



CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 31 MARCH 2023 CURRENT AT 30 JUNE 2023

Findi Limited (the Company) and its subsidiaries (the Group) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they and the Company deliver long-term shareholder value and high-quality corporate governance to securityholders.

The disclosure of corporate governance practices can be viewed on the Company website at <https://findi.co/investor-relations/>

Corporate Governance Compliance

A description of the Company's main corporate governance practices are set out below. All these practices, unless otherwise stated, have been in place for the financial year ended 31 March 2023 and up to the date of this Corporate Governance Statement. This Corporate Governance Statement addresses the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' – 4th Edition - and adopts an appropriate system of control, transparency and accountability to best fit its business and operations commensurate with these guidelines.

Disclosure of Corporate Governance Practices

Principle	Conform	Disclosure
1. Lay Solid Foundations for Management and Oversight		
1.1 A listed entity should disclose: (a) The respective roles and responsibilities of its Board and management; and (b) Those matters expressly reserved for the Board and those delegated to management.	Yes Yes	<p>The Directors are responsible to the securityholders for the performance of the Company in both the immediate and future periods and seek to achieve a balance to realise its objectives in the best interests of the Company as a whole. Their focus is to enhance the interests of securityholders and other key stakeholders and to ensure the Company is properly managed.</p> <p>The Board's role is reported in the Company's Board Charter located at: https://findi.co/app/uploads/2022/08/Findi-Group-Corporate-Governance-Policies.pdf</p> <p>During the financial year, day to day management of the Company's affairs and the implementation of the corporate strategy and policy initiatives would otherwise be undertaken by the CEO/Managing Director and their performance would be monitored and evaluated by the Board. In the absence of a CEO/Managing Director (as has been the case for this financial year up to the date of this Statement), management of the Company was undertaken by the Board as a whole.</p> <p>Some Board functions may be handled through Board Committees. These committees are appointed when the size and scale of operations requires. The Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.</p> <p>Due to the size of operations at the beginning of the year and the reliance on the board of the Company's main operating subsidiary, TSI India, no sub-committees of the board of Findi Limited were established.</p>

<p>1.2 A listed entity should:</p> <p>(a) Undertake appropriate checks before appointing a person, or putting forward for securityholders a candidate for election, as a director ; and</p> <p>(b) Provide securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director</p>	<p>Yes</p> <p>Yes</p>	<p>(a) The Company undertakes background checks on any person who is being considered as a director. These checks may include good fame and character, experience, education and financial history and background.</p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director is provided to securityholders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director is voted upon.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>Each senior executive and executive Director has a formal employment contract and non-executive Directors have a letter of appointment.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>

<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; 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>No</p>	<p>The Board recognises the benefits of having an appropriate blend of diversity on the Board and in all areas of the Group's business and has adopted a diversity policy which outlines the Company's commitment to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees to enhance Company performance.</p> <p>The diversity policy seeks to address equal opportunities in the hiring, training and career advancement of directors, officers and employees. The Diversity Policy outlines the process by which the Board may set measurable objectives to achieve the aims of its diversity policy, with particular focus on gender diversity within the Company. The Board has not, at this point, established formal measurable objectives for achieving gender diversity. The employees and officers of the Company during the financial year represented a range of ethnicity, cultural background and experience.</p> <p>The Board did not set measurable gender diversity objectives for the past financial year because the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles which, given the small size of the Company and the Board, would unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing persons based on skills and merit.</p> <p>Given the management structure in Australia is comprised of the Board with outsourced Company Secretarial and Accounting/CFO functions, the directors will implement the Diversity Policy more broadly across all levels of the Group.</p> <p>The Board of TSI India (main operating subsidiary of Findi Limited) has adopted a Policy for the Prevention of Sexual Harassment which is prepared under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) ACT, 2013 (Government of India)</p> <p>Ratio of woman employed across TSI India: 569 (Male: 500, Female: 69)</p> <ul style="list-style-type: none"> · Board - 5 (all Male) · Executive - Trainee to Assistant Manager : 461 (Male: 402, Female: 59) · Operational - Manager and above: 108 (Male: 98, Female:10)
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<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Board has identified that the appropriate mix of skills and diversity required of its members to operate effectively and efficiently is achieved by personnel having suitable skills and experience in Australian and international business and finance, mergers and integration of businesses, technology development and implementation, operational management, marketing, corporate governance, banking and ATM service provision, listed Company and equity markets as well as time availability. The Board composition during the financial year adequately addressed these areas. If and when there is a change in the Company's business and/or level of operations, the Board will reconsider the skills matrix and ensure the Board has members with the appropriate skills and experience. A profile of each Director setting out their skills, experience and expertise is set out in the Directors Report of the Company's Annual Report.</p>									
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Yes</p>	<p>The Board members during and since the end of the financial year are:</p> <table border="0" data-bbox="1021 592 2047 687"> <tr> <td>Mr Smedley</td> <td>Appointed 12/04/2021</td> <td>Independent Non-Executive Chairman</td> </tr> <tr> <td>Mr Vertullo</td> <td>Appointed 19/04/2021</td> <td>Independent Non-executive</td> </tr> <tr> <td>Mr Titman</td> <td>Appointed 19/04/2021</td> <td>Independent Non-executive</td> </tr> </table>	Mr Smedley	Appointed 12/04/2021	Independent Non-Executive Chairman	Mr Vertullo	Appointed 19/04/2021	Independent Non-executive	Mr Titman	Appointed 19/04/2021	Independent Non-executive
Mr Smedley	Appointed 12/04/2021	Independent Non-Executive Chairman									
Mr Vertullo	Appointed 19/04/2021	Independent Non-executive									
Mr Titman	Appointed 19/04/2021	Independent Non-executive									
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>Yes</p>	<p>The Company has a majority of independent directors being Mr Smedley, Mr Titman and Mr Vertullo.</p>									
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>No</p>	<p>During the reporting period, the Chair held a Non-executive position and is considered independent in accordance with the ASX Corporate Governance Council's definition of an independent director. The Board believes the Chair was able to bring quality and independent judgment to all relevant issues falling within the scope of the role of a Chair.</p> <p>The role of the Chairman and the CEO of the trading entity are not exercised by the same person.</p>									
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Yes</p>	<p>A new director is inducted into the Company's policies and processes on engagement. The Company does not have a formal policy or program for professional development of Directors. Directors are expected to maintain and develop their skills and knowledge required to perform their role effectively. 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 Chairman and this will not be withheld unreasonably. If appropriate, any advice so received will be made available to all Board members.</p>									

3. Act Ethically and Responsibly		
<p>3.1 A listed entity should articulate and disclose its values.</p>	<p>Yes</p>	<p>The Company is listed on the ASX with a primary objective to deliver maximum shareholder value through profitable growth and the development of stable and sustainable businesses whilst acting lawfully, ethically and responsibly.</p> <p>The Company will pursue operational and commercial excellence by using best practice approaches in its decision-making process focusing on continuous development, accountability and teamwork in all aspects of the business. A key attribute to this approach is maintaining responsible long-term management.</p> <p>In order to achieve these goals, we ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. We foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.</p> <p>We believe that our pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.</p>

<p>3.2 A listed entity should:</p> <ul style="list-style-type: none"> (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 by a director or senior executive; and (c) any other material breaches of that code that call into question the culture of the organisation. 	<p>Yes</p>	<p>The Board has adopted a Code of Conduct for Directors, management and employees to promote ethical and responsible decision-making.</p> <p>The principles of the code are:</p> <ul style="list-style-type: none"> • a director must act honestly, in good faith and in the best interests of the Company as a whole. • a director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office. • a director must use the powers of office for a proper purpose, in the best interests of the Company as a whole. • a director must recognise that the primary responsibility is to the Company's securityholders as a whole but should, where appropriate, have regard for the interest of all stakeholders of the Company. • a director must not make improper use of information acquired as a director. • a director must not take improper advantage of the position of director. • a director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company. • a director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken as a Board. • confidential information received by a director in the course of the exercise of directorial duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law. • a director should not engage in conduct likely to discredit the Company. • a director has an obligation at all times, to comply with the spirit, as well as the letter of the law and with the principles of the Code of Conduct. <p>The Company has implemented a Code of Ethics and Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability within the Company.</p> <p>All employees and directors are expected to:</p> <ul style="list-style-type: none"> • respect the law and act in accordance with it; • respect confidentiality and not misuse Company information, assets or facilities for their own personal benefit or gain; • value and maintain professionalism; • avoid real or perceived conflicts of interest; • act in the best interests of securityholders; • by their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the community and environment in which it operates; • perform their duties in ways that minimise environmental impacts and maximise workplace safety; • exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and • act with honesty, integrity, decency and responsibility at all times.
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<p>3.3 A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>Yes</p>	<p>The Company's Whistleblower policy has been adopted and is disclosed on the Company's website at: https://findi.co/app/uploads/2022/08/Findi-Group-Whistleblower-Policy.pdf</p>
<p>3.4 A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>Yes</p>	<p>The Company has adopted an anti-bribery and corruption policy, which can be located at: https://findi.co/investor-relations/</p> <p>The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.</p> <p>In particular, the Company is committed to preventing any form of corruption and bribery and to upholding all laws relevant to these issues.</p>
<p>4. Safeguard Integrity in Corporate Reporting</p>		
<p>4.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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>No</p>	<p>An Audit Committee has not been established; the role of the Audit Committee under the Audit & Risk Committee Charter has been assumed by the full Board. The Board considers that the Company is not of a size, nor are its financial affairs of such complexity to justify the formation of an Audit Committee. The size of the Board, coupled with the skills, experience and independence of each board member, allowed the Board to discharge its duties and responsibilities effectively under the Audit & Risk Committee Charter.</p> <p>The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.</p>

4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board requires and has received an appropriate declaration from the CEO and CFO (or those people designated to fulfil those roles) before it approves the Company's financial statements for each financial period.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Where a periodic corporate report is not required to be audited or reviewed by an external auditor, the Company conducts an internal process to confirm the integrity of the report, to ensure that the content of the report is materially accurate, and to provide investors with appropriate information to make informed investment decisions. Appropriate supporting information for such corporate reports are retained on preparation of the report and the Board reviews and agrees the release of such reports. Copies of all market announcements are circulated to the Board promptly, to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.
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.	Yes	In order to ensure that the Company meets its obligations with regard to the continuous disclosure requirements, the Company has adopted a Disclosure & Communication Policy, which sets out the Company's obligations and its policies and procedures to ensure timely and accurate disclosure of price sensitive information to the market. The policy is disclosed on the Company's website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company has a procedure to ensure that copies of all market announcements are circulated to the Board promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company Secretary ensures that any new and substantive investor or analyst presentations are released to ASX ahead of the presentation.
6. Respect the Rights of Securityholders			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information on the Company and its business activities is set out on the Company's website at https://findi.co/ . This information includes the Company's governance policies and procedures.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	The Company has not established a formal investor relations program. The Company actively communicates with its Securityholders in order to identify their expectations and promote Shareholder involvement in the Company. The Company engaged investor relations advisors to assist with this process at various times during the reporting period.

6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of securityholders.	Yes	The Company has a Disclosure & Communication Policy to ensure a regular and timely release of information about the Company to securityholders. Securityholders are encouraged to attend and participate in general meetings.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.	Yes	As required by the ASX Listing Rules, all resolutions seeking approval under the Listing Rules are decided by a poll. The Chairman will determine any other substantive resolutions to be voted on by a poll if required to ensure the will of the securityholders voting at a meeting is upheld.
6.5	A listed entity should give securityholders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Securityholders are able to make contact with and receive communications from the Company's share registry electronically.
7.	Recognise and Manage Risk		
7.1	The board of a listed entity should:	No	The Company does not have a risk management committee with that role undertaken by the Board. The Company has policies and procedures in place which are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.
	<p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>	Yes	

<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p>	<p>The Board meets on a regular basis to consider strategic and operational matters. Risk management is specifically discussed at the Company's Board meetings. As part of this, all risks are considered including but not limited to strategic, operational, legal, reputational and financial risks. Risk management is an ongoing process rather than an annual formal review.</p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>No</p>	<p>The Company does not have an internal audit function. All functions, roles and responsibilities with regard to risk oversight and management of internal control are undertaken by the Board and Company management.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Board determines whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Board is of the view that that the Company's operations do not currently create material exposure to economic, environmental and social sustainability risks.</p>

