

## **Bridge SaaS Ltd Corporate Governance Statement**

The Board of Directors of Bridge SaaS Limited and its subsidiary undertakings (“Bridge”, ASX code: BGE) are responsible for the Corporate Governance of the Company and is committed to achieving the highest standard of Corporate Governance, business integrity and professionalism in the interests of all stakeholders. The Board guides and monitors the business and affairs of the Company on behalf of the security holders, by whom they are elected and to whom they are accountable.

### **Corporate Governance Principles**

The Board has used its best endeavours to follow the Principles and Recommendations set out by the Australian Securities Exchange’s (“ASX”) Corporate Governance Council.

In February 2019, the ASX Corporate Governance Council released the 4th edition of *Corporate Governance Principles and Recommendations*, to take effect for the first full financial year commencing on or after 1 January 2020. The Company has adopted the revised Principles and Recommendations and, accordingly, this Statement complies with the 4th edition Principles and Recommendations, except where otherwise noted.

Having regard to the Company’s size and nature, it is considered that it complies as far as possible with the spirit and intentions of the ASX Corporate Governance Council’s Principles and Recommendations, unless otherwise described in this statement.

Reviews are completed annually or as required, with the latest review taking place in September 2022, following recent Board membership changes.

This Statement summarises the Company’s primary corporate governance practices and its compliance with the ASX Corporate Governance Council’s Principles and Recommendations as appropriate.

The Corporate Governance Statement and all corporate governance documents noted in this Statement are available on the Company’s website <https://bridge.website/corporate-governance/>

# Bridge SaaS Ltd

## Corporate Governance Statement

### ASX CORPORATE GOVERNANCE PRINCIPLES

The following is a summary of the nine Corporate Governance Principles, including (where applicable) comments on the Recommendations, as well as details of policies adopted by the Company which demonstrate how compliance has been achieved.

### PRINCIPLE 1: Lay solid foundations for management and oversight

#### 1.1 CHARTER FOR THE BOARD OF DIRECTORS

The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.

The Board Charter sets out:

- the specific responsibilities of the Board,
- requirements as to the Board's composition,
- the roles and responsibilities of the Chair and Company Secretary,
- the establishment, operation and management of Board Committees,
- Directors' access to Company records and information,
- details of the Board's relationship with management,
- details of the Board's performance review and
- details of the Board's disclosure policy.

A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.

The Board is responsible for the overall corporate governance of the Company including its purpose, culture, strategic objectives, and risk appetite. The Board establishes values, goals and responsibilities for management and monitors management's performance.

The Board is responsible for setting the risk appetite and satisfying itself that management has established an appropriate risk management framework for both financial and non-financial risks.

The Board seeks to identify and meet the expectations of Company security holders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately mitigate those risks.

To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of Directors and for the operation of the Board. To assist in the execution of its responsibilities, the Board has established an Audit and Risk Committee. The committee has two members, both of whom are Non-Executive Directors.

The responsibility for the operation and administration of the Company is delegated, by the Board, to the Executive Director and senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge its responsibilities and has in place procedures to assess the performance of the Executive Director and the senior management team. Assessments are undertaken each reporting period.

While there is ongoing interaction between the Board and management, the Board functions independently of management to establish the policy framework of the Company, from which management works to perform the daily functions of the business

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations, values and risk appetite set by the Board.

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The Board has a number of mechanisms in place to ensure this is achieved including:

### **The Board's roles and responsibilities**

The primary responsibilities of the Board include:

- Demonstrating leadership;
- Setting and reviewing the Company's purpose and its strategic objectives designed to meet stakeholders' needs and manage business risk;
- Approving the Company's statement of values and code of conduct, underpinning the desired culture within the Company;
- Appointing the Chair of the Board;
- Appointing and reviewing the performance, remuneration, and succession plans of the CEO/COO, Executives, and Company Secretary.
- Overseeing and working with management to instil the Company's values and develop strategic and business plans to achieve those strategic objectives;
- Review of management to encourage accountability;
- Approving budgets and major capital expenditure, acquisitions and divestitures and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.
- Overseeing the integrity of the Company's accounting and corporate reporting systems, including appointing or removing the Company's external auditor;
- Overseeing that the Company's security holders and the market are provided with full and timely information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- Setting the Company's risk appetite and satisfying itself that management has established an appropriate risk management framework for both financial and non-financial risks;
- Ensuring the existence of an appropriate framework for relevant information to be reported by management to the Board;
- Whenever required, challenging management and holding it to account;
- Satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; and
- Monitoring the effectiveness of the Company's governance practices.

At all times the Board retains full responsibility for guiding and monitoring the Company. Owing to the size of the Board and Company, there are no other separate committees of the Board. The Board maintains full responsibility on matters of finance and treasury with assistance from the Chief Executive Officer and Chief Financial Officer.

### **Board Meetings**

The Board holds 6 to 12 formal meetings a year. Additional meetings are held as required. A meeting is held each year to review and approve the strategy and financial plan for the next financial year. The Board also meets with Executive Management to consider matters of strategic importance to the Company.

### **Senior Management Team's Responsibilities**

The Chief Executive Officer "CEO", Chief Financial Officer "CFO" and Key Executives form the senior management team. The senior management team is responsible for running the affairs of the

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Company under delegated authority from the Board and for implementing the policies and strategy set by the Board. In carrying out its responsibilities, the senior management team must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial position, operational results, compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the entity. Clear lines of communication between the CEO and the senior management team are established and each consults with the CEO, in the first instance, on matters which are sensitive, extraordinary or of a strategic nature.

The role of the senior management team is to implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The senior management team is responsible for the implementation of the Company's strategic and business plans and instilling and reinforcing its values, while operating within the values, code of conduct, budget and risk appetite set by the Board. The senior management team is not responsible for setting the Company's strategic and business plans.

### **Independent professional advice**

In fulfilling their duties, the Directors may obtain independent professional advice at the Company's expense whenever Directors, especially Non-Executive Directors, consider such advice is necessary for them to discharge their responsibilities as Directors.

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### 1.2 APPOINTMENT OF DIRECTORS

The full Board is responsible for establishing criteria for Board membership, reviewing Board membership and identifying and nominating Directors.

Board membership is reviewed annually to ensure the Board has an appropriate mix of qualifications, skills and experience. External advisors may be used to assist in this process; however, the Board feels such services are not required at this stage. Appropriate background checks are made when engaging Directors. For these purposes, appropriate checks include checks as to the person's character, experience, education, criminal record and bankruptcy history.

The Directors sign a letter of appointment that sets out terms and conditions of their appointment and retirement.

The letter of appointment includes the requirements outlined in Principle 1. The Company has also developed an informal induction program, suitable for new Directors and senior management.

The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Remuneration and Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a Director or senior executive, or putting someone forward for election, as a Director.

Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.

### 1.3 WRITTEN AGREEMENTS WITH DIRECTORS AND SENIOR EXECUTIVES

The Company has individual written agreements with all Directors and senior executives:

The Company's Remuneration and Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.

### 1.4 COMPANY SECRETARY

The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Company Secretary is also accountable to the Board for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Annual Report.

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### **1.5 DIVERSITY POLICY**

The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.

The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them.

The measurable gender diversity objectives for each financial year (if any), and the Company's progress in achieving them, will be detailed in the Company's Annual Report. The Board does not presently intend to set measurable gender diversity objectives because:

- the Board does not anticipate there will be a need to appoint any new Directors or senior executives due to limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; and
- if it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of a measurable gender diversity objective and determine whether, in light of the size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for each financial year will be disclosed in the Company's Annual Report.

The Company was not in the S&P / ASX 300 Index at the commencement of the reporting period.

The Board has always been aware of the advantages that may flow from diversity in respect to gender, age, ethnicity and cultural background and has taken those factors into account when considering new appointments at all levels within the Company.

#### **Diversity Strategy**

The Diversity Strategy lists the strategies, initiatives and programs, measurable objectives, targets and KPIs adopted by the Board. Most of the strategies, initiatives and programs have already been achieved or put in place, and the necessary amendments have been made to the Charter for the Board of Directors. The amended documents may be viewed on the Company's website.

The Strategy includes initiatives and programs designed to foster Diversity at Board level, at executive and management level and generally, commensurate with the nature and size of the Company. Progress in regards to achievement of the Diversity Strategy will be reviewed by the Board on an annual basis.

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### **1.6 PERFORMANCE OF THE BOARD**

The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website.

The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each financial year in accordance with the above process.

The performance of the Company's Board is assessed at least once every reporting period.

Further information on performance evaluation and remuneration is set out in the Remuneration Report contained within the Annual Report.

### **1.7 PERFORMANCE OF KEY EXECUTIVES**

The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non executive Director.

The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.

The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.

Further information on performance evaluation and remuneration is set out in the Remuneration Report contained within the Annual Report.

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### **PRINCIPLE 2: Structure the Board to be effective and add value**

#### **2.1 NOMINATION AND REMUNERATION COMMITTEE**

The Company does not currently have a Remuneration and Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.

In view of the size of the parent entity, the Directors have considered that establishing a nomination and remuneration committee would contribute little to its effective management or addition of value and, accordingly, all Directors participate in decisions regarding the nomination and election of new Board members. Currently, there is no nomination or remuneration committee, and the Board as a whole, undertakes these responsibilities.

In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Remuneration and Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:

- (i) devoting time at least annually to discuss Board succession issues; and
- (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

In view of the size of the Company, the Board has no current need for additional Directors, as the Company's circumstances change the Board will review the need for an independent Non-Executive Director.

The Board is of sufficient size that the requirements of the business can be met and changes to the composition of the Board and its committees can be managed without undue disruption.

To facilitate the effective functioning of the Board and to promote investor confidence, there is a formal, rigorous and transparent process for the appointment and reappointment of Directors to the Board.

#### **2.2 BOARD SKILL MATRIX**

Under the Remuneration and Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction, and deal with new and emerging business and governance issues.

Given the current size and stage of development of the Company the Board has not yet established a formal board skills matrix. Gaps in the collective skills of the Board will be regularly reviewed by the Board as a whole, with the Board proposing candidates for directorships having regard to the desired skills and experience required by the Company as well as the proposed candidates' diversity of background.

The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.

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### **2.3 DIRECTORS INDEPENDENCE AND LENGTH OF SERVICE**

The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company will disclose those Directors it considers to be independent in its Annual Report and on the Company's website. The Board considers Directors Leanne Graham and Gianin Zogg to be independent.

The Board has considered the guidance to Principle 2 and in particular the relationships affecting independent status. In its assessment of independence, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when evaluating independence are whether a Director:

- is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- is employed, or has previously been employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- has within the last three years been a principal of a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the service provided;
- is a material supplier or customer of the Company or other Company member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with the Company or another Company member other than as a Director.

There are no independent Directors who fall into this category.

The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.

### **2.4 MAJORITY OF DIRECTORS INDEPENDENT**

The Company's Board Charter requires that, where practical, the majority of the Board should be independent.

The Board currently comprises a total of 4 directors, of whom 2 are considered to be independent. As such, independent directors are not currently an independent majority of the Board.

As at the date of this statement, the Company has not adopted the recommendation that a majority of the Board should be independent.

At this point in time, given the small size of the Company and the Board, and the expense of engaging additional independent directors, the Board believes the engagement of additional independent directors is unnecessary and that its current mix of independent and non-independent directors is adequate to ensure that decisions of the Board will reflect the best interests of the Company as a whole rather than the interests of management or any person associated with any director who is considered a non-independent director.

The Company will continually evaluate whether it will be appropriate to consider additional independent directors as the business evolves and expands.

The Board believes that the current board membership is effective in the current strategic development stage of the Company.

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### **2.5 CHAIR IS INDEPENDENT**

The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.

The Chairperson of the Company is Mr Rupert Taylor-Price who is not an independent Director and is not the CEO/Managing Director.

Rupert Taylor-Price is not considered to be an independent Director as he is a substantial shareholder of the Company. Despite this relationship, the Board believes that Mr Rupert Taylor-Price will be able, and can make, quality and independent judgements in the best interests of the Company on all relevant issues before the Board.

### **2.6 INDUCTION AND PROFESSIONAL DEVELOPMENT**

In accordance with the Company's Board Charter, the Board is responsible for procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors efficiently.

The Board has determined that individual Directors have the right in connection with their duties and responsibilities as Directors, to seek independent professional advice at the Company's expense.

The engagement of an outside adviser is subject to prior approval of the Chair and this will not be withheld unreasonably. If appropriate, any advice so received will be made available to all Board members.

The Company periodically reviews 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.

The Board regularly assesses whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Professional development for Directors will be considered where gaps are identified and they are not expected to be addressed in the short term, by new appointments.

The Board will also ensure that Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.

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### **PRINCIPLE 3: Instil a culture of acting lawfully, ethically and responsibly**

#### **Ethical standards**

The Board acknowledges the importance of instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. The Board's policy is for the Directors, management and employees to conduct themselves with the highest ethical standards and the best practices of corporate governance.

#### **3.1 STATEMENT OF VALUES**

The Company is committed to conducting all of its business activities in accordance with the stated values set out in the Company's Code of Conduct (which forms part of the Company's Corporate Governance Plan).

The Company's vision is to create, implement and support integrated SaaS solutions that promote meaningful interactions between workers and their clients.

The Code of Conduct articulates that including the Company's culture values creates a link between the Company's purpose and its strategic goals, by expressing the standards and behaviours expected of Company officers to fulfil its goals and meet its purpose.

#### **3.2 CODE OF CONDUCT**

The Company's Corporate Code of Conduct applies to all Directors, officers, contractors, senior executives and employees (**Staff**). Staff are under the obligation to ensure that the Code of Conduct is not breached. If any Staff notice any violations of the Code of Conduct, they must notify the Company Secretary or the Chair of the Company (if applicable). The Directors must ensure that reports of any breach of the Code of Conduct undergoes thorough investigations and that appropriate action is taken by the Company.

The Board reviews the Code of Conduct annually. This code provides more guidance on the standards of ethical behaviours required of the Bridge Team, being Directors, key management personnel and employees. The code is available on the Company's website.

Bridge SaaS Limited aims to deliver superior long-term total shareholder return, taking proper account of employees, customers and others with whom we do business, as well as the communities and environments in which Bridge SaaS Limited operates.

The Board is informed of any material breaches of the Code of Conduct, as this may indicate issues within the culture of the Company. The Board will ensure that appropriate and proportionate disciplinary action is taken against those who breach the Code of Conduct.

#### Trading Policy

The long-term holding of the Company's securities by designated persons is encouraged. However, under the Company's Securities Trading Policy, a designated person must not trade in any securities of the Company at any time when they are in possession of unpublished, price-sensitive information in relation to those securities.

Also, they must not give such information to any other person who is likely to:

- use this information to trade in the Company's securities; and/or
- pass this information on to another person who may use this information to trade in the Company's securities.

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Before commencing to trade in the Company's securities:

- A Director must first obtain the written approval of a majority of the Board;
- If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of all other members of the Board before doing so; and
- A senior executive or employee must first obtain the written approval of a majority of the Board.

### Closed Period

Designated persons are prohibited from trading in the Company's securities during the following periods:

- 48 hours after the publication of a price sensitive announcement to the Australian Securities Exchange;
- the period from two weeks prior to and one day after the release of quarterly results;
- from 1 July to one day after the release of the Company's final results;
- from 1 January to one day after the release of the Company's half-year results;
- the day of the annual general meeting; and
- Any other periods as may be determined by the Board and communicated to designated persons.

### Exemptions

Only in exceptional circumstances will approval for the disposal of the Company's securities during this closed period be forthcoming. Examples of such circumstances are:

- Where severe financial difficulty or hardship can be demonstrated.
- By Order of a Court of Australia.

At no time will approval for the purchase of the Company's securities be granted to designated employees during the closed period.

### Notification of Dealings by Directors

As required by the ASX Listing Rules, the Company is required to report any transaction conducted by Directors in the securities of the Company to the ASX within 5 business days after the date of the transaction.

Directors are required to report these transactions to the Company Secretary the day following the transaction so the appropriate disclosure can be made and to ensure the Company's compliance with the ASX listing rules.

### **3.3 WHISTLEBLOWER POLICY**

The Company's Whistleblower Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. The Board is to be immediately notified of any reports made under the Whistleblower Policy concerning allegations of serious misconduct.

The Whistleblower Policy sets out the reporting process to be followed.

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The best source of information as to whether a Company is living up to its values are its employees. Employees are encouraged to speak up about any unlawful, unethical or irresponsible behaviour within the organisation.

The Company aims to promote and encourage the responsibility and accountability of individuals for reporting unethical practices. Management reports all breaches to the Board at every board meeting.

### **3.4 ANTI BRIBERY AND CORRUPTION POLICY**

The Company's Anti-Bribery and Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any actual or suspected breach of the Anti-Bribery and Corruption Policy must be reported to the Company Secretary or the CEO/Managing Director (if applicable). Reports can also be made in accordance with the Whistleblower Policy.

Giving bribes or other improper payments or benefits to public officials is a serious criminal offence and can damage a company's reputation and standing in the community.

The Board are informed of any material incidents of bribery or corruption, as they may be indicative of issues within the culture of the organisation.

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### **PRINCIPLE 4: Safeguard the integrity of corporate reports**

A Company should have appropriate processes to verify the integrity of its corporate reports.

#### **4.1 AUDIT AND RISK COMMITTEE**

The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair.

The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:

- (i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and
- (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.

#### **4.2 CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION**

The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.

The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.

##### **Financial Reports**

The CFO ensures that the Company's financial reports are prepared in accordance with relevant accounting standards and that monthly financial reports are distributed to the Board.

All annual and interim financial reports presented to the Board have been reviewed by both the CEO and CFO who confirm in writing to the Board that the relevant report represents a true and fair view of the Company's financial position in all material respects and is in order for adoption by the Board.

The CEO and CFO provide a written declaration to the Board in accordance with Section 295A of the Corporations Act 2001 that:

- the Company's financial report is founded on a system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating effectively in all material respects.

These declarations are signed and provided at both the interim and annual reporting periods.

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### **4.3 VERIFY THE INTEGRITY OF ANY PERIODIC CORPORATE REPORTS**

The process which is followed to verify the integrity of the Company's periodic corporate reports is tailored based on the nature of the relevant report, its subject matter and where it will be published. However, the Company seeks to adhere to the general principles set out in its Shareholder Communication Policy (which forms part of the Corporate Governance Plan) with respect to the preparation and verification of its corporate reporting.

The entity is required to release periodic corporate reports, such as Appendix 4C, 4D and 4E reports, that contain unaudited financial information. Management reviews these periodical reports and reports to the Board on these periodic corporate reports with regard to:

1. The integrity of the periodic corporate report being founded on sound risk management and internal compliance and control, which in all material respects implements the policies and arrangements assumed by the Board;
2. The risk management and internal compliance and control system of the Company operating efficiently and effectively, in all material respects; and
3. the report and notes being in accordance with the Corporations Act 2001 (if appropriate), including:
  - (i) the financial records of the Company for the periodic period having been properly maintained in accordance with section 286 of the Corporations Act 2001;
  - (ii) the periodic report and notes for the financial quarter complying with the Accounting Standards; and
  - (iii) the periodic report and notes for the financial period giving a true and fair view.

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#### **PRINCIPLE 5: Make timely and balanced disclosure**

##### **5.1 CONTINUOUS DISCLOSURE POLICY**

The Company's Corporate Governance Plan contains a Continuous Disclosure Policy which sets out the processes the Company follows to comply with its continuous disclosure obligations under the ASX Listing Rules and other relevant legislation.

The Corporate Governance Plan, which incorporates the Continuous Disclosure Policy, is available on the Company website.

Bridge SaaS Limited is committed to ensuring that its security holders and the market are provided with full and timely information about the Company's operations, pursuant to its culture of transparency.

This Policy provides a framework of principles which empower our people to make decisions on behalf of Bridge SaaS Limited.

##### **5.2 Market Announcements**

In accordance with the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), the Board receives copies of all material market announcements promptly after they have been made.

This ensures the Board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures.

##### **5.3 Substantive Presentations**

In accordance with the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), any new and substantive written material or presentations made to institutions, stockbrokers or shareholders will be released to ASX ahead of the presentations.

When the Company gives a new and substantive investor or analyst presentation, it will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The release of substantive presentations will ensure equality of information among investors and will apply regardless of whether the presentation contains new material information required to be disclosed under listing rule 3.1.

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### **PRINCIPLE 6: Respect the rights of security holders**

#### **6.1 INFORMATION ON WEBSITE**

Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.

The Company's website also contains information of the Company's operations and history.

#### **6.2 INVESTOR RELATIONS PROGRAM**

The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Shareholder Communications Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.

This Policy aims to ensure that effective communication between the Company and its investors is maintained and ready, equal and timely access to clear and balanced information about the Company (including its financial performance, strategic plans, material developments, governance and risk profile) is available to the investors, to enable them to exercise their rights in an informed manner.

The Company seeks opportunities to engage with retail investors and the organisations that represent them, to understand the matters of concern or interest to investors. Where significant comments or concerns are raised by investors or their representatives, they should be conveyed to the Board and senior management team.

The Board is responsible for maintaining an ongoing dialogue with, and promoting effective and timely dissemination of information to, the security holders and the investing public.

#### **6.3 FACILITATE AND ENCOURAGE PARTICIPATION IN SHAREHOLDERS MEETINGS**

The Company has a Shareholder Communications Policy to ensure a regular and timely release of information about the Company to shareholders. Shareholders are encouraged to attend and participate at all general meetings and AGM of the Company.

Shareholders who are unable to attend a General Meeting in person are encouraged to vote on the proposed motions by appointing a proxy.

#### **6.4 SUBSTANTIVE RESOLUTIONS BY POLL**

All substantive resolutions at a meeting of security holders will be decided by a poll rather than by a show of hands.

#### **6.5 FACILITATE ELECTRONIC COMMUNICATIONS**

The Shareholder Communication Policy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are able to make contact with and receive communications from both the Company and its share registry electronically.

## **Bridge SaaS Ltd Corporate Governance Statement**

### **PRINCIPLE 7: Recognise and manage risk**

#### **7.1 RISK COMMITTEE**

The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director.

A copy of the Corporate Governance Plan is available on the Company's website.

The Company does not have an Audit and Risk Committee as the Board consider the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter. Relevantly, the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.

The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. The Company's process of risk management and internal compliance and control includes:

- Establishing the Company's goals and objectives and implementing and monitoring strategies and policies to achieve these goals and objectives;
- Continuously identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- Formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls; and
- Monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and control, including an annual assessment of the effectiveness of risk management and internal compliance and control.

Recognising and managing risk is a crucial part of the role of the Board and management. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to assess risk management and associated internal compliance and control procedures and report back on the efficiency and effectiveness of risk management.

#### **7.2 ANNUAL RISK REVIEW**

The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

The Company's Risk Management Policy requires the Company to disclose at least annually whether such a review of the company's risk management framework has taken place.

The Board reviews the Company's risk management practices, and the risk register annually, to monitor the adequacy of the risk management framework and satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

## **Bridge SaaS Ltd Corporate Governance Statement**

Regular review by the Board includes satisfying itself that the risk management framework deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

From time-to-time circumstances may dictate that the Company needs to operate outside of the current risk appetite set by the Board. Where that occurs, the matter is brought to the attention of the Board.

### **7.3 INTERNAL AUDIT**

The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function.

The Company does not have an internal audit function. The Board considers the process employed pursuant to the Audit and Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes given the size and complexity of the current business. The Board will assess on an ongoing basis whether it would be beneficial to appoint an internal auditor.

### **7.4 ENVIRONMENTAL OR SOCIAL RISKS**

The Company's Risk Management Policy requires the Audit and Risk Committee (or, in its absence, the Board) to assist management determine whether the Company has any material exposure to environmental and/or social risks and, if it does, how it manages or intends to manage those risks.

The Company's Risk Management Policy requires the Company to disclose whether it has any material exposure to environmental and/or social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company will disclose this information in its Annual Report (if applicable).

## **Bridge SaaS Ltd Corporate Governance Statement**

### **PRINCIPLE 8: Remunerate fairly and responsibly**

#### **8.1 REMUNERATION COMMITTEE**

The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration Committee and Nomination Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director.

The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter. Relevantly, the Board devotes time at annual Board meetings to assess the level and composition of remuneration for directors and executives to ensure that such remuneration is appropriate and not excessive.

The processes employed by the Company for setting the level and composition of remuneration for Directors and members of senior management and for ensuring that such remuneration is appropriate and not excessive are disclosed at 8.2 below.

The Board has a formal, rigorous and transparent process for developing remuneration policy and for fixing remuneration packages for Directors and senior executives. No individual Director or member of senior management is involved in deciding his or her own remuneration.

#### **8.2 DISCLOSURE OF REMUNERATION POLICIES AND PRACTICES**

The Company's Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to set policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the Annual Report.

##### **Remuneration philosophy and structure**

The Company has structured remuneration packages for its Executives and Directors in order to attract and retain people with the necessary qualifications, skills and experience to assist the Company in achieving its desired results.

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board and Executive Team by remunerating Directors and key Executives fairly and appropriately with reference to relevant employment market conditions.

#### **8.3 POLICY OF HEDGING EQUITY BASED REMUNERATION SCHEMES**

The Company has an equity-based remuneration scheme. The Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to review, manage and disclose the policy (if any) under which participants to an employee incentive scheme of the Company may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the employee incentive scheme.

The Company's Securities Trading Policy prohibits Key Management Personnel:

- (i) participating in equity-based incentive schemes from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities; and
- (ii) trading during Closed Periods in financial products issued or created over or in respect of the Company's securities.

## **Bridge SaaS Ltd Corporate Governance Statement**

The Securities Trading Policy is available, as part of the Corporate Governance Plan, on the Company's website.

See the Remuneration Report in the Annual Report for further details of remuneration policies.

## **Bridge SaaS Ltd Corporate Governance Statement**

### **9. ADDITIONAL ITEMS**

As set out in the Company's Board Charter (which forms part of the Corporate Governance Plan), in the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that such documents are translated into the Director's native language, and a translator is present at all Board and shareholder meetings.

All Shareholder meetings will be held at a reasonable place and time for shareholders.

The Company's Auditor will attend the Company's Annual General Meeting and will be available to answer questions from shareholders in respect of the Company's audit.