

# Corporate Governance Statement 2024

## CLEANSPACE HOLDINGS LIMITED

ACN 150 214 636

Adopted by the Board on 27 August 2024.

### 1. Background

CleanSpace Holdings Limited (“CleanSpace” or “the Company”) is committed to adopting best practice in corporate governance where these practices are appropriate for the business.

The corporate governance arrangements for CleanSpace Holdings Limited are set by the Board having regard to the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th Edition), the governance standards adopted generally by companies of a similar size to CleanSpace and in the best interests of CleanSpace and its shareholders. The principal features of CleanSpace’s governance framework are set out in this Corporate Governance Statement together with the extent to which CleanSpace follows the recommendations set by the ASX Corporate Governance Council.

### 2. ASX Corporate Governance Principles and Recommendations

The ASX Corporate Governance Council has developed and released its fourth edition of the corporate governance recommendations for Australian listed entities (ASX Recommendations) in order to promote investor confidence and to assist companies to meet stakeholder expectations. The recommendations are not prescriptions, but guidelines. However, under the ASX Listing Rules, CleanSpace is required to provide a statement annually disclosing the extent to which it has followed the ASX Recommendations in the relevant reporting period. Where CleanSpace does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it and must also disclose what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

The Company’s current departures from the ASX Recommendations are included at Section 18 below.

The key aspects of the Board’s governance practices are summarised below. These charters and policies referred to in this statement are available on CleanSpace’s website at: [cleanspacetechnology.com/governance](https://cleanspacetechnology.com/governance).

### 3. Board of Directors

The Directors bring to the Board relevant experience and skills, including industry and business knowledge, financial management and corporate governance experience. Each Director has confirmed to the Company that they anticipate being able to perform their duties as a Non-Executive Director or Executive Director, as the case may be, without constraint having regard to their other commitments.

#### 3.1 Directors

CleanSpace undertakes appropriate checks before appointing a director or senior executive or putting someone forward for election as a director. CleanSpace provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

CleanSpace has a written agreement with each director and senior executive setting out the terms of their appointment. It also has a program for inducting new directors and periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

Details of current directors are listed below:

#### Mr Bruce Rathie

##### **Independent Non-Executive Chairman**

*B.Comm, LLB, MBA, FIML, FAICD, FGIA, Grad Dip CSP, SA Fin*

Appointed: October 2021; age 68

Mr Rathie is an experienced Company Director having completed successful prior careers in law

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## 3. Board of Directors (Cont.)

### 3.1 Directors (Cont.)

and investment banking. He practised as a partner in a large legal firm and acted as Senior Corporate Counsel to Bell Resources Limited in the early to mid-1980s. He studied for his MBA in Geneva and embarked on his investment banking career on his return to Sydney.

Mr Rathie was Head of the Industrial Franchise Group at Salomon Smith Barney in the late 1990s and led Salomons roles in the Federal Government's privatisations of Qantas, Commonwealth Bank and Telstra. He has over 20 years' experience as a professional non-executive company director and is currently Chair of The Market Limited (ASX:MKT) and Non-Executive Director of Cettire Limited (ASX:CTT) and PolyNovo Limited (ASX:PNV). In the medical device space, Mr Rathie was previously Chairman of Anteo Diagnostics Limited and a Director of Compumedics Limited and USCOM Limited.

### Mr Graham McLean

#### **Chief Executive Officer**

B.Sc. (Hons), CPA, FCMA

Appointed: February 2022 as a non-executive director, 10 January 2023 as Interim Chief Executive Officer (CEO) and 22 March 2023 as CEO; age 60

Mr McLean is a very experienced senior executive, having worked with NYSE-listed Stryker for 16-years, and brings significant operational and healthcare experience. Stryker is a global company offering a range of products and services, including healthcare PPE, sold via distributors and direct sales. At Stryker, Mr McLean held several senior positions, including President Japan, President Australia/New Zealand and President Asia Pacific, based in Singapore and Hong Kong. During this time, Mr McLean was responsible for transforming Asia Pacific, including restructuring their China distribution to accelerate growth of the business, resulting in Asia Pacific becoming a fast growing, multi-billion-dollar sales region.

Mr McLean is a Non-Executive Director and Chair of Universal Biosensors, Inc. (ASX:UBI), Non-Executive Director of Fisher & Paykel Healthcare Ltd, and a board member/Chair of Suicide Prevention Australia. He holds a Bachelor of Science (Geography) from Durham University, is a CPA, a Fellow of The

Chartered Institute of Management Accountants and a graduate of the Australian Institute of Company Directors.

### Mr Dan Kao

#### **Executive Director and Director of Operations**

B.Mech. Eng (Hons) & M. Biomedical Eng.

Appointed: August 2011; age 46

Mr Kao, a former senior designer for ResMed Inc. (Australia) (ASX:RMD), founded the business of CleanSpace in 2009 and has been a director of CleanSpace since April 2011. Mr Kao worked in the industrial and healthcare setting for over 20 years, and has extensive experience in manufacturing, supply chain optimisation, quality management systems and in securing patents for innovative technologies.

### Ms Lisa Hennessy

#### **Independent Non-Executive Director**

MBA, B.Sc (Hons)

Appointed: December 2021; age 57

Ms Hennessy is an American born Harvard Business School graduate and a highly experienced executive and company director with over 30 years of experience worldwide. Lisa has built an impressive career in Australia including her role as an angel investor and has extensive non-executive director experience across listed and private organisations.

Ms Hennessy is currently a Non-Executive Director of Adore Beauty Group Ltd (ASX:ABY) and sits on the boards of Aikenhead Centre for Medical Discovery (ACMD), and the Harvard Club of Victoria. She was previously on the board of Nitro Software Limited (ASX:NTO), Murray River Organics (ASX:MRG), Walter and Eliza Hall Institute of Medical Research Commercialisation Committee, Planet Innovation, FirstStep Investments and Arts Centre Melbourne Foundation. Prior to this, Lisa spent over a decade in strategy and M&A roles in the US, including Director of Strategy and M&A for Del Monte Foods, Director of M&A at GE Capital, and was also a Consultant at Bain & Company.

Ms Hennessy holds a Bachelor of Science (Electrical Engineering) from Purdue University, an MBA from Harvard Business School and is a graduate and member of the Australian Institute of Company Directors.

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## Mr Paul Cassano

### **Independent Non-Executive Director**

B.Eng(Mining), MBA(Exec)

Appointed: September 2023; age 61

Mr Cassano has over 30 years resources industry experience in senior executive and operations management roles with companies including BHP, Thiess and Downer where he was most recently CEO Mining, successfully leading high performance teams to superior business outcomes and embedding a positive culture.

Mr Cassano holds a Bachelor of Engineering in Mining from the University of Sydney and a Master of Business Administration (Executive) from the University of Queensland. He is a member of the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors.

Mr Cassano brings both technical and leadership experience and has global and multinational company experience.

## 3.2 Company Secretary

Ms Elissa Hansen is Company Secretary. Ms Hansen is accountable directly to the Board, through the chair, on all matters to do with the proper function of the Board.

The role of the Company Secretary is set out in more detail in the Board Charter.

## 3.3 Board Skills Matrix

The Board believed that its membership should comprise directors with an appropriate mix of diversity of skills, professional experience, knowledge and expertise that all directors individually and the Board collectively to:

- Discharge their responsibilities and duties;
- Understand the Company's business and the industry and markets in which the Company operates so as to set the strategic direction of the Company to maximise shareholder value; and
- Assess the performance of management in implementing those strategic objectives.

The Remuneration and Nomination Committee reviews the balance of skills, experience, independence, knowledge and diversity of the Board and is committed to ensuring that the directors collectively have the appropriate skills mix. In selecting new directors, the Remuneration and Nomination Committee considers the Board's current composition to ensure there is a range of skills and experience required to enable the Board to fulfil its responsibilities.

**CleanSpaces' Board Skills Matrix is set out below:**

Skills	Criteria	No. of Directors
<b>Strategy</b> The ability to develop and implement successful strategies	<ul style="list-style-type: none"><li>• Director, senior executive or equivalent experience in developing and implementing organisational strategy.</li><li>• Experience with setting strategic direction, driving growth, execution against a clear strategy and overseeing management to ensure the strategic objectives are delivered.</li></ul>	5
<b>Financial Acumen</b> The ability to understand and analyse financial statements to assess the financial performance and test adequacies of internal risk controls.	<ul style="list-style-type: none"><li>• Qualifications in accounting and finance and/or equivalent experience in financial accounting, corporate finance, capital markets and financial risk management and internal financial controls.</li><li>• Experience implementing or overseeing financial accounting, reporting and internal controls.</li></ul>	4

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## 3. Board of Directors (Cont.)

### 3.3 Board Skills Matrix (Cont.)

CleanSpaces' Board Skills Matrix is set out below:

Skills	Criteria	No. of Directors
<p><b>Risk Management, Governance and Compliance</b></p> <p>Ability to identify and manage key risks to the Company and committed to the highest standards of governance</p>	<ul style="list-style-type: none"> <li>Senior executive or equivalent experience identifying and managing risk and monitoring the effectiveness of risk management frameworks and internal controls.</li> <li>Experience in working in a listed organisation with rigorous governance standards and experience overseeing those frameworks, policies and processes.</li> <li>Knowledge and understanding of key governance issues and reputational risk for a listed organisation.</li> </ul>	5
<p><b>Personal Protection Industry</b></p> <p>Competency in the personal protection industry</p>	<ul style="list-style-type: none"> <li>Professional, senior executive or equivalent experience in the personal protection or healthcare services industry including experience managing product design, manufacturing operations, quality systems and knowledge of markets, customers, competition and regulatory environment.</li> </ul>	3
<p><b>Research &amp; Development</b></p> <p>Ability to develop product innovation and drive long-term growth through strategic investment in research and development activities</p>	<ul style="list-style-type: none"> <li>Experience in leading and/or overseeing the research and development function of an entity.</li> <li>Experience overseeing capital investment in product research and development activities</li> </ul>	2
<p><b>Technology</b></p> <p>Ability to leverage new technologies, innovation processes and digital services to drive innovation and grow the business</p>	<ul style="list-style-type: none"> <li>Experience working in a company with a major focus on technology and innovation.</li> <li>Experience overseeing the development and commercialisation of technology, innovation processes and/or digital services to drive innovation and grow a business.</li> <li>Experience in the use and governance of critical information technology infrastructure and applications.</li> </ul>	5
<p><b>Global Experience</b></p> <p>Ability to manage and oversee an organisation's business and strategic objectives from an international perspective</p>	<ul style="list-style-type: none"> <li>Senior executive or equivalent experience working in different countries in large operation with significant international operations.</li> <li>Experience in dealing in emerging markets.</li> <li>Senior executive exposure to a range of political, cultural, regulatory and business environments.</li> </ul>	5

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## 3.4 Board Performance

The Board Charter sets out the process for evaluating the performance of the Board, its committees and individual directors.

The Board undertook an internal performance evaluation during the year.

## 4. Board Charter

The Board Charter sets out the respective roles and responsibilities of the Board and management, including matters expressly reserved to the Board and those delegated to management.

The Charter provides that the Board should comprise Directors with the appropriate mix of skills, experience, expertise and diversity which are relevant to the Company's businesses and the Board's responsibilities. The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

## 5. Board Committees

The Board may, from time to time, establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Management Committee and a Remuneration and Nomination Committee.

Other committees may be established by the Board as and when required. Membership of Board committees is based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors.

## 6. Audit and Risk Management Committee

The role of the Audit and Risk Management Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by

the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Management Committee provides advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

The Company complies with the recommendations set by the ASX Listing Rules and the ASX Corporate Governance Council in relation to the composition and operation of the Committee. The Committee currently comprises of Mr Paul Cassano (Chair); Ms Lisa Hennessy and Mr Bruce Rathie, all of whom are independent directors. Committee members qualifications and experience are detailed in 3.1 above and the number of times the Committee met and individual attendance at meetings is set out in the Company's Annual Report.

## 6.1 Risk

The Board, through the Audit and Risk Committee, reviews CleanSpace's risk management framework at least annually to satisfy itself that it continues to be sound and that CleanSpace is operating with due regard to the risk appetite set by the Board. A review of the Company's risk management framework to ensure it continues to be sound and the Company is operating with due regard to the risk appetite set by the Board was undertaken in 2024.

## 6.2 Internal Audit

CleanSpace does not have an internal audit function at this time however, it employs processes for evaluating and continually improving the effectiveness of its governance, risk management and internal controls. The Board believes that this is appropriate given the size of the Company.

## 6.3 Environmental and Social Risks

The Company does not have any material exposure to environmental or social risks. The Company notes its products and services assist in the mitigation of health risks to people. CleanSpace Respirators provide the highest level of protection, comfort and performance against airborne workplace risks. They are used both in industrial and healthcare settings.

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## 7. Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's remuneration and nomination policies and practices.

This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior executives. The Remuneration and Nomination Committee is also responsible for administering short term and long-term incentive plans (including any equity plans). In addition, the Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). Independent advice is sought where appropriate.

The Company complies with the recommendations set by the ASX Listing Rules and the ASX Corporate Governance Council in relation to the composition and operation of the Committee. The Committee currently comprises Ms Lisa Hennessey (Chair), Mr Bruce Rathie and Mr Paul Cassano. Committee members qualifications and experience are detailed in 3.1 above and the number of times the Committee met and individual attendance at meetings is set out in the Company's Annual Report.

### 7.1 Remuneration Policies

CleanSpace's remuneration policies and practices are set out in the Company's Remuneration Report found in the Annual Report.

The Company grants incentive securities (options, performance rights and/or restricted stock units) to key executives and directors under the Company's Employee Equity Incentive Plan. All employee incentive security holders must comply with the Company's Security Trading Policy. The Company's Security Trading Policy prohibits short-term or speculative trading in CleanSpace securities including transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference and other similar

instruments, which are short term or speculative. The Company's Security Trading Policy also restricts entering into all types of "protection arrangements" for any CleanSpace securities (or products in the derivatives markets).

## 8. Code of Conduct

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how it expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

The Code of Conduct is designed to provide a benchmark for professional behaviour throughout the Company's business, support its business reputation and corporate image within the community and make the Company's Directors and employees aware of the consequences if they breach this policy.

The Board is required to be informed of any material breaches to the Company's Code of Conduct.

## 9. Values

The Company's values are:

- Integrity
- Accountability
- Focus
- Excellence
- Teamwork

## 10. Corporate Reporting

### 10.1 CEO and CFO Declaration

The Board received a declaration from both the CEO and CFO, that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively before the Board, approved the Company's financial statements for the 2024 financial period and will continue to ensure such declarations are received in the future.

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## 10.2 Verification of Periodic reports

CleanSpace periodically releases reports that are not audited or reviewed by an external auditor. The Company has embedded processes to ensure the accuracy of these reports and to ensure they are balanced and provide investors with appropriate information to make informed investment decisions. All material reports are approved by the Board prior to release.

## 10.3 Website

Information about CleanSpace Holdings Limited and its governance policies and practices is available on the Company's website at [cleanspacetechnology.com](http://cleanspacetechnology.com).

## 11. Continuous Disclosure Policy

CleanSpace is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company is required to immediately advise ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a Disclosure Policy which reinforces the Company's commitment to its continuous disclosure obligations and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information is communicated to Shareholders through the lodgement of all relevant financial and other information with ASX, and copies of the Company's announcements to ASX are available on the Company's website. Any new and substantive investor or analyst presentation is released on ASX ahead of the presentation.

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

## 12. Communications with Shareholders

The Company aims to keep Shareholders informed of major developments affecting the Company. The Company recognises investors and other interested stakeholders may wish to obtain information about the Company from time to time and it facilitates

effective two-way communication with investors. To achieve this, the Company communicates and receives information regularly through a range of forums and publications, including the Company's website, investor briefings, at the Company's Annual General Meeting (AGM) and through the Company's Annual Report and ASX announcements.

The AGM is an important occasion for updating shareholders on the Company's performance. The AGM provides the opportunity for shareholders to ask questions of and hear from the Board. CleanSpace encourages shareholder participation at its AGM as an opportunity to allow the Board to listen and respond to shareholder feedback.

The Company ensures that its external auditor attends all AGMs and is available to answer queries from shareholders relevant to the audit and any substantive resolutions are decided by a poll rather than a show of hands.

CleanSpace gives its shareholders the option to send and receive all communications to the Company and its share registry electronically. Shareholders are encouraged to update their communication preferences and elect to receive all communication electronically with the Company's share registry, Boardroom Pty Limited, at [investorserve.com.au](http://investorserve.com.au).

## 13. Diversity Policy

The Board has adopted a Diversity Policy, which sets out the Company's commitment to an inclusive and diverse workforce. The Board has not set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally to date. Given the Company's current proportions of men and women across the business, the Board believes this is appropriate at this time however it will look at setting measurable objectives in the future.

The Company's current proportions of men and women on the board, senior executives and workforce generally are:

	Male	Female
Board	80%	20%
Senior Executives	63%	38%
Workforce	51%	49%

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## 14. Securities Trading Policy

The Company has adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company and the Company's Directors and employees, and in the trading of the Company's securities.

The Securities Trading Policy provides that Directors, employees and contractors must not deal in the Company's securities when they are aware of 'inside' information. Directors and certain restricted employees must not deal in the Company's securities during any of the following blackout periods:

- from the close of the ASX trading day on 30 November each year, until 10:00 am Australian Eastern Daylight Time (AEDT) on the ASX trading day following the day on which the Company's half yearly results are released to the ASX;
- from the close of the ASX trading day on 31 May each year, until 10:00 am (AEST) on the ASX trading day following the day on which the Company's full year results are released to the ASX;
- from the close of the ASX trading day two weeks prior to the date of the Company's AGM until 10:00 am (AEST) on the ASX trading day following the date of the Company's AGM; and
- any other period that the Board specifies from time to time.

If 31 May or 30 November are not ASX trading days, then the blackout period begins on the preceding ASX trading day.

Directors and restricted employees must confirm they are not in possession of any inside information and receive prior approval for any proposed dealing in the Company's securities outside of the above blackout periods (including any proposed dealing by one of their connected persons).

## 15. Whistle-blower Protection Policy

The Company is committed to the highest standards of conduct and ethical behaviour in all of its business

activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. The Company's Whistle-blower Protection Policy has been adopted to provide a safe and confidential environment where concerns can be raised by whistle blowers without fear of reprisal or detrimental treatment.

The Board is required to be informed of any material incidents reported under the Whistle-blower Protection Policy.

## 16. Anti-bribery and Corruption Policy

The Company is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The Company's Anti-bribery and Corruption Policy set out the responsibilities of the Company's personnel, including in their dealings with, and through, third parties. It addresses protection of the Company's personnel in seeking to comply with this policy, investigations, consequences for breach, examples of improper conduct, contact with government officials, in-kind gifts and corporate hospitality, political and charitable contributions and secret commissions.

Any material breach of the Anti-bribery and Corruption Policy is required to be notified to the Board.

## 17. Senior Executive Performance Review

Senior executives manage the day-to-day tasks of the Company under the guidance and direction of the CEO. CleanSpace recognises the importance of its senior executives to the Company's growth and performance. Accordingly, the Company undertakes regular evaluations of its senior executives to review their effectiveness and performance on an ongoing basis.

The CEO reviews the performance of senior executives annually. These evaluations assess the completeness and effectiveness of each senior executive in meeting their KPIs, whether the executive has the appropriate mix of skills and experience to allow the Company to meet its



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corporate goals and whether the executive provides a safe, secure, productive, harmonious and inclusive environment for their employees to perform at their best.

A performance review of senior executives was undertaken by the CEO this year.

## **18. Departure from ASX Recommendations**

Through the corporate governance framework adopted by the Board (and summarised above), the Company is compliant with each of the ASX Recommendations other than Recommendation 1.5. While the Board has adopted a Diversity Policy, it has not set measurable objectives to achieve gender diversity in the composition of its board, senior executives and workforce generally. This is not consistent with Recommendation 1.5 of the ASX Recommendations. Given the Company's current diversity levels within the business, the Board is comfortable with this position, however it may choose to develop measurable objectives for gender diversity across the Company in the future.