



## URBANISE.COM LIMITED

### BOARD SKILLS AND DIVERSITY MATRIX

The Board of Urbanise.com Limited (**UBN** or **Company**) has identified the skills, experience and diversity below as being required for the Board, as a whole, to meet its strategic objectives.

This Board Skills and Diversity Matrix will also assist the Remuneration and Nominations Committee of the Board to recruit and select new directors. It may also be used in annual performance reviews of the Board to review the existing skills and capabilities on the Board and to identify any gaps in those collective skills and experience.

This Board Skills and Diversity Matrix is disclosed on the Company’s website as recommended by Principle 2.2 of the ASX Corporate Governance Principles and Recommendations (Fourth Edition) and is current as at 30 June 2024.

Skill and Experience	Description of skill or experience	Required or Desirable	Does the collective UBN Board currently have these skills and experience?
Strategic Capability and Leadership	<p>The ability to identify strategic opportunities and threats with demonstrated success in developing and implementing a successful strategic plan and achievement of business objectives.</p> <p>Experience in business transformation is <i>desirable</i> and should be a skill attributable to at least one director.</p>	Required	Yes
Independence and Availability	<p>Directors must bring their own critical and independent judgement to matters before the Board. Directors must also question management on matters that may not be before the board. Directors should have a view for the greater good and benefit of all stakeholders. Directors should not have real or perceived conflicts with the Company. Directors should have the availability for Board cycle and off-cycle discussions.</p>	Required	Yes
Financial Management, Accounting and Audit	<p>Qualifications and/or experience in accounting and/or finance and the ability to:</p> <ul style="list-style-type: none"> <li>(a) analyse key financial statements;</li> <li>(b) critically assess financial viability and performance;</li> <li>(c) contribute to strategic financial planning;</li> <li>(d) oversee budgets and the efficient use of resources; and</li> <li>(e) oversee funding arrangements and accountability.</li> </ul>	Required	Yes

	Specifically required for members of the Audit and Risk Committee.		
<b>Governance and Risk Management</b>	<p>It is desirable that all directors bring an understanding of best practice governance principles to critically assess risks, opportunities and liabilities.</p> <p>An understanding of risk management and discharge of oversight responsibilities is critical for all boards.</p> <p>Experience in identifying business risks, evaluating, implementing, managing or overseeing risk management and compliance frameworks and policies.</p> <p>An understanding of best practice governance principles and risk management is critical for all boards.</p>	Required	Yes
<b>Commercial Focus and Knowledge of Business Practices</b>	A deep understanding of UBN's commercial activities and business practices.	Required	Yes
<b>Capital Markets, Financing, Business Development and M&amp;A</b>	Experience at a senior level in M&A activities (including post-M&A implementation). It is desirable that at least one director has experience buying and spinning of SAAS business and products.	Required	Yes
<b>SAAS Growth</b>	<p>An understanding of how to grow and scale a SAAS cloud business globally across different markets and geographies</p> <p>Specifically in two areas:</p> <ol style="list-style-type: none"> <li>1) Large volume smaller value SAAS deals worth \$25K per year (Strata market)</li> <li>2) Small volume enterprise SAAS deals worth \$150K per year (Facilities market)</li> </ol> <p>Involvement in growing a SAAS business from \$12mill AAR to \$25mill AAR</p>	Desirable	Yes
<b>Facilities Management</b>	An understanding of the technology requirements of running a facilities management company, service providers and asset owners.	Desirable	No
<b>Strata Sector</b>	An understanding of the technology requirements of a strata management firm.	Desirable	No
<b>Legal, Regulatory and Compliance</b>	<p>Directors have an understanding of the legal framework in which the entity operates and when to seek legal advice along with an understanding of its compliance obligations in the discharge of oversight responsibilities.</p> <p>Experience in working with or interacting with regulators (i.e. ASX, ASIC, ATO, etc.).</p>	Required	Yes

	An understanding of compliance obligations and discharge of oversight responsibilities is critical for all boards.		
Digital Media, and Effective Relationship Management	<p>Experience in digital media and communications to ensure effective relationships which are critical for all boards to maintain communication with its shareholders and other stakeholders.</p> <p>Directors must promote positive, collegial but effective relationships to encourage participation with contemporary and new ideas, intellectual curiosity, mature confidence and to assist in reaching/making informed judgements. This experience extends to the ability to assess and evaluate the Company's ability to engage its network of clients and service providers to deliver strategic outcomes</p>	Required	Yes
APAC SAAS market knowledge	Experience in building a SAAS business in APAC.	Desirable	Yes
MENA SAAS market knowledge	Experience in building a SAAS business in MENA.	Desirable	Yes
ESG	An understanding of the ESG requirements of a publicly listed ASX SAAS business.	Desirable	Yes
ASX Investor relationships	Experience working with microcap ASX investors.	Required	Yes
Technical Software Development	Experience in software development and innovation.	Required	Yes
People Management and Remuneration	<p>Experience at an executive level of management of teams of people and establishment of remuneration policies, and frameworks including incentive programs.</p> <p>Experience in the evaluation of the culture of the Company and impact on performance.</p>	Desirable	Yes
Digital interactions and technology	Experience in evaluating digital and technology advancement opportunities as well as the risks associated with implementation and ongoing challenges.	Required	Yes

**ADDITIONAL ATTRIBUTES**

Communication	Directors should be confident in, and promote, constructive questioning and clear communication and therefore have strong communication skills.	Required	Yes
Strong and Uncompromised Ethical Behaviour	Directors must promote high ethical standards and integrity and have experience cultivating a culture of ethical behaviour.	Required	Yes
Team Behaviours	Directors must promote and encourage contributions from all directors and have the ability to be a team player.	Required	Yes
Diversity	Directors must promote diversity in all forms.  The Board is continually looking to promote both gender and cultural diversity. When filling director vacancies the Board looks to appoint the most appropriate candidate to the role.	Required	Yes