ELECTRO OPTIC SYSTEMS HOLDINGS LIMITED
ABN 95 092 708 364
Lvl 2, 1 Taubman Street Symonston, ACT 2609
PO Box 252, Queanbeyan, NSW 2620, Australia
+61 2 6222 7900
www.eos-aus.com

23 February 2026

ASX RELEASE

The Manager
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir or Madam,

Appendix 4G and Corporate Governance Statement

Electro Optic Systems Holdings Limited (EOS or Company) (ASX: EOS) provides the attached Appendix 4G and Corporate Governance Statement.

Authorised for release to the ASX by the Board of Directors.

Yours faithfully



Melanie Andrews
Company Secretary

Further information:

ir@eos-aus.com

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Electro Optic Systems Holdings Limited

ABN/ARBN

95 092 708 364

Financial year ended:

31 December 2025

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☑ This URL on our website: https://eos-aus.com/about-us/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 23 February 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	23 February 2026
Name of authorised officer authorising lodgement:	Melanie Andrews

[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (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.	☑ We have disclosed a copy of our board charter at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (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.	☑	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☑	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☑	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐	☑ we have set out in our Corporate Governance Statement a response to paragraph (b) and (c)(1) We have disclosed a copy of our diversity policy at: https://eos-aus.com/about-us/corporate-governance/ and we have disclosed the information referred to in paragraph (c)(3) in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☑ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and we have disclosed that a performance evaluation process is currently in progress in our Corporate Governance Statement, which can be found at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☑ and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and also in our annual report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☑ and we have disclosed this information in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and also in our annual report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☑ We have disclosed our board skills matrix in our Corporate Governance Statement at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☑ We have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and the information referred to in paragraph (b) is also outlined in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and the length of service of each director is also outlined in our Corporate Governance Statement at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☑	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☑	☐ set out in our Corporate Governance Statement
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☑	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☑ We have disclosed our values in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☑ We have disclosed our code of conduct at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (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.	☑ We have disclosed our whistleblower policy at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☑ We have disclosed our anti-bribery and corruption policy at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☑ Noting that this is a combined Audit and Risk Committee, we have disclosed a copy of the charter of the committee at: https://eos-aus.com/about-us/corporate-governance/ The information referred to in paragraphs (4) and (5) is outlined in our Corporate Governance Statement at: https://eos-aus.com/about-us/corporate-governance/ and this information is also in our Annual Report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement
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.	☑	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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.	☑ This process is described in our Corporate Governance Statement which can be found at : https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☑ We have disclosed our continuous disclosure and communication policy at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☑	☐ set out in our Corporate Governance Statement
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.	☑	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☑ and we have disclosed information about us and our governance on our website at: https://investorhub.eos-aus.com and at: https://eos-aus.com/ and at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☑	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☑ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
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.	☑	☐ set out in our Corporate Governance Statement
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.	☑	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☑ Noting that this committee is a combined Audit and Risk Committee, we have disclosed a copy of the charter of the committee at: https://eos-aus.com/about-us/corporate-governance/ The information referred to in paragraphs (4) and (5) at: https://eos-aus.com/about-us/corporate-governance/ and also in our Annual Report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☑ We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☐	☑ set out in our Corporate Governance Statement We have disclosed in our Corporate Governance Statement that we do not have an internal audit function which can be found at: https://eos-aus.com/about-us/corporate-governance/
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☑ We have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ Material business risks are disclosed in our Annual Report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☑ and we have disclosed this information for our People and Culture Committee in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ and also in our annual report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☑ We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/ These practices are also described in our Annual Report which can be found at: https://investorhub.eos-aus.com	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☑ We have disclosed our policy on this matter in our Corporate Governance Statement which can be found at: https://eos-aus.com/about-us/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

2025 Corporate Governance Statement

2025 Corporate Governance Statement

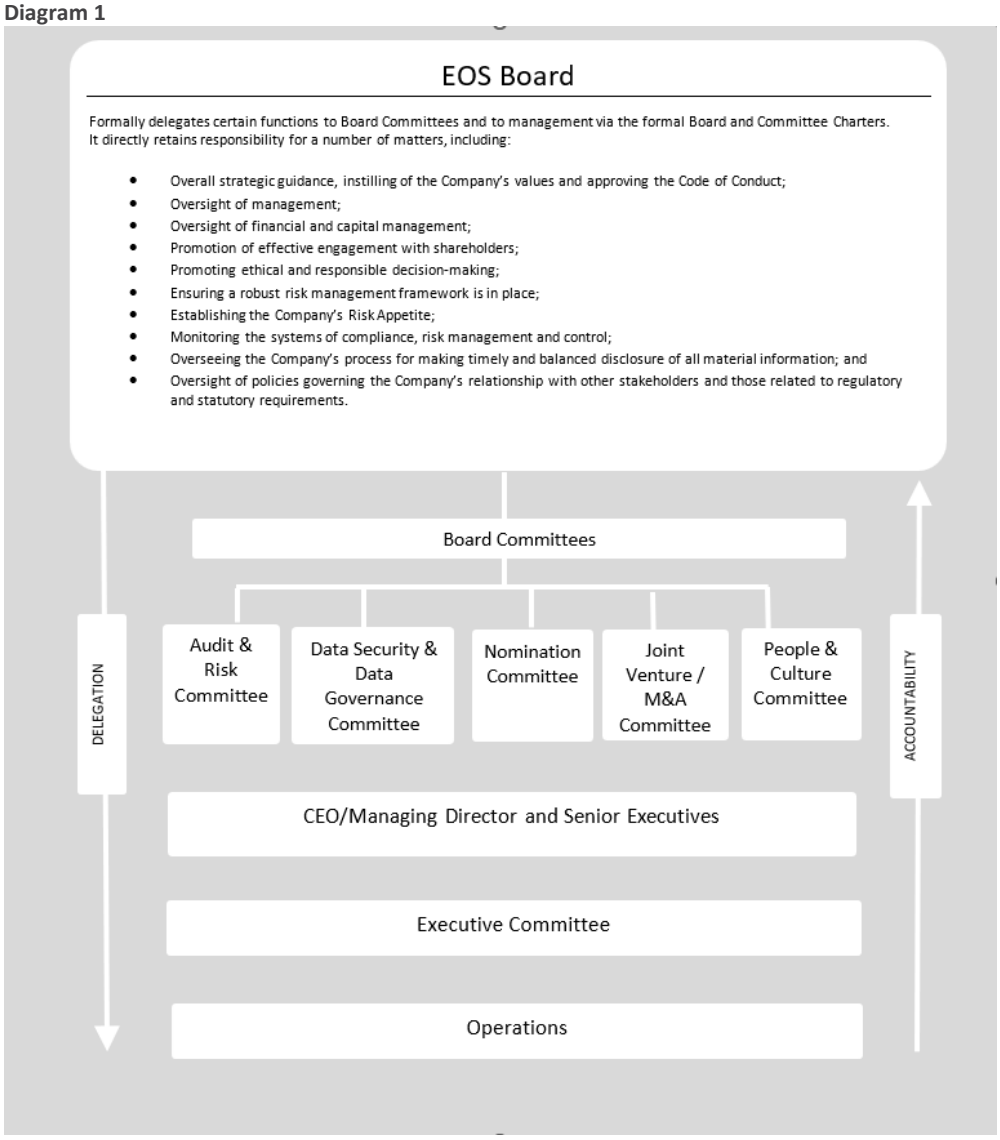
The Electro Optic Systems Holdings Limited Board of Directors (**Board**) is pleased to present EOS Corporate Governance Statement for 2025 (**Statement**). This Statement outlines our principal corporate governance practices in place during the financial year ended 31 December 2025 and as at the date of this Statement. Copies of all governance documents referred to in this Statement can be found at www.eos-aus.com/corporate-governance.

The Board and management team maintain high standards of corporate governance as part of our commitment to create value for our stakeholders through effective strategic planning, risk management, transparency, and corporate responsibility.

Our governance policies and practices have been consistent with the 4th edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (**ASX Governance Principles**) throughout the year. These policies and practices are reflected in this Statement as well as our Appendix 4G.

We regularly review our governance practices in light of the growth in the Company and relevant emerging corporate governance developments. Our governance framework ensures accountability, both of the Board and senior executives, to the Company and our shareholders. The diagram below summarises our governance framework, including the functions reserved for the Board as at the date of this Statement. The functions carried out by the five Board Committees are outlined in section 2 of this Statement.

Diagram 1



1 The Board of Directors

Relevant governance document:

- **Board Charter**

1.1 The responsibilities of the Board

Our Board is accountable to our stakeholders and as such the Board is responsible for demonstrating leadership, defining the Company's purpose, establishing strategic objectives, approving our values and the Code of Conduct and oversight of the management of the Company. To clarify the roles and responsibilities of directors and management and assist the Board in discharging its responsibilities, our Board operates under a formal Charter that sets out the functions reserved to the Board and provides for the delegation of functions to Board Committees and to senior management.

Our Board has reserved for itself the specific responsibilities summarised in *Diagram 1*.

Further detail around the responsibilities reserved for the Board and those specifically delegated to the Managing Director and Chief Executive Officer (**MD/CEO**) are outlined in the Board Charter, which is reviewed on an annual basis to ensure that the division of functions between the Board and management continues to be appropriate for the needs of the Company.

Our Board has delegated specific authority to five Board Committees, which assist the Board by examining various issues and making recommendations. A description of each Committee and its responsibilities are set out in section 2 of this Statement.

In FY25 there were 41 formal Board and Board Committee meetings. Between formal meetings management provided the Board with material business and other updates as well as information in response to requests from Board meetings.

1.2 Board composition

As at the date of this Statement there were six directors on our Board. Table 1 below sets out each director, the commencement of their tenure, and their status as an independent or non-independent director.

Table 1

Director	Tenure commencement	Independent / Non-independent
Mr Garry Hounsell	24 November 2022	Independent, non-executive director and Chair
Mr David Black	01 January 2021	Independent, non-executive director
Ms Kate Lundy	23 March 2018	Independent, non-executive director
Mr Geoffrey Brown	21 April 2016	Independent, non-executive director
Mr Robert Nicholson	24 May 2023	Independent, non-executive director
Dr Andreas Schwer	11 December 2023	Non-independent, Managing Director and Chief Executive Officer

Directors' qualifications and experience are contained in the Directors' Report in our Annual Report, including details of their other listed entity directorships. This information can also be found on the Company's website.

1.3 Director independence

We recognise that independent directors have an important role in assuring shareholders that the Board is able to act in the best interests of the Company and independently of management. Because of this, the Board assesses all directors' independence annually. EOS's criteria for assessing director independence aligns with the guidance provided in the ASX Governance Principles.

Information about any such interests or relationships, including any related financial or other details, is assessed by the Board to determine whether the interest, position, or relationship could, or could reasonably be perceived to, materially interfere with the exercise of a director's unfettered and independent judgement. As part of this process, the Board considers each of the factors relevant to assessing the independence of a director set out in Box 2.3 of the ASX Governance Principles and other facts, information, and circumstances that the Board considers relevant. The Board considers the materiality of any given relationship on a case-by-case basis.

The Board also assesses the independence of new directors prior to their appointment and makes an annual assessment of each non-executive director to determine whether it considers the director to be independent.

As part of the review, EOS's criteria for assessing director independence are sent to each director requesting they confirm whether they have any interests, positions or relationships with the Company that could materially interfere with the Director's capacity to bring independent judgement on matters before the Board and act in the best interests of EOS.

As illustrated in Table 1, the following directors have been determined as being independent as at the date of this Statement – Mr Garry Hounsell, Mr David Black, Ms Kate Lundy, Mr Geoffrey Brown and Mr Robert Nicholson. Our Board has made this assessment on the basis that none of these directors have been employed in an executive capacity by the Company within the last three years, has not had a material business relationship with the Company within the last three years, is not a substantial holder of EOS shares and do not fall within any other criteria listed in Box 2.3 of the ASX Governance Principles.

Further rationale for the determination of these directors being independent is they conduct themselves at arm's length in their engagement with the Company and bring their considerable skillsets to bear on matters before the Board. The approach of these directors to matters of the Board is always independent in both appearance and in fact.

Dr Andreas Schwer, by virtue of his executive MD/CEO position, is considered non-independent, based on the criteria in Principle 2 of the ASX Governance Principles.

Based on this assessment, our Board has a majority of independent directors.

1.4 Our Chair

As noted above, the directors have elected Mr Garry Hounsell as Chair of the Board as an independent, non-executive director. His role is outlined in the Board Charter. The duties of the Chair and the CEO are carried out by separate people.

1.5 Relationship between the Board and our MD/CEO

Our MD/CEO, Dr Andreas Schwer, oversees the day-to-day management of the business and, with the support of senior management, reports to the Board on the exercise of his delegated authority. Our MD/CEO has been delegated the authority to manage the Company in accordance with the strategy, plans and policies approved by the Board. The delegations are reviewed by the Board from time to time.

Our non-executive directors have the opportunity to meet at each Board meeting without the MD/CEO or management present.

1.6 Nomination and appointment of directors

When considering the appointment of directors to the Board, a formal process is undertaken to identify various candidates, with interviews held and appropriate background checks carried out. In addition, the Board considers and formally resolves to support the election or re-election of directors to shareholders at general meetings/annual general meeting.

Before director candidates are selected, the Board considers the current collective skills and competencies and will assess its needs at that time and in the future and develop selection criteria for the candidates. Candidates are required to disclose their other commitments and confirm that they are able to dedicate sufficient time to their duties. A shortlist of candidates is considered by the Board relative to its selection criteria.

We provide shareholders, in the relevant notice of meeting, with information in our possession relevant to assist them to make an informed decision on all directors standing for election or re-election. This information includes biographical details, covering relevant qualifications, experience, and skills directors bring to the Board, details of any other material directorships currently held by the candidate, the term of office currently served by the directors, a statement on the independence of the candidate and the reasons why, and a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why.

Directors are elected or re-elected in accordance with the Company Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the ASX Listing Rules. At our 2025 Annual General Meeting, Mr Geoffrey Brown was re-elected by shareholders.

1.7 Induction and ongoing development

A director induction program has been designed, and our directors are expected to participate in this induction and orientation program on appointment. In addition, industry updates are regularly provided to the Board to ensure they are informed about developments within the company and the industry in which it operates.

During the year, in addition to executive presentations, external advisers provide updates relevant to the Company, the ASX-listed environment and the sector in which we operate.

1.8 Knowledge, skills, and experience

The Board maintains a Board Skills Matrix that outlines the skills and experience considered by the Board to be important for its directors to collectively possess. These skills are set out in Table 2, with each considered a competency that the Board believes it requires to effectively discharge its duties.

The Board Skills Matrix and competency descriptions are reviewed annually to ensure the skills remain relevant to the Company. A performance evaluation process of the Board is currently underway.

The Board comprises highly experienced senior business leaders from a variety of professional backgrounds who each meet the fundamental requirements and, collectively, possess the necessary mix of skills, experience, tenure and diversity considered necessary to appropriately govern the Company.

From time to time there may be areas identified by the Board where additional knowledge would be beneficial, which it addresses by engaging external advisors and/or requesting more detailed reporting from management.

Diagram 2 illustrates the number of directors that have a level 3, 'high', or level 2, 'medium' competency, and experience in the described skill, where directors were asked to rate their competency level for each identified skill as follows:

High:	Strong working knowledge or expertise and experience;
Medium:	Solid working knowledge and some experience; and
Low:	Limited knowledge and not an area of experience.

The previous Board Skills Matrix resulted in the numbers as shown in Diagram 2.

In addition to the skills set out in Table 2, we consider that each director has the following attributes:

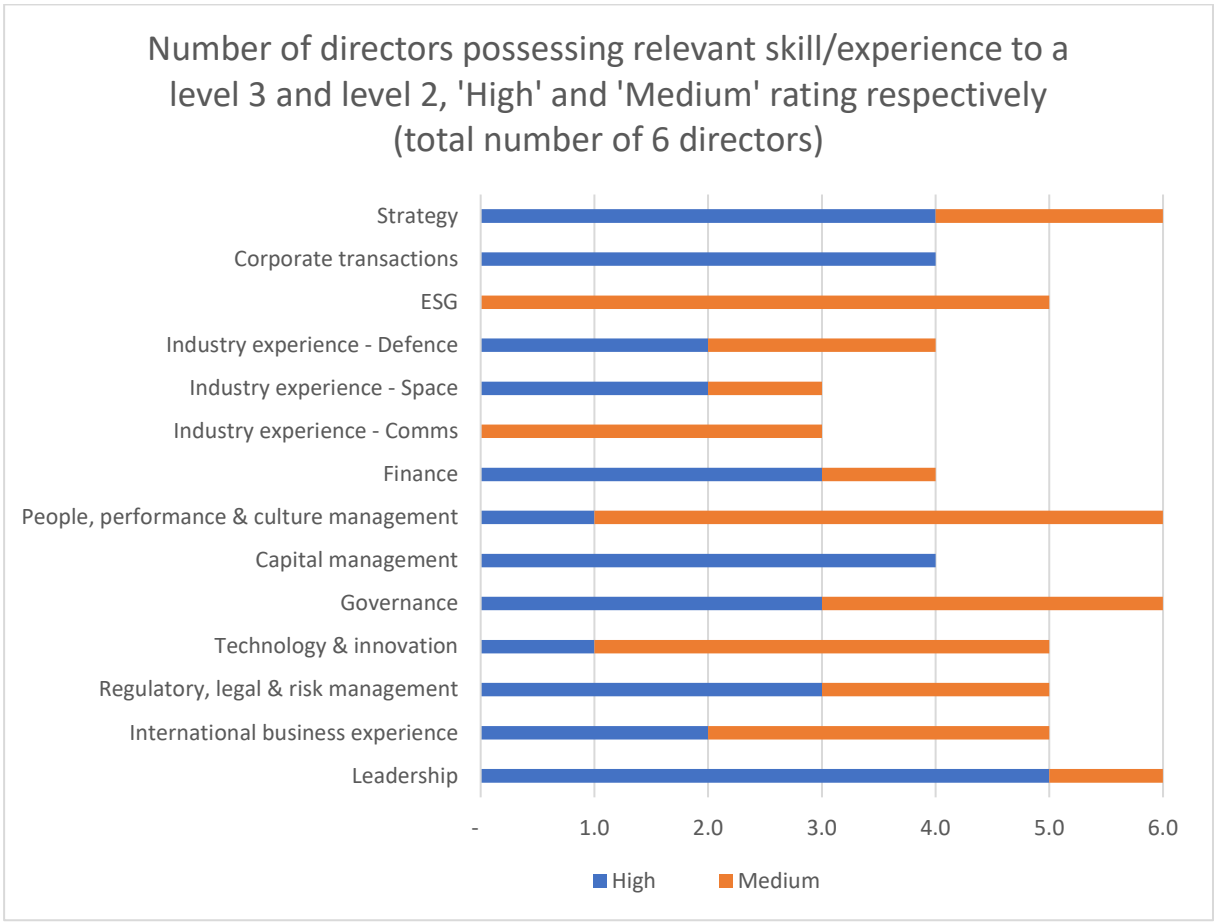
- honesty and integrity;
- the ability to think strategically;
- the time available to devote to Company's business;
- a willingness to question and challenge; and
- a commitment to the highest standards of governance.

All directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

Table 2

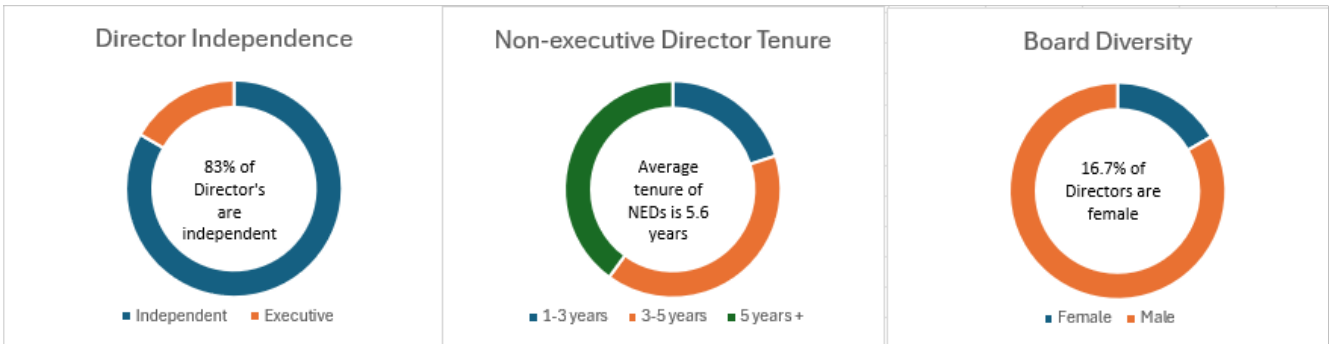
Desired Skill	Description
Strategy	Experience in defining strategic objectives, assessing business plans and driving execution. Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions, including disruptions and innovations.
Corporate Transactions	Experience in assessing and completing complex business transactions, including mergers, acquisitions, divestments, capital management, major projects and business integration.
ESG	Expertise in the areas of environment, social and governance (ESG), and the ability to advise the Company of required policies, actions and disclosures on these matters.
Industry Experience - Defence	Experience and broad understanding of domestic and international Defence sector requirements.
Industry Experience - Space	Experience and broad understanding of domestic and international Space sector requirements.
Industry Experience - Comms	Experience and broad understanding of domestic and international Comms sector requirements
Finance	Understanding the financial drivers of the business, experience in financial accounting and reporting, treasury, corporate finance and financial controls.
People, Performance and Culture Management	Board Committee or senior executive equivalent experience relating to people management and human resources, corporate culture and remuneration issues.
Capital Management	Expertise in considering and implementing efficient capital management, including alternative capital sources and distributions, yields and markets.
Governance	Knowledge and experience in best practice governance structures, policies and processes, including experience with other ASX-listed entities.
Technology and Innovation	Experience and expertise in the area of technology strategies and keeping abreast of emerging technologies relevant to the Group's operations, including digital tools for privacy and security. Experience in assessing and managing cyber security risks.
Regulatory, Legal and Risk Management	Experience in identification, monitoring and management of material financial and non-financial risks, including legal and regulatory compliance, employee care and safety, oversight of compliance management frameworks, controls and systems, cyber security, ability to identify and oversee mitigation strategies for emerging risks and compliance issues in the Group. Knowledge of legal and regulatory requirements of the Group.
International business experience	A global perspective through exposure or experience in international business, trade and/or investment at a senior executive level and exposure to global markets and a range of different political, regulatory and business environments.
Leadership	Held CEO or other senior executive leadership roles. Experience in board or other Committee leadership roles.

Diagram 2



The following charts depict Board tenure, independence and gender diversity.

Diagrams 3 - 5



2 Operation of the Board

Relevant governance documents:

- **Audit and Risk Committee Charter**
- **People and Culture Committee Charter**
- **Data security and Data Governance Committee Charter**
- **Joint Venture/M&A Committee Charter**
- **Nomination Committee Charter**

2.1 Board Committees

Our Board has established the following standing Committees, which assist it with the execution of its responsibilities. The composition and effectiveness of the Committees are reviewed on an annual basis.

- Audit and Risk Committee;
- People and Culture Committee;
- Data Security and Data Governance Committee;
- Joint Venture/M&A Committee Charter; and
- Nomination Committee.

Each of these Committees operate in accordance with specific charters approved by our Board, which sets out its composition, functions and responsibilities.

In addition, our Board may establish ad-hoc Committees or delegate authority to existing Committees to oversee specific activities.

Details of the number of Committee meetings held during the year and individual directors' attendance at these meetings can be found in the 2025 Directors' Report and section 2.7 below. Details of the qualifications and experience of Committee members can also be found in the Directors' Report.

A description of the role of each Committee as at the date of this report and member composition at that date, is set out in the following table.

Table 3

Committee	Members	Composition	Role
Audit & Risk Committee	David Black (Chair) Kate Lundy Robert Nicholson Garry Hounsell	- At least three members, all of whom must be non-executive directors and a majority of whom are independent directors. - The Chair must be an independent non-executive director, who is not the Chair of the Board. - Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.	Our Audit & Risk Committee assists the Board in carrying out its oversight of the quality and integrity of the accounting, auditing and financial reporting of the Company. The Committee also reviews the adequacy of the Company's internal control framework, financial policies and practices, monitors the effectiveness, objectivity and independence of the external auditor and reviews reports from the external auditor. Our Audit & Risk Committee also assists the Board in overseeing the effectiveness of the Company's system of risk management, internal controls and general risk management, and the Company's systems for compliance with applicable legal and regulatory

			requirements. The Committee is also responsible for making recommendations to the Board regarding risks the Company faces, action it should take, the adequacy of the Company's risk management framework, and disclosure on risks.
People & Culture Committee	Robert Nicholson (Chair) Geoff Brown Kate Lundy	- At least three members, the majority of whom are independent directors. - The Chair should be an independent, non-executive director. - If the Company is included in the S&P ASX 300 Index at the beginning of the year the Committee must be comprised solely of non-executive directors	Our People & Culture Committee assists and advises the Board on: - the appointment of the CEO; - succession plans for the CEO, direct reports to the CEO and other key leadership roles; - organisational culture strategies and their alignment with the Group's overall strategy and vision; and - promoting a culture supportive of diversity. The Committee also assists and advises the Board on remuneration policies and practices for the Board, the CEO, the CFO, senior executives, and other persons whose activities, individually or collectively, affect the financial soundness of the Company. The Committee ensures that the structure of remuneration is aligned to the Company's purpose, values, risk appetite and strategic objectives. The Committee also oversees WHS responsibilities for the Group.
Data Security & Data Governance Committee	Kate Lundy (Chair) David Black Geoff Brown	- At least three directors, all of whom must be non-executive directors and a majority of whom are independent directors. - The Chair should be an independent non-executive director, who is not the Chair of the Board. - Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.	Our Data Security and Data Governance Committee assists the Board in fulfilling its oversight responsibility with respect to the Company's data security, data governance, cybersecurity and related cultural and technological risks. Activities of the Committee includes the oversight of the following: - Positive cyber safety culture; - Data governance and hygiene; - Information technology systems; - Incident response and disaster recovery; - Compliance risks and internal audits; - Software register; - Supply chain risks; - Customer risks; - Periodic and annual reports; - Cyber security budget; and - Advisory role.
Joint Venture/M&A Committee	Geoff Brown(Chair) David Black Robert Nicholson Garry Hounsell	- At least three members, all of whom must be non-executive directors and a majority of whom are independent directors. - The Chair must be an independent non-executive director, who is not the Chair of the Board. - Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.	Our JV/M&A Committee is responsible for: - Review and assessment of proposed JV structures and governance frameworks; - Evaluation of M&A opportunities; - Due diligence oversight; - Oversight of integration planning and execution; and - Review of post transaction evaluations.

Nomination Committee	Garry Hounsell (Chair) Geoff Brown Kate Lundy David Black Robert Nicholson	- At least three directors; and - Where possible, all non-executive directors. - The Chair shall be the Chair of the Board, unless decided otherwise by the Board.	The Committee is responsible for: - Board composition; - Assessment of director independence; - Assessment of director skills; - Succession plans of the Board; - Diversity of the Board; and - Director induction and ongoing education of directors.

2.2 Remuneration of Directors and Senior Executives

Our remuneration framework is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Our policies are designed to attract and retain talented and motivated employees as well as raising the level of performance of the Company.

Remuneration of executives

Our remuneration framework is designed to attract, motivate and retain skilled and committed executives, including senior management, and to ensure that the Company delivers against its commitments to its workforce, its customers and its shareholders. In discharging its duties, the People and Culture Committee reviews and makes recommendations to the Board on the remuneration of the MD/CEO, CFO, and other senior executives, including:

- short and long-term remuneration, including both fixed remuneration and performance-based remuneration;
- any termination payments; and
- appropriate grants of securities under the EOS Long Term Incentive Plan.

In making its recommendations, the People and Culture Committee ensures that:

- remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, productivity and ability;
- remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company, and not reward conduct that is contrary to the Company's values or risk appetite; and
- a clear relationship exists between performance and remuneration.

Details of the nature and amount of remuneration for each executive/Key Management Personnel and EOS's remuneration policies and practices are contained in the Remuneration Report in our Annual Report.

Remuneration of non-executive Directors

We distinguish the structure of non-executive Directors' remuneration from that of executive Directors and senior executives. Our non-executive Directors are remunerated by way of fees which are set with reference to the prevailing market rates. They do not participate in the schemes designed for the remuneration of executives, nor do they receive bonus payments, or any retirement benefits other than any required statutory superannuation contributions. To preserve independence and impartiality, no element of non-executive director remuneration is 'at risk' (that is, it is not based on the performance of the Group).

2.3 Performance evaluation

Our Board is committed to enhancing its effectiveness through performance management and review. Our Board's review process is designed to help enhance performance by providing a mechanism to raise and resolve issues and provide recommendations to enhance its effectiveness.

In February 2023, the Board undertook a confidential, structured evaluation to review the role, composition, behaviours and processes of the Board and its Committees. The review involved each Director providing feedback on a range of Board-related topics, covering the role of the Board, composition of the Board, meeting processes, Board papers and relationships and culture of the Board.

The results of that review were presented to the Board in April 2023 and have highlighted a number of highly positive attributes about the EOS Board. The review has also identified areas for increased focus and recommended improvements. A subsequent formal review process is currently in progress.

The evaluation for all executives is based on specific criteria, including the business performance of the Company, whether strategic objectives are being achieved, and the development of management and personnel.

The CEO's performance is formally assessed on an annual basis by the Board. All Key Performance Indicators (**KPIs**) are considered by the People and Culture Committee, which evaluates the CEO's performance and makes recommendations to the Board in relation to the CEO's performance and remuneration.

A formal performance management system applies to senior executives where the CEO formally assesses the individual performance of each senior executive throughout the financial year in Q1 of the following financial year. Senior executive performance in 2025 is being assessed by the CEO in February/March 2026 during which time new work objectives are being set for the 2026 financial year.

Further information on directors' and executives' remuneration, including principles used to determine remuneration and KPIs, is set out in the Annual Report under the heading 'Remuneration Report'.

2.4 Independent advice

In order to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice at the Company's expense.

2.5 Agreements with directors and senior managers

Our non-executive directors are appointed pursuant to formal letters of appointment which, among other things, set out the key terms and conditions of the appointment, the Board's expectations in relation to the performance of the director, procedures for dealing with a director's potential conflict of interest and the disclosure obligations of the director, together with the details of the director's remuneration.

All members of the executive team are direct reports to the CEO. All executives have detailed employment contracts in place, with performance criteria requirements for short term and/or long-term incentives outlined within.

2.6 Company Secretary

The Board Charter expressly provides that the company secretary is directly accountable to the Board through the Chair on all matters to do with the proper function of the Board. All directors have access to the company secretary, who is appointed by, and accountable to, the Board on all governance matters.

2.7 Board meetings

Details of Board meetings held during the year and individual directors' attendance at these meetings can be found below in Table 4.

Table 4

	Board of Directors		Audit and Risk Committee		People and Culture Committee		Data Security and Data Governance Committee		Joint Venture/ M&A Committee		Nomination Committee	
Directors	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**	**Eligible to attend**	**Attended**
Mr Garry Hounsell	22	21	-	-	-	-	-	-	3	3	-	-
Dr Andreas Schwer	22	20	-	-	-	-	-	-	-	-	-	-
Air Marshal Geoff Brown AO	22	19	-	-	7	6	-	-	3	3	-	-
The Hon Kate Lundy	22	19	6	5	7	6	3	3	3	2	-	-
Mr David Black	22	22	6	6	7	7	3	3	3	3	-	-
Mr Robert Nicholson	22	21	6	6	3	3	3	3	3	3	-	-

3 Inclusion and Diversity

Relevant governance document:

- **Diversity Policy**
- **Workplace Gender Equality Agency Report**

3.1 Diversity and inclusion at EOS

We are committed to an inclusive workplace that embraces and promotes diversity as part of the Company's corporate culture.

It is important that we are able to attract, retain and motivate employees from the widest possible pool of talent and our leaders are committed to providing opportunities that allow all employees to reach their full potential.

We actively value and embrace the diversity of our employees and are committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. We are committed to fostering diversity at all levels of the business.

We have a range of employment-related policies and procedures in place that not only seek to prevent the occurrence of discrimination and harassment and inequity in our EOS workplaces but, in any instances where our employees may feel that they have witnessed or been subject to such inappropriate behaviours in our workplace, such matters will be immediately investigated and any required corrective/ disciplinary action will be taken. EOS has zero tolerance for such inappropriate behaviours in our workplaces.

A formal Diversity Policy has been adopted by the Board that outlines the Company's commitment to providing an inclusive work environment in which everyone belongs. The policy is reviewed annually.

3.2 EOS's diversity profile, diversity initiatives, and measurable objectives

The Company did not set gender diversity targets for the 2025 financial year. Gender diversity targets will be set in future. We have reported against a set of standardised gender equality indicators provided by the Workplace Gender Equality Agency (WGEA).

Table 6 illustrates the proportion of women and men at various levels throughout the Company as at 31 December 2025.

Table 6

Employee Category	Female	Male	Total	% Female
Board	1	5	6	16.7%
Executives*	2	4	6	33.3%
Company-wide (including executives, excluding Board)	96	333	429	22.4%

*'Executive' is defined as direct reports to the MD/CEO.

In addition to gender, the Company's Diversity Policy supports the Company's stance of a policy of non-discrimination that ensures all employees are treated fairly.

4 Risk Management and Assurance

Relevant governance document:

- **Audit and Risk Committee Charter**
- **Risk Management Policy**

4.1 Role of the Audit and Risk Committee

Our Audit and Risk Committee assists the Board in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of:

- integrity of the Company's corporate reporting processes and financial statements, and the integrity and effectiveness of the internal control environment of the Group;
- accounting and tax, and related policies;
- the appointment, remuneration, independence and competence of the Company's external auditors and the internal auditors where that is a co-sourced or outsourced function; and
- the performance of the Company's internal and external audit functions and review of their audits.

Our Audit and Risk Committee also assists the Board in overseeing the effectiveness of the Company's system of risk management and internal control framework, and the Company's systems for compliance with applicable legal and regulatory requirements. The Committee is also responsible for making recommendations to the Board regarding risks the Company faces, action it should take, the adequacy of the Company's risk management framework, and disclosure on risk.

The qualifications and experience of the members of the Audit and Risk Committee are outlined in the Directors' Report in the 2025 Annual Report.

Senior executives, senior members of Finance, and the external auditors attend meetings by invitation of the Audit and Risk Committee Chair. Our Committee holds regular meetings with the external auditor without management or executive directors present. Any director who is not a member of the Audit and Risk Committee may attend any meeting of the Committee.

4.2 Risk Management Framework

Our Audit and Risk Committee reviews and assesses the Company's risk management framework annually. This process includes reviewing the implementation, management, and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols, and internal controls to ensure they continue to be sound and that the Company is operating in line with the current risk appetite set by the Board. This review, as described, was carried out during the 2025 financial year.

4.3 External auditor

One of the functions of our Audit and Risk Committee is to review and monitor the performance and independence of the external auditor.

Ernst & Young was appointed as the Company's external auditor at the Company's 2024 Annual General Meeting. The current lead audit partner appointed is Mr Tansley.

Ernst & Young will provided an independence declaration to the Board for the year ended 31 December 2025, and this declaration forms part of the 2025 Annual Report. Details of non-audit services provided by the external auditor over the reporting period are included in the Financial Statements.

Our external auditor is required to attend the annual general meeting and is available to answer questions from shareholders about the conduct of the audit and the preparation and content of the external auditor's report; accounting policies adopted by the Company in relation to the preparation of the financial statements; and independence of the auditor in relation to the conduct of the audit.

4.4 Internal audit

We do not currently have an internal audit function nor do we engage an third party internal auditor. However, our Audit and Risk Committee has been tasked with assessing the Company's internal control framework and compliance functions.

4.5 Risks

The management of the Company and the execution of its growth strategies are subject to a number of risks, which could adversely affect the Company's future development.

These risks are monitored and managed by the Board, the Audit and Risk Committee and management in accordance with the framework set out in the Audit and Risk Committee Charter. Key business risks, their impact and mitigants are outlined in the Directors' Report contained in the 2025 Annual Report.

4.6 Regulatory environment

The Company is subject to a wide range of regulatory and legal obligations in different countries. These include regulations relating to Export Licenses for its products, security obligations, workplace health and safety obligations, environmental obligations, trade practices obligations and compliance with the requirements of the Australian Securities Exchange and the Corporations Act (and similar legislation in other countries).

4.7 Integrity in Financial Reporting and Periodic Corporate Reports

We have a requirement that the MD/CEO and CFO/COO provide written assurance to the Board, prior to the approval of the Company's financial statements for each financial period, that:

- in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance; and
- that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.

This written declaration was received by the Board prior to its approval of the full year and half year financial statements for the financial year ended 31 December 2025.

For our quarterly Appendix 4C and Business Activity Reports, the MD/CEO and Board are provided with all relevant information from management in order to base their approval for release.

We have a process in place to verify the integrity of any other financial or non-financial corporate reports not reviewed by the external auditor. Any periodic corporate report (such as the annual Directors' Report or similar periodic reports prepared for the benefit of investors), receives the approval of the Board prior to release to the market. This approval is based on a review of all relevant information provided by management. The specific process for each periodic corporate report will vary depending on the particular release but generally involves management analysis, discussion and recommendation, backed up by supporting documentation.

5 Corporate Responsibility

Relevant governance documents:

- **Code of Conduct**
- **Whistleblower Policy**
- **Anti-Bribery and Anti-Corruption Policy**
- **Modern Slavery Statement and Modern Slavery Policy**
- **Privacy Policy**

5.1 Our values

Our vision, purpose and values provides our employees with direction and focus to help them to understand how their role and their team and their function align to our overall business goals.

Our vision is to be a leading ASX-listed Australian-owned and operated Defence and Space company. Working with our customers, EOS has designed, manufactured and exported advanced technology systems for over 40 years. EOS is a world leader in space information and intelligence services, optical, microwave and on-the-move satellite products, optical sensor units and remote weapon systems for land, sea and air environments.

Our Values of Respect, Integrity, Teamwork, Excellence, Safety and Leadership are modelled by all of our employees every day:

EOS Value	Expected Behaviour by Employees
Respect	all EOS employees are expected to treat one another, and to all persons that they come into contact with in their EOS positions, with the highest possible levels of professionalism and respect at all times, no exceptions, irrespective of position held or level of seniority in the company.
Integrity	acting with integrity means doing what is 'right' at all times, irrespective of possible any adverse consequences for employees and/or customers and/or suppliers etc. EOS employees follow company policies and procedures at all times.
Teamwork	we recognise that the success of EOS as an organisation is a direct reflection of how well we work together as a single team, even though each employee holds a unique role within the larger organisation.
Excellence	EOS employees recognise that, in our competitive marketplace in which we do business, doing an 'average' or 'mediocre job' is not good enough; employees set high standards for themselves to achieve in their roles.
Safety	"workplace health and safety" is an absolute top priority for all EOS employees. All employees must follow all applicable EOS workplace health and safety policies and procedures in order to keep themselves, and all other persons in our workplace, 100% safe and healthy at all times.
Leadership	EOS recognises that teams of employees whom are 'well-led' will be more productive in their roles and this will lead to enhanced organisational business results. Strong and effective leadership is critical to EOS' success as an organisation in meeting its customer's needs.

The Company will review these values in 2026 to ensure ongoing relevance and applicability.

5.2 Code of Conduct

The Company has a Code of Conduct (the **Code**) in place which outlines the standard of behaviour expected of the Board, employees and contractors.

Our Code provides general guidance as to the standards of work performance, ethical standards and behaviour required in line with our principles and values.

The purpose of the Code is to set out the values, commitments, ethical standards and policies of the Company and outline the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

Any material breaches of the Code are reported through to the Board.

The Company reviews its Code to ensure ongoing relevance and applicability.

5.3 Whistleblower Policy

We have adopted a Whistleblower Policy, which seeks to protect eligible whistleblowers. It enables reporting of disclosable matters by eligible whistleblowers – which can include employees, contractors, partners, former employees, and other relevant stakeholders.

The policy provides information on how disclosures can be made.

The Board is made aware of any material incidents, including but not limited to reports of disclosable matters, reported under the Whistleblower Policy.

5.4 Anti-bribery and anti-corruption policy

We have adopted an Anti-Bribery and Anti-Corruption Policy, which outlines EOS' zero tolerance for bribery and corruption, including fraud.

Any material breach of any provisions of the anti-bribery and anti-corruption policy, are reported through management to the Board.

5.5 Global Fraud Policy

We have a Global Fraud Policy which has been adopted to protect the assets and reputation of EOS and its related body corporates. It does this by reinforcing the commitment of the Board of directors and their responsibility for, creating an environment that makes active fraud control a responsibility of all, understanding the fraud risks, and monitoring reports on fraud risks as well as legal and management activites.

The Global Fraud Policy has been developed to create consistency across EOS globally.

Any material breach of any provisions of the policy, are reported through management to the Board.

5.6 Modern Slavery Policy

In line with the Australian Modern Slavery Act (2018), we have adopted a Modern Slavery Policy. The Board has principal responsibility for modern slavery reporting under the Act and is required to approve Modern Slavery Statements.

EOS prohibits modern slavery practices in its business and supply chain. We consider the risk of modern slavery occurring within our operations and supply chains is relatively low. EOS has implemented risk controls in its operations, supply chain to assist in mitigating this risk.

The Modern Slavery Statement outlines how we assess and address the risk of modern slavery practices in the operations of the Group.

As part of providing a Modern Slavery Statement and as part of the Modern Slavery Policy, EOS consults with members of the Corporate, Legal, Human Resources, Defence and Space divisions of the Group within Australia. Each of EOS' overseas subsidiaries is also involved in discussions around their current practices and risk of exposure to modern slavery in their operations.

5.7 Privacy

We have published a Privacy Policy, which sets out how we manage personal information in compliance with the Commonwealth and State privacy laws for those in which the Company operates.

We have implemented systems and processes internally to support our commitment to protect personal information, ensure compliance and mitigate risks. Any material breach of any provisions of the policy, are reported through management to the Board.

Our internal privacy complaint management process, which is guided by The Office of the Australian Information Commissioner (OAIC) general guidance for APP entities on establishing appropriate procedures for the handling of privacy complaints was reviewed in line with the Policy.

5.8 Environmental and Social Sustainability Risks (specifically in relation to Recommendation 7.4)

The Group is exposed to a wide range of Environmental, Social and Governance risks. The Group's products and services may be used in ways that impact human rights. The Group is required to comply with export controls in Australia, the United States and other countries.

The Group is subject to the impacts of changes in environmental requirements and compliance obligations and to the impacts of changes in the environment on supply chain availability. The Group's activities, products and services may have an adverse impact on the environment. The Group is exposed to social risks, including evolving community expectations and obligations relating to supply chain ethics, modern slavery, diversity rights and behaviour of Directors and employees. The Group is exposed to governance risks, including those relating to Board governance and diversity and the ability to retain and attract Board Directors with the requisite skills and experience. In addition, Board review and decision making processes may not be effective in ensuring compliance with relevant obligations and the ongoing viability of the Group.

6 Data Security and Data Governance

Relevant governance documents:

- **Data Security and Data Governance Committee Charter**

6.1 Data Security and Data Governance Committee

Our Data Security and Data Governance Committee assists the Board in fulfilling its oversight responsibility with respect to the Company's data security, data governance, cybersecurity and related cultural and technological risks.

The objectives of the Committee are to consider:

- whether the company has in place an appropriate cyber security framework and controls in place to mitigate cyber security risks in alignment with the risk appetite within which the company operates; and
- whether the company has in place an appropriate data governance framework and processes to support informed decision making in the usage, investment and security of data assets.

6.2 Cybersecurity

Our approach to cybersecurity encompasses three critical components: people, processes, and technology. These three components work together to protect EOS's systems, networks, and data from unauthorised access, theft, damage, or other cyber-attacks. We have a designated Cyber security role, and our cyber security program is aligned to the Australian Cyber Security Centre (ACSC) Information Security Manual (ISM) and their "Essential 8" published controls.

To mitigate Cyber risk, we have implemented a range of systems and processes such as:

- Mandatory security awareness programs, targeted awareness sessions, and phishing simulations for all employees;
- Vulnerability scanning, security information, and event monitoring;
- Multi-factor authentication;
- Remote device management;
- Daily backups, and annually tested disaster recovery plans;
- Annual penetration testing;
- Annual review of IT Security policies and standards; and
- Cyber insurance, and the introduction of the Data Security and Data Governance Committee in 2023.

As new threats emerge, and vulnerabilities are discovered, we remain vigilant and committed to ensuring the safety and security of our systems and data, we are continually improving our security profile and processes in response to emerging risks and industry best practices.

7 Engaging with our Shareholders and Investors

Relevant governance documents:

- **Continuous Disclosure and Communication Policy**

7.1 Communications and external disclosure

We have adopted a Continuous Disclosure and Communication Policy, the objectives of which are to:

- ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act; and
- establish internal procedures so that all Group Personnel understand their obligations to ensure:
  - confidential information is protected; and
  - disclosure of price sensitive information to the Disclosure Officer.

The purpose of this policy is to:

- ensure that the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act;
- confirm officers and employees are aware of the Company's continuous disclosure obligations; and
- establish procedures for:
  - the collection of all potentially price-sensitive information;
  - assessing if information must be disclosed to ASX under the ASX Listing Rules or the Corporations Act;
  - releasing to ASX information determined to be price-sensitive information and to require disclosure;
  - dealing with market rumours and speculation;
  - communicating with analysts and investors;
  - establish authorised Company spokespersons; and
  - responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

The overarching principle of this policy is governed by Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of the Company's quoted securities, provided that the information does not fall within the exception to disclosure under the Listing Rules. The Policy provides for the exceptions to Listing Rule 3.1 as outlined in Listing Rule 3.1A.

7.2 Shareholder communications

We are committed to maintaining direct, open, and timely and effective two-way communications with all shareholders. Our policy is that shareholders are informed of all material developments that impact the Company.

We communicate with shareholders via the following means:

- release of half-year and full-year financial statements;
- release of ASX Announcements relating to important strategic and financial initiatives;
- publication of an Annual Report;
- the Annual General Meeting;
- live audiocasts of results briefings; and
- provision of information and resources through the online Investor Centre at https://investorhub.eos-aus.com.

We also invite shareholders to communicate directly with us and provide contact information and a dedicated email address on our Investor Centre. All shareholders have the option to receive communications from, and send communications to, the Company and our Share Registry electronically.

To also facilitate communication our Continuous Disclosure and Communication Policy seeks to promote and maintain the confidence of the Company's shareholders through ongoing timely, balanced and effective communication.

Presentations to analysts or investors are only made using materials which have been previously released to the ASX.

7.3 General Meetings

We encourage shareholders to participate in general meetings and we aim to choose a date, time and venue convenient to shareholders.

Our annual general meeting is typically held in May each year.

Notices of meetings are accompanied by explanatory notes on the items of business and together they seek to clearly explain the nature of the business of the meeting.

If shareholders are unable to attend a general meeting, they are encouraged to vote on the proposed resolutions by appointing a proxy. The proxy from included with a notice of meeting explains how to appoint a proxy. Online proxy and direct voting is also available to shareholders.

Unless specifically stated in a notice of meeting, all shareholders are eligible to vote on all resolutions. EOS's practice is that voting on each proposed resolution is conducted by poll.

Transcripts of the Chair's address, MD/CEO's address and any investor presentation are released to the ASX prior to the commencement of the annual general meeting, and the outcome of voting on resolutions at the meeting is released to the market after the conclusion of the meeting. Both documents are also be posted on the Company website.

All shareholders have the option to receive communications electronically from and send communications to the Company's registry service provider, Computershare.

7.4 Investor engagement program

We have an investor engagement program for engaging with shareholders and the broader investment community.

Key activities in our investor engagement program include:

- the Annual General Meeting;
- the release of our Annual Report;
- regular releases of financial information, including half-year and full-year financial results, quarterly business activity statements, and trading updates as required;
- An open briefing to investors, analysts and the public at the time of the half year and full year financial results by the MD/CEO and CFO/COO;
- media, analyst and major investor meetings with EOS's MD/CEO and CFO/COO following the release of key financial information;
- the provision of investor-related resources on our group website at https:// eos-aus.com including information on the operations of the Group, the Board, management, corporate governance charters and policies, ASX announcements, the share price, dividend distribution, and material ESG matters;
- Engagement with groups of investors at open forums and investment community briefings;
- responding to shareholder queries; and
- engaging with proxy advisor organisations.

7.5 ASX Releases to the Board

In accordance with the announcement sign-off protocol outlined in our Continuous Disclosure and Communication Policy, all announcements to the market in relation to financial disclosure or of a general corporate nature require full Board approval, unless authority has been expressly delegated to a sub-committee of the Board for that specific purpose.

Further, we have a process of ensuring that all material ASX announcements are promptly distributed to directors upon their release to the market. This process is mandated in the Continuous Disclosure and Communication Policy.

8 Securities

Relevant governance document:

- **Securities Trading Policy**

8.1 Securities Trading Policy

We have adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited under the Corporations Act and establish a best practice procedure for the buying and selling of securities that protects our directors, officers, employees and management against the misuse of unpublished information that could materially affect the value of securities.

The Securities Trading Policy sets out restrictions that apply to dealing with securities and defines "prohibited periods", during which Designated Persons, are unable to deal in EOS securities.

In all instances, buying or selling of shares is not permitted at any time by any person who possesses price-sensitive information.

Our Securities Trading Policy provides that Designated Persons must not enter into any transaction that operates to limit the economic risk associated with holding securities in the Company. In addition, Designated Persons are prohibited from engaging in short-term dealing of EOS shares, where 'short-term' is considered six months.

This Corporate Governance Statement was approved by a resolution of the Board on 23 February 2026.

Our Corporate Governance Statement and Key to Disclosures (Appendix 4G) have been lodged with the ASX and are available at https://www.eos-aus.com/about-us/corporate-governance