

Corporate Governance Statement

The Board of Directors of CPT Global Ltd (CPT Global and the Company) is responsible for the corporate governance of the group. The Board guides and monitors the business and affairs of CPT Global on behalf of the shareholders of the Company by whom they are elected and to whom they are accountable.

The format of the Corporate Governance Statement is based on the Australian Stock Exchange Corporate Governance Council's (the Council's) *Corporate Governance Principles and Recommendations*, 4th Edition (the Recommendations). In accordance with the Council's Recommendations, the Corporate Governance Statement must include certain specific information and disclose the extent to which the Company has followed the guidelines during the period. Where a Recommendation has not been followed, that fact is disclosed together with the reasons for the departure. Unless otherwise indicated, the Company's corporate governance practices were in place for the financial year ended 30 June 2025 and remained in effect up to the date of signing the Directors' Report.

CPT Global's Corporate Governance Statement is structured with reference to the Council's Recommendations.

A summary of CPT Global's corporate governance policies and practices can be found at <https://cptglobal.com/investor-centre>.

Principle 1: Lay solid foundations for management and oversight

Functions reserved for the Board

The Board is responsible for governing the Company, providing leadership and monitoring CPT Global on behalf of its shareholders. In addition, the Board, along with management, is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board has adopted a Charter that sets out, among other things, its specific powers and responsibilities and the matters delegated to the CEO and management and those reserved for the Board. Information regarding the Charter can be found at <https://cptglobal.com/investor-centre>.

The senior executives of CPT Global are responsible for matters which are not specifically reserved for the Board. Senior executives manage the Company in accordance with the direction and strategy adopted by the Board.

Appointment and election of Directors

Prior to the appointment of a new Director, CPT Global undertakes appropriate checks and internal investigations into the suitability of nominated Directors.

CPT Global's Constitution requires that an election of Directors takes place each year. In addition, Directors appointed during the year to fill a casual vacancy or as an addition to the existing Directors during the year, must retire from office at the next annual general meeting following their appointment but are eligible for re-election by shareholders at that time.

The Notice for an Annual General Meeting sets out the background, experience and skills of each Director seeking election or re-election to the Board along with a recommendation of the Board in relation to the election or re-election. Security holders are provided with all material information in CPT Global's possession relevant to a decision on whether to elect or re-elect a Director.

Director agreements

CPT Global has written agreements with each Director and senior executive setting out the terms of their appointment, including commencement and end date, terms of appointment, remuneration and obligations.

Company Secretary

The Company Secretary is charged with facilitating CPT Global's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have the right to access the Company Secretary.

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Diversity policy

CPT Global is committed to fostering a diverse, equitable, and inclusive workplace that values the unique contributions of all employees. We believe that diversity in gender, age, cultural background, disability, neurodiversity, and professional experience strengthens decision-making, drives innovation, and supports sustainable business performance.

The Board has oversight of DEI outcomes and acknowledges the importance of alignment with **ASX Corporate Governance Principle 1.5**. While measurable objectives were not set in FY2025, the Board remains committed to monitoring progress, promoting diversity across the business, and reporting on initiatives undertaken to strengthen inclusion.

During FY2024, CPT Global did not submit a Workplace Gender Equality Agency (WGEA) report, as the Company was below the statutory reporting threshold of 100 employees (80 FTE equivalents) under the Workplace Gender Equality Act 2012 (Cth). However, CPT Global voluntarily monitors gender and DEI metrics as part of its governance reporting, reflecting our commitment to transparency and continuous improvement, even where regulatory reporting is not mandated.

The following snapshot reflects employee composition as at 30 June 2025:

Gender	2025	2024
Women on the Board	25%	25%
Women in Senior Management Roles	20%	29%
Women Across the Company	19%	20%
Age		
Under 35	6%	4%
35-49	21%	24%
50-64	37%	38%
Over 65	31%	33%
Unspecified	5%	1%
Workforce Flexibility		
Part-time	16%	8%
Hybrid	100%	100%

Evaluating the performance of the Board, its Committees, its Directors and Senior Executives

The Board's Charter provides that the Board will conduct annual reviews of individual directors, the Board as a whole, and its Committees.

At the end of each financial year, an annual performance evaluation of the Board and its members is undertaken. To facilitate this, the Board has developed a questionnaire for directors to provide feedback on the role, composition, procedures, and practices of the Board and its Committees. The Company Secretary collates the responses, and the results are considered by the Board.

CPT Global also conducts an annual performance evaluation of its senior executives. This process reviews each executive's achievement against performance objectives and establishes objectives for the year ahead. Remuneration outcomes are determined following this evaluation.

Further details on CPT Global's remuneration practices are set out in the Remuneration Report.

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Principle 2: Structure the Board to be effective and add value

Remuneration Committee

The Board has established a Remuneration Committee to ensure that remuneration practices and governance processes operate within established guidelines. The Committee's responsibilities include maintaining adequate resourcing levels, setting and monitoring employment conditions, reviewing the performance of executive Directors and senior management, and determining remuneration. When required, the Committee also assists the Board in selecting candidates for Director positions.

Given the size of the Company, a separate Nominations Committee has not been established. Instead, these responsibilities are managed by the Remuneration Committee.

During FY2025, the Remuneration Committee comprised the following members:

- Steve Targett (Independent Non-Executive Director, Committee Chair from 24th January 2023)
- Deborah Hadwen (Independent Non-Executive Director, Committee Member from 1st July 2023)
- Gerry Tuddenham (Executive Director)

It is the Board's policy that the Committee be composed solely of independent Non-Executive Directors. However, due to the limited number of independent Directors on the Board, CPT Global has not fully complied with corporate governance best practice, which recommends a minimum of three independent Non-Executive members. As an interim measure, the Board has delegated the Committee's nomination functions to the full Board. The Company considers this approach appropriate given its current size and structure.

Details of Directors' attendance at Remuneration Committee meetings are set out in the Annual Report. A summary of the Committee's role and responsibilities is included as an appendix to the Board Charter, available at:

<https://cptglobal.com/investor-centre>.

Board Skills Matrix

The Remuneration Committee, on behalf of the Board, maintains a capabilities matrix to guide Board composition and succession planning. The matrix is reviewed annually, with any proposed new Director assessed against it to ensure the appropriate balance of experience, expertise, and diversity is maintained. While the capabilities matrix is a valuable tool, it forms only part of the broader process for assessing potential Directors.

The Board's adopted capabilities matrix outlines the mix of skills and diversity it seeks to achieve among its members. It highlights the key skills and experience represented on the Board and the extent to which those attributes are currently covered. Details of Directors' skills and experience for the reporting period are set out below.

Skills/Experience

Total Number of relevant Directors for the reporting period	4
Strategy	
Experience with listed and other organisations subject to robust governance frameworks with an ability to assess the effectiveness of relevant governance processes	4
Financial performance	
Experience directing and managing financial performance	4
Risk and compliance oversight	
Experience in oversight and management of material business risks	4
Information technology (IT) strategy and governance	
Experience developing, implementing and oversight of IT strategy and delivering IT strategic goals	3

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Marketing and communications	
Experience in and oversight of marketing and communications strategies and plans	3
General board and commercial experience	
Experience on boards and in relation to commercial matters generally	4
Corporate transactions	
Experience in successfully undertaking corporate transactions such as mergers & acquisitions	2
Government relations and transactions	
Experience leading and managing government relations and transactions with government	4
Expertise in the areas of the Company's businesses	4
Depth of experience with the Company	3
Scaling organisational capacity	
Experience building and developing scale in an organisation	3

Board skills and experience

The skills, experience and expertise relevant to the position of director held by each Director in office at the date of the Annual Report is included in the Directors' report.

Director independence

An independent Director is a Director who is not a member of management (a Non-Executive Director) and who:

- holds less than five percent of the voting shares of CPT Global and is not an officer of, or otherwise associated, directly or indirectly, with a shareholder of more than five percent of the voting shares of CPT Global;
- within the past three years has not been employed in an executive capacity by CPT Global or another group member, or been a Director after ceasing to hold any such employment;
- within the past three years has not been a principal or employee of a material professional adviser or a material consultant to CPT Global or another group member;
- is not a material supplier or customer of CPT Global or another group member, or an officer of or otherwise associated, directly or indirectly, with a material supplier or customer;
- has no material contractual relationship with CPT Global or another group member other than as a Director of CPT Global;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of CPT Global; and
- has not had their independence compromised by the length of their tenure preventing them from being able to bring an independent judgement to bear on issues before the Board and to act in the best interests of CPT Global and its security holders.

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The Directors during the reporting period were appointed on the following dates and the status of their current independence as at the date of this Corporate Governance Statement is shown below:

Director	Position	Appointed/Resigned	Length of Service	Independence
Steve Targett	Non-Executive Director	Appointed: 24 Jan 2023	2 year 5 months	Yes
	Non-Executive Chair	Appointed: 22 Nov 2023	1 year 7 months	Yes
Luke Tuddenham	Executive Director	Appointed: 1 Nov 2021	3 years 8 months	No
Gerry Tuddenham	Executive Director	Appointed: 10 Sep 1998	26 years 9 months	No
Deborah Hadwen	Non-Executive Director	Appointed: 1 Jul 2023	2 years	Yes

There are processes in place, agreed by the Board, to enable Directors, in furtherance of their duties, to seek independent professional advice at the Company's expense.

Director induction and professional development

CPT Global has a program for inducing new Directors and provides appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. For more information on Director induction and education, see the Board Charter at <https://cptglobal.com/investor-centre>.

Principle 3: Instill a culture of acting lawfully, ethically and responsibly

Code of conduct

The Board is committed to its core governance values of integrity, respect, trust and openness among and between Board members, management, employees, clients and suppliers. These values are enshrined in the Board Charter and more broadly, in CPT's Code of Conduct which requires all Directors, management and employees to always:

- act honestly and in good faith;
- exercise due care and diligence in fulfilling the functions of office;
- avoid conflicts and make full disclosure of any conflict of interest;
- comply with both the letter and spirit of the law;
- encourage the reporting and investigation of unlawful and unethical behaviour; and
- comply with the share trading policy outlined in the Code of Conduct.

Directors are obliged to be independent in judgement and ensure all reasonable steps are taken to ensure that the Board's core governance values are not compromised in any decisions the Board makes.

CPT Global's policy regarding Directors and employees trading in its securities is set by the Audit Committee. The policy restricts Directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the securities price.

The Board is informed of any material breaches of the Company's *Code of Conduct*.

Information relating to the *Code of Conduct* and *Share Trading Policy* can be found at <https://cptglobal.com/investor-centre>.

The Company has adopted separate formal whistleblower and anti-bribery and corruption policies. Both policies can be found at <https://cptglobal.com/investor-centre>.

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Principle 4: Safeguard the integrity of corporate reports

Audit and Risk Committee

The Board has an Audit and Risk Committee which operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity and ensure compliance with ASX Listing Rule disclosure requirements. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, external reporting and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the consolidated entity to the Audit and Risk Committee.

The Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the Company's financial reports. The Council Recommendations are that all Audit and Risk Committee members are non-executives. During the full reporting period CPT Global only had two Non-Executive Directors therefore an Executive Director was also appointed to the Audit and Risk Committee.

The members of the Audit and Risk Committee during the year were:

- Deborah Hadwen (Chair and independent Non-Executive Director, appointed 24 October 2024)
- Gerry Tuddenham (Executive Director)
- Steve Targett (independent Non-Executive Director)

During the reporting period, CPT Global complied with corporate governance best practice as the Audit and Risk Committee was chaired by an independent director who was not the Chair of the Board.

For details of Directors' experience and qualifications refer to the 2025 Annual Report.

For details of attendance at meetings of the Audit and Risk Committee, refer to the 2025 Annual Report.

A copy of the Committee's Charter is included as an appendix to the Board Charter and can be found at <https://cptglobal.com/investor-centre>.

CEO & CFO declarations

For the annual results, the CEO and CFO have provided a written declaration to the Board stating that, in all material respects, the Company's financial report gives a true and fair view of CPT Global's financial position and operational results and is in accordance with relevant accounting standards and the financial records have been properly maintained in accordance with the Corporations Act 2001 (Cth).

The declaration by the CEO and CFO states that the Company is founded on a sound system of risk management and internal compliance and control system and that the risk management and internal compliance and control systems, to the extent they relate to financial reporting, are operating effectively and efficiently in all material respects.

Periodic corporate reports

The CFO is responsible for overseeing the preparation of all periodic corporate reports and reviews all reports prior to the Board undertaking a final review and approval before being released to the market.

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Principle 5: Make timely and balanced disclosure

Continuous disclosure policy

CPT Global is subject to continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth). Subject to limited exceptions, CPT Global must immediately notify the market, through the ASX, of any information that a reasonable person would expect to have a material effect on the price or value of CPT Global's securities. CPT Global has a Continuous Disclosure Policy, which can be found at <https://cptglobal.com/investor-centre>.

The Board receives copies of material market announcements prior to the announcement being released as the Board or Chair of the Board must authorise the release. The Board also receives automatic confirmations from the ASX market announcements office once an announcement has been released.

All presentations made to investors or analysts are released to the market prior to the presentation being given.

Principle 6: Respect the rights of security holders

Online information for security holders

CPT Global's corporate website has a dedicated Investors section which provides information on the Company, corporate governance and financial reports as well as providing access for security holders to contact the Company and Company Secretary by email.

The Corporate Governance tab sets out CPT Global's charters, policies, codes and ethical standards.

Promoting effective communication with security holders

The Board is committed to giving security holders and potential investors balanced and understandable information about the Company and corporate proposals. The Company communicates with security holders via the financial media for significant corporate events and meetings with security holders and potential investors are held on request. The Company responds to questions and enquiries made by security holders in a timely and transparent manner.

CPT Global has a Shareholder Communications Policy, accessible at <https://cptglobal.com/investor-centre>. The policy outlines how the Company will keep its security holders informed using these key channels:

1. Releases to the market via the ASX.
2. The Company's official website.
3. Direct communication with shareholders.
4. Company general meetings.

CPT Global's Shareholder Communications Policy works in tandem with the Company's Continuous Disclosure Policy. Securityholders are entitled to vote on significant matters impacting the business. The Board actively encourages security holders to attend and participate in the Annual General Meeting (AGM) of CPT Global, to lodge inquiries and to be responded to by the Board and or the CEO and can appoint proxies. The date of the AGM is published in advance of the Annual Report and in the Notice of Meeting sent to security holders.

At the AGM, the Chair encourages security holders to ask questions on each item of business and, after the formal business of the meeting, encourages security holders to ask general questions.

Communicating with security holders

Shareholders have the option to receive communications from and send communications to the Company and its securities registry electronically.

Furthermore, the Company website has a "Contact" section which allows investors and others to communicate with and ask questions of the Company.

Voting at the AGM

The Company has adopted the practice for voting on all resolutions conducted by a poll.

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Principle 7: Recognise and manage risk

Policy for oversight and management of business risk

CPT Global believes that, given the size of the Board, it is crucial for all Board members to be a part of the risk management process, and as such the Board has not established a separate risk management committee. Instead, committees are convened as appropriate in response to issues and risks identified by the Board and the committee further examines the issue and reports back to the Board.

Design and implementation of risk management and internal control systems

CPT Global takes a proactive approach to risk management. The Board is responsible for ensuring that risks and opportunities are identified on a timely basis and that the group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The risks that could negatively impact on the performance of the Group's business include:

- The global economic and political environment.
- The availability of IT professionals.
- Government policy, budget and spending levels.
- The value of the Australian dollar and liquidity management.
- The risk of loss of key strategic accounts and business slowdown.
- Cyber and data security risks.
- Delivery and quality assurance risks.
- Group succession planning risks including loss of key personnel.

The Audit and Risk Committee is responsible for establishing and maintaining a framework of internal control. The Board and the Audit and Risk Committee have several mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include:

- Board approval of a strategic plan, which encompasses the entity's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of Key Performance Indicators (KPIs) of both a financial and non-financial nature.
- The establishment of committees to report on specific business risks, including for example, such matters as financial risks and concerns and occupational health and safety.

In the absence of a formal internal audit function due to the size of the Company, CPT Global relies on alternative assurance mechanisms, including external audit reviews, ISO9001 and ISO27001 certification assessments, and internal targeted reviews, to provide independent oversight of key risk and control processes.

In addition to their regular reporting on business risks, risk management and internal control systems, the CEO and Chief Financial Officer also provide the Board with assurance that the Directors' declaration provided within the Annual Report is founded on a sound system of risk management and internal control and that this system is operating effectively in all material respects in relation to the financial reporting risks. This assurance is provided prior to the time at which the Directors approve and sign the Company's financial statements.

The Board reviewed CPT Global's risk management framework during the reporting period and undertakes such reviews on an annual basis.

CPT Global does not have any material exposure to environmental and social sustainability risks, but the Company continually reviews any potential material exposures to ensure compliance with applicable legal and regulatory requirements.

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Principle 8: Remunerate fairly and responsibly

Practices for remunerating Directors and Executives

The Remuneration Report as part of the 2025 Annual Report sets out details of CPT Global's policy and practices for remunerating Directors and executives. CPT Global has also implemented a Remuneration Policy which provides a framework to guide CPT's compensation approach, ensuring fairness, transparency, and alignment with organisational goals.

Information on the Remuneration Committee is included under Principle 2 of this Corporate Governance Statement.

CPT Global has not adopted a policy that prohibits participants from entering transactions that limit the economic risk associated with the company's performance rights scheme. CPT Global's Share Trading Policy prohibits participants of equity plans from entering any arrangement which limits economic risk.

Information relating to CPT Global's policy on trading in relation to shares or equity-based products can be found at <https://cptglobal.com/investor-centre>.