

CORPORATE GOVERNANCE STATEMENT 2023

The Board of Credit Intelligence Limited (“CI1”) (“the Company”) and the entities it controls (“the Group”) is responsible for the corporate governance of the Group. The Group through its Board and executives recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with CI1. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

This Corporate Governance Statement dated 30 June 2023 and approved by the Board on 22 September 2023, outlines the key principles and practices of the Group against the ASX Corporate Governance Principles and Recommendations 4th Edition (“Recommendations”). CI1’s Corporate Governance Statement can also be found in the Corporate Governance section of the Company Profile section on its website at www.CI1.com.au.

The Board sets out below its “if not why not” report in relation to those matters of corporate governance where the Group’s practices depart from the Recommendations. As the Group’s activities develop in size, nature and scope, further consideration will be given by the Board to the implementation of additional corporate governance structures.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
	Recommendation	Credit Intelligence Ltd Current Practice
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.	Adopted The Directors have adopted a Board Charter which outlines the role of the Board. Executive Service Agreements outline functions of the executive directors. Non-executive Director appointment letters outline the terms and conditions of non-executive director appointments. As the Group recruits additional management, the roles and responsibilities of these persons will be considered and documented.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting forward for election as a director: and (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.	Adopted Material information in relation to a director up for election or re-election is provided in the Notice of Meeting for each AGM including background, other material directorships, term and the Board’s consideration of them as independent director, and the Board statement as to whether it supports the election or re-election of the candidate.

1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>Adopted</p> <p>All directors, including Non-Executives have a written agreement with the Group setting out the terms of their appointments.</p>												
1.4	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>Adopted</p> <p>The Company Secretary of CI1 is accountable to the Board on all governance matters and reports directly to the Chair as the representative of the Board.</p> <p>The Company Secretary is appointed and dismissed by the Board.</p> <p>The Company Secretary's advice and services are available to all directors.</p>												
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>i) the measurable objectives set for that period to achieve gender diversity;</p> <p>ii) the entity's progress towards achieving those objectives; and</p> <p>iii) either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if 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.</p>	<p>Adopted</p> <p>As set out in its Code of Ethical Business Conduct, CI1 is committed to developing, maintaining, and supporting a diverse workforce. The Group has adopted a Diversity and Equal Opportunity Policy in relation to gender diversity and equal opportunity, a copy of which is included on the Corporate Governance page of the Company's website www.CI1.com.au.</p> <p>The Board has not set measurable objectives. The proportion of women on the Board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1" data-bbox="804 1357 1538 1603"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>No of women</td> <td>0</td> <td>0</td> <td>20</td> </tr> <tr> <td>% of women</td> <td>0%</td> <td>0%</td> <td>33%</td> </tr> </tbody> </table> <p>A "senior executive" is a member of the Group's Key Management Personnel, as defined by the Corporations Act, excluding Non-executive directors (who are included in the "Board" statistics).</p>	Gender	Board	Senior executive positions	Whole organisation	No of women	0	0	20	% of women	0%	0%	33%
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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process or in respect of that period.</p>	<p>Adopted</p> <p>The Board undertakes an annual performance evaluation of itself that:</p> <ul style="list-style-type: none"> • compares the performance of the Board with the requirements of its Charter; and • effects any improvements to the Board Charter deemed necessary or desirable. <p>The performance evaluation is conducted in such manner as the Board deems appropriate. The CI1 Board has conducted an evaluation of its role and the Board's Charter during the reporting period ended 30 June 2023.</p>
1.7	<p>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 had been undertaken in accordance with that process during or in respect of that period.</p>	<p>Adopted</p> <p>The performance of all senior executives is reviewed at least once a year. The performance of the executive directors and other senior executives is reviewed by the Chair on an annual basis. They are assessed against personal, and Group Key Performance Indicators established from time to time as appropriate for the Group and their respective positions.</p>

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

	Recommendation	Credit Intelligence Ltd Current Practice				
2.1	<p>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 experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Adopted</p> <p>The Board has established a nomination committee comprised of three independent non-executive directors and the Chairman. The Committee is chaired by Mr Michael Pixley. The nomination committee is responsible for:</p> <ul style="list-style-type: none"> • determining the size, composition, and performance of the Board; • nomination, appointment, and re-election of directors; • succession planning generally; and • induction, performance evaluation and remuneration of directors and senior executives. <p>The Board periodically reviews its membership and composition to assess the overall mix of skills, knowledge, experience, and backgrounds represented on the Board, including independence and diversity, to ensure it can discharge its duties and responsibilities effectively.</p> <p>New directors are selected after consultation with all Board members and their appointment voted on by the Board. Each year, in addition to any Board members appointed to fill casual vacancies during the year, all directors except managing director retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.</p> <p>The Remuneration and Nomination Committee Charter is on the Corporate Governance page of the Company’s website www.CI1.com.au.</p>				
2.2	<p>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>Adopted</p> <p>During the 2023 financial year, the CI1 Board conducted a governance skills review regarding the skills, knowledge, and experience of the current Board. The skills matrix is set out in the table below. Currently the Chairman is also fulfilling the role of Managing Director.</p> <table border="1" data-bbox="810 1839 1497 2157"> <thead> <tr> <th data-bbox="810 1839 1002 1910">Officer</th> <th data-bbox="1002 1839 1497 1910">Skills and Experience</th> </tr> </thead> <tbody> <tr> <td data-bbox="810 1910 1002 2157">Chairman</td> <td data-bbox="1002 1910 1497 2157">executive leadership; independent & non-executive directorship; strategy development and implementation; business acquisitions and management; nomination and remuneration</td> </tr> </tbody> </table>	Officer	Skills and Experience	Chairman	executive leadership; independent & non-executive directorship; strategy development and implementation; business acquisitions and management; nomination and remuneration
Officer	Skills and Experience					
Chairman	executive leadership; independent & non-executive directorship; strategy development and implementation; business acquisitions and management; nomination and remuneration					

			committee; investor relations; financial literacy; capital markets experience; governance knowledge and competency; negotiation and transaction structuring skills.
		Managing Director	Business development; management; technical expertise in the fields of loan restructuring and personal bankruptcy; capital markets experience, investor relationship experience; governance knowledge and competency; financial literacy.
		Executive Director	Accounting and financial literacy, Management skills, technical skills in loan restructuring and personal bankruptcy, knowledge of insolvency law and practice.
		Non-executive Directors	Accounting and financial literacy; audit committee chairing and process; corporate governance; business strategy; ASX compliance; investor relations, capital markets experience; risk management.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, or relationship of the type as described in Box 2.3 of the Recommendations (Factors relevant to assessing independence) but the board is of the opinion that it does not compromise the independence of the director, nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Adopted. (a) Vincent Lai – Independent Michael Pixley – Independent Russell Goodman - Independent (b) N/A (c) Vincent Lai - Appointed 18/05/2018 – 5 years Michael Pixley – Appointed 28/04/2020 – 3 years Russell Goodman - Appointed 22/10/2020 – 2 year and 11 months	
2.4	A majority of the Board of a listed entity should be independent directors.	Not Adopted. The Board currently has three non-executive independent directors out of six directors in total.	
2.5	The Chair of a 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.	Not Adopted. The Chairman of the Board is Mr Jimmie Wong, who is currently also filling the role as Managing Director/CEO following the resignation of the independent Chairman in 2020.	

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.	Adopted. CI1 has a program for induction of new directors. Directors are active in undertaking professional development opportunities for the purpose of development and maintenance of their skills. Such activities are reported as part of the Board's governance skills review, which also assists in identifying areas requiring further development.
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
	Recommendation	Credit Intelligence Ltd Current Practice
3.1	A listed entity should articulate and disclose its values.	Not Adopted. CI1 is yet to articulate its values.
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Adopted. CI1 has a Code of Ethical Business Conduct which applies to its directors, senior executive and employees, a copy of which is available on the Governance page of the Company's website: www.CI1.com.au .
3.3	A listed entity should: (a) have and disclose a Whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Adopted CI1 has a Whistleblower policy, a copy of which is available on the Governance page of the Company's website: www.CI1.com.au . The Board is informed of any material incidences under the policy.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Not Adopted The Group does not have an anti-bribery and corruption policy. As the Group's activities develop in size, nature and scope the implementation of additional corporate governance structures will be given further consideration. The Board is informed of any material incidences under the policy.

PRINCIPLE 4 – SAFEGUARD INTEGRITY OF CORPORATE REPORTS	
Recommendation	Credit Intelligence Ltd Current Practice
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least 3 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 member 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>Adopted</p> <p>The Board has established an Audit Committee comprised of three independent non-executive directors. The Audit Committee is chaired by Mr Vincent Lai.</p> <p>In particular, the Board is responsible for:</p> <ul style="list-style-type: none"> • The Group’s financial statements and the adequacy of the Group’s corporate reporting processes; • The appointment, removal, rotation of the external auditor and the rotation of the audit engagement partner; • The scope and adequacy of the external audit; and • The independence and performance of the external auditor, including provision of non-audit services. <p>The Board has approved a Financial Controls Procedure and reviews the financial procedures and controls adopted by the Group at least annually. The Board meets with and receives regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.</p> <p>The Board is responsible for overseeing the Group’s relationship with the auditors and for determining and ensuring the independence of the auditors. The Board has adopted an External Auditors Policy, a copy of which is available on the Governance page Company’s website. Rotation of the lead partner involved in the external audit of the Group is required every 5 years.</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.	Adopted Declarations regarding the financial statements are received a CEO and CFO. The Board received such declarations for the annual reports for 2023.
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.	Adopted
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
	Recommendation	Credit Intelligence Ltd Current Practice
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.	Adopted. The Group has a Continuous Disclosure Policy which is published on the Company website www.CI1.com.au .
5.2	A listed entity should ensure that its board receives a copy of all material market announcements promptly after they have been made.	Adopted.
5.3	A listed entity that gives new substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Adopted.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
	Recommendation	Credit Intelligence Ltd Current Practice
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Adopted CI1's website includes a Governance page, which includes a copy of this Corporate Governance Statement and various governance policies.

6.2	A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	<p>Adopted</p> <p>The Group's Shareholder Communication Policy, which is available on the Governance page of its website, summarises the Group's communication program, including regular reporting, email alerts, active participation at the Group's AGM and encouragement of shareholder communications.</p>
6.3	A listed entity should disclose that it facilitates and encourages participation at meetings of security holders.	<p>Adopted</p> <p>Notices of the Annual General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders, either by mail or email, depending on the shareholder's election, and are also placed on the Company's website. Shareholders are encouraged to attend the Annual General Meeting and to ask questions.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.	<p>Adopted</p>
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.	<p>Adopted.</p> <p>The Group provides an email alert service. Shareholders are encouraged to register for this service through the Company's website and once registered will receive information by email, including ASX releases, annual and other reports, Group presentations and notices of general meetings.</p> <p>Shareholders may also elect to receive communications from the Company's share Registrar, Advanced Share Registry, by email.</p>

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
	Recommendation	Credit Intelligence Ltd Current Practice
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <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>(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 processes it employs for overseeing the entity’s risk management framework.</p>	<p>Adopted</p> <p>The Board has a Risk Committee comprised of three independent non-executive directors.</p> <p>The Group has established policies for the oversight and management of material business risks. The Group’s Risk Management Policy is available on the Governance page of its website: www.CI1.com.au. This document sets out the Group’s policy and processes for risk management and the roles and responsibilities of the Board, executives, and employees.</p> <p>CI1 has incorporated risk management into its decision making and business planning processes so that risks are identified, analysed, ranked and appropriate risk controls and risk management plans are put into place to manage and reduce the identified risks, with all identified risks entered into a Risk Register.</p> <p>The risk identification and management system, including the Risk Register, is reviewed annually by senior management and the Board and policies and practices upgraded where issues are identified that require attention. Reviews of specific items are undertaken by senior management where issues are identified, and immediate action is required.</p> <p>Risk is a standing item on the agenda of Board meetings, for reporting against identified material business risks.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Adopted.</p> <p>CI1’s Risk Policy and Risk Register are reviewed by the Board of Directors annually to coincide with the preparation and lodgement of the Group’s Annual Report. A review was undertaken in the financial year ended 30 June 2023.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually</p>	<p>Not Adopted</p> <p>The Board has determined that, consistent with the size of the Group and its activities, an internal audit function is not currently appropriate. As noted regarding recommendations 7.1 and 7.2 above and regarding Principle 4 above, the Board has adopted a Risk Management Policy and processes appropriate</p>

	improving the effectiveness of its governance, risk management and internal control processes.	to the size of CI1 to manage the Group's material business risks and to ensure regular reporting to the Board on whether those risks are being managed effectively in accordance with the controls that are in place.
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.	<p>Adopted.</p> <p>The Board has reviewed the Group's exposure to economic, environmental, and social sustainability risks.</p> <p>The Board has several mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board.</p> <p>These include the following:</p> <ul style="list-style-type: none"> • Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders needs and manage business risk. • Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

	Recommendation	Credit Intelligence Ltd Current Practice
8.1	<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,</p> <p>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 the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Adopted.</p> <p>The Board has established a remuneration committee comprised of three independent non-executive directors.</p> <p>The remuneration committee determines, on a case-by-case basis, the terms, and conditions of employment of Group executives and consultants, including remuneration. Remuneration for senior executives is determined and reviewed by reference to the Group's performance, the individual's performance, as well as comparable information from listed companies in similar industries to ensure base remuneration is set to reflect the market for a comparable role.</p>

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>Adopted.</p> <p>The remuneration details of non-executive directors, executive directors and senior management for the year ended 30 June 2023 are set out in the Remuneration Report that forms part of the Directors' report in the Group's Annual Report.</p> <p>The performance of the Managing Director and senior executives is measured against criteria agreed annually and incentives are linked to predetermined performance criteria and may, with shareholder approval, include the issue of shares and/or options.</p>
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>	<p>Adopted.</p> <p>The Group's Security Trading Policy, a copy of which is available on the Governance page of the Company's website www.CI1.com.au, sets out restrictions on participation by directors, officers, and staff in hedging arrangements over the Company's securities issued pursuant to any share scheme, performance right's plan or option plan.</p> <p>In particular:</p> <ul style="list-style-type: none"> • Staff are prohibited from in hedging arrangements over unvested securities; and • Vested securities may only be hedged once they are exercised into shareholdings and only under the following conditions: <ul style="list-style-type: none"> ○ the details of the hedge are fully disclosed to the Chair and the Company Secretary (and to ASX and in the Annual Report, as appropriate); ○ the hedge transaction is treated as a dealing in securities and the restrictions and requirements of the Securities Trading Policy are satisfied; and ○ all holding locks have been removed from the relevant securities.

Corporate Governance Statement dated: 30 June 2023

Approved by the Board: 22 September 2023