

CORPORATE GOVERNANCE STATEMENT

2024 Corporate Governance Statement

The Board of CurveBeam AI Limited (**Company**) is pleased to provide its Corporate Governance Statement for the financial year ended 30 June 2024 (**FY2024**).

The Company listed on the Australian Securities Exchange (**ASX**) on 23 August 2023, so was not a listed company for the full financial year.

The primary purpose of the Appendix 4G and the annual Corporate Governance Statement is to report on the degree to which the Company has followed the [ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations](#) (4th Edition released in February 2019) (**Recommendations**).

The Board of Directors has the highest level of commitment to good and independent governance, and to the importance of compliance with the Recommendations. Where the Company's corporate governance practices follow a Recommendation, the Board has made appropriate statements reporting on the adoption of the Recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a Recommendation, the Board has explained its reasons for not following the Recommendation and disclosed what, if any, alternative practices the Company will adopt in lieu of the Recommendation.

In preparation for the Company's initial public offering (**IPO**) every Recommendation was considered in designing governance systems and processes for the Company, whilst ensuring that they are appropriate for the business, given its size, structure and operations, as the Board sets about achieving its objectives of creating value for its shareholders, delivering on its mission in service to clinicians and patients, and in dealing with all the stakeholders and communities that the Company and its subsidiaries (**Group**) impacts.

Authorised by the Board of Directors of CurveBeam AI Limited on 30 September 2024.

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Principle 1:

Lay solid foundations for management and oversight

1.1 Board Charter

The Board has ultimate responsibility for the overall direction of the Group, along with responsibility for the oversight and review of the management administration and overall governance of the Group.

The Board is responsible for the protection of shareholder interests, the creation of value, the balancing of the needs of all stakeholders, and for the governance and risk management systems that can assure the standing of the Group in the communities that the Group exists to serve.

The Group's Board Charter outlines the respective roles and responsibilities reserved to the Board, and those delegated to management. The Board charter is available on the Group's investor website at:

<https://live-curve-beam-ai.pantheonsite.io/wp-content/uploads/2023/07/1a.-CurveBeam-AI-Limited-IPO-Board-Charter.pdf>

1.2 Appointment of Directors

The Nomination and Remuneration Committee facilitates the selection and appointment of Directors. Prior to the appointment of a new Director, the Group undertakes formal independent background checks ahead of their appointment or election.

At the 2023 Annual General Meeting (**AGM**), all Directors other than the CEO and Managing Director stood for re-election, and were supported for fresh terms.

For the 2024 AGM, the constitution requires that at least one Director retire, and the Board have agreed that the Audit Committee Chair, Kate Robb will retire. She has offered herself for re-election.

The Annual Report and Notice of Annual General Meeting will provide all details necessary to support shareholders to make an informed decision on whether or not to support the re-election of Ms Robb.

1.3 Appointment Terms

All Non-Executive Directors signed appointment letters with the Company in June 2023, ahead of the Company's listing on ASX, which outlined the terms of each Director's appointment as a Director.

The Executive Directors and all Key Management Personnel (**KMP**) are under Executive Service Agreements (**ESA**) using the Company's template format. Each ESA covers remuneration, benefits, and entitlements under short term incentive (**STI**) and long term incentive (**LTI**) policies, as well as usual terms regarding confidentiality and non-compete.

The US-based KMPs entered into ESAs ahead of the merger between the Company and CurveBeam LLC, which completed on 12 October 2022.

Details of the ESAs are provided in the Company's Annual Remuneration Report in the 2024 Annual Report.

1.4 Company Secretary

The role of Company Secretary is Ura Auckland. The role of Company Secretary is combined with Chief Financial Officer. The Company Secretary is directly accountable to the Chair, the Board and its Committees.

The Chair, the Chair of each of the Board committees and all Directors have access to the Company Secretary for support of governance processes.

Details regarding the Company Secretary, including his experience and qualifications, are provided in the Directors' Report in the 2024 Annual Report.

1.5 Diversity Policy

The Group adopted a Diversity Policy ahead of its listing on ASX, and a copy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/7.-CurveBeam-AI-Limited-IPO-Diversity-Policy.pdf>

The Company disclosed in the replacement Prospectus dated 28 July 2023 at section 7.12.4, that owing to the Company's stage of development and its small number of employees, the Company may face particular issues in relation to setting, reviewing, assessing and reporting on certain diversity measures. Consequently, the Company does not comply with Recommendation 1.5 (diversity) in full by setting particular diversity objectives and targets, although the Company did seek to maintain the same level of diversity as for FY2023 (see below).

When selecting a new Non-Executive Director and Audit and Risk Committee Chair ahead of its ASX listing, diversity was key among the selection criteria. The Board is committed to bringing further diversity to the Board in the longer term as the Board expands.

The table below reports the respective proportion of men and women on the Board, in Executive positions and across the Group as at 30 June 2024 and 30 June 2023.

2024	Board	Snr Exec	Group
Number of people	5	6	81
% Female	20%	17%	28%
% Male	80%	83%	71%
% Unspecified	-	-	1%

2023	Board	Snr Exec	Group
Number of people	5	6	75
% Female	20%	17%	27%
% Male	80%	83%	72%
% Unspecified	-	-	1%

During the reporting year while the business has been managing cashflow very closely, there have been no changes in the composition of the Board or Senior Executives, and limited recruitment in the Group generally, outside of replacing staff who have departed and who were in critical positions. Therefore there have been few opportunities to make material progress in diversity. The Board and Executive leadership do however look forward to demonstrating our commitment to diversity as the Company begins to make traction in the marketplace and the Group is able to expand the team to support it.

For FY2024 the measurable objective was achieved, with all diversity measures holding steady or making a minor improvement as noted in the table above.

For FY2025, given the Company's intent to find efficiencies in the near term, and defer expansion until the Company is achieving its growth objectives, the Group will have limited opportunities to appoint new staff and progress diversity further.

1.6 Board Committees and Individual Performance Assessment

The Board and Committee Charters provide that the Board has responsibility to implement processes to review the performance of the Board, its Committees, and that of individual Directors as outlined below.

- 1) Board Charter – section 4.3 (b)
- 2) Audit and Risk Committee Charter – section 6
- 3) Nomination and Remuneration Committee Charter – section 5.1(h) and section 6

The Charters are available on the Company's website at:

<https://investors.curvebeamai.com/corporate-governance/#investors-menu>

The Board having completed its first year as a listed company is planning to complete its first review cycle immediately following the company reporting cycle for FY2024, and this will be reported on in the FY2025 Governance Statement.

1.7 Senior Executive Performance Assessment

The Board's Nomination and Remuneration Committee undertook a performance evaluation of the Chief Executive Officer (**CEO**) and, together with the CEO, a performance evaluation of all other Key Management Personnel with respect to FY2024 following the completion of the financial year, in conjunction with an evaluation against Key Performance Indicators (**KPIs**) for the purposes of awarding STIs. Performance is evaluated against individual, financial and corporate goals.

Details of the FY2024 evaluation process and the results of those reviews and the STIs to be awarded are reported in the Company's Remuneration Report in the 2024 Annual Report.

Principle 2:

Structure the Board to be effective and add value

2.1 Nomination Committee

The Company has a combined Nomination and Remuneration Committee, which has three members, Hashan De Silva (Committee Chair), Rob Lilley (Board Chair and independent Non-executive Director (**NED**)) and Kate Robb (Audit and Risk Committee Chair and independent NED). The committee meets the Recommendation of three members with a majority of independent Directors.

The Committee Chair, Hashan De Silva, is not considered to be an independent Director due to Mr Da Silva having initially been a nominee Director and former employee of Karst Peak Capital Limited which, together with its associates, lodged a notice of initial substantial holder on 28 August 2023 notifying the Company that they held a 6.83% holding in the Company.

The Board considers that Mr De Silva has skills very much aligned with the Group's business and is the Director best equipped to Chair the Nomination and Remuneration Committee. As a specialist professional investor, the Board considers that Mr De Silva's motivations are strongly aligned with achieving outcomes that are in the best interests of all shareholders and that he can lead the Nomination and Remuneration Committee effectively.

The Nomination and Remuneration Committee was newly formed in preparation for the IPO, and met twice during FY2024. The composition of the Board was refreshed in preparation for the IPO, and the Board did expend considerable effort establishing the appropriate Board composition. After

considering multiple candidates for the appointment of an Independent NED, and to act as Audit and Risk Committee Chair, the position was ultimately filled by Kate Robb on 4 April 2023 as IPO preparations were under way.

The Nomination and Remuneration Committee has discussed the needs of the Board as the Company grows, and is prepared to deal with board composition and succession issues as necessary..

The Charter of the Nomination and Remuneration Committee is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/1c.-CurveBeam-AI-Limited-IPO-Nomination-and-Remuneration-Committee-Charter.pdf>

2.2 Board Skills Matrix

In structuring the Board to ensure it was appropriate for an ASX listed company, and in recruiting Kate Robb as a NED and Chair of the Audit and Risk Committee, the Board considered the skills of the existing Board, and those that would be needed for a listed company, along with the skills required for a global business.

For the scale of the existing business, the Board considers that a board of five Directors (including three NEDs) is able to provide the appropriate skills to effectively guide the business.

The skills and experience brought to the Board by its Directors include the following:

Strategy and Commercialisation	Leadership
Corporate Governance	Policy Development
ASX Experience	Investor Relations
Capital Markets Experience	Risk Management
Healthcare Markets	Health Payer Reimbursement and Coverage
Medical Device Manufacturing	Medical Markets Regulatory Compliance
Quality Management Systems and ISO 13485	Operations Management
Financial Reporting and Analysis	Research and Development
Sales and Marketing	Intellectual Property Management
Commercial Negotiations	Human Resources Management
Legal and Contracts	Due Diligence

2.3 Independent Directors

The Board considers that a Director is an independent Director where that director is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

The Directors, the role they hold, their appointment date, and their independence as judged by the Board are listed below:

Director Name	Role	Length of Service	Status
Rob Lilley	Non-Executive Chair	3 years, 5 months	Independent

Greg Brown	CEO and Managing Director	9 years	Non-Independent
Arun Singh	Executive Director Chief Operating Officer (COO), President – US and EU, CTO-CT	1 year, 6 months	Non-Independent
Hashan De Silva	Non-Executive Director Chair Nomination and Remuneration Committee	3 years	Non-Independent
Kate Robb	Non-Executive Director Chair Audit and Risk Committee	1 year, 5 months	Independent

Rob Lilley and Kate Robb have no relationships or interests that the Board consider would compromise their exercise of judgment as a Director of the Company or prevent them from fulfilling their roles as independent Directors.

The Board considers that Hashan De Silva is not independent, due to having initially been a nominee Director and former employee (within the last 12 months) of Karst Peak Capital Limited which, together with its associates, lodged a notice of initial substantial holder on 28 August 2023 notifying the Company that they held a 6.83% holding in the Company. Furthermore he is a Managing Partner of KP Rx which has committed to invest \$2m into the Company, to be approved by shareholders at an EGM on 3rd October 2024.

Chief Executive Officer and Managing Director Greg Brown is not an independent Director, as he is both an Executive Director and a substantial shareholder with an interest of 5.05% in the Company.

Executive Director, COO, President US and EU, and CTO-CT Arun Singh is not an independent Director as he is both an Executive Director, and a substantial shareholder with an interest of 11.28% in the Company.

2.4 Majority of Board Independent

Two of the five members of the Board, including the Chair, are independent Directors. While the majority of the Board members are not independent Directors, the Board considers that each of the independent Directors (Rob Lilley and Kate Robb) brings objective and independent judgement to the Board's deliberations, and that the non-independent Directors (Greg Brown, Arun Singh and Hashan De Silva) make an invaluable contribution to the Company through their deep understanding of the Company's business.

Consequently, having considered the Company's near-term requirements as an early stage ASX-listed company, the Board believes that the composition of the Board reflects an appropriate range of skills, expertise and experience for the Company's circumstances. The Board will continue to review this assessment.

2.5 Board Chair

The Non-Executive Chair Rob Lilley was appointed to the Board on 16 April 2021, and is an independent Director.

Mr Lilley was recruited for his senior leadership experience in globally successful healthcare enterprises, and provides the Board both with governance experience, and a commercial focus on delivering outcomes for shareholders.

The role of the Chair is outlined in the Board Charter at section 6.1. The Board Charter is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/1a.-CurveBeam-AI-Limited-IPO-Board-Charter.pdf>

The roles of Chair and CEO are held separately by Rob Lilley and Greg Brown respectively.

2.6 Induction and Professional Development

The Company established an induction process for Directors, in advance of its IPO in August 2023, which was applied to the induction of Kate Robb, NED and Audit and Risk Committee Chair.

The Board is committed to supporting Directors in continuing professional education, training, and governance updates, and maintains an awareness of contemporary issues arising requiring education or training.

Principle 3:

Instil a culture of acting lawfully, ethically and responsibly

3.1 Our Values

The Group's values are set out below and are published for internal use in the Group's Code of Conduct adopted by the Board on 26 July 2023 in preparation for its listing on the ASX.

The Board and leadership considers that abiding by these values is a critical element of doing business with integrity and establishing a strong culture across the organisation.

(a)	FAIRNESS Acting with fairness, honesty and integrity.
(b)	SAFE Providing a safe and healthy work environment for all employees.
(c)	LAW ABIDING Being aware of and abiding by all relevant laws and regulations.
(d)	NO ILLEGAL COOPERATION Not knowingly participating in any illegal or unethical activity.
(e)	MEET EXPECTATIONS Meeting the expectations of shareholders, customers and the community.
(f)	PROFESSIONAL BEHAVIOUR Maintaining high standards of professional behaviour.
(g)	INCLUSIVE Providing an inclusive culture free from discrimination, harassment and victimisation.
(h)	NO CONFLICTS OF INTEREST Avoiding or properly managing conflicts of interest.
(i)	BEST INTERESTS Acting in the best interests of the Company.
(j)	NO PERSONAL ADVANTAGE

	Not taking advantage of property or information for personal gain or to cause detriment to the Group.
(k)	EARN RESPECT Striving to be a good corporate citizen, and to achieve community respect.

3.2 Code of Conduct

The Group adopted a Code of Conduct in preparation for the IPO in August 2023.

The Code of Conduct is a crucial document for communicating to new and existing employees the importance of the values of the business and how to apply them to decision making, compliance and dealings with regulators, fair dealing, appropriate handling of conflicts of interest, and in acting professionally and responsibly.

The Code of Conduct is part of Director and employee inductions, and periodic training in the business across the Group.

The Code requires the reporting of any material breaches to the CEO, and in turn to the Board, and this responsibility is taken seriously by the CEO.

The Code of Conduct is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/2.-CurveBeam-AI-Limited-IPO-Code-of-Conduct.pdf>

3.3 Whistleblower Policy

In preparation for its listing on the ASX, the Group adopted a separate Global Whistleblower Policy. Under the Global Whistleblower Policy, the CEO is the Whistleblowing Officer.

As noted in the policy, the Board is serious about assuring ethical and compliant business practices, and providing avenues for employees to escalate any concerns.

At section 8, the policy requires any material investigation and outcome to be reported to the Board.

The Global Whistleblower Policy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/8.-CurveBeam-AI-Limited-IPO-Global-Whistleblower-Policy.pdf>

3.4 Anti-Bribery and Corruption Policy

In preparation for its listing on the ASX, the Group adopted a separate Anti-Bribery and Anti-Corruption Policy.

At section 10 of the policy, all material breaches are to be reported to the CEO, CFO, and COO who must notify the Audit and Risk Committee or the Board.

The policy provides that the Group has a zero-tolerance policy to bribery and corrupt practices and notes that such practices are illegal in the US, Australia and the UK as well as in other countries in which the Group operates. Furthermore, the Group is serious about its values, including ensuring its employees and officers conduct themselves appropriately and maintain ethical business practices at all times.

The Group's Anti-Bribery and Anti-Corruption Policy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/9.-CurveBeam-AI-Limited-IPO-Anti-Bribery-and-Anti-Corruption-Policy.pdf>

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Principle 4:

Safeguard the integrity of corporate reports

4.1 Audit Committee

Following the appointment of Kate Robb, and in preparation for the Company's ASX listing, the Audit and Risk Committee was constituted with three members, being Kate Robb as Chair, Rob Lilley and Hashan De Silva. All three members are Non-executive Directors. As Kate Robb and Rob Lilley are independent Directors, the majority of the members of the Audit and Risk Committee are independent.

The relevant experience of the Audit and Risk Committee members is outlined below:

Member	Skills and Experience
Kate Robb Independent NED Audit and Risk Committee Chair	<ul style="list-style-type: none">• Member of Chartered Accountants Australia & New Zealand• B.Bus Accounting (Deakin University), GAICD• Audit and Risk Committee Chair at Solvar Limited (ASX:SVR)• Previously Audit Committee Chair of unlisted public company Sandringham Community Financial Services Ltd (A Bendigo Bank Community Bank)• Over 25 years' experience in finance, governance risk management and compliance• Commenced career at PwC and has held Senior Audit and Risk roles at United Energy Limited (ASX:UEL), ANZ Banking Group (ASX:ANZ), and AGL Limited (ASX:AGL)
Rob Lilley Independent NED and Board Chair Audit and Risk Committee Member	<ul style="list-style-type: none">• BA Yale University• Over 35 years' business experience in medical devices and diagnostics industries.• Previously Senior Vice President Global Sales and Marketing for Digene Corporation (Nasdaq: DIGE)• Chair of Immunexpress Pty Ltd an Australian molecular diagnostics company.
Hashan De Silva Non Independent NED Audit and Risk Committee Member	<ul style="list-style-type: none">• BSc (Medicine), and MComm (Finance) from UNSW• Non-Executive Director at Syntara(ASX:SNT)• An experienced sell side and buy side investor in the Australian healthcare sector.• Founder and Managing Partner of KP Rx, an Australian healthcare Venture Capital firm.• Formerly Head of Healthcare Research for Karst Peak Capital and formerly an Equity Research Analyst in Healthcare at CLSA Limited and at Macquarie Group.

The Charter for the Audit and Risk Committee was approved by the Board on 26 July 2023, and is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/1b.-CurveBeam-AI-Limited-IPO-Audit-and-Risk-Committee-Charter.pdf>

Attendance at meetings of the Audit and Risk Committee by its members is summarised below:

Director	Meetings Held	Meetings Attended
Kate Robb (Committee Chair)	3	3
Rob Lilley (Member and Board Chair)	3	3
Hashan De Silva (Member)	3	3

The Group's Auditors are PricewaterhouseCoopers Securities Limited (**PwC**), who were appointed by Audit Tender in FY2021. The designated Audit Partner at PwC was rotated in FY2023.

4.2 Declaration by CEO and CFO

As part of the approval of Financial Statements, the Audit and Risk Committee and the Board receive from the CEO and CFO a declaration that, in their opinion, the financial records of the Group 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 Group and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Group's FY2024 Financial Statements were approved with the above assurance as part of the approval process of the Board.

4.3 Verify Integrity of Periodic Corporate Reports

All periodic corporate reports and material ASX announcements are governed by the process outlined in the Company's Continuous Disclosure Policy and are reviewed by the Company's lawyers and approved by the Board of Directors prior to release to ASX.

Financial information disclosed in an ASX announcement that has not previously been verified by the Company's external auditor in its audited or reviewed financial statements must be authorised by the CFO and Chair of the Audit and Risk Committee prior to being disclosed.

Principle 5:

Make timely and balanced disclosure

5.1 Continuous Disclosure Policy

The Board is committed to assuring that shareholders and the market are well informed and that the Company complies with the ASX Listing Rules and the *Corporations Act 2001* (Cth), strictly and in spirit.

On the 26 July 2023, the Board approved a Continuous Disclosure Policy in preparation for the listing of the Company on ASX. The policy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/5.-CurveBeam-AI-Limited-IPO-Continuous-Disclosure-Policy.pdf>

5.2 Board Provided with Copies of All Material Market Announcements

The Company's process for the release of material market announcements is that they are reviewed and approved by the Board following review by the Company's lawyers.

In addition, all Directors are registered on ASX Online to receive copies of all ASX announcements for the Company as they are released to market by ASX.

5.3 Investor or Analyst Presentations

The Company's Continuous Disclosure Policy requires satisfaction of Recommendation 5.3 at section 4.6 of the Policy, and the CEO and Board have undertaken to comply with this requirement.

The Company implemented an investor website ahead of its listing on ASX. The website includes links to the Company's Annual Reports, ASX Announcements, presentations and other key investor information.

Principle 6:

Respect the rights of shareholders

6.1 Investor Information on Website

The Company created an investor website in preparation for its listing on ASX. The investor website contains investor presentations, the Company's Annual Reports, corporate governance information, ASX Announcements, share price information, and share registry information.

The investor website is available at:

<https://investors.curvebeamai.com/>

6.2 Investor Relations

Since listing, the CEO and KMPs have maintained an active program of quarterly investor webinars and meetings with Institutional Investors.

NWR Communications were appointed in the lead up to the IPO to provide Investor relations support to the company, and meet regularly with management to support planning and execution of the investor relations programs.

The Company's Communication Policy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/4.-CurveBeam-AI-Limited-IPO-Communications-Policy.pdf>

6.3 Annual General Meeting (AGM)

Notices of Annual General Meetings are released to market and emailed or mailed to shareholders, with an invitation to attend the meetings.

Computershare Investor Services Limited the Company's Share Registry assist the Company in the conduct of its AGM. The Company will be conducting its 2024 Annual General Meeting virtually to facilitate shareholder participation. Shareholders will have the opportunity to ask questions of management, Directors, and the PwC Audit Partner.

6.4 Substantive Resolutions at Shareholder Meetings Decided by Poll

All substantive resolutions at the Company's shareholder meetings are decided by a poll rather than a show of hands. The Board intends to comply with Recommendation 6.4 for future meetings as well and will, with the support of its Share Registry, ensure that all substantive resolutions are decided by poll at the upcoming extraordinary general meeting and the 2024 Annual General Meeting.

6.5 Electronic Registry Communications

The Company has encouraged all shareholders to take advantage of the electronic services of its Share Registry Computershare. All shareholders receive an invitation to register for electronic services upon entering the share register and investing.

Principle 7:

Recognise and manage risk

7.1 Risk Committee

Following the appointment of Kate Robb in April 2023, in preparation for the Company's ASX listing, the Audit and Risk Committee was constituted with three members. These members are Kate Robb as Chair, and NEDs Rob Lilley (Board Chair) and Hashan De Silva. As Kate Robb and Rob Lilley are independent Directors, the majority of the Audit and Risk Committee are independent Directors.

The Company has always had a strong risk management culture embedded in its ISO13485 Medical Devices Quality System and has maintained a Risk Register which is forms part of each months Board papers and is updated routinely through the year.

The Charter for the Audit and Risk Committee was approved by the Board on 26 July 2023, and is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/1b.-CurveBeam-AI-Limited-IPO-Audit-and-Risk-Committee-Charter.pdf>

Attendance at meetings of the Audit and Risk Committee by its members is summarised below:

Director	Meetings Held	Meetings Attended
Kate Robb (Committee Chair)	3	3
Rob Lilley (Member and Board Chair)	3	3
Hashan De Silva (Member)	3	3

7.2 Risk Management Framework

The Company's Risk Management Policy is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/6.-CurveBeam-AI-Limited-IPO-Risk-Management-Policy.pdf>

The Board and the Audit and Risk Committee have both conducted reviews of the risk management framework in the business during the year, and the risk register is maintained throughout the year and is constantly under review.

7.3 Internal Audit Function

The Company has for many years contracted an independent consultant to conduct internal audits of the Company's ISO13485 Medical Devices Quality System (**Quality System**), which spans all policies and procedures across the business. Given the current size, complexity and risk profile of the Group, the Board considers this to be its internal audit function, however in addition the Board monitors risk management in accordance with the risk management framework outlined above.

Internal Audits are conducted at a minimum of quarterly, in line with a structured annual audit plan, which in turn are reviewed and audited by the Company's ISO 13485 Auditor. Any non-conformances from the internal audits are recorded

The Quality System is a holistic system of management for the whole business, with well documented policies and procedures, reviewed by the management team twice a year in a Management Review, including the results of internal audits and any corrective actions that arise from those audits.

7.4 Sustainability

While the Group does not have significant exposure to environmental or social risks, the Board is aware that it is critical that the Group has a positive impact on all stakeholders and communities impacted by its business globally.

The Group operates in the medical device and software as a medical device industries, and therefore sets out to positively impact clinical medicine and outcomes for patients. Operating in this industry, the Group takes risk management very seriously in the design, development, and deployment of its products, and employs the quality system to assure product and patient safety.

The Group's manufacturing business primarily just assembles purchased components and subassemblies in accordance with its product designs, and those processes do not have any negative impact on the environment. The Company is initiating deeper analysis of its supply chain to assure the Board that sourcing is targeting manufacturers who socially and environmentally responsible.

Principle 8:

Remunerate Fairly and Responsibly

8.1 Remuneration Committee

Prior to listing on ASX, the Company had a Remuneration Committee established in 2014, which was chaired by former Director David Seeman until his retirement on 31 March 2023, with Hashan De Silva and Rob Lilley being members.

In preparation for the listing of the Company on ASX, the Board established a new Nomination and Remuneration Committee which has three members, Hashan De Silva (Committee Chair), Rob Lilley (Board Chair and NED) and Kate Robb (NED and Audit and Risk Committee Chair). The Committee complies with Recommendation 9.1 in that it has three members, the majority of which are independent Directors.

The Committee Chair Hashan De Silva is not considered to be an independent Director, due to having initially been a nominee Director and former employee (within the last 12 months) of Karst Peak Capital Limited which, together with its associates, lodged a notice of initial substantial holder on 28 August 2023, notifying the Company that they held a 6.83% holding in the Company. Further he is

Managing Partner of KP Rx which has committed to invest \$2m into the Company, to be approved by shareholders at an EGM on 3rd October 2024.

The Board considers that Mr De Silva, as a non-executive Director with skills very much aligned with the Group's business, is the Director best equipped to Chair the Nomination and Remuneration Committee. As a professional and specialist professional investor, the Board considers that Mr De Silva's motivations are strongly aligned with achieving outcomes that are in the best interests of all shareholders and can effectively lead the Nomination and Remuneration Committee.

In the lead up to the IPO, the Remuneration and Nomination Committee appointed an independent remuneration advisory practice to support it in designing remuneration policies and STI and LTI systems appropriate for an ASX listed company.

The Nomination and Remuneration Committee member meeting attendance is summarised below:

Director	Meetings Held	Meetings Attended
Hashan De Silva (Committee Chair)	2	2
Rob Lilley (Member and Board Chair)	2	1
Kate Robb (Member)	2	2

The Charter of the Nomination and Remuneration Committee is available on the Company's website at:

<https://investors.curvebeamai.com/wp-content/uploads/2023/07/1c.-CurveBeam-AI-Limited-IPO-Nomination-and-Remuneration-Committee-Charter.pdf>

8.2 Senior Exec, Exec Director and Non-Exec Director Remuneration

The Board of Directors and the Nomination and Remuneration Committee were committed to establishing appropriate remuneration policies for the Company, as it commenced its journey as a listed company. An independent third party remuneration and governance advisory practice has supported the Board and the Nomination and Remuneration Committee to design appropriate remuneration policies and systems for an ASX-listed entity, that reward achievement, and align management's remuneration systems with shareholder interests and expectations.

The FY2024 Annual Report includes the Company's first Remuneration Report as a listed company for FY2024, outlining its remuneration practices, and providing details of remuneration for the Board and KMPs and the results of performance reviews and resultant STI remuneration awards.

The remuneration of Non-Executive Directors, Executive Directors, and other Senior Executives, was also disclosed at section 7 of the Company's Prospectus ahead of listing, which is available on the Company's website at:

<https://investors.curvebeamai.com/prospectus>

8.3 Hedging Arrangements

The Board of Directors approved a Securities Trading Policy on 26 July 2023 in anticipation of the Company's ASX listing.

Section 6.2 of the Securities Trading Policy provides that participants in the Company's Incentive Plans must not engage in any hedging or pledging of any plan securities.

The Company's Securities Trading Policy is available on the Company's website at: <https://investors.curvebeamai.com/wp-content/uploads/2023/07/3.-CurveBeam-AI-Limited-IPO-Securities-Trading-Policy.pdf>

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

CurveBeam AI Limited

ABN/ARBN

32 140 706 618

Financial year ended:

30th June 2024

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://investors.curvebeamai.com/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 Sep 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 30th Sep 2024Name of authorised officer
authorising lodgement:

Ura P Auckland, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://live-curve-beam-ai.pantheonsite.io/wp-content/uploads/2023/07/1a.-CurveBeam-AI-Limited-IPO-Board-Charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) 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>(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.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/7.-CurveBeam-AI-Limited-IPO-Diversity-Policy.pdf</p> <p>and we have disclosed the information referred to in paragraph (c) at: The FY2024 Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>Evaluation following first year as listed company being initiated Refer to the FY2024 Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>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 has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>FY2024 Corporate Governance Statement</p> <p>FY2024 Remuneration Report in the Annual Report</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>FY2024 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/1c-CurveBeam-AI-Limited-IPO-Nomination-and-Remuneration-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: FY2024 Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>Committee Chair not independent, refer to the FY2024 Corporate Governance Statement</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in the Corporate Governance Statement for FY2024</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement for FY2024 and, where applicable, the information referred to in paragraph (b) at: <i>None apply.</i> and the length of service of each director in the Corporate Governance Statement for FY2024	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/8.-CurveBeam-AI-Limited-IPO-Global-Whistleblower-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/9.-CurveBeam-AI-Limited-IPO-Anti-Bribery-and-Anti-Corruption-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The 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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/1b.-CurveBeam-AI-Limited-IPO-Audit-and-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: FY2024 Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/5.-CurveBeam-AI-Limited-IPO-Continuous-Disclosure-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://investors.curvebeamai.com/corporate-governance/#investors-menu	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: FY2024 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <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) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/1b.-CurveBeam-AI-Limited-IPO-Audit-and-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: FY2024 Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: FY2024 Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement for 2024	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration 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 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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investors.curvebeamai.com/wp-content/uploads/2023/07/1c.-CurveBeam-AI-Limited-IPO-Nomination-and-Remuneration-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: FY2024 Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>Committee Chair not independent, refer to the FY2024 Corporate Governance Statement</p>
8.2	<p>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><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: FY2024 Corporate Governance Statement FY2024 Remuneration Report in the Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

personal use only

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: FY2024 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security 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.	<input type="checkbox"/> and we have disclosed information about the processes in place at:	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable