



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 contain certain specific information and must 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.

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 www.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 is responsible, along with management, 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://www.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 or not 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 Chairman, on all governance matters and reports directly to the Chairman as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have a right of access to the Company Secretary.



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Diversity policy

CPT Global has a diversity policy within its Bullying, Harassment and Anti-Discrimination Policy. The Company is committed to diversity in its employment processes and workforce and fully recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent.

During the 2024 financial year the Board did not set measurable objectives to progress our diversity goals, however, gender balance is reported to the Workplace Gender Equality Agency on an annual basis and can also be found on our website.

Our progress with gender balance can be measured below:

	2024		2023	
	No.	%	No.	%
Women on the Board	1	25	0	0
Women in senior management roles	2	29	3	27
Women employees in the Company	23	20	27	28

During FY2024, CPT Global lodged its annual public report with the Workplace Gender Equality Agency pursuant to the requirements of the Workplace Gender Equality Act 2012 (the Act). The Act is designed to put a focus on promoting and improving gender equality and outcomes for both women and men in the workplace. All non-public sector employers with more than 100 employees are required to report annually under the Act.

The Act requires companies to provide access to the report to employees and shareholders via the usual means of communication with them.

A copy of the report is available on the Company's website at www.cptglobal.com/investor-centre. Note that this report reflects the employee numbers at a particular reporting date.

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

The Board's Charter states that the Board will conduct annual reviews of individual Board members, the performance of the Board as a whole and the performance of Board Committees.

An annual performance evaluation of the Board and all Board members is conducted at the completion of each financial year.

The Board developed a questionnaire for all Board members to provide feedback on the role, composition, procedures and practices of the Board and its Committees. The results from the questionnaire are collated by the Company Secretary and discussed by the Board.

CPT Global undertakes an annual performance evaluation of its senior executives. This encompasses a review of each senior executive's achievement of their performance objectives and the establishment of future objectives. The determination of appropriate remuneration for each executive follows the performance evaluation.

The Remuneration Report includes more details on CPT Global's remuneration practices.

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

Remuneration Committee

The Board has a Remuneration Committee which meets to ensure that the Board continues to operate within the established guidelines, including when necessary, selecting candidates for the position of Director. The Committee is also responsible for ensuring that adequate resourcing levels are maintained, setting and monitoring employment conditions, reviewing the performance of executive Directors and senior management and setting the scale of their remuneration. Due to the size of the Company, a separate Nominations Committee has not been established however these responsibilities are covered under the Remuneration committee.

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The Remuneration Committee comprised the following members during the FY2024 year:

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

The Board policy is that the Committee will only comprise independent non-executive Directors however, due to the number of independent Directors on the Board, CPT Global has not fully complied with corporate governance best practice, which recommends the Remuneration Committee has a minimum of three independent non-executive members. As an interim measure, the Board deferred the nomination related functions of the Committee to the full Board. The Company feels this was appropriate given the size of the Board at the relevant time.

For details of Directors' attendance at meetings of the Remuneration Committee, refer to the Annual Report. A summary of the Committee's role and responsibilities can be found as an appendix to the Board Charter at <https://www.cptglobal.com/investor-centre/>.

Board Skills Matrix

The Remuneration Committee maintains, on behalf of the Board, a capabilities matrix. The Board composition is generally reviewed annually against the matrix and the effect of a proposed new director on Board composition and balance is also assessed against the matrix. Succession planning for the Board to maintain appropriate experience, expertise and diversity is an important responsibility of the Remuneration Committee. While important, the capabilities matrix is only part of the process for assessing proposed directors.

The Board has adopted a capabilities matrix which sets out the mix of skills and diversity that the Board is looking to achieve in its membership. The skills matrix highlights the key skills and experience of the Board and the extent to which those skills are currently represented on the Board. Details of Director 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 the 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	4
Marketing and communications Experience in and oversight of marketing and communications strategies and plans	4
General board and commercial experience Experience on boards and in relation to commercial matters generally	4

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Corporate transactions	2
Experience in successfully undertaking corporate transactions such as mergers & acquisitions	
Government relations and transactions	3
Experience leading and managing government relations and transactions with government	
Expertise in the areas of the Company's businesses	3
Depth of experience with the Company	2
Scaling organisational capacity	2
Experience building and developing scale in an organisation	

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.

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	1 year 8 months	Yes
	Non-Executive Chair	Appointed: 22 Nov 2023	10 months	Yes
Luke Tuddenham	Executive Director	Appointed: 1 Nov 2021	2 years 10 months	No
Gerry Tuddenham	Executive Director	Appointed: 10 Sep 1998	26 years 0 months	No
Deborah Hadwen	Non-Executive Director	Appointed: 1 Jul 2023	1 year 2 months	Yes
Fred Grimwade	Non-Executive Chair	Resigned: 22 Nov 2023	NA	No



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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 inducting 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 www.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, at all times:

- 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 possible 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 Trading Policy can be found at www.cptglobal.com/investor-centre.

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

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-executive. 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.

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

- Deborah Hadwen (Chair and independent Non-Executive Director, appointed 24 October 2024)
- Fred Grimwade (Chair and Non-Executive Director, resigned 22 November 2023)
- Gerry Tuddenham (Executive Director)
- Steve Targett (independent Non-Executive Director)

Due to the size of the Company and the Board of Directors, during the reporting period CPT Global has not complied with corporate governance best practice, which recommends the Audit and Risk Committee has a different Chair to the Board.

For details of Directors' experience and qualifications refer to the 2024 Annual Report. For details of attendance at meetings of the Audit and Risk Committee, refer the 2024 Annual Report.

A copy of the Committee's Charter is included as an appendix to the Board Charter and can be found at www.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.

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, a summary of which can be found at www.cptglobal.com/investor-centre.

The Board receives copies of material market announcements prior to the announcement being released as the Board or Chairman 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



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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 which can be found at: www.cptglobal.com/investor-centre. The policy explains how information will be communicated to security holders and lists the following channels:

1. releases to the market via the ASX;
2. through the Company's web site;
3. directly to shareholders; and
4. at general meetings of the Company.

CPT Global's Shareholder Communications Policy works in tandem with the Company's Continuous Disclosure Policy. Security holders 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 well in advance in the financial 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.

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 environment;
- the availability of professional IT resources;
- Government policy, budget and spending levels;
- the value of the Australian dollar and liquidity management;

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- the risk of loss of key strategic accounts and business slowdown;
- cyber and data security risks;
- delivery and quality assurance risks; and
- 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.

Due to the size of the Company, CPT Global does not have an internal audit function.

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.

Principle 8: Remunerate fairly and responsibly

The Remuneration Report as part of the 2024 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 does not have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the Company's performance rights scheme.

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