



9 Spokes International Limited

Board Skills Matrix

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1 Introduction

- 1.1. 9 Spokes International Limited (NZ Company No. 3538758) ARBN 610 518 075 (**Company**) has prepared a board skills matrix (**Matrix**) to identify the current skills, knowledge, experience and personal attributes of the Company's board (**Board**).
- 1.2. Recommendation 2.2 of the *Corporate Governance Principles and Recommendations* (3rd edition), published by the ASX Corporate Governance Council, recommends that a listed entity have and disclose a board skills matrix setting out the mix of skills and diversity that a board currently has or is looking to achieve in its membership.

2 Principles

- 2.1. As the Company is in a stage of significant and rapid growth, the Board is primarily composed of directors who have the skills, knowledge and experience relevant for the Company's business operations. This in turn provides the Company with an opportunity to leverage the collective acumen of the Board so that it can further develop and grow its business.
- 2.2. The skills which the Board is looking to achieve in its membership can be broadly categorised as follows:
 - 2.2.1. industry skills (skills relevant to the technology-based industries and sectors in which the Company operates);
 - 2.2.2. governance skills (skills relevant to ensuring that the Company operates ethically and consistently with appropriate business practices);
 - 2.2.3. personal attributes and qualities which contribute to the effective operation of the Board; and
 - 2.2.4. geographical spread to represent major markets in which the Company plans or is currently conducting its business.

3 Matrix

- 3.1. The below table sets out the mix of skills, knowledge, experience and personal attributes that the current 4-member Board considers are necessary or desirable and the extent to which they are currently represented on the Board:

Skill Area	Description	Board Compliance
Global Experience	Senior management experience in an organisation operating at multiple locations and in different business environments	The Directors collectively have appropriate senior management experience across our existing markets and territories
Governance	Experience with organisations that are subject to similar corporate governance requirements and which embody the highest levels of good business practices	At least two Directors have worked extensively in organisations with at least similar corporate governance requirements.

Skill Area	Description	Board Compliance
Executive Leadership	Success in business at a senior executive level	All the Directors have held positions at senior executive level.
Financial Acumen	Experience in financial accounting and reporting and corporate finance	Three directors have had accounting experience or have previously sat on Boards required to regularly review and approve accounts.
Risk and Compliance Oversight	Experience in identifying key risks to which the Company is exposed, including monitoring an organisation's compliance with its regulatory obligations	Two Directors have specific experience and focus on risk, compliance and regulatory obligations.
Relevant Industry Experience	Commercial experience in the industries in which the Company operates	All Directors have commercial experience that applies to the industries in which we work. One Director has extensive banking experience.

3.2. The following table sets out the mix of skills, knowledge, experience and personal attributes that the Board considers are a necessary or desirable skillset for a fifth director to replace Mark Estall:

	Essential	Desirable	Not essential
Leadership and Governance			
Strategy	x		
Innovation and Entrepreneurship	x		
CEO Level Experience		x	
Other NED Experience		x	
Corporate Governance		x	
Business Experience			
M&A and Capital markets Experience		x	
International Business Experience	x		
Working in Financial Services		x	

App Development	x		
SME Services and requirements	x		
Business Development / Access to Networks		x	
Financial and Risk			
Accounting and Finance			x
Audit, Risk and Compliance		x	
Technology			
Software Development	x		
Cloud Services	x		
HR / Remuneration			x
Geographic Experience			
North America	x		
UK & Europe		x	
Asia		x	
Australia		x	
New Zealand		x	

3.3. The Company notes that currently 33% of the Board's non-executive membership is female.