

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

IDT Australia Limited

ABN/ARBN

66 006 522 970

Financial year ended:

30 June 2025

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website:

<https://en.idtaus.com.au/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 20 August 2025 and has been approved by the board.

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

Date: 20 August 2025

Name of authorised officer
authorising lodgement:

Mark Licciardo

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 <u>in full</u> for the <u>whole</u> 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.	☒ and we have disclosed a copy of our board charter at: https://en.idtaus.com.au/investors/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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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.	☐ and we have disclosed a copy of our diversity policy at: and we have disclosed the information referred to in paragraph (c) at: [insert location] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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) at: https://en.idtaus.com.au/investors/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: See Corporate Governance Statement.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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) at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Annual Report https://en.idtaus.com.au/investors/annual-reports/	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://en.idtaus.com.au/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: [insert location]	☐ 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.	☐ and we have disclosed our board skills matrix at:	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ and, where applicable, the information referred to in paragraph (b) at: n/a and the length of service of each director at: See Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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
2.4	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 OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://en.idtaus.com.au/investors/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.	☒ and we have disclosed our code of conduct at: https://en.idtaus.com.au/investors/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.	☒ and we have disclosed our whistleblower policy at: https://en.idtaus.com.au/investors/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.	☒ and we have disclosed our anti-bribery and corruption policy at: https://en.idtaus.com.au/investors/corporate-governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://en.idtaus.com.au/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☒ 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
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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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 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.	☒ and we have disclosed our continuous disclosure compliance policy at: https://en.idtaus.com.au/investors/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://en.idtaus.com.au/	☐ set out in our Corporate Governance Statement
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 at: https://en.idtaus.com.au/investors/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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒ https://en.idtaus.com.au/investors/corporate-governance/	☐ 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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://en.idtaus.com.au/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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
7.3	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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement
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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ and, if we do, how we manage or intend to manage those risks at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://en.idtaus.com.au/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Annual Report https://en.idtaus.com.au/investors/annual-reports/ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: [insert location]	☐ 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.	☒ and 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 at: Annual Report https://en.idtaus.com.au/investors/annual-reports/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☐ and we have disclosed our policy on this issue or a summary of it at: [insert location]	☒ 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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ N/A and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ N/A and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

IDT AUSTRALIA LIMITED

CORPORATE GOVERNANCE STATEMENT

Current as at 20 August 2025

The Directors and Management of IDT Australia Limited (the 'Company') are committed to maintaining good standards in corporate governance. This statement outlines the approach taken by the Board in managing the affairs of the Company to fulfil its duties to meet the interests of the Company as a whole.

The Australian Securities Exchange Corporate Governance Council defines corporate governance as:

'...the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations. It encompasses the mechanism by which companies, and those in control, are held to account.

Good corporate governance promotes investor confidence, which is crucial to the ability of entities listed on the ASX to compete for capital.'

This statement sets out the corporate governance structure of the Company which is established to ensure the Company is properly and efficiently directed and managed for the benefit of shareholders and other stakeholders. In particular, consideration is given to the ASX Corporate Governance Principles and Recommendations (4th Edition) (the "4th Edition CGC Recommendations") eight central principles of corporate governance.

Corporate Governance Compliance

The Corporate Governance Statement set out below details the Company's current corporate governance principles and practices which the Board considers complies with the 4th Edition CGC Recommendations. The Company's corporate governance framework addresses these principles through its policies as are published in the Corporate Governance section of the Company's website (www.idtaus.com.au), each forming part of the Company's Corporate Governance Statement. All these practices, unless otherwise stated, have been in place for the financial year ended 30 June 2025.

Disclosure of Corporate Governance Practices

Principle	Follows	Disclosure
1. Lay Solid Foundations for Management and Oversight		
1.1 A listed entity should disclose: a) The respective roles and responsibilities of its Board and management; and b) Those matters expressly reserved for the Board and those delegated to management.	Yes	The Board, Audit and Risk and Nomination and Remuneration Committee Charters outline roles and responsibilities of the Board and management and are published in the Corporate Governance section of the Company's website. Company Directors are responsible to security holders for the performance of the Company in both the short term and the longer term, seeking to balance sometimes competing objectives in the best interests of the company as a whole. Their focus is to enhance the interests of security holders and other key stakeholders and to ensure the Company is properly managed. The Company's Board Charter is summarised below: The Board must ensure it and the Company at all times complies with provisions of the Constitution. The Board must at all times act honestly, fairly and diligently in all respects and in accordance with laws applicable to the Company. The main responsibilities of the Board are: • to provide strategic guidance to the Company including contributing to the development of and approving the corporate strategy • to review and approve business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives • appointing the Chair of the Board • appointment and performance assessment of the Chief Executive Officer against annually set key performance indicators • approving the Company's remuneration framework • approving major corporate initiatives • enhancing and protecting the reputation of the organisation • ensuring the Company has an appropriate risk management framework to identify material risks facing the Company and that appropriate and adequate control, monitoring and reporting mechanisms are in place • reporting to security holders • overseeing the integrity of accounting and corporate reporting systems, including external audit • overseeing the process for making timely and balanced disclosure of material information concerning the Company in accordance with continuous disclosure provisions • monitoring effectiveness of the Company's Governance practices

Principle	Follows	Disclosure
		ensuring the Annual General Meeting is attended by the Company's external auditor, who is available to answer questions from security holders which are relevant to the audit. Day to day management of the Company's affairs and implementation of corporate strategy and policy initiatives are formally delegated by the Board to the Chief Executive Officer and Executive team. Details of the IDT Board Charter can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/
1.2 A listed entity should: a) Undertake appropriate checks before appointing a person, or putting forward for security holders a candidate for election, as a director; and b) Provide security holders with all material information in its procession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company's Nomination and Remuneration Committee undertakes appropriate checks on any person who is being considered as a Director. These checks may include good name and character, experience, education, financial history and background. Material information relevant to a decision on whether or not to elect or re-elect a Director is provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	New Directors receive a letter of appointment along with an information pack which outlines the Company's expectations of the Director in relation to their participation, time commitments and compliance with policies and regulatory requirements. Senior executives are required to sign employment agreements or letters of offer which set out the key terms of their employment. New letters are issued where there is a material change in the terms of employment.
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	As outlined in the Board Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters associated with the proper functioning of the Board.

Principle	Follows	Disclosure
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	Pursuant to the Board Charter, the Board undertakes annual self-assessment of its performance in relation to its leadership, structure, functionality, systems, meetings and relationship with management. A performance evaluation of the Board, its Committees and individual directors was undertaken during the reporting period. As part of this review the Board considers the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to the Company. https://en.idtaus.com.au/investors/corporate-governance/
1.7 A listed entity should: a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Chief Executive Officer is responsible for the performance evaluation of all of the Company's senior executives. Performance reviews are undertaken annually and performance is assessed against pre-determined, objectively measurable and agreed KPI's. Objectives were set and performance reviews were conducted with all senior executives during the period of review. https://en.idtaus.com.au/investors/annual-reports/
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.	Yes Yes Yes Yes Yes N/A	The Company has a Nomination and Remuneration Committee to advise the Board on remuneration and incentives policies and practices generally, making specific recommendations on remuneration packages and other terms of employment for executives and Directors. The Nomination and Remuneration Committee comprises of independent Directors. The Chair is Jane Ryan who is an Independent Non-executive Director. Details of the Company's Nomination and Remuneration Committee Charter can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ As at the date of this statement the Nomination and Remuneration Committee comprises: Jane Ryan (Chair of the NRC, Independent Non-executive Director) Mark Simari (Previously Independent Non-Executive Director / Executive Chairman of the Board as of 5 August 2025) Geoff Sam OAM (Independent Non-executive Director) Details regarding these Directors' qualifications and attendance at committee meetings can be found in the Report of Directors in the Annual Report and on the Company's website: https://en.idtaus.com.au/investors/annual-reports/

Principle	Follows	Disclosure									
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	The Nomination and Remuneration Committee is responsible for reviewing membership of the Board regarding present and future needs of the Company and makes recommendations in relation to Board composition and appointments. The Committee conducts an annual review of the independence of Directors, proposes candidates for Board vacancies, oversees the annual performance assessment program and oversees Board succession. During the reporting period, each Director undertook a self-assessment against a mix of skills and experience, and the results were discussed with the rest of the Board. Whilst the Company has not disclosed its board skills matrix, a profile of each Director setting out their skills, experience and expertise is disclosed in the Directors Report of the Company's Annual Report.									
2.3 A listed entity should disclose: a) the names of the directors considered by the board to be independent directors; b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and c) the length of service of each director.	Yes	The Company currently has the following Board members: <table border="1"> <tr> <td>Mr Mark Simari</td><td>Executive Chairman Non-Executive Chairman Non-Executive Director</td><td>Appointed 5 Aug 2025 Appointed 01 Jan 2023 Appointed 10 Oct 2022</td></tr> <tr> <td>Dr Jane Ryan</td><td>Independent Non-executive Director</td><td>Appointed 28 Jan 2022</td></tr> <tr> <td>Mr Geoff Sam OAM</td><td>Independent Non-executive Director</td><td>Appointed 10 Oct 2022</td></tr> </table>	Mr Mark Simari	Executive Chairman Non-Executive Chairman Non-Executive Director	Appointed 5 Aug 2025 Appointed 01 Jan 2023 Appointed 10 Oct 2022	Dr Jane Ryan	Independent Non-executive Director	Appointed 28 Jan 2022	Mr Geoff Sam OAM	Independent Non-executive Director	Appointed 10 Oct 2022
Mr Mark Simari	Executive Chairman Non-Executive Chairman Non-Executive Director	Appointed 5 Aug 2025 Appointed 01 Jan 2023 Appointed 10 Oct 2022									
Dr Jane Ryan	Independent Non-executive Director	Appointed 28 Jan 2022									
Mr Geoff Sam OAM	Independent Non-executive Director	Appointed 10 Oct 2022									
2.4 A majority of the board of a listed entity should be independent directors.	Yes	During FY25, Mr Mark Simari, Dr Jane Ryan and Geoff Sam OAM were all Independent Directors. As of 5 August 2025, Mr Mark Simari was appointed Executive Chairman and is therefore no longer an Independent Director.									
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	During FY25 the Chair of the Board was an Independent Director and did not hold the role of CEO. As of 5 August 2025, Mr Mark Simari was appointed Executive Chairman whilst the Company searches for a replacement CEO following the resignation of Paul McDonald.									
2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company has a program for inducting new Directors. The Nomination and Remuneration Committee oversees, reviews and makes recommendations to the Board in relation to induction, training and development of Directors, to ensure they have access to appropriate learning and development opportunities to develop and maintain the skills and knowledge required to effectively perform in their role as a Director.									

Principle	Follows	Disclosure
3. Instil A Culture of Acting Lawfully, Ethically and Responsibly		
3.1 A listed entity should articulate and disclose its values	Yes	Details of the Company's Values can be found in the Code of Conduct on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/
3.2 A listed entity should: a) have and disclose a code of conduct for its directors, senior executives and employees; and b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The IDT Code of Conduct, Board Charter and the Staff Handbook all speak to the Company's code of conduct. The Staff handbook is provided to all Directors, senior Executives and employees. It outlines the Company's expectations that personnel act with integrity, objectivity and in compliance with relevant legislation at all times. The Code of Conduct and the IDT Staff Handbook provide guidance in specific areas, including: • Mission Statement, including Values and Relationship Statement; • Quality Policy; • Workplace Behaviour, including Equal Opportunity and Open Door Policies; • Occupational Health and Safety; and • Security Trading Policy. These guidelines extend to providing a safe and non-discriminatory workplace, honest and fair dealings with suppliers and customers, acting responsibly towards the environment and working with business partners who demonstrate similar objectives. The Company's Board Charter and Code of Conduct are available on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/
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.	Yes	The Company's Whistleblower Policy is available on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ The Policy contains measures to ensure that that the Board is informed of any material incidents (Disclosable Matters) under the policy.
3.4 A listed entity should: a) have and disclose an anti-bribery and corruption policy; and b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Anti-Bribery and Corruption Policy is available on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ The Policy contains measures to ensure that that the Company's Audit and Risk Committee is informed of any material breaches of the policy.

Principle	Follows	Disclosure
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.	No Yes Yes Yes Yes N/A	As at the date of this statement the Audit and Risk Committee comprises: Geoff Sam OAM (Chair of the ARC, Independent Non-executive Director) Mark Simari (Executive Chairman of the Board as of 5 August 2025) Jane Ryan (Independent Non-executive Director) During FY25, the Committee comprised of all Independent, Non-executive Directors. As of 5 August 2025, Mr Mark Simari was appointed Executive Chairman whilst the Company searches for a replacement CEO following the resignation of Paul McDonald. The Audit and Risk Committee Charter is available on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ Details regarding relevant qualifications and experience of the members of the committee; and the number of times the committee met throughout the period and the individual attendances of the members at those meetings can be found in the Report of Directors in the Annual Report.
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Before it approves the Company's financial statements, the Board receives from the Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records have been properly maintained and the financial statements comply with appropriate accounting standards and <i>Corporations Act 2001</i> provisions to give a true and fair view of the financial position and performance of the Company and that opinion has been formed on the basis of a sound and effectively operating system of risk management of internal control and risk management.

Principle	Follows	Disclosure
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Company's external auditor is invited to, and attends, the Company's Annual General Meeting. The auditor's presence is made known to the security holders during the meeting and security holders are provided with an opportunity to address questions to the auditor.
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.	Yes	The Company has a Continuous Disclosure Policy to ensure compliance with continuous disclosure obligations imposed by the <i>Corporations Act 2001</i> and ASX Listing Rule 3.1. Details of the Company's Continuous Disclosure Policy can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ The Continuous Disclosure Policy sets out the Company's obligations and its policies and procedures to ensure timely and accurate disclosure of price sensitive information to the market.
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company's Continuous Disclosure Policy contains measures to ensure that that the Board receives and approves copies of all material market announcements prior to them being made.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company's Continuous Disclosure Policy contains disclosure procedures which ensure that any new and substantive investor or analyst presentation is released on the ASX Market Announcements Platform ahead of the presentation.
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.	Yes	Information on the Company and its business activities is set out on the Company's website. This information includes the Company's governance policies.
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company recognises the value of providing current and relevant information to shareholders and empowering shareholders through effective communication. Notwithstanding the release of information to the ASX in accordance with the Company's continuous disclosure obligations, the Company encourages two-way communication with investors. The Company's website has a "Get In Touch With IDT" function whereby shareholders may email the Company directly in order to ask questions and receive updates. All of the Company's material announcements contain Company contact information to encourage investors to ask questions or seek clarification if they wish to do so.
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has a Security Holder Communications Policy to ensure a regular and timely release of information about the Company to securities holders. Details of the Company's Security Holder Communications Policy can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/

Principle	Follows	Disclosure
		All security holders receive notification of General Meetings of the Company and all security holders are entitled to vote and ask questions at General Meetings. Security holders who are unable to attend a meeting in person may submit written questions along with their proxy form which will be put to the meeting by the Chairman. Security holders are encouraged to attend and participate in General Meetings.
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All of the Company's resolutions put forward at a meeting of security holders are decided by a poll.
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Shareholders are able to make contact with and receive communications from both the Company and its share registry electronically.
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 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.	Yes Yes Yes Yes N/A	The Company has an Audit and Risk Committee which is responsible for overseeing risk. As at the date of this statement the Audit and Risk Committee comprises: Geoff Sam OAM (Chair of the ARC, Independent Non-executive Director) Jane Ryan (Independent Non-executive Director) Mark Simari (Executive Chairman of the Board as of 5 August 2025) The Audit and Risk Committee Charter is available on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ Details regarding relevant qualifications and experience of the members of the committee; and the number of times the committee met throughout the period and the individual attendances of the members at those meetings composition, meetings and Charter of the Audit and Risk Committee can be found in the Report of Directors in the Annual Report.

7.2 The board or a committee of the board should: a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	Through the Audit and Risk Committee, the Board is responsible for satisfying itself that management has developed and implemented a sound system of risk management, compliance and internal control. The Audit and Risk Committee is also responsible for satisfying itself that the entity is operating with due regard to the risk appetite set by the Board. The Company's Risk Register is presented to each meeting of the Audit and Risk Committee and to the Board on a half yearly basis. More frequent updates are provided where items have been identified which materially impact the risk environment.
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 if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	No	The Company does not have an internal audit function. The Board is of the view that it is unusual for companies the size of IDT to have an internal audit function. As an alternative, it relies on its internal control environment to protect against fraud and error.
7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company's material economic, environmental and social sustainability risks and the management thereof are detailed in the Report of Directors of the Annual Report.
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 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.	Yes Yes Yes Yes Yes N/A	The Company has a Nomination and Remuneration Committee. The Nomination and Remuneration Committee comprises of independent Directors. The Chair is Dr Jane Ryan who is an Independent Non-executive. Details of the Company's Nomination and Remuneration Committee Charter can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/ As at the date of this statement the Nomination and Remuneration Committee comprises: Jane Ryan (Chair of the NRC, Independent Non-executive Director) Mark Simari (Executive Chairman of the Board as of 5 August 2025) Geoff Sam OAM (Independent Non-executive Director) Details regarding these Directors' qualifications and attendance at committee meetings along with the composition and charter of the Nomination and Remuneration Committee can be found in the Report of Directors in the Annual Report.

Principle	Follows	Disclosure
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.	Yes	The Company discloses remuneration of Director and key management personnel in its Annual Report. Non-executive Director remuneration is determined within an aggregate Director fee pool limit, which is periodically referred to shareholders for approval. Executive remuneration is set at levels intended to attract, retain and motivate high quality executives to manage the Company's operations. Short and long term performance incentives may include performance and production bonus payments, shares or options granted at the discretion of the Board and subject to obtaining the relevant approvals. Further detail of the company's remuneration policies and practices is provided in the Annual Report.
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.	No	The Company has not established a policy on this matter. The Company's current Employee Performance Rights Plan only provides for, on the conversion of performance rights, the issue of fully paid ordinary shares in the Company at market value. Directors and Employees are required to comply with the Company's Securities Trading Policy which can be found on the Company's website: https://en.idtaus.com.au/investors/corporate-governance/