.</p> <p>A copy of the Nomination, Remuneration and Human Resources Committee Charter is available on the Company's Website. The number of meetings of the NRC and the attendance of members at those meetings is disclosed in the Directors' Report of the Annual Report for the Reporting Period.</p>



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 8.2:</b> 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>The Company has disclosed its policies and practices regarding the remuneration of Directors and senior executives in its annual Remuneration Report presented in the Annual Report.</p> <p>The Company has distinguished the structure of Non-executive Directors' remuneration from that of Executive Directors and senior executives in compliance with Recommendation 8.2.</p>
<p><b>Recommendation 8.3:</b> A listed entity that 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>The Company has adopted a Securities Trading Policy which prohibits relevant employees from entering into transactions that operate to limit the economic risk of holdings of unvested securities of the Company or vested securities of the Company which are subject to holding locks.</p> <p>A copy of the Company's securities Trading Policy is available on the Website.</p>
<p><b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b></p>		
<p><b>Recommendation 9.1:</b> A listed entity with a director who does not speak the language in which board or security</p>	<p>Yes</p>	<p>At each Board meeting three of the attendees present are fluent in mandarin and translate the discussions to Mr Qin to</p>

<b>ASX Corporate Governance Principle/Recommendation</b>	<b>Comply</b>	<b>Particulars of Compliance and If Not Why Not</b>
holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		ensure Mr Qin can understand and contribute to the discussions at meetings and discharge his obligations adequately.