



QANTM Intellectual Property Limited (ACN 612 441 326)

2022 Corporate Governance Statement



CONTENTS

1	LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	3
1.1	Role of the Board and Management	3
1.2	Director election and re-election	3
1.3	Agreements outlining terms of appointment	3
1.4	Company Secretary	3
1.5	Diversity	4
1.6	Board Performance Evaluation	6
1.7	Senior Executive Performance Evaluation	7
2	STRUCTURE THE BOARD TO BE EFFECTIVE & ADD VALUE	8
2.1	Nomination Committee	8
2.2	Board Skills	8
2.3	Director Independence	9
2.4	Majority of Directors Independent	10
2.5	Chair of the Board to be an Independent Director	10
2.6	Induction of Directors and Professional Development	10
3	INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY	11
3.1 & 3.2	QANTM values and Code of Conduct	11
3.3	QANTM Whistleblower Protection	11
3.4	Anti-bribery and corruption	11
4	SAFEGUARD INTEGRITY IN CORPORATE REPORTING	12
4.1	Audit, Risk and Compliance Committee	12
4.2	Declaration from Chief Executive Officer and Managing Director and Chief Financial Officer with respect to the Company's Financial Statements	12
4.3	Periodic corporate reports not verified by an external auditor	12
5	MAKE TIMELY AND BALANCED DISCLOSURE	13
5.1	QANTM's Continuous Disclosure Obligations	13
6	RESPECT THE RIGHTS OF SECURITYHOLDERS	14
6.1	Information to investors about QANTM	14
6.2 & 6.3	Investor Relations and Securityholder Meetings	14
6.4	Substantive shareholder resolutions decided by poll rather than by a show of hands	14
6.5	Electronic communications with Shareholders	14
7	RECOGNISE AND MANAGE RISK	15
7.1 & 7.2	Risk Committee and Risk Management framework	15
7.3	Internal Audit	15
7.4	Exposure to Economic, Environmental and Social Sustainability Risks	15
8	REMUNERATE FAIRLY AND RESPONSIBLY	17
8.1	People, Remuneration and Culture Committee	17
8.2	Remuneration of Executive and Non-executive Directors and senior Executives	17
8.3	Equity based remuneration	17



THE BOARD OF QANTM INTELLECTUAL PROPERTY LIMITED



Board members

Left to right: Sonia Petering, Craig Dower, Leon Allen, Kathy Gramp and Gavin Bell

The Directors and Management of QANTM Intellectual Property Limited (**QANTM** or the **Company**) and its controlled entities (the **Group**) are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. In the conduct of its operations and management, the Company substantially complies with the ASX Corporate Governance Principles and Recommendations (*Fourth Edition*) (**Recommendations**), to the extent appropriate to the

size and nature of the Group's operations.

This Statement details the Company's compliance with the Recommendations during the financial year ended 30 June 2022 (the **2022 Financial Year**). To the extent that the Company does not comply fully with the Recommendations, this Statement explains the reasons for that approach.

The Company's board of directors (**Board**) is responsible for the overall corporate governance of the Company, including overseeing the application of appropriate policies and procedures designed to

ensure that the Company is properly managed and to protect and enhance shareholder interests.

The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial returns, and sustaining the growth and success of QANTM.

The Company's corporate governance policies and the Charters for the Board and each of its Committees are available on the Company's website (<http://qant mip.com/about-qantm/governance/>)(the **Website**).



PRINCIPLE 1

Lay solid foundations for management and oversight

1.1 Role of the Board and Management

The Board is accountable to the Company's shareholders and has overall responsibility for the performance of the Company, monitoring the execution of the Company's strategy, and the implementation of sound corporate governance policies and practices. The Company has adopted a Board Charter (which was updated during the 2022 Financial Year and is available on the Website) that sets out the functions and responsibilities of the Board.

The Chief Executive Officer/Managing Director (**CEO/MD**) oversees the day-to-day management of the business, and has been delegated the authority to manage QANTM in accordance with the strategy, plans and policies approved by the Board. Responsibilities specifically delegated to the CEO/MD are outlined in the Board Charter and in a separate Delegation of Authority document.

1.2 Director and senior executive appointment and director election and re-election

QANTM undertakes appropriate due diligence in respect of prospective candidates before appointing a person as a director or senior executive, or proposing a person to its shareholders as a candidate for election as a director.

Prior to each Annual General Meeting, the Company provides information to shareholders about directors seeking re-election and about candidates for election as a Director, to enable shareholders to make an informed decision on whether or not to re-elect or elect the director, including:

- information as to relevant qualifications and experience and the skills they bring to the Board;
- details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on board matters;
- the term of office already served by the director (if applicable); and

- the Board's view on whether the candidate will be considered to be an independent director.

During the 2022 Financial Year, in line with commentary on Recommendation 1.2, each incumbent director gave the Company a written undertaking to the effect that they agree to resign if the Company receives information in relation to the director's character, experience, education, criminal record or bankruptcy history that, in the opinion of a majority of their fellow directors, indicates that it is not appropriate for them to continue to serve as a director of the Company. A similar provision was included in the letters of appointment for the two new non-executive directors during the 2022 Financial Year.

1.3 Agreements outlining terms of appointment

QANTM has agreements with each director and senior executive, setting out the terms of their appointment. Each of QANTM's directors has signed a letter of appointment and each of QANTM's senior executives is employed under an employment agreement.

1.4 Company Secretary

The Company Secretary is responsible for co-ordination of Board business, including agendas, board papers, minutes, communication with regulatory bodies, ASX and all statutory and other filings. Further details in relation to the Company Secretary's role are set out in QANTM's Board Charter.

The appointment and removal of the Company Secretary is a matter for decision by the Board.

The Company Secretary is accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board.



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

1.5 Diversity

The Company is committed to creating an inclusive culture where differences are valued. The Company's Diversity, Inclusion and Belonging Policy:

- (a) supports QANTM's commitment to fostering a corporate culture that embraces and values diversity;
- (b) provides a framework for new and existing initiatives, objectives, strategies and programs related to diversity within the businesses of the Group; and
- (c) supports the Group's commitment to informing shareholders regarding its progress towards implementation and achievement of its diversity objectives.

The QANTM Group is committed to enhancing diversity, and also inclusion, through achieving the following objectives:

- Increasing awareness across the Group about diversity and the benefits of a diverse and inclusive workforce.
- Increasing diversity at senior levels across the Group.
- Implementing policies which support and promote flexible working and ensuring that those policies are understood and promoted across the Group.
- Maintaining a workplace free from discrimination and harassment on the grounds of gender or gender identity, race, colour, nationality or cultural origin, age, political beliefs or activity protected by applicable laws, religion, sexual orientation, impairment or disability, marital or parental status or pregnancy or employment status (e.g. fixed term, part-time or temporary work), through ongoing training and a robust approach to complaint resolution..
- Ensuring that all employees are treated fairly and with respect and dignity.
- Addressing systemic and individual unconscious biases in order to create a diverse and inclusive culture, to reduce the potential for unconscious bias in decision-making.
- Engaging with our people in the development and implementation of diversity and inclusion programs.

- Integrating diversity and inclusion considerations and content into our business processes and practices with particular focus on people and talent management, client relations and business development, communications and supplier diversity.
- Being an active participant supporting diversity in the IP community, with a focus on the fields of law, science, technology, engineering and mathematics.
- Achieving equal employment opportunity for all of the Group's employees, senior management and directors, based on merit, ability, performance and potential.

QANTM has in place a Human Rights policy confirming QANTM's commitment to respect and support internationally recognised human rights, described as the basic labour, social, political, civil, economic, and cultural rights and freedoms to which all people are entitled, as set out in the Universal Declaration of Human Rights.

During the 2022 Financial Year, QANTM had significant focus on mental health and well-being of our people, with a view to supporting employees combining work with home schooling, combating isolation for employees in lockdown who live alone and employees struggling with the ongoing cycle of extended lockdowns. Initiatives undertaken in during the 2022 Financial Year within QANTM Group and/or in various of its operating subsidiaries with respect to diversity and inclusion included:

- undertaking a comprehensive review of the permanent hybrid (home and office) arrangements for staff established in FY2021, supported with training on how to be adaptable and ergonomic checks on home work stations;
- publication of a guide to "Coming Out at Work", facilitating the use of pronouns for staff who would like to share them and associated training;
- our Davies Collison Cave business became a member of Diversity Council Australia;
- celebration of "Wear it Purple" day to raise awareness of sexuality, sex and gender identity and challenges harmful social cultures;
- offering psychological coaching for Principals to support wellbeing;
- providing training on why diversity and inclusion matter;



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

- ongoing bullying harassment and discrimination training, and specific training on sexual harassment and victimisation;
- active bystander training;
- approaching religious, cultural and ceremonial observances in a way that embraces difference, allowing staff flexibility to celebrate observance relevant to their culture, supported by compressed working fortnights in one subsidiary business;
- continuing a recruitment system which allows for “blind” applications, removing a key area of potential bias from recruitment process.
- continuing exit survey data collection to capture data to measure progress and improvement across diversity and inclusion measures;
- successful application for a bursary for the Women in Leadership program, with three professionals now on their leading-edge program;
- continuation of a QANTM COVID response team, led by the CEO and senior leaders across the business, which continues to meet regularly to discuss issues and initiatives to manage risk associated with COVID;
- accreditation through Mental Health First Aid Australia as a Mental Health First Aid Employer, with a number of leadership team members certified as Mental Health First Aid (MHFA) officers, and the operation of a MHFA Committee that meets quarterly to generate new initiatives;
- monthly educational series for employees on diverse topics including mental health, sleep, anger management, change, workplace behaviour and grief;
- a month-long program around R U OK? Day, raising awareness around anxiety, depression, suicide prevention and resilience, especially when working remotely;
- Group wide flexible working options;
- training programs on effective remote working and effective remote management and leadership strategies;

- social activities – both virtual and in person to keep in touch, maintain culture and connect people throughout a challenging year;
- adoption of regular team “huddles”, and regular engagement and pulse surveys to stay abreast of issues affecting our people; and
- undertaking programs to understand different personality types using the Enneagram tool, to increase awareness of our areas of strength, well-being, development areas and how we interact and collaborate with others. This included building up individual ‘user guides’ to facilitate different and faster ways of getting to know colleagues when physically separated by enforced lockdown, particularly our newer team members.

As a “*relevant employer*” under the Workplace Gender Equality Act 2012 (**WGEA**), QANTM has submitted a Workplace Gender Equality Report for the 2021/2022 reporting period, with respect to its Australian workplaces. The submission includes details of the Company’s Gender Equality Indicators and is available on the Website.

QANTM is committed to continuing to integrate diversity and inclusion considerations and content into our business processes with respect to management, recruitment, retention and talent management, to provide access to equal opportunities at work based on merit.

The percentage of women and those who identify as a gender other than male in key job categories (using the criteria in place for WGEA reporting in Australia) across the QANTM Group in its last six financial years has been as follows:

Category	2017 (%)	2018 (%)	2019 (%)	2020 (%)	2021 (%)	2022 (%)
Board	40	40	40	40-50*	20-33*	20-40*
Senior Managers / Executives	12	17	22	30	25	26
Professional staff	52	53	60	61	67	65
Whole organisation	67	66	68	67	68	68

* Board composition varied through the 2020, 2021 and 2022 Financial Years.



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

The objectives set by QANTM with respect to gender diversity for the 2022 Financial Year, and performance against those objectives, were as follows:

OBJECTIVE 1

Maintain Board representation of not less than 30% women, 30% men and the remainder of any gender (in line with Recommendation 1.5, applying with respect to companies in the S&P/ASX 300 Index).

The gender composition of QANTM's Board varied as follows during the 2021 Financial Year:

- From 1 July 2021 to 28 February 2022: 25% women (1 of 4 directors), 75% men (3 of 4 directors)
- From 1 March to 10 May 2022: 20% women (1 of 5 directors), 80% men (4 of 5 directors).
- From 11 May to 24 May 2022: 33% women (2 of 6 directors), 67% men (4 of 6 directors).
- From 24 May to 30 June 2022: 40% women (2 of 5 directors), 60% men (3 of 5 directors).

The percentage of women directors on the QANTM Board was below 30% for most of the 2022 Financial Year, but increased to 33% with the appointment of Kathy Gramp as a non-executive director with effect from 2 May 2022, and 40% with the retirement of Richard England from the QANTM Board, Richard's last day in office being 24 May 2022.

OBJECTIVE 2

Increase the representation of women and gender identification other than male at senior manager/executive level within the QANTM Group for continuing operations.

The percentage of women and those who identify as a gender other than male in Senior Management / Executive roles (using the criteria in place for WGEA reporting in Australia) across the QANTM Group as at 31 March 2022 (being the measurement date for WGEA Reporting) is 26%, compared to 25% as at 31 March 2021.

Assessing only continuing business operations (that is, disregarding changes due to acquisitions during FY21 and FY22), the percentage remained constant at 25%.

There are relatively few changes to executives and senior manager roles each year, and this metric is susceptible to variation in individual periods. The percentage of women in senior manager/executive roles has increased overall since QANTM's IPO in 2016 (12% to 25%).

OBJECTIVE 3

With respect to professional staff and with respect to the QANTM Group workforce overall, maintain gender representation of at least 50% of women and gender identification other than male.

This objective was achieved, with gender representation of women and gender identification other than male being 65% for professional staff, and 68% of the QANTM workforce overall.

For FY2023, QANTM has retained the same objectives with respect to gender diversity, being to:

- maintain Board representation of not less than 30% women or gender identification other than male, 30% men and the remainder of any gender;
- increase the representation of women or gender identification other than male at senior manager/executive level within the QANTM Group for continuing operations; and
- with respect to professional staff and with respect to the QANTM Group workforce overall, maintain gender representation of at least 50% of women and gender identification other than male.

1.6 Board Performance Evaluation

The directors undertake an annual process to review the performance and effectiveness of the Board and individual directors, and an evaluation was conducted with respect to the 2022 Financial Year. The methodology used for the evaluation differed from previous years, with a new Chair and two new non-executive directors having been appointed since 28 March 2022. The directors considered a form of questionnaire relating to the Board's role and effectiveness, composition, procedures, practices and behaviours. The Chair led a discussion on opportunities for improvement for the Board as a whole and provided feedback to individual directors.



PRINCIPLE 1 (cont.)

Lay solid foundations for management and oversight

1.7 Senior Executive Performance Evaluation

The Board annually conducts a performance evaluation of the CEO/MD to assess whether the CEO/MD has met key performance indicators set in the previous year, using a balanced scorecard approach. The CEO/MD provides the Board with an annual overview of the review process for senior executive performance.

Further information on performance measures and assessments for Key Management Personnel can be found in the Remuneration Report contained in the Annual Report.



PRINCIPLE 2

Structure the Board to be effective and add value

2.1 Nomination Committee

QANTM does not have a separate Nomination Committee. The Board is charged with the responsibilities that would ordinarily be addressed by a Nomination Committee.

The Board Charter, published on the Website, sets out the Board’s responsibility for:

- identifying and recommending to the Board candidates for the Board, including the Chief Executive Officer and Managing Director;
- identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- establishing processes for identifying suitable candidates for appointment to the Board to facilitate an appropriate mix of expertise, experience and to support succession of the Board;
- preparing, reviewing and updating on a regular basis a director’s education and skills enhancement program;
- ensuring that succession plans for Board and senior executives are in place;
- recommending the removal of directors;
- reviewing the performance of the Chief Executive Officer and Managing Director annually;
- conducting an annual review of the performance of the Board, both collectively and individually, the effectiveness of processes of the Board and its committees, and the skills of the Board to ensure that the Board maintains a sufficient number of directors with an appropriate mix of skills; and
- developing and ensuring the implementation of continuing education programs for directors.

The PRCC carries out some responsibilities often performed by a Nominations Committee. The objectives of the PRCC include to help the Board fulfil its statutory, fiduciary and regulatory responsibilities and achieve its objective that the Company has a Board possessing an appropriate range of skills, experience and expertise to discharge effectively its responsibilities and duties.

The composition requirements and membership of the PRCC during the 2022 Financial Year is set out below:

PEOPLE, REMUNERATION AND CULTURE COMMITTEE	
Composition Requirements	Membership during FY22
At least three members, all of whom are non-executive directors and the majority of whom are independent directors. The PRCC chair must be an independent, non-executive director.	Gavin Bell (Chair) ¹ Richard England ² Sonia Petering Leon Allen

The number of PRCC meetings held and attended by each member is disclosed in the “Meetings of directors” section of the Directors’ Report in the Annual Report.

2.2 Board Skills

The Board has adopted a skills matrix, which is used to:

- identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfil its role and in light of the Company’s strategic direction;
- ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent directors with an opportunity to reflect upon and discuss the Board composition; and
- identify any gaps in skills or competencies that can be addressed through professional development of directors and in future director appointments.

The skills matrix is reviewed annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company’s circumstances and strategic priorities.

¹ Mr Bell was appointed as a PRCC member and Chair with effect from 29 March 2022.

² Mr England served as a member, and Chair, of the PRCC during the 2022 Financial Year, until replaced by Mr Bell with effect from 29 March 2022.



PRINCIPLE 2 (cont.)

Structure the Board to be effective and add value

During the 2022 Financial Year, the Board assessed each Director’s skills level against the following key skills:

Skill	Description
Strategy	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions
Finance	The ability to analyse financial statements and reporting, critically assess the financial performance of the group, contribute to budget planning and efficient use of capital resources.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, maintenance, technology and human resources.
Industry Experience	Experience and broad understanding of the intellectual property market in Australasia, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
Sales and Marketing	Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and sales budgets and targets.
Capital Markets	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.
Mergers and Acquisitions	Experience in all aspects of the negotiation, structuring, risk assessment of both acquisitions and investments.
People and Performance	Appreciation for best practices in human resource planning and management, with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Legal and Compliance	Ability to identify key risks to the group in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.
ASX Governance	Knowledge and experience in best practice ASX and Corporations Act governance structures, policies and processes.
Technology	Expertise in the areas of technology that the Group should be aware of and utilising, including keeping abreast of new and emerging technology.

The Board considers that it currently has an appropriate mix of skills and that it comprises directors who collectively have the skills, knowledge and experience to govern and direct the Company effectively.

In addition to the skills and experience set out in table below, the Board considers that each director has the following attributes:

- Honesty and integrity;
- The ability to think strategically;
- The time available to devote to the business;
- A willingness to question and challenge; and
- A commitment to the highest standards of governance.

Biographies of all directors are included in the Directors’ Report in the Annual Report.

2.3 Director independence

During the 2022 Financial Year, six directors served on the Board:

Director	Independent status	Appointment date
Richard England (Chair – 1 July 2021 to 24 May 2022)	Independent non-executive director	17 May 2016 (re-elected at AGM 29 November 2018). Retired with effect from 24 May 2022
Sonia Petering (Chair from 24 May 2022)	Independent non-executive director	9 June 2016 (re-elected at AGM 28 November 2019)
Craig Dower	Managing Director (not considered independent)	1 July 2020
Leon Allen	Non-executive director (not considered independent)	1 July 2020 (re-elected at AGM 27 November 2020).
Gavin Bell	Independent non-executive director	1 March 2022
Kathy Gramp	Independent non-executive director	11 May 2022

There are currently four non-executive directors, Sonia Petering, Gavin Bell, Kathy Gramp and Leon Allen. Richard England retired as a non-executive director with effect from 24 May 2022.



PRINCIPLE 2 (cont.)

Structure the Board to be effective and add value

The Board considers each director, apart from Mr Allen and Mr Dower, to be independent. In determining the independence of a director, reference is made to the criteria established by the ASX Corporate Governance Council.

Mr Allen is not considered to be independent, as he served as Managing Director and Chief Executive Officer of QANTM from ASX listing in 2016 until 13 January 2020.

Mr Craig Dower serves as a full-time executive of the Company, in the role of Chief Executive Officer and also as Managing Director, and is accordingly not considered to be an independent director.

In order to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice, at the Company's expense, with respect to matters relevant to the exercise of their role as directors.

The Board regularly assesses whether each non-executive director is independent and if a director's independence status changes, this is disclosed to the market in a timely manner.

Directors are required to keep the Board advised of any interest that may conflict with those of the Company, and restrictions are applied to directors' rights to participate in discussion and to vote, as circumstances dictate, when a conflict has been identified.

The terms of engagement entered into between the Company and each director in connection with their appointment requires the director to disclose to the Company any changes in directors' interests in QANTM securities, in order to facilitate the Company's compliance with its obligations under the ASX Listing Rules. Directors and their nominated related party shareholdings are also monitored to identify changes that may require urgent disclosure.

Standing items at each Board meeting include review of a register of directors' interests.

2.4 Majority of directors independent

During the period from 1 July 2021 to 1 March 2022, there were equal numbers of independent and non-independent directors. Thereafter, a majority of the Board were independent directors.

2.5 Chair of the Board to be an independent director

The Board Charter requires that the Chair of the board of directors be an independent non-executive director, and not be the same person as the Managing Director.

The Board considers that both Mr Richard England, the Chair of the QANTM Board for most of the 2022 Financial Year, until 24 May 2022, and Sonia Petering, who assumed the Chair thereafter, meet these criteria, with the Board Charter setting out a clear division of responsibility between the Chair and the CEO/MD.

2.6 Induction of directors and professional development

The following protocols are in place to ensure that the Board is able to perform appropriately and discharge its duties efficiently:

- New directors are fully briefed on the business, its financial position, any material risks, the structure and functions of the Board and the structure of management and are provided with a copy of the Company's Corporate Governance documentation.
- Directors are given direct access to management and to the Company Secretary. These individuals are instructed to provide directors with any and all information reasonably requested of them in a timely and comprehensive fashion.
- Directors are given the opportunity to seek reasonable independent, external advice at the Company's expense if circumstances warrant such advice.
- The Company offers directors an opportunity to undertake relevant external professional development programs, for example, participation by Directors in the AICD Australian Governance Summit.
- The Company organises regular Director education sessions on topics relevant to the Company and its business, strategy and governance as part of its Board meeting cycle, and Directors participate in various external professional development and continuing education seminars relevant to their roles as directors.



PRINCIPLE 3

Instil a culture of acting lawfully, ethically and responsibly

3.1 and 3.2 QANTM values and Code of Conduct

QANTM has in place a Code of Conduct approved by the Board, which articulates the Group's core values as follows:

We act with integrity, dignity and respect.

We deliver with excellence.

We achieve through teamwork and collaboration.

We embrace change.

We are passionate about innovation and creativity.

We practice the highest standards around ethics and transparency.

QANTM's Board Charter confirms the Board's responsibility to act in accordance with those values, and to support the Group's leadership and management team in promoting and reinforcing those values across the Group.

The purpose of the QANTM Code of Conduct (the **Code**) is to:

- articulate the high standards of honesty, integrity, ethical and law-abiding behaviour expected of all QANTM Group directors, senior managers, employees, and contractors engaging with colleagues, clients, suppliers, regulators and members of the public in connection with their work for the QANTM Group; and
- encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors).

A copy of the Code is available on the Company's Website.

The Code requires breaches of the Code to be reported through the reporting channels detailed in the Group's Whistleblower Protection Policy. The QANTM General Counsel is charged with reporting to the Board or the Audit, Risk and Compliance Committee of the Board (**ARCC**) with respect to reports from whistleblowers.

3.3 QANTM Whistleblower Protection

QANTM has in place a Whistleblower Protection Policy, the purpose of which is to encourage reporting of "wrongdoing", which includes misconduct or an improper state of affairs or circumstances in relation to QANTM, or a member of the QANTM Group or its operations, or involves QANTM personnel.

QANTM is committed to achieving this purpose by:

- supporting the right of QANTM personnel to refuse to participate in wrongdoing;
- providing robust protection from retaliation, victimisation or detrimental action for individuals in connection with reports of reasonably suspected wrongdoing;
- ensuring that confidentiality is maintained as required by law;
- providing accessible, secure and reliable channels for the reporting of reasonably suspected wrongdoing, including by way of anonymous reporting, by QANTM personnel and external parties;
- facilitating thorough, timely, fair and impartial investigation of reports of wrongdoing, and addressing issues identified, including by taking appropriate disciplinary action.

To support its commitment to Whistleblower Protection, the Company has established the "QANTM Speak Up" service - an externally-managed service established to receive reports of wrongdoing by telephone, email, through an online platform or by mail. Reports received will be forwarded regularly to an appropriate officer within QANTM for confidential assessment and referral for appropriate resolution.

The QANTM General Counsel is charged with reporting to the Board or the ARCC with respect to material reports from whistleblowers.

3.4 Anti-bribery and corruption

QANTM's Code of Conduct details the Group's anti-bribery and corruption policy, material breaches of which are required to be reported to the Board or the ARCC by the QANTM General Counsel.



PRINCIPLE 4

Safeguard integrity in corporate reporting

4.1 Audit, Risk and Compliance Committee

An independent Audit, Risk and Compliance Committee (**ARCC**) has been established by the Board to protect the integrity of financial reports as well as to monitor and review the effectiveness of the Company’s structures in the areas of operational risk and legal and regulatory compliance.

The ARCC operates in accordance with a Charter adopted by the Board. The Charter sets out the roles and responsibilities, as well as the structure and composition, of the ARCC. The Charter is available to view on the Company’s Website.

The Board is responsible for appointing members of the ARCC. The composition requirements and membership of the ARCC during the 2022 Financial Year is set out below:

AUDIT, RISK AND COMPLIANCE COMMITTEE	
Composition Requirements	Membership
At least three members, all of whom are non-executive and a majority of whom are independent. The Committee chair should be an independent non-executive director. All members should be financially literate, at least one member must have financial and accounting expertise and all members must have an understanding of the industry in which QANTM operates.	<p>Sonia Petering (Chair up to and including 24 May 2022)</p> <p>Richard England (up to and including 24 May 2022)</p> <p>Kathy Gramp (appointed as a member and as Chair on 24 May 2022)</p> <p>Leon Allen</p>

The number of ARCC meetings held and attended by each member of the Committee is disclosed in the ‘Meetings of directors’ section of the Directors’ Report in the Annual Report. All Directors have a standing invitation to attend meetings of the ARCC.

The full biographies of all directors are included in the Directors’ Report.

4.2 Declaration from Chief Executive Officer / Managing Director and Chief Financial Officer with respect to the Company’s Financial Statements

Prior to the approval by the Board of the Company’s financial statements in relation to the financial year ended 30 June 2022 and the half-year ended 31 December 2021, the Company’s CEO/MD and Chief Financial Officer (**CFO**) provided the Board with declarations to the effect that, in their opinion:

- the financial records of the Company have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board intends to continue to seek such assurances prior to approving the annual financial statements for all half year and full year results.

4.3 Periodic corporate reports not verified by an external auditor

QANTM has not released any periodic corporate report to the ASX that has not been audited or reviewed by an external auditor.



PRINCIPLE 5

Make timely and balanced disclosure

5.1 QANTM's Continuous Disclosure Obligations

The Company has established a Market Disclosure Policy, which was amended during the 2022 Financial Year and is available on the Website.

The objective of this Policy is to ensure that the Company immediately discloses all price-sensitive information to ASX in accordance with its continuous disclosure obligations under ASX Listing Rule 3.1. ASX Listing Rules and the Corporations Act 2001 (Cth), and establish procedures for:

- identifying potential price-sensitive information;
- assessing if information must be disclosed to ASX under the ASX Listing Rules or the Corporations Act 2001 (Cth);
- releasing to ASX information determined to be price-sensitive information requiring disclosure; and
- responding to queries from ASX (particularly queries under Listing Rule 3.1B).

The Board is responsible for ensuring that QANTM complies with its continuous disclosure obligations. To assist the Board in this obligation, it has authorised the convening, from time to time, as necessary, of a Market Disclosure Committee, to:

- consider and, if appropriate, approve disclosures to the ASX of price-sensitive information, such that no such information may be disclosed to the ASX unless approved by the Board, a Market Disclosure Committee or, in emergency situations where a quorum for a Market Disclosure Committee is unavailable, as many members of a Market Disclosure Committee as can reasonably be convened;
- determine QANTM's response to circumstances which indicate that a false market may have emerged in Company securities; and
- make decisions about trading halts.

Membership of a Market Disclosure Committee can be drawn from the directors, the CEO, the CFO,

the Group General Counsel and the Company Secretary.

5.2 Board to receive copies of material market announcements

The Board receives a copy of all material market announcements by the Company promptly after they have been made.

5.3 Advance release of investor or analyst presentations through ASX

A copy of any new and substantive investor or analyst presentation made by or on behalf of the Company is released on the ASX Market Announcements Platform ahead of the presentation.



PRINCIPLE 6

Respect the rights of securityholders

6.1 Information to investors about QANTM and its governance

QANTM informs securityholders of all major developments affecting the Group's state of affairs as follows:

- all relevant market announcements are accessible through the Company's Website after they have been released through the ASX Market Announcements Platform;
- all corporate governance policies and Charters adopted by the Board are available through the Company's Website; and
- the full text of notices of meeting and explanatory material is accessible through the Company's Website.

6.2 & 6.3 Investor Relations and securityholder meetings

The Company is committed to maintaining direct, open and timely communications with all securityholders.

Information is communicated to securityholders through:

- the publication of the annual and interim financial reports;
- disclosures through the ASX Market Announcements Platform;
- notices of general meetings and explanatory memoranda;
- updates and announcements to inform shareholders of key matters of interest issued on a needs basis; and
- the Annual General Meeting.

QANTM's next Annual General Meeting will be held on 30 November 2022, and will be held by way of a virtual meeting, with shareholders able to attend by electronic means. An explanatory memorandum on the resolutions to be considered at the Annual General Meeting will be included with the notice of meeting and unless specifically stated in the notice of meeting, all shareholders will be eligible, and are encouraged, to vote on all resolutions. A copy of any presentation to the Annual General Meeting will be released through the ASX upon the commencement of the Annual General Meeting and the outcome of voting on resolutions at the meeting will be released to the market after the conclusion of the meeting. Both documents will also be available on the Company Website.

Shareholders will be able to appoint one or two proxies to participate and vote on their behalf at the Annual General Meeting or other shareholders' meetings, in accordance with the Corporations Act.

6.4 Substantive shareholder resolutions decided by poll rather than by a show of hands

All voting on items of business at QANTM's 2021 AGM was conducted by poll, and the same process will be followed at the 2022 AGM.

6.5 Electronic communications with shareholders

QANTM's shareholders are able to elect to receive communications from, and send electronic communications to, QANTM and its security registry electronically.

Contact details for the Company and its security registry are published under the 'Contact Us' tab on the Company's Website.



PRINCIPLE 7

Recognise and manage risk

7.1 & 7.2 Risk Committee and Risk Management Framework

The Board is responsible for setting the risk appetite for the Company, in accordance with which the Board expects management to operate, and ensuring that the Company has in place an appropriate risk management framework and appropriate controls to prevent or mitigate material risks, in accordance with the stated risk appetite.

The Board has established an Audit, Risk and Compliance Committee (**ARCC**), to which it has delegated responsibility for overseeing the Company's risk management systems (with respect to both financial and non-financial risks) and the assessment of their efficacy. The ARCC Charter is available through the Company's Website. More information on the ARCC's current membership and confirmation of the independence of its members is set out at section 4.1 of this Statement.

All material risks affecting the Company, including both financial and non-financial matters, are considered by the ARCC. An Executive Risk Committee comprised of senior business and functional executives meets regularly, to review the QANTM Group businesses and operations for existing and emerging risks on an ongoing basis and to ensure that appropriate controls are in place and material risk issues are raised with the ARCC. These protocols form the basis for the Company's risk management framework.

The ARCC reviews and assesses the Company's risk management framework, risk appetite statement and risk register annually, including the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls. A review of the risk management framework took place during the 2022 Financial Year.

The number of ARCC meetings held and attended by each member of the Committee is disclosed in the 'Meetings of directors' section of the Directors' Report in the Annual Report. All Directors have a standing invitation to attend meetings of the ARCC.

The Company has in place controls designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management systems, safety, health and environment and other internal policies and procedures, which are directed at ensuring compliance with regulatory requirements and community standards.

The review findings report provided to the ARCC by the Company's external auditors at the completion of each half-year and full-year review categories review focus areas by area of risk, provide the ARCC with a report detailing review focus areas in relation to area of risk and degree of judgment required. The ARCC discusses the report with the auditors, with material items being referred to the Board.

7.3 Internal audit

The Company does not currently have a formal internal audit function, and does not currently consider that a separate internal audit function is required given the size and nature of its business operations. Responsibility for evaluating and continually improving QANTM's governance, risk management and internal control processes is assigned to management, who report to the ARCC on risk management and internal control processes, and either to the Board, PRCC and ARCC, on other relevant governance matters.

7.4 Exposure to Environmental and Social Risks

The Company does not consider that it has material exposure to environmental risks, such as climate change, and the environmental impact of the Company's activities is minimal.

However, the Company adopts the approach of a responsible corporate citizen with regard to environmental matters. In particular, the Board accepts the consensus of the international scientific community that global warming is influenced by human activity, and that this results in long-term changes to climate patterns, which have adverse economic and social consequences. The Board supports the global response of the signatories to the UN Framework Convention on Climate Change to keep global temperature rise well below 2° Celsius and to pursue efforts to limit temperature rise further to 1.5° Celsius relative to pre-industrial levels.



PRINCIPLE 7 (cont.)

Recognise and manage risk

Environmental sustainability initiatives undertaken by the Company include:

- management of disposal of packaging, office paper, computers and obsolete IT equipment to ensure compliance with applicable legislation; and
- minimising the use of paper by electronic client records wherever local legislation and operational process allows, reductions in marketing collateral, elimination of hard copy Board and committee papers, and recycling activities undertaken where possible.

QANTM is not a significant consumer of electricity, water or gas and accordingly the opportunities for material reductions in power consumption are limited.

QANTM does not consider that it has material exposure to social risks. The nature of QANTM's operating businesses is such that their senior management are professionals bound by and trained to comply with ethical standards and rules of professional conduct. QANTM Group has in place a Code of Conduct which sets out expectations with respect to ethical and lawful behavior, including the Group's Anti-Bribery and Corruption policy, reinforced by a Human Rights Policy. Both of these documents are available on the Website (<https://qantmip.com/about-qantm/governance/>). The Company's approach to Modern Slavery Risks is detailed in the Company's Modern Slavery Compliance Statements, which are available on the Australian Border Force register. The most recent Statement is at <https://modernslaveryregister.gov.au/statements/7625/>.



PRINCIPLE 8

Remunerate fairly and responsibly

With respect to remuneration generally, the nature of the services provided by the Group are fundamentally based on the intellectual knowledge, industry experience and client knowledge of key professional staff. The Group relies on attracting, engaging and retaining its high performing Principals and professionals to offer a broad skill set to its clients. There is significant management focus on initiatives to attract, engage, retain and facilitate the career and professional development of key personnel. This includes facilitating professional development through education, courses and involvement in professional associations; promotion of individuals on an annual basis – including to Principal – and where, practicable, role or geographical rotation. Offering a fulfilling work environment and rewarding work, continuing to invest in health and wellbeing programs for employees, and embracing diversity and inclusion through the initiatives outlined in section 1.5 of this Report, and remunerating fairly.

8.1 People, Remuneration and Culture Committee

The Company has established a People, Remuneration and Culture Committee (**PRCC**), the objective of which is to help the Board fulfil its statutory, fiduciary and regulatory responsibilities, and achieve its objectives that the Company:

- (a) has a Board possessing an appropriate range of skills, experience and expertise to discharge effectively its responsibilities and duties;
- (b) has in place and operates with coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment; and
- (d) maintains a culture which supports high standards of corporate governance and ethical conduct for the Group.

The PRCC operates pursuant to a Charter, which was updated during the 2022 Financial Year and is available on the Company's Website.

The Board appoints the members of the PRCC, and details of the current membership and the independence of the members are set out at section 2.1 of this Statement.

The number of PRCC meetings held and attended by each member of the Committee is disclosed in the 'Meetings of directors' section of the Directors' Report in the Annual Report.

8.2 Remuneration of executive and non-executive directors and senior executives

Details of the remuneration of directors and key senior executives are set out in the Remuneration Report section of the Directors' Report in the Annual Report.

The Company's policies are designed to attract and maintain talented and motivated employees as well as raising the level of performance of the Company.

Non-executive directors are remunerated by way of fees which are set with reference to prevailing market rates. They do not participate in the schemes designed for the remuneration of executives, nor do they receive bonus payments or any retirement benefits other than statutory superannuation.

8.3 Equity based remuneration

QANTM has had in place since its ASX listing an Employee Incentive Plan to provide eligible employees with the opportunity to acquire QANTM shares, or performance rights convertible into QANTM shares, in order to encourage greater productivity and to enable the Group more effectively to attract, engage and retain key personnel in a competitive environment. Incentives for participating key employees enable them to share in the future growth in the value of QANTM, and enhance the alignment of the interests of key employees and other QANTM shareholders.



PRINCIPLE 8 (cont.)

Remunerate fairly and responsibly

Pursuant to the Employee Incentive Plan, QANTM has granted performance rights to certain senior executives, which are convertible into QANTM shares on the satisfaction of certain conditions, such as the achievement of targeted levels of improvement in earnings per share for QANTM shares over a vesting period, and continued employment and satisfaction of personal performance objectives over a vesting period.

QANTM has also established an employee share trust (**EST**) for the benefit of certain key employees, mainly employees who were promoted or recruited into the role of Principal at or after the Company's IPO in August 2016. Under the EST, selected key employees are provided with an opportunity to acquire a beneficial interest in fully paid QANTM shares (through the EST). Contributions are paid by QANTM to the EST, which uses those funds to effect an acquisition of QANTM shares to be held for the benefit of the participating employee. The shares are generally acquired on market by the trustee of the EST (which is not a member of the QANTM Group), but may also be issued by QANTM to the trustee of the EST.

Participating employees may not sell the shares held on their behalf for a period of time.

QANTM's Securities Dealing Policy provides that employees may not use "Derivatives" (a term defined broadly) in a way which would have the effect of providing greater benefit than would otherwise have been realized in respect of unvested QANTM securities.

The QANTM Securities Dealing Policy is available on the Company's Website.

This Corporate Governance Statement was approved by the Board on 29 September 2022.