

**SMART PARKING LIMITED**  
**ABN 45 119 327 169**  
**(Company)**

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**CORPORATE GOVERNANCE PLAN**

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## **SCHEDULE 1 – BOARD CHARTER**

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In carrying out the responsibilities and powers set out in this Charter, the board of directors of the Company (**the Board**):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

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### **1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD**

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) leading the Company and setting the standards of leadership which they wish the Company to follow;
- (b) appointment, and where necessary, the replacement, of the Managing Director, Company Secretary and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (c) defining the Company's purpose and setting its strategic objectives, ensuring appropriate resources are available to meet objectives and monitoring management's performance (including challenging and holding management to account);
- (d) approving the Company's statement of core values and code of conduct to underpin the desired culture of the Company;
- (e) instilling the culture associated with the Company's values and ensuring that the Company's culture includes acting lawfully, ethically and responsibly, and regularly assessing how that culture is reflected in the conduct of the Company's business;
- (f) reviewing reported breaches of the code of conduct and reports under the Company's Whistleblower policy and anti-bribery and corruption policy;
- (g) setting the Company's risk appetite and reviewing and ratifying systems of risk management (for both financial and non-financial risks) and internal compliance and control, codes of conduct and legal compliance;
- (h) overseeing the Company's process for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company;
- (i) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (j) approving and monitoring the budget and the adequacy and integrity of financial controls;

- (k) reviewing and ratifying systems of reporting, both financial and corporate and ensuring that such systems are followed;
- (l) approving the annual and half yearly accounts;
- (m) approving significant changes to the organisational structure;
- (n) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);
- (o) approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, culture, strategic objectives and risk appetite;
- (p) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (q) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable); and
- (r) meeting with the external auditor, at their request, without management being present.

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## 2. COMPOSITION OF THE BOARD

- (a) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix (which should also be reviewed regularly) to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and add value to the Company. Such skills matrix should include knowledge of the business and the industry in which it operates.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) Where practical, the majority of the Board should be comprised of non-executive Directors. Where practical, at least 50% of the Board should be independent. The Board must disclose the independence of each Director as determined by the Board.
- (d) An independent Director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.
- (e) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Recommendation 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th Edition* as set out in Annexure A (**Independence Tests**).

- (f) Where a Director has an interest, position, association or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion.
- (g) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (h) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (i) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (j) Directors must declare immediately to the Board any circumstance which has arisen in respect of the Director which may cause them to no longer be of good fame and character (as defined in the ASX Listing Rules).
- (k) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
- (l) The Board must disclose the length of service of each Director in its Annual Report.
- (m) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated to ensure that they continue to contribute effectively to the Board, as well as assessing their independence, risk of conflict and good fame and character.
- (n) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (o) The Board must disclose the relevant qualifications and experience of each Director.
- (p) Each Director must have a written agreement with the Company in respect of their appointment, which requires them to comply with disclosure requirements under the law and ASX Listing Rules and the obligations under the corporate governance and other applicable policies of the Company.

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### **3. THE ROLE OF THE CHAIRMAN**

- (a) Where practical, the Chairman should be a non-executive Director.
- (b) Where practical, the Managing Director should not be the Chairman of the Company during his term as Managing Director or in the future.
- (c) The Chairman must be able to commit the time to discharge the role effectively.

- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective and inclusive, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings, ensuring that adequate time is available for discussion of all agenda items, including strategic issues.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management and ensuring that the meetings are obtaining a breadth of ideas and opinions.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

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#### **4. BOARD COMMITTEES**

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
  - (i) Audit and Risk Committee; and
  - (ii) Remuneration Committee;
- (b) The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Board must disclose the members and Chairman of each Committee.
- (f) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- (g) The Board must disclose, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
  - (ii) the Company must disclose:
    - (A) the fact a Committee has not been established and why; and

if a Nomination Committee has not been established, the processes to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity and the industry in which it operates to enable it to discharge its duties and responsibilities effectively and add value and that the persons nominated to the Board have satisfied such appropriate checks to confirm that they are of good fame and character (as defined in the ASX Listing Rules).

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## **5. BOARD MEETINGS**

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone or other electronic means, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) The Company Secretary or nominee shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (g) Minutes of meetings must be available for approval at the next Board meeting.
- (h) Further details regarding Board meetings are set out in the Company's Constitution.

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## **6. THE COMPANY SECRETARY**

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors and periodically review whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as director effectively.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.

- (e) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

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## **7. ACCESS TO ADVICE**

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

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## **8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT**

- (a) The role of management is to support the Managing Director and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.
- (b) The Managing Director (and senior management) are responsible for implementing the Company's strategic objectives and instilling and reinforcing the Company's values and culture, within the values, culture, code of conduct, budget and risk appetite set by the Board.
- (c) The Managing Director (and senior management) are responsible for providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities. This is not just limited to information about financial performance of the Company, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values, culture or code of conduct of the Company.
- (d) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director. However the Board should ensure that its members have sufficient understanding and knowledge of the operations of the Company's activities to discharge their roles appropriately, and to the extent necessary request such information from the Managing Director for that purpose.
- (e) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

- (f) Whenever required, the Board shall challenge the Managing Director (and management) and hold the Managing Director and management to account.

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**9. PERFORMANCE REVIEW**

- (a) The Board shall conduct an annual performance review of the Board (including the Board as a whole, the Directors individually and each committee) that:
  - (i) compares the performance of the Board with the requirements of its Charter;
  - (ii) critically reviews the knowledge and skills mix of the Board and whether any directors' performance during the year has been materially impacted by his or her other commitments (which are likely to continue over the term of their appointment);
  - (iii) critically evaluate the performance of its senior executives and management; and
  - (iv) suggests any amendments to the Charter as are deemed necessary or appropriate.
- (b) The undertaking of such review should be disclosed in the Company's annual report.
- (c) A similar review should be undertaken in respect of each senior executive and reported in the Company's annual report.

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**10. DISCLOSURE POLICY**

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

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## **SCHEDULE 2 – CODE OF CONDUCT**

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### **1. PURPOSE**

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

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### **2. ACCOUNTABILITIES**

#### **2.1 Directors, Managers and Supervisors**

Directors, Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

#### **2.2 Employees**

All Directors and employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct;
- (c) reporting conduct or practices they believe is not in the best interest of the Company both from a financial perspective and a reputational perspective; and
- (d) reporting any departure from the Code of Conduct by themselves or others.

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### **3. PERSONAL AND PROFESSIONAL BEHAVIOUR**

When carrying out your duties, you should:

- (a) behave honestly and with high standards of personal integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (c) operate within the law at all times;
- (d) act in the best interests of the Company, in the context of legal requirements and ethical expectations;

- (e) act in accordance with the Company's values;
- (f) act ethically and responsibly;
- (g) deal with other employees, customers and suppliers fairly and with respect;
- (h) disclose and avoid decision-making where there are any conflicts between your personal interests and your duties as a director, senior executive or employee;
- (i) follow the policies of the Company;
- (j) act in an appropriate business-like manner when representing the Company in public forums; and
- (k) report breaches of the code to the appropriate person(s) within the Company in line with the Company's whistleblower policy.

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#### **4. CONFLICT OF INTEREST**

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. If you have a conflict, then it is your duty to recuse yourself from decision-making on that matter, and to ensure that someone more senior than yourself makes the decision. You must report any potential or actual conflicts of interest to your manager immediately upon becoming aware of the same.

- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager. Any gift, including for the avoidance of doubt, entertainment, provided by a supplier having a value over \$200 shall be notified to the Group CFO.

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## 5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Managing Director; or
  - (ii) giving evidence in court; or
  - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished, confidential or privileged information unless they have the authority to do so from the Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

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## 6. USE OF COMPANY RESOURCES

Except as set out in Company policies, requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times, they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

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## 7. SECURITY OF INFORMATION

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

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## 8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations,

inventions, software code and hardware developed by the Company and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Managing Director before making any use of that property for purposes other than as required in their role as employee.

Employees shall take whatever steps are reasonably required to ensure that Intellectual Property and all entitlements vest fully with the Company.

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## **9. DISCRIMINATION AND HARASSMENT**

Employees must treat fellow employees with respect and not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, sexuality, sexual or gender identity.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity and the Company's Diversity and Inclusion Statement.

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## **10. CORRUPT CONDUCT**

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company and all employees must adhere to the Company's anti-bribery and corruption policy. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

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## **11. OCCUPATIONAL HEALTH AND SAFETY**

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically, all employees are responsible for safety in their work area by:

- (a) following the health, safety and security directives of management;
- (b) advising management immediately if there is a potential problem in health or safety and reporting suspicious occurrences; and

(c) eliminate risks in the workplace as far as reasonably practicable.

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## **12. LEGISLATION**

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

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## **13. FAIR DEALING**

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should deal fairly with the Company's suppliers, customers and other employees at all times.

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## **14. INSIDER TRADING**

All employees must observe the Company's "*Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

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## **15. RESPONSIBILITIES TO INVESTORS**

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

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## **16. BREACHES OF THE CODE OF CONDUCT**

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

The Board must be informed of any material breaches this Code of Conduct by a Director or senior executive or employee of the Company.

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## **17. REPORTING MATTERS OF CONCERN**

References in this policy to "managers" in the context of reporting obligations and/or discussions around matters of concern are intended to refer to the head of the relevant business unit.

Generally, employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary or Chair of the Audit & Risk Committee, without fear of retribution.

The Company has adopted a Whistleblower Policy which sets out the Company's commitment to provide employees and everyone working within the business of the Company the means to raise concerns, without the fear of repercussions, regarding actual or suspected reportable conduct. The obligations of employees to report certain behaviour under the Code of Conduct and including as set out in sections 2.2(b) and (c) and section 17 above should be read in conjunction with the terms of the Whistleblower Policy.

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**18. REVIEW OF CODE OF CONDUCT**

This policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and changes to the regulatory environment.

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## **SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER**

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### **1. ROLE**

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, risk management and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

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### **2. COMPOSITION**

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee must not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

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### **3. PURPOSE**

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of reporting and internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, economic, environmental and social sustainability risks; and

- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

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## **4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

### **4.1 Review of Financial Reports**

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Receive and assess reports on regulatory matters.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review Statutory Reports including half yearly and annual results.
- (h) Ensure the Annual Directors Report and any other corporate reports released to the market are accurate, balanced and understandable.
- (i) Ensure that, before the Board approves the Company's financial statements for a financial period, the Managing Director and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

### **4.2 Relationship with External Auditors**

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of half yearly or Annual Reports.

- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

#### **4.3 Internal Audit Function**

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance, independence, and objectivity of any internal audit procedures that may be in place, if applicable.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.

#### **4.4 Risk Management**

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound.
- (d) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures including whether it is operating within the risk appetite set by the Board.
- (e) Review strategic and operational non-financial risks.

#### **4.5 Other**

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will review all matters arising under the Company's Whistleblower Policy and oversee procedures for whistleblower protection.
- (c) Monitor related party transactions.
- (d) Review the Company's insurance programme at least annually having regard to the Group's business and the insurable risks associated with the Group's business.
- (e) Review and make recommendations to the Board on the fees payable to its auditor in relation to non-audit engagements.
- (f) Ensure the process for verification of periodic corporate reports that are not otherwise audited or reviewed in accordance with the accounting standards are disclosed to shareholders.
- (g) The Committee will oversee the Company's compliance with requirements arising under legislation, regulation and the ASX Listing Rules.
- (h) The Committee shall perform other duties and activities that it or the Board considers appropriate.

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#### **5. MEETINGS**

- (a) The Committee will meet at least once in each financial quarter and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, through the Secretary, will report the actions of the Committee to the Board at the next Board meeting.
- (g) Once approved minutes of each meeting are included in the papers and a written report where appropriate for the next full Board meeting after each Committee meeting.

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**6. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

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**7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE**

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

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**8. ACCESS TO ADVICE**

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

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**9. REVIEW OF CHARTER**

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

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**10. REPORT TO THE BOARD**

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities (including recommended changes to the risk management framework or risk appetite of the Company as set by the Board).
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

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## **SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER**

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### **1. GENERAL SCOPE AND AUTHORITY**

- (a) The Remuneration Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
  - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
  - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
  - (iii) recommending to the Board the remuneration of executive Directors (having regard to the implications that executive remuneration may have on the Company's reputation and standing in the community);
  - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market (without rewarding conduct that is contrary to the Company's values or risk appetite);
  - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
  - (vi) reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other senior executives;
  - (vii) avoiding conflict of interest between the remuneration and values and objectives of the Company; and
  - (viii) reviewing and approving any equity-based plans and other incentive schemes.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

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### **2. COMPOSITION**

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

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### **3. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

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### **4. MEETINGS**

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

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### **5. ACCESS**

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

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### **6. DUTIES AND RESPONSIBILITIES**

In order to fulfil its responsibilities to the Board the Committee shall:

- (a) Executive Remuneration Policy
  - (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
  - (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.
  - (iv) Consider the guidelines set out in Box 8.2 of ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th Edition*.
- (b) Executive Directors and Senior Management
- (i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
  - (ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
  - (iii) Consider the guidelines set out in Box 8.2 of ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th Edition*
- (c) Executive Incentive Plan
- Review and approve the design of any executive incentive plans.
- (d) Equity Based Plans
- (i) Review and approve any equity-based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
  - (ii) For each Plan, determine each year whether awards will be made under that Plan.
  - (iii) Review and approve total proposed awards under each Plan.
  - (iv) In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
  - (v) Review, approve and keep under review performance hurdles for each equity-based plan.

- (vi) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.
- (e) Other  

The Committee shall perform other duties and activities that it or the Board considers appropriate.
- (f) Disclosure  

Disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.
- (g) No conflict  

For the avoidance of doubt, no individual Director or senior executive will be involved in deciding his or her own remuneration (including any incentive grants).

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## **7. APPROVALS**

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

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## **SCHEDULE 5 – DISCLOSURE – CONTINUOUS DISCLOSURE**

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The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The only exceptions to this are those permitted under ASX Listing Rule 3.1A are:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential;
- (c) one or more of the following applies:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of Smart Parking, or
  - the information is a trade secret.

These exceptions must be monitored continuously to ensure that they remain confidential as loss of confidentiality will result in the need to make a disclosure. It should be made clear internally that such information is confidential and should be treated accordingly by all parties who are aware of it. Where possible internal disclosure should be limited to those employees who have a need to know. If confidentiality is lost, an ASX announcement should be immediately prepared in accordance with this policy.

The Company has in place a written policy on information disclosure and relevant procedures.

The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.

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## 1. DISCLOSURE PROTOCOL

All announcements (and media releases) must be:

- (a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- (b) factual and not omit material information; and
- (c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to provide to the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each announcement, prior to its release.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct. A verification folder should be produced to assist in this process for documents announcements/documents related to raising capital.
- (d) The Managing Director (and in his/her absence, the Company Secretary) is to be given the final signoff before release to the ASX of the announcement.
- (e) Routine administrative announcements may be made by the Company Secretary without reference to the Board.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience. Such announcements should also be sent to all Board members on the making of the announcement.

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## 2. BRIEFINGS

The Company recognises the importance of regular interaction with the market. As well as market announcements, this interaction can include conference calls, group briefings and one-on-one meetings with investors and analysts as well as broker sponsored conferences.

The following protocols apply to these briefings:

- (a) There will be no discussion with third parties of the price sensitive information not already disclosed to the market generally, unless information is released simultaneously to the ASX.
- (b) Questions raised in relation to price sensitive information not previously disclosed will not be answered.
- (c) If price sensitive information is inadvertently released during the briefing, it will immediately be released to the ASX and placed on the Company's website.

- (d) All briefing and presentation materials containing material information not previously released to the market will be disclosed to the market via the ASX and placed on the Company's website in advance of the briefing.

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### **3. PRE-RESULTS PERIOD**

During the four week period in advance of the half year and full year results announcements, no briefings will be held with investors or analysts to discuss financial information concerning Smart Parking.

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### **4. ANALYST REPORTS**

The Company will not endorse, or be seen to endorse, analyst reports or the information they contain. Accordingly the Company will not:

- (a) Externally distribute analyst projects or reports;
- (b) Post analyst research on its website, nor refer to analyst recommendations; or
- (c) Selectively refer to specific analysts, or publicly comment on an analyst recommendations or proprietary research.

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### **5. REVIEW OF CONTINUOUS DISCLOSURE POLICY**

This policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and changes to the regulatory environment.

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## SCHEDULE 6 – DISCLOSURE – RISK MANAGEMENT POLICY

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The Board determines the Company's "risk appetite" and is responsible for overseeing and approving risk management strategy, framework and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for monitoring and overseeing the implementation of the risk management system.

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to environmental, and/or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th edition*) as well as other contemporary and emerging risks (such as conduct risk, digital disruption, cyber security, privacy & data breaches and climate change) and, if it does, how it manages, or intends to manage, those risks;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) creating and maintaining a risk management framework, identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives (including values), and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to treat and manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control systems.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws, regulations and standards; and
- (b) preparation of reliable published financial information; and
- (c) implementation of risk treatments including, transfer strategies where appropriate eg insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back at least semi-annually to the Audit and Risk Committee *provided that*, for the avoidance of doubt, in the event that management become aware of an issue that is considered important in the context of this policy that it shall be promptly notified to the Chairperson of the Audit and Risk Committee.

The Board will review assessments of the effectiveness of risk management, internal compliance and control, and whether the Company is operating with due regard to the risk appetite set by the Board, at least annually.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that it continues to be sound.

The Company will disclose if it has any material exposure to environmental and/or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4th edition*) as well as other contemporary and emerging risks (such as conduct risk, digital disruption, cyber security, privacy & data breaches and climate change) and, if it does, how it manages, or intends to manage, those risks.

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## **SCHEDULE 7 – TRADING POLICY**

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### **1. INTRODUCTION**

These guidelines set out the policy on the sale and purchase of securities in the Company by its directors, officers and employees, and imposes additional trading restrictions on its Key Management Personnel.

Key Management Personnel means each person set out in clause 8 of this Trading Policy and any other person (not listed in clause 8 of this Trading Policy) who is a key management personnel of the Group (within the meaning of Australian Accounting standard AASB 124 Related Party Disclosures and as identified in the Company's annual report from time to time).

Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist directors, officers and employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

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### **2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?**

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time, including Derivatives (as defined in section 761D of the *Corporations Act* and includes options, forward contracts, futures, warrants, swaps, caps and collars).

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### **3. WHAT IS INSIDER TRADING?**

#### **3.1 Prohibition**

Insider trading is a criminal offence. It may also result in civil liability. Each director, officer and employee of the Group must comply with the law prohibiting insider trading.

In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
- (b) that person:
  - (i) buys or sells securities in the Company; or
  - (ii) procures someone else to buy or sell securities in the Company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

### 3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Company is considering a major acquisition;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss of a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal.

### 3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

### 3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

### 3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

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## 4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

### 4.1 General rule

Key Management Personnel must not, except in exceptional circumstances deal in securities of the Company during the following periods;

- (a) The period from close of trading on 15 June to until the day following the announcement to ASX of the full year results;
- (b) The period from the close of trading on 15 December until the day following the announcement to the ASX of the half-year results; and

- (c) any other period specified by the Board from time to time.

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

## **4.2 Trading Windows**

Key Management Personnel may deal in securities of the Company during the four week period from:

- (a) 10.00am AEST on the ASX trading day after the date on which the Company's half-year results are released to the ASX;
- (b) 10.00am AEST on the ASX trading day after the date on which the Company's full-year results are released to the ASX; and
- (c) 10.00am AEST on the ASX trading day after the date on which the Company's annual general meeting is held.

## **4.3 No short-term trading in the Company's securities**

Key Management Personnel should not engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

## **4.4 Short Selling**

Key Management Personnel must not enter into an arrangement to short sell the Company's securities at any time.

## **4.5 Secured lending arrangements**

Key Management Personnel must inform the Managing Director, or in the case of the Managing Director, the Board, immediately if all of the following circumstances apply:

- They hold SPZ securities that have been provided as security in a lending arrangement;
- Circumstances have arisen in which the lender demands payment under the lending arrangement; and
- There is a risk that the demand will not be able to be satisfied without the disposal of the SPZ securities.

## **4.6 Hedging**

Key Management Personnel must not enter into any arrangement or agreement (including any Derivative) under which they limit the economic risk related to an unvested incentive award or grant of SPZ shares (or a vested incentive award or

grant of such securities that are still subject to disposal restrictions), irrespective of the outcome under that incentive or award.

However, once any applicable SPZ shares have vested, such that any SPZ imposed time restrictions and performance hurdles have been satisfied (and any disposal restrictions have been lifted), Derivatives may be used in relation to those securities subject to insider trading laws and this policy.

#### **4.7 Securities in other companies**

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

#### **4.8 Exceptions**

- (a) Key Management Personnel may at any time, subject to insider trading laws:
- (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
  - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
  - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
  - (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
  - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
  - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
  - (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

- (x) undertake to accept, or accept, a takeover offer;
  - (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - (xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
  - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
  - (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to fund the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.
- (c) Where this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### **4.9 Notification of periods when Key Management Personnel are not permitted to trade**

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

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## **5. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **5.1 Approval requirements**

- (a) Any Key Management Personnel (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must

obtain the prior written approval of the Chairman and Managing Director or the Board before doing so.

- (b) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Board, including the Managing Director, before doing so.

## 5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 must include:
  - (i) the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase;
  - (ii) a statement that the Key Management Personnel is not in possession of inside information; and
  - (iii) where clearance is sought under section 5.5 (exceptional circumstances) the circumstances of the proposed trade and the reason clearance is requested.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

## 5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within three (3) business days of the transaction occurring. This notification obligation **operates at all times** but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

## 5.4 Key Management Personnel sales of securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board (who may seek independent legal advice) prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

## 5.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Managing Director (or in the case of the Managing Director by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

## **5.6 Severe financial hardship or exceptional circumstances**

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director by all other members of the Board).

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

The decision as to whether exceptional circumstances exist and, as such, whether clearance should be granted is to be made in the sole discretion of the Managing Director or the Board (whichever is applicable) who/ which must be satisfied that the proposed sale or disposal of the relevant securities is the only reasonable course of action.

## **5.7 Financial hardship**

Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

## **5.8 Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

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## **6. ASX NOTIFICATION FOR DIRECTORS**

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

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**7. EFFECT OF COMPLIANCE WITH THIS POLICY**

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

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**8. MEANING OF KEY MANAGEMENT PERSONNEL**

For the purposes of this Trading Policy, Key Management Personnel means:

- (c) Each Director of Smart Parking Limited
- (d) Company Secretary of Smart Parking Limited
- (e) Chief Financial Officer of Smart Parking Limited

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## SCHEDULE 8 – SHAREHOLDER COMMUNICATIONS STRATEGY

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The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post and which is also placed on the Company's website;
2. the half yearly report which is placed on the Company's website;
3. the quarterly reports which are placed on the Company's website;
4. disclosures and announcements made to the Australian Securities Exchange (**ASX**) copies of which are placed on the Company's website;
5. notices and explanatory statements of Annual General Meetings (**AGM**) and other General Meetings (**GM**) copies of which are placed on the Company's website;
6. meetings of members, including the AGM and other GMs;
7. the Company's website on which the Company posts all announcements which it makes to the ASX and details of its corporate governance policies;
8. regular shareholder updates, which may be in multi-media formats, and which will be posted to the Company's website; and
9. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

Other than the notices and explanatory statements for an AGM, Shareholder communications will be provided electronically where possible (and subject to election to do so by shareholders).

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. The Company will also take questions in advance of the meeting to be discussed at the meeting.

The Company is committed to ensuring all AGMs and GMs are held at a reasonable time and place in line with the expectations of companies listed on the ASX and complying with the *Corporations Act 2001* (Cth).

The Company will conduct all votes at AGMs and GMs by poll rather than by show of hands and report the results of those polls promptly after the relevant meeting.

The Company will regularly review its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

At least three historical years of the Company's Annual Report is provided on the Company's website.

Shareholders queries are encouraged and should be referred to the Company Secretary in the first instance.

This policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company (including changes to its stakeholders from time to time) and changes to the regulatory environment and any changes to the policy will be notified to affected persons in writing, by updating the policy and on the Company's website or ASX announcements.

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## **ANNEXURE A – DEFINITION OF INDEPENDENCE**

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Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- (b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of the Company;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is, or represents, or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- (d) has close personal ties with any person who falls within any of the categories described above; or
- (e) has been a director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.