

Enti Innovations - Corporate Governance

GOVERNANCE POLICY STATEMENT

Enti Innovations has a sincere commitment to effective governance in order to

- (i) Enhance organizational performance;
- (ii) Understand and manage risks to minimize the negative aspects and maximize the opportunities;
- (iii) Become a preferred company to do business with for customers
- (iv) Strengthen shareholder confidence;
- (v) Enhance its public reputation through enhanced transparency and accountability;
- (vi) Demonstrate how it is discharging its legal, shareholder and ethical obligations;
- (vii) Provide a mechanism for benchmarking accountability;
- (viii) Assist in the prevention and detection of fraudulent, dishonest and/or unethical behaviour.

To ensure compliance to these policies, the following processes have been laid out.

Our Organisation Structure

Our Corporate governance hierarchy is given below.



Figure 1 Our Corporate Governance Structure

Foundations for Management and Oversight

A RECOGNISED AND PUBLISHED ROLES AND RESPONSIBILITIES OF BOARD AND MANAGEMENT

Enti Innovations has adopted a Charter that sets out the functions reserved to the Board and those delegated to the Management Committee led by the CEO. The division of functions is reviewed periodically, as required. Specifically the Board is responsible for

1. Overseeing the strategic direction of the company.
2. Approving overall budgets and other performance indicators and reviewing performance against them and initiating corrective action when required.
3. Ensuring that policies on key issues are in place and are appropriate and reviewing compliance with policies.
4. Adopting the most effective structure that best assists the governance process.

5. Approving and fostering an appropriate corporate culture matched to the company's values and strategies.
6. Appointing the CEO and members of the Management Committee, delegating powers as relevant, and evaluating their ongoing performance against predetermined criteria.
7. Approving remuneration policy and succession plans for the CEO and senior management.
8. Taking into account the interests of all shareholders.

The Board has no operational involvement in the day-to-day management of the company. The Chairman of the board is responsible for leading the Board in those duties.

The Management Committee has complete delegation of Day to Day operations and is responsible for

1. Complete Efficient and effective day to day operations of Enti Innovations Limited within the ambit of the broad definitions of the operations of the company.
 2. Ensuring that risks facing the Company have been identified assessed and that the risks are being properly managed.
 3. Ensuring compliance with applicable laws.
 4. Propagation and maintenance of the Values defined for the company across the employees, contractors and other business partners of the company.
 5. Bringing material matters to the attention of the Board.
 6. Appointing of senior officers and staff as needed for operations of the company
 7. Creating and maintaining the infrastructure needed for the operations of the company.
- The CEO of the company is responsible to lead the Management Committee in these duties. The CEO has the powers to Co-opt additional members as needed to the management committee from the senior officers of the company.

BOARD ADDS VALUE AS BELOW SKILLS AND EXPERIENCE

Enti Innovations's board is so structured to aid them adequately discharge their responsibilities and duties to the benefit of shareholders. They needed experience and bring in skills that help perform its duties. The Chairman of the Board is further authorised to appoint additional directors as needed to continue perform the responsibilities of the Board. This has to be later ratified in the next Shareholders meeting. The Enti Innovations board is a mix of Executive and non executive members and their experience and qualifications are published in the company web site.

INDEPENDENCE

The Board of Enti Innovations has directors independent of the management team, and any commercial dealings with the company. They have a capacity to recognise a conflict of Interest or a potential conflict of Interest and the members formally declare the conflict accept the guidance of the board.

REMUNERATION MANAGEMENT
Enti Innovations's Board reviews the Remuneration policy and ensures fair and industry standard practices in fixing the remuneration and benefits of the CEO and its senior officers of the Company. In addition, the board sets performance standards reviews succession plans and makes recommendations for the Company. It does the following functions

- a) Formulation and managing Executive remuneration and incentive policies;
- b) Remuneration packages of senior management;
- c) Enti Innovations's recruitment, retention and termination policies for senior management;
- d) Incentive schemes;
- e) Superannuation arrangements; and
- f) The remuneration framework for directors.

PERFORMANCE AUDIT FUNCTIONS

Enti Innovations board reviews the financial matters of the company and does the following functions

- a) Review the integrity of Enti Innovations's financial information and systems, internal and external reporting;

- b) Review and assess the external auditors' activities, scope and independence;
- c) Review the management process for the identification of significant business risks and exposures and review and assess the adequacy of management information and internal control structures
- d) Provide assurance to the Company that Enti Innovations is adequately managing risks relating to corporate governance and business operations and is maintaining appropriate controls against conflicts of interest and fraud.

INDEPENDENT ADVICE

Enti Innovations directors may seek external professional advice at the expense of the company on matters relating to their role as directors of Enti Innovations, however they must first request approval from the Chairman, which approval shall not be unreasonably withheld. If approval is withheld the matter may be referred to the whole Board.

PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Enti Innovations has formally adopted a Code of Ethics and Conduct which promotes ethical and responsible decision making by directors, executives and employees. The Code requires high standards of honesty, integrity, fairness and equity in all aspects of employment with Enti Innovations. The Code also sets the task for management of delivering shareholder value with the oversight of the Board, through the sustainable and efficient operation of the company.

SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Enti Innovations believes its practices in this regard are in accordance with this principle. Enti Innovations has a structured reporting process, culminating in Board sign-off and release of financial results to the statutory bodies and Public. The CEO and Head Finance provide assurance to the Board for each half-year and full-year results.

Enti Innovations's systems are constituted in accordance with the accepted guidelines and ensure proper audits and the board has specific responsibility for recommending the appointment or dismissal of external auditors and monitoring and reviewing any non-audit work carried out by the external audit firm. No director has any association, past or present, with Enti Innovations' external auditors.

EXTERNAL AUDITS

Enti Innovations undergoes regulatory audits each year as per industry norms in order to provide assurances to the statutory bodies, the Board of the Company, Customers and other relevant stakeholders regarding the operational integrity of Enti Innovations systems and processes. The Auditor has full and free access to Enti Innovations staff and Enti Innovations records. The Auditor, under the scrutiny of the Board, conducts these regulatory audits in return for reasonable fees.

MAKE TIMELY AND BALANCED DISCLOSURES

Enti Innovations fulfils its disclosure responsibilities ensuring compliance with industry norms and regulations for disclosure requirements. The CEO and the relevant executives work together to ensure that company announcements are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. The CEO has ultimate authority and responsibility for approving relevant disclosure.

Enti Innovations considers its disclosed discussion of financial results falls within the scope outlined in the guidelines. This disclosure includes availability of materials on the Enti Innovations website.

RESPECT THE RIGHTS OF SHAREHOLDERS

Enti Innovations has norms for shareholder communication that is in par with industry standards and in line with longstanding practices and aims. Company Policy identifies that disclosure and transparency as important qualities for Enti Innovations's investors and prospective investors. Enti Innovations therefore aims to ensure the quality and clarity of communication with shareholders, using available methods and technologies.

Shareholder meetings represent an opportunity for shareholders to meet with and question the Board and management of Enti Innovations. Enti Innovations' auditor attends all annual general meetings and is available to answer shareholder questions.

Enti Innovations's website is a key source of information for Enti Innovations' shareholders and

prospective shareholders. Enti Innovations places relevant company announcements on the site following confirmation of their release relevant regulatory bodies. Enti Innovations also provides annual reports, speeches and presentations given by the CEO and other Senior Members of the Company to the Shareholders.

Further communication with shareholders occurs with periodic dividend payments and the distribution of annual reports (unless shareholders have chosen not to receive these). Email is also an important method of communication for investors. Key announcements can be received by email where shareholders provide their details to Enti Innovations.

RECOGNISE AND MANAGE RISK

Enti Innovations takes this responsibility seriously and have put in place appropriate means of risk management. The Auditors and Board have responsibility for reviewing the risk management framework and policies within Enti Innovations. Risk is broadly considered anything that may impede the achievement of effective company operation and Enti Innovations's strategic goals.

Enti Innovations also considers the safety and security of its people, buildings and technology systems as part of organizational risk management.

Enti Innovations has adopted a policy requiring the CEO and Financial Officer to state to the Board in writing to the best of their knowledge that the integrity of the financial statements is founded on a sound system of risk management and internal compliance and control which operates efficiently and effectively in all material respects.

ENCOURAGE ENHANCED PERFORMANCE

Enti Innovations's has measures to implement this principle. Each year

- a) All the employees and officers of the Company will be met by their reporting Managers (or Board if relevant) to discuss individual performance and ideas for improvement;
- b) The Board as a whole discusses and analyses its own performance during the year including suggestions for change or improvement.
- c) Prior to the commencement of each financial year, the Board agrees to key responsibility areas (KRAs) and performance targets against each KRA.

Following the end of a financial year, an analysis is presented to the Board for their discussion, setting out how the Board has performed against the KRAs.

REMUNERATE FAIRLY AND RESPONSIBLY

Enti Innovations's Board has measures to implement this principle.

Enti Innovations discussion on board policy for determining the nature and amount of emoluments of board members and senior executives of the company and the relationship between such policy and the company's performance is provided as part of Company reports in the Annual Reports.

RECOGNISE THE LEGITIMATE INTERESTS OF STAKEHOLDERS

Enti Innovations has a diverse range of stakeholders and has a number of measures in place that recognise their interests.

The Enti Innovations Code of Ethics and Conduct guides compliance with legal requirements and ethical responsibilities. The Code also sets a standard for employees dealing with Enti Innovations' obligations to other external stakeholders. The Code applies equally to staff, executives and directors. Enti Innovations' Code formally addresses the privacy of information given to Enti Innovations, conflict escalation, occupational health and safety and Trade Practices Act compliance training for relevant staff.

Enti Innovations supports a number of community and charity organizations.

Enti Innovations acknowledges that, beyond its accountability as an entity to its shareholders, it also carries the expectation of a wider set of stakeholders. Enti Innovations endeavours to fulfil these marketplace expectations through, for example, the provision of product training to relevant sections of its customer base, ongoing customer support and online market information. Enti Innovations also realises the need for Green initiatives and ensures that it contributes to the improvement of environment.