

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 30 September 2025 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the year ended 30 June 2025, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not or will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 (a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board. The responsibilities delegated to the senior management team are set out in the Board Charter. The Board Charter can be viewed on the Company's website: https://www.jayride.com/investors/corporate-governance
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and (a) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	YES	The Company conducts background and reference checks for all Directors. These checks include the required checks described in ASX Guidance Note 1 before appointing an additional person, or putting forward to Shareholders a candidate for election, as a Director.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	All Directors have written agreements setting out the terms of their appointment.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	YES	A Company Secretary has been appointed and is accountable directly to the Board on all matters related to the proper functioning of the Board.
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: (A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or	PARTIALLY	The Board has established a Diversity Policy, which can be viewed on the Company's website. Whilst the Company does have a Diversity Policy and does promote gender diversity within the workplace, the Company has not reported gender or other diversity metrics in the FY25 Annual Report. The Company will consider providing this disclosure in future Annual Reports. The Company has a gender diverse Board, and gender diversity at various levels of management. However, the Company has not reported diversity metrics in the FY25 Annual Report. The Company will consider providing this in future Annual Reports. Although Directors are supportive of gender diversity (noting the Board is presently composed of two male and one female Directors), the Company does not consider it appropriate at this time to establish detailed objectives for gender diversity. The Company will review this in future periods and reconsider its disclosure in this regard.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity's most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.		
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	PARTIALLY	The Board is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis. It may do so with the aid of an independent advisor. The Board’s process for this is not formal and is instead reviewed from time to time at the Chair’s direction. The Company also notes that it has a small Board of three Directors. The Remuneration and Nomination Committee will in the future conduct an evaluation of the performance of the Board. The Company will consider disclosing details of this evaluation in future Annual Reports.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	PARTIALLY	Senior executive key performance indicators are set annually, with performance appraised by the Board, and reviewed in detail by the Board. The Company has established a process for an internal review however the details of this internal review are not disclosed in the FY25 Annual Report. The Company will consider making this disclosure with further detail in future Annual Reports.

Principle 2: Structure the Board to be effective and add value

Recommendation 2.1

The Board of a listed entity should:

- (a) have a nomination committee which:
 - (i) has at least three members, a majority of whom are independent Directors; and
 - (ii) is chaired by an independent Director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.

PARTIALLY

The Board has established a Remuneration and Nomination Committee.

All 3 independent non-executive directors are also committee members.

The composition of the Remuneration and Nomination Committee will be reviewed in future periods.

Recommendation 2.2

A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.

NO

The Remuneration and Nomination Committee intends to develop a skills matrix setting out the mix of skills and diversity the Board has and requires. Noting the size of the Board, recent changes to its composition, the Company's present primary objectives, undertaking this skills matrix has not been a priority of the Board.

The Company will look to complete this activity in future periods and will report results accordingly.

Recommendation 2.3

A listed entity should disclose:

YES

The independence of directors and the length of service of each director is set out in the Company's Annual Report.

(a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director		Details of any relevant interest, position, association or relationship impacting upon a Director's independence is set out in the Company's Annual Report.
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	YES	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board currently comprises a total of 3 directors, all of whom are considered to be independent. .
Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	YES	The Company has a separate CEO (Randy Prado) and Non-executive Chair (Brett Partridge).
Recommendation 2.6 A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.	PARTIALLY	The induction of new directors and plan for professional development is managed informally by the Board and the Company Secretary. Having regard to the present composition of the Board and its near-term strategic priorities, the Company is yet to develop a formal program for inducting new directors and providing appropriate professional development opportunities but will consider implementing formal processes in future periods.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Company articulates its values, and all team members are introduced to these values in their onboarding and guided by the values in their work. These values can be viewed on the Company's website.
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	YES	The Board has established a Code of Conduct to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of Jayride's personnel for reporting and investigating unethical practices or circumstances where there are breaches of the Code. The Code of Conduct can be viewed on the Company's website.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistle-blower policy; and (a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	YES	The Board has established a whistleblower policy, function, and defined roles to ensure that the Board is informed and any material incidents are reported. The Whistleblower Policy can be viewed on the Company's website.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.	NO	The Board intends to develop an anti-bribery and corruption policy to ensure that the Board is informed of any material breaches of that policy. Although the Board considers this to be important, the Company has yet to implement a policy and, instead, currently addresses bribery and corruption risks through internal financial controls.
Principle 4: Safeguard the integrity of corporate reports		
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and	PARTIALLY	Since February 2024 (following various Board composition changes) the Board has convened as the Audit and Risk Committee, with each Director also a member of the Committee.

(ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		The Board has a disclosed charter for the Committee which can be viewed on the Company's website and confirms that the members of the Committee have the relevant qualifications and experience. In addition, the CFO is a member of the Audit and Risk Committee in an ex-officio capacity. In each reporting period, the Company discloses the number of time the Committee has met through the period and the individual attendance of the members at those meetings in the Annual Report. In future periods, the Company will review the composition of its Board and the composition of the Committee.
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	YES	The Company obtains a section 295 declaration from its CEO and CFO to sign off on these terms for each of its financial statements in each financial year.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	The Company will include in each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor): (a) annual reports or on its website, a description of the process it undertakes to verify the integrity of the information in its annual directors' report;

		(b) quarterly reports, or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in its quarterly reports. Where not disclosed in the specific quarterly report, the Company advises that the cashflow information included in the Appendix 4C is prepared by the Company's CFO. Further, each director reviews the cash flow reports prior to Board approval of the lodgement of the documents with the ASX; (c) integrated reports, or in its annual report (if that is a separate document to its integrated report) or on its website, a description of the process it undertakes to verify the integrity of the information in its integrated reports; and (d) periodic corporate reports (such as a sustainability or CSR report), or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in these reports.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company has a written policy on information disclosure. The focus of the policy and its accompanying procedures is continuous disclosure and improving access to information for investors. The Company's continuous disclosure policy can be viewed on the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	The Company informs the Board of all upcoming material market announcements promptly after they have been made and in the Board working papers.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	All substantive investor or analyst presentations are released on the ASX Markets Announcement Platform ahead of such presentations.

Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	The Company has provided specific information about itself and its key personnel and has developed a comprehensive Corporate Governance Plan. Details can be found on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has established a Shareholder Communication Policy. The Company recognises the importance of forthright communications and aims to ensure that the shareholders are informed of all major developments affecting the Company. Details of the Shareholder Communication Policy is available on the Company's website.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting. All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands. Details of the Shareholder Communication Policy is available on the Company's website.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	The Company gives security holders the option to receive communications from, and send communications to, the entity and its share registry electronically.

Principle 7: Recognise and manage risk

Recommendation 7.1

The Board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (i) has at least three members, a majority of whom are independent Directors; and
 - (ii) is chaired by an independent Director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.

PARTIALLY

Since February 2024 (following various Board composition changes) the Board has convened as the Audit and Risk Committee, with each Director also a member of the Committee.

The Board has a disclosed charter for the Committee which can be viewed on the Company's website and confirms that the members of the Committee have the relevant qualifications and experience.

In addition, the CFO is a member of the Audit and Risk Committee in an ex-officio capacity.

In each reporting period, the Company discloses the number of time the Committee has met through the period and the individual attendance of the members at those meetings in the Annual Report.

In future periods, the Company will review the composition of its Board and the composition of the Committee.

Recommendation 7.2

The Board or a committee of the Board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and
- (b) disclose in relation to each reporting period, whether such a review has taken place.

YES

The Audit and Risk Committee and leadership team have a risk management framework including a risk register which is considered by the Board in each board meeting, allowing the board to satisfy itself that the Company continues to operate with due regard to the risk appetite of the board.

The Audit and Risk Committee and the board review the risk framework at appropriate intervals.

Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	YES	The Board has established an Audit and Risk Committee. The conduct of an internal audit is within its remit. The Company does not have an internal audit function separate from the Audit and Risk Committee due to the scale and complexity of operations. The details of the Committee's operation is disclosed in the Audit and Risk Committee Charter, which is available on the Company's website.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	PARTIALLY	The Board has established an Audit and Risk Committee. Consideration of these risks is within the remit of the Audit and Risk Committee, however no such review was undertaken in FY25.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	PARTIALLY	The Company has a Remuneration and Nomination Committee and has disclosed a Charter for the committee which can be viewed on the Company's website. In each reporting period the Company discloses the number of times the Committee has met through the period and the individual attendance of the members at those meetings in the Annual Report.

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.	PARTIALLY	The Company distinguishes the structure of the of Non-executive directors' remuneration from that of Executive directors and senior staff. Details of the remuneration of directors are set out in the Company's Annual report.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	YES	The Company's Share Trading Policy, amongst other provisions, prohibits executive staff from undertaking hedging or other strategies that could limit the economic risk associated with Company securities issued under any equity-based remuneration scheme. The Company's Share Trading Policy can be viewed on the Company website.
Additional recommendations that apply only in certain cases		
Recommendation 9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	N/A
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	N/A

Recommendation 9.3

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

N/A

N/A