

Delta Drone International Limited

A.C.N. 618 678 701

Corporate Governance Statement

The Board of Delta Drone International Limited (**DDI**) is committed to maximising performance, generating appropriate levels of shareholder value and sustaining the growth and success of DDI. With these objectives in mind, the Board is concerned in ensuring that DDI is properly managed to protect and enhance shareholder interests and that DDI, its directors, officers and employees, operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing DDI including adopting corporate governance policies and practices which it believes are appropriate for DDI's business and which are designed to promote the responsible management and conduct of DDI.

The ASX Corporate Governance Council has developed and released corporate governance recommendations for Australian listed entities (the **Recommendations**) in order to promote investor confidence and assist companies in meeting shareholder expectations. The Recommendations are set out in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition). Under the ASX Listing Rules, DDI is required to provide a statement in its annual report or otherwise provide the URL of the page on its website where the corporate governance statement can be found. The corporate governance statement must disclose the extent to which it has followed the Recommendations in the relevant reporting period. Where DDI does not follow a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not doing so and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

This corporate governance statement describes DDI's position in relation to each of the Recommendations and was approved by the Board on 31 March 2021.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

ASX Recommendation (4th edition)	Compliance (Yes/No)	Explanation
Principle 1 – Lay solid foundations for management and oversight		
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes <u>The Board</u> DDI's constitution ("Constitution") provides that the business of DDI will be managed by the Board. The Board operates under a board charter ("Board Charter"), a copy of which is contained within the Corporate Governance Plan and available on DDI's website www.DDI.com. The key roles and responsibilities of the Board are set out in the Board Charter. <u>Senior management</u> The Board Charter also sets out the key roles and responsibilities of senior management, including those specifically delegated to the Chief Executive Officer. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate committees at this time including audit and risk, remuneration or nomination committees, preferring at this stage to manage the Company through the full Board of Directors. The Board assumes the responsibilities normally delegated to the audit and risk, remuneration and nomination Committees.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) 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 Constitution sets out the process of appointment, retirement and rotation of directors. In accordance with the Board Charter, before a person is appointed as a director or is put forward to shareholders as a candidate for election as a director, DDI will ensure that appropriate checks are undertaken, including checks as to the person's character, experience, education, criminal record and bankruptcy history and that the person would not be impaired in any way from undertaking the duties of director. Under the Nomination Committee Charter, the Board will provide shareholders with all material information in the possession of DDI relevant to a decision on whether or not to elect or re-elect a person as a director.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that the appointment of any new director of DDI and each senior executive will be made by, and in accordance with, a formal letter of appointment or written agreement setting out the key terms and conditions relative to that appointment. Each of DDI's executive directors and senior executives have entered into employment agreements with DDI, and each of DDI's non-executive directors have signed appointment letters with DDI.

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
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	In accordance with the Board Charter, the decision to appoint or remove the company secretary must be made or approved by the Board. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board, including agendas, Board papers and minutes, advising the Board on governance matters, monitoring that the Board and Committee policies and procedures are followed, communication with regulatory bodies and the ASX and statutory and other filings.
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	Yes	<p>The Board has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect to gender, age, ethnicity and cultural diversity.</p> <p>The Diversity Policy allows the Board to set measurable gender diversity objectives (if considered appropriate) and to assess annually both the objectives (if any have been set) and the Company's progress towards achieving them.</p> <p>The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Diversity Policy at this time is not appropriate. The Board will consider setting measurable objectives as the Company increases in size and complexity.</p> <p>The participation of men and women on the Board, in senior executive positions (being those in management positions, with direct reports) and across the whole company for the financial year are:</p> <ul style="list-style-type: none"> • Women employees in the Company 35% • Women in senior management positions 11% • Women on the Board 0% <p>DDI is not a "relevant employer" under the Workplace Gender Equality Act.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>DDI has established a Performance Evaluation Policy which is contained within the Corporate Governance Plan and available on the Company's website. The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor.</p> <p>The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each financial year in accordance with the above process. The Company was re-quoted on 31 December 2020 after merging with Delta Drone South Africa. During the merger process, the Company evaluated the composition of its Board and senior executives and believed it had the right composition in place at that time.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>DDI has established a Performance Evaluation Policy which is contained within the Corporate Governance Plan and available on the Company's website. The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive director.</p> <p>The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes. The Company was re-quoted on 31 December 2020 after merging with Delta Drone South Africa. During the merger process, the Company evaluated the composition of its Board and senior executives and believed it had the right composition in place at that time.</p>

ASX Recommendation (4th edition)	Compliance (Yes/No)	Explanation	
Principle 2 - Structure the board to add value			
The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) 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</p> <p>(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.</p>	Yes	<p>The Company does not have a Nomination Committee. The Board has adopted a Nomination Committee Charter, which is contained within the Corporate Governance Plan and available on the Company's website, which provides for the creation of a Nomination Committee. The Nomination Committee (if it is considered it will benefit the Company), must be established with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent director.</p> <p>The Board considers that the Company will not currently benefit from the establishment of a Nomination Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <p>a) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and</p> <p>b) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	<p>Under the Nomination Committee Charter contained within the Corporate Governance Plan, the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>The Board has not yet implemented a skills matrix but it will establish one setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	<p>The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board will disclose those Directors it considers to be independent in its annual report and on its ASX website.</p> <p>DDI has adopted a definition of 'independence' for Directors that is consistent with the Recommendations. The Board considers Messrs Arazi, Gorenstein and Singleton to be independent.</p> <p>The directors' length of service is as follows: Executive Directors Mr Eden Attias (appointed 13 June 2018) Mr Christopher Clark (appointed 3 December 2020)</p> <p>Independent Non-Executive Directors: Mr Dan Arazi (appointed 13 June 2018) Mr Stephen Gorenstein (appointed 17 October 2018) Mr Chris Singleton (appointed 1 January 2019)</p>
2.4	A majority of the board of a listed entity should be independent directors.	Yes	<p>The Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>DDI currently has five directors, three of whom the Board considers to be independent - Messrs Arazi, Gorenstein and Singleton. As such, independent directors are currently a majority of the Board.</p>
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.	No	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>Mr Eden Attias holds the position as Executive Chairman of DDI and is not considered to be independent.</p> <p>Mr Christopher Clark holds the position of Chief Executive Officer and is not considered to be independent.</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.</p> <p>New Directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly			
A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.			
3.1	A listed entity should articulate and disclose its values.	Yes	DDI has adopted a Statement of Values that underpins the commitment that each individual and the Company as a whole lives by each and every day and includes the following values: <ol style="list-style-type: none"> 1. Integrity and honesty 2. Pursuit of excellence 3. Engagement 4. Responsibility
3.2	A listed entity should: <ol style="list-style-type: none"> (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	DDI has adopted a Code of Conduct which is contained within the Corporate Governance Plan and available on the Company's website. The Code of Conduct applies to anyone who is employed by or works for DDI or its subsidiaries as well as all contractors, consultants, agents and other intermediaries. <p>Anyone that breaches the Code of Conduct may face disciplinary action including, in the cases of serious breaches, dismissal. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary, or in their absence, the Chairman. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.</p>
3.3	A listed entity should: <ol style="list-style-type: none"> (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes	DDI has adopted a Whistleblower Protection Policy which is contained within the Corporate Governance Plan and available on the Company's website. <p>The Policy includes that the Board will be informed of any material incidents reported under the Policy as appropriate.</p>
3.4	A listed entity should: <ol style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	DDI has adopted an Anti-Bribery and Anti-Corruption Policy which is contained within the Corporate Governance Plan and available on the Company's website. <p>Any breaches of the policy must be reported to the Board.</p>

ASX Recommendation (4th edition)	Compliance (Yes/No)	Explanation
Principle 4 – Safeguard integrity in corporate reporting		
A listed entity should have appropriate processes to verify the integrity of its corporate reports.		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) 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</p> <p>(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.</p>	Yes
		<p>The Company does not have an Audit Committee. The Board has adopted an Audit and Risk Committee Charter, which is contained within the Corporate Governance Plan and available on the Company's website, which provides for the creation of an Audit and Risk Committee. The Audit and Risk Committee (if it is considered it will benefit the Company), must be established with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair.</p> <p>The Board considers that the Company will not currently benefit from the establishment of an Audit and Risk Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit Committee under the Audit and Risk Committee Charter, including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>a) the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</p> <p>b) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
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, in their opinion, 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 Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration provided in accordance with Section 295A of the Corporations Act that, in their opinion, 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.
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	In reviewing the quarterly cashflow reports and prior to the lodgement with the ASX, the following process has been adopted: <ul style="list-style-type: none"> • cash transactions for the quarter are provided by the accountant for each subsidiary and the parent entity to the Chief Financial Officer; • cash transactions are matched against the bank statements; and • consolidated quarterly figures are compiled and verified by the CFO and CEO. A declaration is then provided by the CFO and CEO to the Board noting compliance section 286 of the Corporations Act 2001, the appropriate accounting standards and with Listing Rule 19.11A.
Principle 5 – Make timely and balanced disclosure			
A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.			
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	DDI has adopted a Continuous Disclosure Policy for complying with its continuous disclosure obligations under the ASX Listing Rules (including Listing Rule 3.1) and the Corporations Act 2001 (Cth) . A copy of the Policy is contained within the Corporate Governance Plan and available on the Company's website. <p>The Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers in its meetings. Individual Directors are required to make such a consideration when they become aware of any information in the course of their duties as a Director of the Company.</p> <p>The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made	Yes	All material market announcements are to be circulated to and reviewed by all members of the Board. All announcements are clearly noted as to the authorising officer and in general, all announcements are authorised for release by the Board.
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	DDI's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentation will be released on the ASX market announcements platform ahead of the presentation.
Principle 6 – Respect the rights of security holders			
A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	DDI has adopted a Shareholder Communications Strategy which is contained within the Corporate Governance Plan and available on the Company's website. Under this Strategy, DDI's website will contain information about the Company and its governance, copies of media releases, ASX announcements, annual reports, financial statements, notices of meeting of shareholders, copies of documents tabled at meetings of shareholders and any materials distributed at investor or analyst presentations.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders	Yes	DDI's Shareholder Communication Strategy provides that shareholders are encouraged to attend and participate at general meetings. To facilitate this, meetings will be held during normal business hours, at a place, or in a manner, convenient for the greatest possible number of shareholders to attend either in person or electronically. Moreover, DDI's Constitution allows shareholder meetings to be held electronically and provides each shareholder with the right to appoint a proxy, attorney or representative to vote on their behalf.
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	DDI's Shareholder Communication Strategy provides that all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.
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	DDI's register is maintained by a professional security registry, Automic Group. Shareholders are able to communicate with DDI and Automic via email and can register to receive communications and shareholder materials from DDI via its security registry electronically.

ASX Recommendation (4th edition)	Compliance (Yes/No)	Explanation	
Principle 7 – Recognise and manage risk			
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) 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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Company does not have a Risk Committee. The Board has adopted an Audit and Risk Committee Charter, which is contained within the Corporate Governance Plan and available on the Company's website, which provides for the creation of an Audit and Risk Committee.</p> <p>The Audit and Risk Committee (if it is considered it will benefit the Company), must be established with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent director.</p> <p>The Board considers that the Company will not currently benefit from the establishment of an Audit and Risk Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter and the Risk Management Policy, including the following processes to oversee the entity's risk management framework:</p> <p>a) the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board, through the Audit and Risk Management Committee Charter ensures, amongst other things, that DDI has an effective risk management system in place and to manage key risk areas.</p> <p>The Board is responsible for the oversight of the Company's risk management and internal compliance and control framework. Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and internal compliance and control framework.</p> <p>DDI's approach is to create a risk conscious culture that encourages the systematic identification, management and control of risks whilst ensuring we do not enter into unnecessary risks or enter into risks unknowingly.</p> <p>The Board reviews the Company's risk management framework at least annually to ensure that it continues to effectively manage risk.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
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 risk management and internal control processes.	Yes	DDI does not have an internal audit function. The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) assist management in determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. DDI is subject to risk factors that are both specific to its business activities and that are of a more general nature. Specific risks were disclosed and included in its prospectus dated on or around 10 November 2020. The Company's Annual Report also discloses risks facing the Company.

ASX Recommendation (4th edition)	Compliance (Yes/No)	Explanation	
Principle 8 – Remunerate fairly and responsibly			
A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) 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</p> <p>(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.</p>	Yes	<p>The Company does not have a Remuneration Committee. The Board has adopted Remuneration Committee Charter, which is contained within the Corporate Governance Plan and available on the Company's website, which provides for the creation of an Remuneration Committee. The Remuneration Committee (if it is considered it will benefit the Company), must be established with at least three members, a majority being independent non-executive Directors, and which must be chaired by an independent director who will be appointed by the Board.</p> <p>The Board considers that the Company will not currently benefit from the establishment of a Remuneration Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter, including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>a) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.</p>
8.2	<p>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.</p>	Yes	<p>DDI has implemented remuneration policies which are entrenched within the Remuneration Committee Charter, which is contained within the Corporate Governance Plan and available on the Company's website.</p> <p>The policies implemented are designed to recognise the competitive environment within which DDI operates and also emphasise the requirement to attract and retain high calibre talent in order to achieve sustained improvement in DDI's performance.</p> <p>The overriding objective of the remuneration policies is to ensure that an individual's remuneration package accurately reflects their experience, level of responsibility, individual performance and the performance of DDI.</p>

ASX Recommendation (4th edition)		Compliance (Yes/No)	Explanation
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has an equity-based remuneration scheme.</p> <p>The Remuneration Committee (or, in its absence, the Board) is responsible for reviewing, managing and disclosing 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. The Company prohibits Directors and employees from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.</p> <p>The Company's Security Trading Policy discloses the prohibitions and practices for dealing under Employee Share Schemes.</p>