



Fluence[™]
Fluence Corporation Limited
Corporate Governance Statement
28 March 2024

ASX Corporate Governance Council Principles and Recommendations

Fluence Corporation Limited (ASX:FLC) (“**Fluence**” or the “**Company**”), its Board of Directors (the “**Board**”) and employees are committed to administering, achieving and demonstrating the high standards of corporate governance with openness and integrity consistent with ASX corporate governance recommendations. The Board regularly reviews the governance framework and practices to ensure they align with the interests of the Company’s shareholders and other stakeholders. The Company has adopted systems of control, review and accountability for the administration of corporate governance. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The Company and the Board seek to provide accountability levels that meet or, where appropriate, exceed, the ASX Corporate Governance Council’s Principles and Recommendations. This document contains a table setting out information in respect of the Company’s compliance with *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council in February 2019 (the “**Recommendations**”).

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the Recommendations of the ASX Corporate Governance Council during a reporting period. The Recommendations allow a company flexibility not to adopt a particular Recommendation if it would be inappropriate for the company in light of its own particular circumstances. In such a circumstance, the company must identify which Recommendations have not been followed and provide a suitable explanation.

This Corporate Governance Statement (the “**Statement**”) includes metrics for the financial year ending 31 December 2023 (the “**Reporting Period**”) and discloses the extent to which Fluence has (1) followed the Recommendations, (2) adopted alternative governance practices in lieu of a recommendation (if any), or (3) departed from the Recommendations with an explanation (as applicable). This Statement should be read in conjunction with the material on our website <https://www.fluencecorp.com/investor-news/>, including the 2023 Annual Report.

This statement is current as at 28 March 2024 and has been approved by the Board of the Company with effect on that date.

Copies of the Company’s corporate governance procedures, policies and practices are available on the Company’s website at <https://www.fluencecorp.com/investor-news/>.

Board of Directors

The Board is responsible for corporate governance of the Company, including, among other things, the following matters:

- ensuring the Company’s conduct and activities are ethical and carried out in accordance with the Company’s charter and policies and for the benefit of its stakeholders;
- development of corporate strategy, implementation of business plans and performance objectives;
- approval of the Company’s annual budget;
- monitoring and reviewing, at regular intervals, the Company’s performance towards achieving budget and meeting its stated objectives, including published guidance;

-
- reviewing, ratifying and monitoring risk management systems, codes of conduct, internal control systems and legal and regulatory compliance;
 - the appointment (and removal) of the Chair of the Board;
 - the appointment of new Directors to fill Board vacancies or as additional Directors;
 - the appointment, and where appropriate, the removal of the (i) Chief Executive Officer (“CEO”), (ii) Company Secretary, and (iii) Chief Financial Officer (“CFO”).
 - oversight of all matters delegated to the Chairman, CEO and senior management;
 - managing succession planning for the position of Chairman and CEO and overseeing succession planning for their direct reports;
 - approving overall Company, Director and specific senior executive remuneration packages including performance-based remuneration and overall senior executive performance evaluation;
 - regular review of the corporate governance policies and codes to ensure the policies meet the corporate governance standards;
 - review and oversight of compliance with all ASX Listing Rules, financial reporting obligations, including periodic and continuous disclosure, legal compliance and related corporate governance matters;
 - approving and monitoring major Company financing matters including approving and monitoring major capital expenditure, capital management, significant acquisitions and divestitures, material contracts and material debt obligations;
 - monitoring and reviewing the financial position of the Company;
 - monitoring and reviewing the operational performance, including the viability of current and prospective operations as well as research & development opportunities; and
 - proposing and recommending to shareholders any changes in the capital structure of the Company.

The Company is committed to circulating relevant materials to Directors in a timely manner to facilitate Directors’ participation in the Board discussions on a fully informed basis.

Composition of the Board

The re-election of Board members is substantially the province of the shareholders in a general meeting. The Company is committed to the following principles:

- the Board is to comprise Directors with a blend of skills, experience, capabilities and attributes appropriate for the Company and its business;
- the Board shall be mindful of promoting, and encouraging, gender diversity; and
- the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

Board Charter and Policies

The Board has adopted a charter which formally recognises its responsibilities, functions, power, authority and composition. This charter includes provisions which are important for effective corporate governance including:

- a detailed definition of ‘independence’ of Directors;
- a framework for the identification of candidates for appointment to the Board and their selection (including undertaking appropriate background checks);
- a framework for Board and individual Director performance review and evaluation;

-
- proper training of Directors both at the time of their appointment and on an on-going basis;
 - basic procedures for meetings of the Board and its committees including frequency, agenda, minutes and private discussion of management issues among non-executive Directors;
 - ethical standards and values (in a detailed code of corporate conduct);
 - dealings in securities (in a detailed code for securities transactions designed to ensure fair and transparent trading by Directors and senior management and their associates); and
 - communications with shareholders and the market.

Independent Professional Advice

Pursuant to the Board Charter, and subject to approval from the Chairman, each Director has the right to seek independent legal or other professional advice at the Company's expense on all matters necessary for that Director to make fully informed and independent decisions.

Remuneration Arrangements

The maximum approved aggregate of Non-Executive Director fees is determined by an ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The maximum aggregate remuneration for all Non-Executive Directors is currently set at A\$1,000,000 per annum.

The determination of actual Non-Executive Director fees within that maximum will be made by the Board having regard to a range of factors, including industry benchmarks and the level of fees paid by companies with a similar market cap and global diversity. Directors are also entitled to be reimbursed for reasonable travel, hotel and other expenses incurred by them respectively in the performance of their duties as Directors and which are in line with established Company policies and practices.

Share Trading Policy

The Board has adopted a securities trading policy that sets out the guidelines for the sale and purchase of securities in the Company by its key management personnel. The policy defines share trading blackout periods and generally provides that written notification to the Chairman, Company Secretary or Chief Legal Officer ("CLO") must be obtained prior to any trading activities during blackout periods.

External Audit

The Company is responsible for the appointment of the external auditor of the Company, subject to ratification by shareholders at the next annual general meeting. The Board regularly reviews the scope, performance and fees of the external auditor.

Audit and Risk Committee

The Audit and Risk Committee ("**ARC**") comprises of a majority of independent Non-Executive Directors and, at a minimum:

- at least one (1) member has an understanding of the industry in which the Company operates; and
- all ARC members can read and understand financial statements and are otherwise financially literate.

The CFO and the CLO have standing invitations to attend all ARC meetings. The ARC's responsibilities include:

-
- reviewing the overall conduct of the external audit process, including the independence of all parties to the process;
 - reviewing the performance of external auditors, including the reappointment and proposed fees of the external auditor;
 - where appropriate, seeking tenders for the audit and where a change of external auditor is recommended, reviewing submissions to the shareholders for shareholder approval;
 - undertaking a regular corporate risk assessment;
 - overseeing the risk management system and ensuring compliance with internal controls;
 - monitoring and reviewing, in conjunction with the CLO and Company Secretary, the propriety of any related party transactions;
 - reviewing the quality and accuracy of all draft and final published financial reports; and
 - reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures.

Eleven (11) ARC meetings were held in FY2023 to review and discuss financial issues, periodic financial statements and operational risks. A broad agenda is circulated in advance of each regular meeting according to an annual cycle. The ARC may invite the external auditors to attend any of its meetings.

Remuneration and Nomination Committee

The purpose of the Remuneration and Nomination Committee (the “**RNC**”) is to:

- assist the Board and report on remuneration and related policies and practices (including remuneration of executives and non-executive Directors); and
- assist the Board by making recommendations about the appointment of new Directors (both executive and non-executive) and executives.

Meetings are held as often as required, but at least twice annually. The RNC’s functions include:

- reviewing and evaluating market practices and trends on remuneration matters;
- making recommendations to the Board about the Company’s remuneration policies and procedures;
- making recommendations to the Board about remuneration of senior executives and non-executive Directors;
- oversight of the performance of executives and non-executive Directors;
- maintaining succession planning for Directors, the CEO and executives; and
- reviewing the Company’s reporting and disclosure practices in relation to the remuneration of Directors and senior executives.

Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to strive to achieve, among other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

As at 31 January 2024, there were no female Board members, and the gender of the Company’s total workforce was:

<i>Fluence</i>	2023		2024	
	<i>Female</i>	<i>Male</i>	<i>Female</i>	<i>Male</i>
<i>Executives</i>	0	4	0	4
<i>Vice Presidents (GM, VP)</i>	6	8	5	8
<i>Managers</i>	10	48	10	49
<i>Staff</i>	56	120	58	117
<i>Workers (Fabrication)</i>	1	66	0	65
Total	73	246	73	243

Fluence has a globally and culturally diversified workforce, with employees based in North America, South America, Europe, the Middle East, and Asia. The diversity objective for the 12 months ended 31 March 2024 was to continue to promote Fluence as a female friendly workforce with the continuing aim to increase the percentage of females in management positions, by seeking an equal number of female and male candidates for each senior role, with the final selection based on merit.

The percentage of females in the overall workforce globally increased slightly from 22.9% (2023) to 23.1% (2024) and the number of women in executive and vice president roles decreased from 33.3% (2023) to 29.4% (2024). The number of women in all management roles and above decreased from 21.1% (2023) to 19.7% (2024).

Information about the Company's corporate governance practices are set out below.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 	Yes	<p>The Company has adopted a Board Charter, which is available on the Company’s website (https://www.fluencecorp.com/investor-news).</p> <p>The Board Charter sets out, among other things, specific responsibilities of the Board, requirements as to the Board’s composition, the roles and responsibilities of the Chairman and management, Director’s access to Company records and information, details of the Board’s relationship with management.</p> <p>Management is responsible for implementing Board approved strategy, day-to-day operational aspects, and ensuring that all material risks and performance issues are brought to the Board’s attention. They must operate within the risk and authorisation parameters set by the Board.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and 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	<p>Appropriate checks have been undertaken in respect of each proposed Director and information is provided to security holders at the time of election or re-election by them as appropriate.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company has entered into written agreements with each Director and senior executive.</p> <p>Each Director and senior executive is party to a written service agreement with the Company which sets out the terms of that Director’s or senior executive’s appointment. Details of service agreements in place are detailed in the Company’s Annual Remuneration Report in the 2023 Annual Report.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>Recommendation 1.4</p> <p>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.</p>	<p>Yes</p>	<p>This is consistent with the Charter and corporate structure of the Company. The Company Secretary has a direct relationship with the Chairman, Independent Lead Director and the Board in relation to these matters.</p> <p>The role includes supporting the Board on governance matters, assisting the Board with meetings and Directors’ duties, and acting as an interface between the Board and senior executives across the Fluence group. The Board and individual Directors have access to the Company Secretary.</p> <p>The Company Secretary is appointed, and where appropriate, removed by the Board by resolution. The Company Secretary is accountable directly to the Board, through the Chairman and Independent Lead Director, on all matters regarding the proper functioning of the Board.</p> <p>The Company Secretary’s responsibilities include:</p> <ul style="list-style-type: none"> • advising the Board and Committees on governance matters; • monitoring adherence of Board and Committees to policies and procedures; • coordinating timely completion and despatch of Board and Committee papers; • ensuring business at Board and Committee meeting is accurately captured in the minutes; and • helping to organise and facilitate induction and professional development of Directors. <p>Details regarding the Company’s Company Secretary, including experience and qualifications, is set out in the Directors’ Report in our 2023 Annual Report.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have a diversity policy which includes requirements for the Board: <ul style="list-style-type: none"> (i) to set measurable objectives for achieving gender diversity; and (ii) to assess annually both the objectives and the entity’s progress in achieving them; • disclose that policy or a summary or it; and • disclose as at the end of each reporting period: <ul style="list-style-type: none"> (i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity’s diversity policy and its progress towards achieving them; and (ii) either: <ul style="list-style-type: none"> (a) 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 (b) the entity’s “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act 2012. 	<p>Yes</p>	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company’s website (https://www.fluencecorp.com/investor-news).</p> <p>The Company is continuing to build gender diversity awareness through the organisation and has established measurable objectives. See “Diversity Policy” on page 4 for details.</p> <p>Recruiting agencies are asked to aim for short listed candidates for management positions and above to have an equal amount of female and male candidates.</p> <p>The Board continues to monitor progress towards achieving improved gender diversity.</p> <p>The Company is currently working on setting measurable objectives for achieving gender diversity for the achievement of gender diversity. The Company will review and set appropriate objectives for the relevant period. One of the Company’s ongoing gender diversity objectives is to continue to promote Fluence as a female friendly workforce with the continuing aim to increase the percentage of females in management positions, by seeking an equal number of female and male candidates for each senior role, with the final selection based on merit.</p> <p>The number of female employees in the whole organisation, at management level and above, and at Board level is also set out in the Corporate Governance Statement.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and 	<p>Yes</p>	<p>The Board reviews its overall performance, as well as the performance of its committees and individual Directors, at least annually.</p> <p>The performance review for FY2023 occurred in January and February 2024, led by the Company Secretary. The process involved Board members’:</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<ul style="list-style-type: none"> disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 		<ul style="list-style-type: none"> self-evaluation and peer review through completing a set of structured questionnaires that include: <ul style="list-style-type: none"> Board Performance Review Director Self-Assessment and Peer Review Managing Director Performance Review Board Skills Matrix Board Independence Criteria Review one-on-one confidential discussion with the Chair; and collective review results analysis and discussion.
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a process for periodically evaluating the performance of its senior executives; and 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>	<p>The Chairman, with the assistance from the Chair of the RNC, assesses the performance of senior executives at least annually.</p> <p>The RNC conducted a review of the management’s performance in achieving the Company’s group corporate goals in February 2024.</p> <p>The CEO’s performance was also subject to a structured review conducted in February 2024 by the RNC and the Board.</p>
<p>Principle 2: Structure the Board to add value</p>		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are Independent Directors; and (ii) is chaired by an Independent Director, and disclose: <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and 	<p>Partial</p>	<p>An RNC has been established with its own charter, whose members during the financial year, were as follows:</p> <ul style="list-style-type: none"> Richard Irving – Non-Executive Director, Non-Independent <ul style="list-style-type: none"> Chair (24 October 2023 – present) Member (23 March 2023 – 24 October 2023) Ross Haghghat – Non-Executive Director, Independent <ul style="list-style-type: none"> Chair (start of the financial year – 24 October 2023) Member (24 October 2023 – present) Mel Ashton – Non-Executive Director, Independent <ul style="list-style-type: none"> Member (24 October 2023 – present)

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>(iii) 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> <ul style="list-style-type: none"> 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively. 		<ul style="list-style-type: none"> Dr. Rengarajan Ramesh* – Non-Executive Director, Independent <ul style="list-style-type: none"> Member (start of the financial year – 23 March 2023) <p>The number of RNC meetings held and attended by each member is disclosed in the ‘Meetings of Directors’ section of the Directors’ report.</p> <p>The RNC consisted of only two (2) members for the majority of the year and hence there was partial compliance with the Recommendation. In order to uphold transparency and enhance the efficacy of discussions concerning material remuneration matters, such discussions were conducted with the attendance of all Board members.</p> <p>A copy of the RNC Charter is available from the company’s website (https://www.fluencecorp.com/investor-news).</p> <p><i>* Dr. Rengarajan Ramesh retired from his position as a Non-Executive Director, at the conclusion of the 2023 Annual General Meeting held on 25 May 2023.</i></p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Board uses a capabilities matrix to guide its assessment of the skills and experience of the Directors, and the skills that the Board considers will complement the effective functioning of the Board. The Board considers that there are many professional capabilities possessed among the Directors which include, but are not limited to, the following:</p> <ul style="list-style-type: none"> Risk; legal and compliance; financial & audit; ASX governance; Strategy; business operation ; policy development; capital markets; executive management;

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		<ul style="list-style-type: none"> • water treatment and industrial supply and technology segments; • safety, social and environmental responsibility; • stakeholder engagement; • leadership; • ethics and integrity; • negotiation; • crisis management; • previous public company board experience; and • corporate history <p>When the need for a new Director is identified, the required experience and competencies of the new Director are defined in the context of this matrix and any gaps that may exist.</p> <p>Full details of each Director and senior executive’s relevant skills and experience are set out in the Annual Report.</p> <p>The Company’s Board Charter sets out the procedures for selection and appointment of Directors which include a commitment to ensuring a balance of skill and experience necessary for the conduct of the Company’s activities.</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> • the names of the directors considered by the Board to be Independent Directors; • if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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 • the length of service of each director 	<p>Yes</p>	<p>The Board may determine that a Director is independent notwithstanding the existence of an interest, position, association or relationship of the kind identified in the examples listed under Recommendation 2.3 of the ASX Principles and Recommendations.</p> <p>The Company considers the following Directors in office to be independent:</p> <ul style="list-style-type: none"> - Ross Haghghat, Non-Executive Director - Paul Donnelly, Non-Executive Director - Mel Ashton, Non-Executive Director <p>The Board notes the following Directors in office are deemed not independent for the purposes of the Guidelines:</p> <ul style="list-style-type: none"> - Douglas Brown, Non-Executive Chairman;

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>Recommendation 2.4 A majority of the Board of a listed entity should be Independent Directors.</p>	No	<p>- Richard Irving, Non-Executive Director (who was acting as the Company’s CEO until 14 March 2022); and - Thomas Pokorsky, Managing Director and CEO.</p> <p>The length of service of each existing Director is set out in the Annual Report.</p> <p>As at the date of the Statement, the Board consists of equal number of independent and non-independent Directors.</p> <p>Although the Company’s Board currently does not have a majority of independent Directors, overall, the Board’s composition is most appropriately tailored to suit the complex demands of the Company’s operations and strategic objectives.</p> <p>The Company has unique operational landscape spanning multiple jurisdictions, necessitating Directors with extensive international governance and business experience. The current composition of the Board provides the Company a competitive advantage, as the Directors are seasoned leaders with unparalleled expertise in the international businesses in the relevant industries. Furthermore, the classification of Richard Irving as 'non-independent' is temporary, stemming from his role as acting CEO until 14 March 2022. Richard Irving’s independence will be further assessed in March 2025 (post the expiration of a three-year period after the end of his executive role), ensuring alignment with governance standards. Additionally, the Company values diversity of thought and perspectives, which may be best achieved through a mix of independent and non-independent Directors.</p>
<p>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.</p>	No	<p>Douglas Brown was appointed Chairman of the Company as of 20 March 2023, having transitioned from an advisory role to the Board.</p> <p>Mr. Brown is also a substantial shareholder of the Company and therefore is not deemed to be independent. Whilst the Board recognises the importance that the Chair should be independent, the Company believes that at this stage in its development, the most appropriate person for the position of Chairman is Mr. Brown, a very experienced Director and successful entrepreneur.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		<p>Mr Paul Donnelly, a Non-Executive Director continues to fulfil the role of Independent Lead Director during the relevant reporting period, the Independent Lead Director performed the role:</p> <ul style="list-style-type: none"> • to step in as acting Chair where Mr. Brown is conflicted in the role of non-independent Chairman; and • to be available as an alternative contact point to Mr. Brown for internal and external stakeholders.
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	<p>Yes</p>	<p>This is consistent with the Board Charter. The Company is committed to procuring appropriate professional development opportunities for Directors so that they may develop and maintain the skill and knowledge need to perform their roles effectively, whether this be by informal program or otherwise.</p>
<p>Principle 3: Act ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have a code of conduct for its directors, senior executives and employees; and • disclose that code or a summary of it. 	<p>Yes</p>	<p>The Company’s Code of Conduct sets out a framework to enable Directors to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance. A copy of the Code of Conduct is available at the Company’s website: https://www.fluencecorp.com/investor-news.</p>
<p>Principle 4: Safeguard integrity in corporate reporting</p>		
<p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> • have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and 	<p>Partial</p>	<p>The Company has established an ARC to assist and report to the Board, whose members throughout 2023 were:</p> <ul style="list-style-type: none"> • Paul Donnelly – Lead Independent Non-Executive Director <ul style="list-style-type: none"> ○ Chair (start of the Financial Year – present) • Richard Irving – Non-Independent Non-Executive Director <ul style="list-style-type: none"> ○ Member (23 March 2023 – Present)

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<ul style="list-style-type: none"> (ii) is chaired by an Independent Director, who is not the chair of the Board, and disclose: <ul style="list-style-type: none"> (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 • 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. 		<ul style="list-style-type: none"> • Norman Mel Ashton – Independent, Non-Executive Director <ul style="list-style-type: none"> ○ Member (23 August 2023 – Present) • Dr Rengarajan Ramesh*– Independent Non-Executive Director <ul style="list-style-type: none"> ○ Member (Start of Financial Year – 23 March 2023) • Samantha Tough** – Independent Non-Executive Director <ul style="list-style-type: none"> ○ Member (Start of the Financial year -30 June 2023) <p><i>* Dr. Rengarajan Ramesh retired from his position as a Non-Executive Director, at the conclusion of the 2023 Annual General Meeting held on 25 May 2023.</i></p> <p><i>**Samantha Tough resigned from her position as a Non-Executive Director with effect from 25 July 2023.</i></p> <p>A copy of the ARC Charter can be obtained from the company’s website: (https://www.fluencecorp.com/investor-news).</p> <p>Details of the qualifications and experience of the Directors and the number of meetings held are disclosed in the Company’s most recent annual report.</p>
<p>Recommendation 4.2</p> <p>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.</p>	<p>Yes</p>	<p>The Board received Management Declarations from the CEO and CFO.</p>
<p>Recommendation 4.3</p> <p>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.</p>	<p>Yes</p>	<p>The Company verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor by ensuring that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators.		
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1	Yes	The Company has adopted a Continuous Disclosure Policy which is available from the Governance section of the Company's website: (https://www.fluencecorp.com/investor-news).
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.		The Board has overarching responsibility for compliance with continuous disclosure obligations.
		The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all material price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.
Recommendation 5.2	Yes	The Company has set up notifications so that all Board members receive a notification from ASX as soon as a material market announcement has been released. The Company circulates all price sensitive announcements to the Board ahead of the release being made. Each Board pack lists all ASX releases made since the last Board meeting.
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		
Recommendation 5.3	Yes	New and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation. The Company discloses these processes in the Company's Continuous Disclosure Policy available on the website at https://www.fluencecorp.com/investor-news/ .
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.		
Principle 6: Respect the rights of security holders		

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>Information about the Company and its governance are available in the Governance section of the Company's website: https://www.fluencecorp.com/investor-news.</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	<p>The Company has adopted a Shareholder Communication Policy which is available from the Governance section of the Company's website: https://www.fluencecorp.com/investor-news.</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	<p>The Board encourages full participation of shareholders at the Annual General Meeting ("AGM"), to ensure a high level of accountability and identification with the Company's strategy and goals.</p> <p>Prior to the AGM the Company issues a Notice of Meeting, Explanatory Statement and Proxy Form to provide all the information that is relevant to shareholders in making decisions on matters to be voted on at the AGM. Shareholders may elect to receive communications electronically.</p> <p>Details regarding the timing and location of the Company's General Meetings or Annual General Meeting are disclosed to the ASX in advance to encourage attendance by shareholders.</p> <p>Time is also set aside at the AGM for the Board and Senior Executives to respond to any shareholder queries.</p>
<p>Recommendation 6.4</p> <p>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.</p>	Yes	<p>The Company conducts all voting processes by a poll rather than a show of hands.</p>
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>The Company's share registry is able to provide the security holder the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> • have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (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 • 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. 	Partial	<p>The Company has an ARC to oversee risk, please refer to Recommendation 4.1.</p> <p>Throughout the reporting period, the Chair of the ARC was an independent Non-Executive Director.</p> <p>The Charter of the ARC is available in the Governance section of the Company’s website: (https://www.fluencecorp.com/investor-news).</p> <p>The members of the ARC are as set out in the response to Recommendation 4.1 above.</p> <p>The number of meetings and attendances is set out in the Annual Report.</p>
<p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> • review the entity’s risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the Board; and • disclose in relation to each reporting period, whether such a review has taken place. 	Yes	<p>The risk management responsibility sits with the ARC. The ARC continuously conducts reviews of the Company’s risk management framework and risk register with the management.</p> <p>The ARC considers the Company’s risk exposures at each committee meeting and reports its assessment to the Board.</p> <p>Business risks pertaining to material new contracts are discussed with the Board in advance of contractual obligations being entered into.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> • if it has an internal audit function, how the function is structured and what role it performs; or • 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. 	<p>Yes</p>	<p>The Company is in the process of creating a risk management and internal audit function. The Company will conduct internal audit over part or all of its operation where and when as the Audit and Risk Committee deem appropriate.</p> <p>Risk management policies and internal control processes are in place. The Audit and Risk Committee continuously evaluates the effectiveness of the Company’s risk management systems and internal control processes and reports directly to the Board.</p> <p>The external auditor reports to the ARC at least annually in accordance with ASA 265 “Communicating Deficiencies in Internal Control to Those Charged with Governance and Management”.</p>
<p>Recommendation 7.4</p> <p>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.</p>	<p>Yes</p>	<p>The Company’s exposure to financial risks and how these are managed is set out in Note 26 to the audited financial statements, set out on pages 76 – 79.</p> <p>Fluence is exposed to the normal range of economic risks associated with global operations and distribution. These risks are managed to a large extent through product and market diversification and managing debt collection risks from customers through matching contractual obligations with payment terms augmented by financial risk hedge instruments such as export credit finance.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> • have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and 	<p>Partial</p>	<p>The Board has established an RNC to assist the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and Non-executive Directors.</p> <p>A copy of the Charter is available on the company website: (https://www.fluencecorp.com/investor-news).</p> <p>.</p> <p>The members of the RNC are as set out in the response to Recommendation 2.1 above.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>(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</p> <ul style="list-style-type: none"> 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>The number of meetings and attendances is set out in the Annual Report.</p> <p>For further details please refer to the responses to Recommendation 2.1.</p>
<p>Recommendation 8.2</p> <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 and ensure that the different roles and responsibilities of Non-Executive Directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.</p>	Yes	<p>The Remuneration Report in the Company’s Annual Report discloses the Company’s policies and practices regarding the remuneration of Directors, Executives, and Senior Management.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> 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 disclose that policy or a summary of it. 	Yes	<p>In accordance with the Company’s Share Trading Policy, participants in any equity-based incentive scheme are prohibited 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>A copy of the Share Trading Policy is available at the Company’s website (https://www.fluencecorp.com/investor-news).</p>