

Carma Limited (ACN 648 091 418) (“CMA”)

Corporate Governance Statement | 29 October 2025

The governance measures adopted by the board of directors of CMA (“**Board**”) reflect the Board’s endorsement of the recommendations contained in the ASX Corporate Governance Council’s Principles and Recommendations, 4th edition, 2019 (the “**Principles**”). This Corporate Governance Statement discloses the extent to which CMA complies with the Principles and if it does not, why not. The commentary addresses the reasons for any departure from the requirements and the following legend has been used to summarise the status of CMA’s compliance with the Principles:

CMA complies with the Principle	
CMA intends to comply with the Principle and will work towards compliance in the 2026/2027 financial year	

Principle 1 - Lay solid foundations for management and oversight	
1.1	The Board has outlined in the Board Charter, the Board’s roles and responsibilities and has established a clear distinction between its functions and those delegated to management.
1.2	Appropriate checks including criminal record checks have been carried out on all Board members prior to their appointment. CMA will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at future general meetings.
1.3	All directors and senior executives have a written agreement with CMA setting out the terms of their appointment.
1.4	CMA Company Secretary is accountable directly to the Board, through the Chairman on all matters to do with the proper functioning of the Board.
1.5	The Board has adopted a Diversity Policy (a copy of which will be made available on CMA’s website). The Diversity Policy requires the Board to set measurable objectives for obtaining gender diversity. The Board has not yet set measurable objectives but intends to review the diversity statistics within CMA and use those measures to formulate measurable objectives. This will take place during the 2026/2027 financial year. The Board notes that Carma is not incorporating specific diversity targets into its hiring process and that its workforce size is small but growing at this time. Carma values, recognises, and respects diversity in all respects. Carma’s workforce is made up of individuals with diverse skills, backgrounds, perspectives, and experiences. The Board will continue to monitor Carma’s growth and needs for specific diversity targets periodically.
1.6	At least once per year the Board will review and evaluate the performance of the Board, each Board committee and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives. The requirement for these evaluations is set out in the Board Charter (a copy of which will be made available on CMA’s website).
1.7	Performance reviews for senior management will take place at least annually. The Board, carrying out the functions of the Nomination and Remuneration Committee will act in accordance with the Nomination and Remuneration Committee Charter (a copy of which will be made available

	on CMA's website) to oversee these reviews and report on their outcomes. CMA intends to ensure the appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.	
Principle 2 - Structure the board to be effective and add value		
2.1	At Listing, Carma is not proposing to have a Nomination Committee. Carma does not have a Nomination Committee as the Board considers Carma will not currently benefit from its establishment. The Board will carry out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination and Remuneration Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: - devoting time at least annually to discuss Board succession issues; and - all Board members being involved in Carma's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.	
2.2	In establishing the Board of CMA, regard was had to the skills and expertise required of the directors relevant to CMA's business. Directors with the desired skills and expertise were carefully selected for appointment to the Board. The Board has not yet formally prepared a Board skills matrix but will do so during the 2026/2027 financial year.	
2.3	The Board Charter sets out the criteria adopted by the Board for considering if a director is independent. A majority of the Board consists of independent directors. The Board is comprised of five members, three of whom are independent (Owen Wilson, Melinda Snowden and Nicole Sparshott). CMA recognises the importance of having a majority of the Board as independent directors and this was instrumental in determining the membership of the Board. Yosuke Hall was appointed to the Board on 19 February 2021, Lachlan MacGregor was appointed to the Board on 6 April 2021 and Owen Wilson, Melinda Snowden and Nicole Sparshott were appointed to the Board on 16 September 2025. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the business of CMA. Owen Wilson, Melinda Snowden and Nicole Sparshott are considered independent as none of them has a material shareholding in CMA or is an advisor or supplier to CMA or has any other material contractual relationship with CMA other than their position as a director.	
2.4	The Board is comprised of five members, three of whom are independent (Owen Wilson, Melinda Snowden and Nicole Sparshott).	
2.5	The Chairman is an independent director and facilitates the effective contribution of all directors at Board meetings. The roles of Chair and CEO are exercised by different individuals.	
2.6	All non-executive directors have had an extensive induction into the business of CMA prior to accepting their appointment and have received continuing information on CMA and its operations since being appointed. The induction process has presentations by management. Directors are also given access to continuing education in relation to CMA extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.	
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
3.1	CMA has articulated and disclosed its values in the Code of Conduct, which has been adopted by the Board. A copy of the Code of Conduct will be made available on CMA's website.	

3.2	The Board has adopted a Code of Conduct applicable to all Directors, senior executives and employees, a copy of which will be made available on CMA's website.	
3.3	The Board has adopted a Whistleblower Policy, a copy of which will be made available on CMA's website. As part of that policy, the Whistleblower Committee will be informed of any material incidents reported under that policy.	
3.4	The Board has adopted an Anti-bribery and Corruption Policy, a copy of which will be made available on CMA's website. As part of that policy, the Board and/or the Audit and Risk Committee must be notified of any material breaches of that policy.	
Principle 4 - Safeguard the integrity of corporate reports		
4.1	The Board has established an Audit and Risk Committee. The charter for the Audit and Risk Committee will be made available on CMA's website. The Audit and Risk Committee is comprised only of independent non-executive directors. Its composition being: - Melinda Snowden (Chair, independent, non-executive director); - Owen Wilson (Board Chair, independent non-executive director); and - Nicole Sparshott (independent non-executive director). The relevant qualifications and experience of the members of the Audit and Risk Committee will be made available on CMA's website.	
4.2	The board of CMA requires declarations and management representations in respect of the financial records and information of the business from the CEO and CFO for both the half-year and full-year results.	
4.3	CMA currently does not intend to release any periodic corporate report that is not audited or reviewed by an external auditor. If CMA does release such a report, this will be disclosed in that report. Further, CMA's external auditor will be requested to attend the AGM and make themselves available to answer questions from shareholders relevant to the audit.	
Principle 5 - Make timely and balanced disclosure		
5.1	The Board has established a written Disclosure and Communication Policy to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues arose during the course of the meeting. The Disclosure and Communication Policy will be made available on CMA's website.	
5.2	As part of the Disclosure and Communication Policy, the Company Secretary will distribute announcements to the Board and senior managers by email immediately after they have been released to the ASX.	
5.3	If CMA gives a new and substantive investor or analyst presentation, CMA will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	
Principle 6 - Respect the rights of security holders		
6.1	CMA has a website which will provide information about it, the directors and executives, key governance policies and other information relevant to its investors. The website will be a key communication tool between CMA and the shareholders. https://carma.com.au/	

6.2	CMA has not yet designed and implemented an investor relations program to facilitate effective two-way communication with investors, however, the Board recognises its importance and will put in place a tailored program following listing on ASX.	
6.3	The Board has adopted the Disclosure and Communication policy and will provide shareholders with opportunities to have questions addressed at shareholder meetings, irrespective of whether the shareholder is able to attend.	
6.4	CMA's Constitution permits a poll to be conducted for the voting on any resolutions. The Chair will effectively demand a poll if a resolution is considered to be substantial.	
6.5	All shareholders of CMA will be able to communicate with CMA and its share registry electronically and in fact this method of communication is encouraged.	
Principle 7 - Recognise and manage risk		
7.1	The Board has established an Audit and Risk Committee. The charter for the Audit and Risk Committee will be made available on CMA's website. The Audit and Risk Committee is comprised only of independent non-executive directors. Its composition being: - Melinda Snowden (Chair, independent, non-executive director); - Owen Wilson (Board Chair, independent non-executive director); and - Nicole Sparshott (independent non-executive director).	
7.2	The complete risk management framework for CMA has not yet been formally reviewed by the Board but the Board has put in place an action plan and timetable to receive and review a report from management on the risk management framework and system. The Board has appointed the Audit and Risk Committee to assist it with discharging its oversight function in respect of material business risks and to determine if the system of risk management is sound. Outcomes of those reviews will be reported in the corporate governance statement annually.	
7.3	CMA does not have an internal audit function. The Board is of the view that it is not cost effective to have an internal audit function at this point in time given the size of the business and the fact that CMA is not a complex operation. This decision will however be kept under review. The Board will work with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary, independent third parties will be requested to undertake audits of specific parts of the business.	
7.4	The material risks that CMA is exposed to are disclosed in the Prospectus and these include disclosure of any economic, environmental and social sustainability risks it faces. Management of the risks will form part of the review of the risk management framework requested by the Board.	
Principle 8 - Remunerate fairly and responsibly		
8.1	At Listing, Carma is not proposing to have a Remuneration Committee. Carma does not have a Remuneration Committee as the Board considers Carma will not currently benefit from its establishment. The Board considers that Carma is not currently of a size, nor are its affairs of such complexity to justify having a separate remuneration committee. The Board will carry out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter (a copy which will be made available on CMA's website), including setting Carma's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior	

	management and determining the remuneration and incentives of the Board. The Board may obtain external advice from independent consultants in determining Carma's remuneration practices, including remuneration levels, where considered appropriate.	
8.2	The Board has adopted a remuneration policy for non-executive directors, which was disclosed in section 6.3.1.3 of the Prospectus. The remuneration paid to each Executive Director was disclosed in section 6.3.2 of the Prospectus.	
8.3	CMA has, under its employee option plan rules and the Carma Limited Rights Plan, included the requirement that participants will be prohibited from entering into transactions which limit the economic risk of their participation in that scheme.	
Principle 9 – Additional recommendations that apply only in certain cases		
9.1	CMA does not have a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written.	
9.2	CMA is not established outside Australia.	
9.3	CMA is not established outside Australia.	