

K&L GATES

Corporate Governance Policy
Diversity Charter

BirdDog Technology Limited
ACN 653 360 448

18 November 2021

K&L Gates
Melbourne office
Ref: 7393199.00001

Corporate Governance Policy

Date

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Introduction

Corporate governance refers to the system by which companies are directed and managed. It influences how the objectives of a company are set and achieved, how risk is monitored and assessed, and how performance is optimised. What constitutes good corporate governance will evolve with the changing circumstances of a company and must be tailored to meet those circumstances.

ASX's best practice recommendations

The ASX Corporate Governance Council (**Council**) provides guidelines in relation to corporate governance, entitled "*Corporate Governance Principles and Recommendations*" (4th Edition). This document articulates 8 central principles and 38 best practice recommendations (**ASX Principles and Recommendations**). The Council believes that the ASX Principles and Recommendations underscore good corporate governance and includes guidelines to assist companies in complying with the ASX Principles and Recommendations.

The board of directors (**Board**) of BirdDog Technology Limited ACN 653 360 448 (**Company**) supports the central principles and best practice recommendations published by the Council. The current policies, procedures and practices of the Company as contained in this Corporate Governance Policy (**Corporate Governance Policy**) comply with the Council's principles and best practice recommendations to the extent possible taking into account the Company's size, complexity, history and corporate culture.

As required under ASX Listing Rule 4.10.3, the Company will include in its annual report either the corporate governance statement (which discloses the extent to which the Company has followed the ASX Principles and Recommendations), or the URL of the page on the Company's website where the corporate governance statement can be located.

The Company will also lodge an *Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations*.

Company corporate governance charters and policies

The Company has adopted the following corporate governance charters and policies:

1. Primary Board Charter;
2. Code of Conduct;
3. Diversity Charter;
4. Trading Policy;
5. Audit and Risk Charter;
6. Nomination and Remuneration Charter;
7. Continuous Disclosure Policy;
8. Whistleblower Policy; and

9. Shareholder Communication Policy.

Attached are copies of each of the above charters and policies as adopted by the Board.

3. Diversity Charter

This Diversity Charter sets out the Company's approach to diversity, including the key principles and measurable objectives used to support the achievement of diversity at all levels of the Company's workforce.

The Company recognises diversity occurs in many forms including but not limited to gender, age, ethnicity and cultural background and acknowledges that increased diversity in gender, age, ethnicity and cultural representation is associated with better financial performance, greater innovation and has a positive impact on the entire economy.

The Company aspires to promote a workplace environment that attracts, retains and supports a diverse range of talent. The Company recognises that, where possible, attracting and maintaining workforce diversity will enable the Company to improve workplace culture and most effectively achieve the corporate goals of the Company.

The Company takes a zero-tolerance approach to all forms of discrimination, harassment, vilification and victimisation and further commits that its policies, culture and environment will be cast to ensure a properly functioning and diverse workplace.

3.1 Key principles

The following principles underpin the Company's approach to diversity, while acknowledging that:

- (a) fostering a culture that is supportive of diversity at all levels within the Company enhances the recruitment, development and retention of a talented and motivated workforce;
- (b) achieving an appropriate level of diversity requires establishing and maintaining career and leadership development programs;
- (c) a necessary aspect of achieving diversity includes removing barriers to diversity such as "groupthink" or other cognitive biases from decision making;
- (d) good corporate practice requires transparent measurable objectives that are fit for purpose;
- (e) steps taken to support the Company's diversity objectives must be consistent with the established approach to performance and reward; and
- (f) employees at all levels may have domestic responsibilities and that, where possible within the Company, adopting reasonable flexible work practices assists them to meet those responsibilities.

3.2 Measurable objectives

The Board is required to establish measurable objectives for achieving gender diversity and may choose to establish such objectives in relation to other aspects of diversity. The Board has established the following measurable objectives:

- (a) an internal review mechanism that assesses the effectiveness of the diversity policy; and

- (b) appropriate workforce representation targets or other measurement tools that will identify the achievement of gender diversity objectives.

In addition, the measurable objectives may include:

- (a) developing and implementing a diversity plan;
- (b) reviewing recruitment procedures; and
- (c) reviewing female participation in leadership development initiatives.

The Board will annually review these measurable objectives and any progress made towards achieving them. Additionally, the Board, or an appropriate Board sub-committee, will annually review and report on the placement of men and women in the Company's workforce, their relative proportions and the roles in which they are employed.

3.3 Disclosure requirements

The Company will include in the "Corporate Governance" section in the annual report and/or on its website an account of the mix of skills and diversity it seeks to achieve in the membership of its Board. Where possible, the Company will also include web-links to the names, photographs and biographical information for each of its directors and senior executives.

Each year, in the "Corporate Governance" section in the annual report and/or on the Company's website, the Company will disclose the measurable objectives for achieving gender diversity in accordance with this Diversity Charter and any progress towards achieving them. In particular, the Company will disclose the proportion of women employees in its workforce, in senior management (including how the Company has defined senior management for this purpose) and on the Board.

The Company will post a summary of this Diversity Charter on its website.

3.4 Review

This Diversity Charter will be periodically reviewed to ensure it continues to operate effectively and will be amended as required from time to time.

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