

CORPORATE GOVERNANCE STATEMENT

The Directors and management of Johns Lyng Group Limited ACN 620 466 248 (**JLG** or the **Company**) and its controlled entities (the **Group**) are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared this statement which sets out its corporate governance practices that were in operation throughout the financial year ended 30 June 2023. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 30 June 2023 and has been approved by the Board of the Company.

The Company's corporate governance policies, charters and policies are all available on the Company's website www.johnslyng.com.au (**Website**).

| ASX RECOMMENDATION | STATUS | REFERENCE / COMMENT |
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| <p>Principle 1 – Lay solid foundations for management and oversight</p> <p><i>A listed entity should clearly delineate the respective roles and responsibilities of its Board and management and regularly review their performance.</i></p> | | |
| <p>1.1 A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters express reserved to the board and those delegated to management.</p> | <p>Complying</p> | <p>The Board has adopted a charter (Board Charter) which sets out the role of the Board and its relationship with management. The Board Charter clearly articulates the division of responsibilities between the Board and management by setting out functions reserved for the Board and those delegated to management, in order to manage expectations and avoid ambiguity in respect of their respective roles and accountabilities.</p> <p>The primary role of the Board is the protection and enhancement of long-term shareholder value, and its responsibilities include the overall direction of the Group, establishing goals for management and monitoring the achievement of these goals. The Board is also responsible for the overall corporate governance of the Company.</p> <p>The Board Charter sets out the role and responsibility of the Chairman and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company.</p> <p>The Board has delegated to the Managing Director and Chief Executive Officer (MD & CEO) the authority and power to manage the Company as specified by the Board from time to time. The MD & CEO may sub-delegate aspects of his authority and power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the performance of the Company's business units.</p> <p>The Board will review the Board Charter annually or as often as it considers necessary, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to address the needs of the Group.</p> <p>A copy of the Board Charter is available on the Company website.</p> |
| <p>1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material</p> | <p>Complying</p> | <p>The Board has established and maintained a Nomination & Remuneration Committee. The Nomination & Remuneration Committee's functions and powers are formalised in a Nomination & Remuneration Committee Charter, a copy of which is available on the Company website.</p> <p>The nomination-related function of the Nomination & Remuneration Committee is to, where required:</p> <ul style="list-style-type: none"> • identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in |

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| | <p>information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | | <p>order for the Board to perform its functions effectively and to maintain the necessary mix of expertise on the Board;</p> <ul style="list-style-type: none"> • undertake appropriate checks on a candidate, including as to character, experience, education, criminal records and bankruptcy history, and seek from the candidates details of their other commitments and confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a Director; and • subject to the results of such checks and confirmations, make recommendations to the Board on their appointment. <p>Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks.</p> <p>The Company will provide information to shareholders about candidates seeking election or re-election at a general meeting as Directors, to enable them to make an informed decision on whether or not to elect or re-elect the candidate, including their relevant qualifications and experience and the skills they bring to the Board; details of any other material Directorships currently held by the candidate; the Board's view on whether the Director is considered to be independent; and a recommendation by the Board in respect of the election or re-election of the candidate and a summary of the reasons.</p> <p>The Company will provide information to shareholders about Directors seeking re-election at a general meeting as Directors, to enable them to make an informed decision on whether or not to re-elect the Director, including the term of office already served by the Director.</p> <p>The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material adverse information revealed by any checks the Nomination & Remuneration Committee has performed on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company as a whole rather than any individual security holder or any other party.</p> |
| 1.3 | <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | <p>Complying</p> | <p>All Directors of the Company and senior executives of the Company have entered into written agreements with the Company.</p> <p>Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations to notify the Company of any interests or matter which could affect the Director's independence, obligation to maintain on-going confidentiality, on-going access rights to corporate information, indemnity and insurance arrangements, remuneration, expected time commitments (and the requirement to obtain the Company's approval before accepting any new position that could impact on the time commitment of the Director or give rise to a conflict of interest) and notification of the Company's policies (and the requirement to comply with the Company's key corporate policies).</p> <p>Similarly, senior executives have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.</p> |

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| 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. | <p>Complying</p> <p>The Company Secretary is responsible for the day-to-day operations of the Board, including the administration of Board and Committee meetings, overseeing the Company's relationship with its share registrar and lodgements with the ASX and other regulators.</p> <p>The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with the Company's Market Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures and coordinating the completion and dispatch of Board agendas and briefing papers.</p> <p>The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary. The decision to appoint or remove the Company Secretary is made or approved by the Board.</p> |
| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <ol style="list-style-type: none"> 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: <ol style="list-style-type: none"> 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 | <p>Part - Complying</p> <p>The Company is committed to the principles of employing people with a broad range of experiences, skills and views. The Board and all senior executives, managers and employees are responsible for promoting workforce diversity. The Company has adopted a Diversity Policy which can be viewed on the Website. The Diversity Policy requires the commitment of the Group to promote the specific objective of diversity and seeks to ensure, to the extent that is practicable and appropriate, that the Company's Director appointment and employee recruitment processes are undertaken with reference to the objectives of the Diversity Policy.</p> <p>The Company has not set a formal measurable objective for achieving gender diversity because the Board is of the opinion that it has sufficient intrinsic motivations to achieve, assess and maintain gender diversity as articulated on the Company's Diversity Policy. The Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>The Board is charged with the responsibility of undertaking an annual review to:</p> <ul style="list-style-type: none"> • assess its policies and procedures by reference to its diversity objectives; • determine whether its diversity policies and procedures are and are likely to continue to be appropriate; and • ensure that the Company, and its policies and procedures, comply with all applicable legal requirements in respect of diversity and that such policies and procedures remain relevant and effective. <p>As at 30 June 2023, the Company has:</p> <ul style="list-style-type: none"> • a total of 2,348 employees (including Bright & Duggan and Reconstruction Experts), 824 of whom are female; • a total of 28 employees who are senior executives, three of whom are female; and • a total of eight Directors, one of whom are female. <p>The Company has defined 'senior executive' as persons who are in charge of a principal business unit or function.</p> |

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| | <p>Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>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.</p> | | |
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p> | Complying | <p>The Directors undertake a periodic review of the performance and effectiveness of the Board, committees of the Board (Committees), and individual Directors.</p> <p>As part of the review, each Director completes a questionnaire relating to the Board's and each Committee's role, composition, procedures, practices and behaviour. The questionnaires are confidential. The Chairman leads a discussion of the questionnaire results with the</p> <p>Board as a whole and provides feedback to individual Directors, as necessary.</p> <p>A performance evaluation of the Board and the Committees was undertaken in the reporting period.</p> |
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p> | Complying | <p>The Company's Nomination & Remuneration Committee, together with the Company's MD & CEO, evaluate the performance of the Group's senior executives annually.</p> <p>The Nomination & Remuneration Committee also review the MD & CEO's performance annually.</p> <p>Performance evaluations of the Group's senior executives and the MD & CEO have taken place during the reporting period.</p> |

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| <p>Principle 2 – Structure the board to be effective and add value</p> <p><i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.</i></p> | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 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 <p>(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.</p> | <p>Complying</p> <p>The Board has established and maintained a Nomination & Remuneration Committee, comprising three members being Curt Mudd, Robert Kelly and Peter Nash.</p> <p>The Nomination & Remuneration Committee's functions and powers are formalized in the Nomination & Remuneration Committee Charter, a copy of which is available on the Website.</p> <p>All members of the Nomination & Remuneration Committee are independent Non-Executive Directors.</p> <p>The Chair of the Nomination & Remuneration Committee, Curt Mudd, is considered independent. The Board is of the view that Mr. Mudd has the skills and experience suitable for the position and that he contributes to the Nomination & Remuneration Committee with unbiased judgement.</p> <p>The nomination-related function of the Nomination & Remuneration Committee is, in summary, to review and make recommendations in relation to the composition, professional development and performance evaluation of the Board and the Committees and to ensure that adequate succession plans are in place (including for the recruitment and election and re-election of Directors and appointment of senior executives).</p> <p>The number of times that the Nomination & Remuneration Committee met during the financial year and the individual attendances of the members at those meetings are disclosed in the Company's 2023 Annual Report.</p> |
| 2.2 | <p>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.</p> | <p>Complying</p> <p>The Board aims to be comprised of Directors who have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to the Company's businesses and the Board's responsibilities. This objective is enumerated in the Board Charter.</p> <p>The Board regularly evaluates the mix of skills, experience and diversity at the Board level, and has developed and adopted a Board skills matrix that has been tailored to the circumstance and requirements of the Company. It is intended that the skills matrix will be reviewed at least annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities.</p> <p>The objectives of the skills matrix adopted by the Board are to:</p> <ul style="list-style-type: none"> • Identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfil its role and in light of the Company's |

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| | | <p>strategic direction;</p> <ul style="list-style-type: none"> • Ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent Directors with an opportunity to reflect upon and discuss the current composition of the Board; and • Identify any gaps in skills or competencies that can be addressed in future Director appointments. <p>The following key skills set out below are those the Board considered to be desired of the Directors of the Company:</p> <table border="1"> <thead> <tr> <th data-bbox="740 566 1444 600">SKILLS AND EXPERIENCE</th> </tr> </thead> <tbody> <tr> <td data-bbox="740 600 1444 633">Executive leadership and Board experience</td> </tr> <tr> <td data-bbox="740 633 1444 674">Senior executive experience</td> </tr> <tr> <td data-bbox="740 674 1444 707">Experience as board member of a listed company</td> </tr> <tr> <td data-bbox="740 707 1444 741">Financial literacy</td> </tr> <tr> <td data-bbox="740 741 1444 808">Qualifications or experience in financial accounting and reporting, corporate finance, risk and internal controls</td> </tr> <tr> <td data-bbox="740 808 1444 842">Experience in relation to cost and freight (CFR)</td> </tr> <tr> <td data-bbox="740 842 1444 875">Legal, governance and compliance</td> </tr> <tr> <td data-bbox="740 875 1444 943">Qualifications or experience with relevant legal matters, governance structures, standards and compliance requirements</td> </tr> <tr> <td data-bbox="740 943 1444 976">Experience in negotiating and executing complex agreements</td> </tr> <tr> <td data-bbox="740 976 1444 1010">Strategy</td> </tr> <tr> <td data-bbox="740 1010 1444 1077">Experience in developing, implementing and challenging a plan of action to achieve the Company's long-term objectives</td> </tr> <tr> <td data-bbox="740 1077 1444 1144">Experience and ability to make good judgments and timely decisions in understanding and dealing with a business situation</td> </tr> <tr> <td data-bbox="740 1144 1444 1178">Health, safety, environment and sustainability</td> </tr> <tr> <td data-bbox="740 1178 1444 1245">Experience related to occupational health and safety environment</td> </tr> <tr> <td data-bbox="740 1245 1444 1279">Experience related to environmental matters</td> </tr> <tr> <td data-bbox="740 1279 1444 1346">Experience related to social responsibility or sustainability initiatives</td> </tr> <tr> <td data-bbox="740 1346 1444 1379">Capital management</td> </tr> <tr> <td data-bbox="740 1379 1444 1447">Experience in capital management strategies, including capital partnerships, debt financing, banking and capital raisings</td> </tr> <tr> <td data-bbox="740 1447 1444 1480">Information Technology</td> </tr> <tr> <td data-bbox="740 1480 1444 1547">Experience in the application of technology to process information and data in the context of a business enterprise</td> </tr> <tr> <td data-bbox="740 1547 1444 1581">Industry</td> </tr> <tr> <td data-bbox="740 1581 1444 1615">Experience in construction</td> </tr> <tr> <td data-bbox="740 1615 1444 1648">Experience in insurance</td> </tr> <tr> <td data-bbox="740 1648 1444 1682">Experience in logistics</td> </tr> <tr> <td data-bbox="740 1682 1444 1715">Intellectual Property (IP)</td> </tr> <tr> <td data-bbox="740 1715 1444 1783">Experience related to management of IP including protection and development</td> </tr> <tr> <td data-bbox="740 1783 1444 1816">Remuneration & Succession Planning</td> </tr> <tr> <td data-bbox="740 1816 1444 1883">Experience related to succession planning and the remuneration of personnel</td> </tr> <tr> <td data-bbox="740 1883 1444 1917">Risk Management</td> </tr> <tr> <td data-bbox="740 1917 1444 1984">Experience in identifying, assessing and measuring risks and mitigation strategies that could potentially affect the Company's business operations.</td> </tr> <tr> <td data-bbox="740 1984 1444 2018">Experience in foreign exchange</td> </tr> </tbody> </table> | SKILLS AND EXPERIENCE | Executive leadership and Board experience | Senior executive experience | Experience as board member of a listed company | Financial literacy | Qualifications or experience in financial accounting and reporting, corporate finance, risk and internal controls | Experience in relation to cost and freight (CFR) | Legal, governance and compliance | Qualifications or experience with relevant legal matters, governance structures, standards and compliance requirements | Experience in negotiating and executing complex agreements | Strategy | Experience in developing, implementing and challenging a plan of action to achieve the Company's long-term objectives | Experience and ability to make good judgments and timely decisions in understanding and dealing with a business situation | Health, safety, environment and sustainability | Experience related to occupational health and safety environment | Experience related to environmental matters | Experience related to social responsibility or sustainability initiatives | Capital management | Experience in capital management strategies, including capital partnerships, debt financing, banking and capital raisings | Information Technology | Experience in the application of technology to process information and data in the context of a business enterprise | Industry | Experience in construction | Experience in insurance | Experience in logistics | Intellectual Property (IP) | Experience related to management of IP including protection and development | Remuneration & Succession Planning | Experience related to succession planning and the remuneration of personnel | Risk Management | Experience in identifying, assessing and measuring risks and mitigation strategies that could potentially affect the Company's business operations. | Experience in foreign exchange |
| SKILLS AND EXPERIENCE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Executive leadership and Board experience | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Senior executive experience | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience as board member of a listed company | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Financial literacy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Qualifications or experience in financial accounting and reporting, corporate finance, risk and internal controls | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in relation to cost and freight (CFR) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Legal, governance and compliance | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Qualifications or experience with relevant legal matters, governance structures, standards and compliance requirements | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in negotiating and executing complex agreements | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Strategy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in developing, implementing and challenging a plan of action to achieve the Company's long-term objectives | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience and ability to make good judgments and timely decisions in understanding and dealing with a business situation | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Health, safety, environment and sustainability | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience related to occupational health and safety environment | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience related to environmental matters | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience related to social responsibility or sustainability initiatives | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Capital management | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in capital management strategies, including capital partnerships, debt financing, banking and capital raisings | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Information Technology | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in the application of technology to process information and data in the context of a business enterprise | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Industry | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in construction | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in insurance | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in logistics | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Intellectual Property (IP) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience related to management of IP including protection and development | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Remuneration & Succession Planning | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience related to succession planning and the remuneration of personnel | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Risk Management | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in identifying, assessing and measuring risks and mitigation strategies that could potentially affect the Company's business operations. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Experience in foreign exchange | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | | <p>Marketing</p> <p>Experience in sales and marketing</p> <p>People and Culture</p> <p>Experience in human resources</p> <p>Experience in community relations</p> |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p> | <p>Complying</p> <p>The Board is currently comprised of Peter Nash, Scott Didier, Adrian Gleeson, Nicholas Carnell, Peter Dixon, Curt Mudd, Larisa Moran and Robert Kelly.</p> <p>The Board has considered the circumstances of each Director and determined that Peter Nash, Larisa Moran, Peter Dixon, Curt Mudd and Robert Kelly are Independent Directors, on the basis that they are free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement.</p> <p>The Board considers Curt Mudd to be an independent Director, based on his ability to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole and rather than any individual security holder or any other party. It is noted that in coming to this assessment Directors considered Curt Mudd's past employment with the Company which ended in December 2018 and his length of service on the Board.</p> <p>The Board has determined that Scott Didier, Nicholas Carnell and Adrian Gleeson are not independent, on the basis that they hold executive roles within the Company.</p> <p>In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations.</p> <p>The Board, with the guidance of the Nomination & Remuneration Committee, will continually assess whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole and rather than any individual security holder or any other party. The Corporations Act and monthly Board meeting processes require Directors to inform the Board of any interest they have that has the potential to conflict with the interests of the Group, including any development that may impact their perceived or actual independence. If the Board determines that a Director's status as an Independent Director has changed, that determination will be disclosed and explained in a timely manner to the market.</p> <p>The length of service of each Director is set out in the Company's 2023 Annual Report.</p> |
| 2.4 | <p>A majority of the board of a listed entity should be independent directors.</p> | <p>Complying</p> <p>The Board consists of eight Directors, five of whom are independent (being Peter Nash, Peter Dixon, Larisa Moran, Robert Kelly and Curt Mudd). The Board is of the view that the mix of Directors is appropriate and provides the Board with diverse business knowledge and experience required for the Board to function effectively.</p> |
| 2.5 | <p>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</p> | <p>Complying</p> <p>Peter Nash is the Non-Executive Chairman of the Board and is considered by the Board to be an Independent Director.</p> <p>The positions of Chairman and MD & CEO are held by separate persons; namely Peter Nash and Scott Didier, respectively.</p> |

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| | the entity. | | |
| 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. | Complying | <p>The Nomination & Remuneration Committee is tasked with ensuring that an effective induction process is in place for newly appointed Directors, and the review of that process. The Nomination & Remuneration Committee is also responsible for ensuring that Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to effectively perform their role as a Director.</p> <p>As Directors join the Board, they undertake an induction program, which includes the provision of information on the Company's core values, key strategies, objectives, as well as its governance framework and operations. New Directors also meet with key senior executives to gain a better appreciation of the Group's services and capabilities.</p> <p>The Board receives ongoing governance updates as required. All Directors have ongoing access to information on the Company's operations and to the Group's senior executives. Each Director, at any time, is able to seek reasonable independent professional advice on any business-related matter at the expense of the Company. Directors also have access to adequate internal resources to seek any information from any officer or employee of the Group, or to require the attendance of management at meetings to enable them as Directors to fulfil their duties.</p> |
| <p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organization of acting lawfully, ethically and responsibly.</i></p> | | | |
| 3.1 | A listed entity should articulate and disclose its values. | Complying | The Company's has four core values, namely respect, integrity courtesy and honesty. The values are articulated and disclosed on the Company website. |
| 3.2 | <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p> | Complying | <p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct for Directors and senior executives and relevant employees (Code of Conduct), a copy of which is available on the Website, and which sets out the way in which the Company seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on the Company in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for Directors, senior executives and relevant employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct.</p> <p>Responsibilities of the Company's personnel under the Code of Conduct include protection of Company's business, using its resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.</p> <p>The Board is informed of any material incidents reported under the Code of Conduct.</p> |
| 3.3 | <p>A listed entity should:</p> <p>(a) have and disclose a whistle-blower policy; and</p> <p>(b) ensure that the board or a committee of the board is</p> | Complying | The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Safe to Speak (Whistle-blower) Policy for Directors, senior executives and its employees, a copy of which is available on the Website. The policy which sets out the way in which the Company is committed to transparency and building an |

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| | informed of any material incidents reported under that policy. | <p>environment in which people feels free to raise legitimate issues relating to misconduct or any improper state of affairs or circumstances that many affect Company's operations.</p> <p>The Board is informed of any material incidents reported under the Safe to Speak Policy.</p> |
| 3.4 | <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p> | <p>Complying</p> <p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Fraud and Corruption Policy for Directors, senior executives and employees, a copy of which is available on the Website, and which sets out the way in which the Company requires all officers and employees to act honestly and acting only in ways that reflect well on the Company.</p> <p>The Company is committed to ensuring that its revenue, expenditure and assets are not derived or lost through fraud, corruption or any other illegal means.</p> <p>Any fraud or corruption committed against the Company or by its personnel or agent is a major concern and as a consequence, all cases will be thoroughly investigated and appropriate disciplinary action will be taken against any officer, employee or contractor who is found guilty of corrupt or fraudulent conduct.</p> <p>The Company's Code of Conduct is also important in preventing fraud and corruption and it specially requires officers and employees to comply with the Fraud and Corruption Policy. The Board is informed of any material breaches of either the Code of Conduct or the Fraud and Corruption Policy.</p> |
| <p>Principle 4 – Safeguard the integrity of corporate reports</p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p> | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> 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, <p>and disclose:</p> <ol style="list-style-type: none"> 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 | <p>Complying</p> <p>The Board has established and maintained an Audit Committee, comprising three members: Larisa Moran, Peter Dixon and Curt Mudd.</p> <p>All the Members of the Audit Committee are Non-Executive Directors and the majority are Independent Non-Executive Directors.</p> <p>The Chair of the Audit Committee, Larisa Moran, is an Independent Director and not the Chair of the Board.</p> <p>The audit-related role of the Audit Committee is to oversee the Company's financial reporting and its internal and external audit functions.</p> <p>This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence.</p> <p>The Audit Committee's functions and powers are formalised in the Audit Committee Charter, a copy of which is available on the Website.</p> <p>The Chair of the Audit Committee may invite other Directors, senior executives and representatives of the external auditor to be present at meetings of the committee and seek advice from external advisers. The Audit Committee regularly reports to the Board about its activities, issues and related recommendations.</p> <p>The number of times that the Audit Committee met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of</p> |

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| | <p>throughout the period and the individual attendances of the members at those meetings; or</p> <p>(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.</p> | <p>the Audit Committee members are disclosed in the Company's 2023 Annual Report.</p> |
| | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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.</p> | <p>Complying</p> <p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>The Board, with the guidance of the Audit Committee, reviews the Group's half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the MD & CEO and the CFO that the Group's financial records have been maintained in accordance with the Corporations Act and the financial reports represent a true and fair view, in all material respects, of the Group's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>The Board does and will continue to seek these assurances prior to approving the annual financial statements for all half year and full year results.</p> |
| 4.3 | <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> | <p>Complying</p> <p>As part of the Company's risk management and internal control process, periodic corporate reports are vetted and authorised by the senior executives and, if appropriately, by the Board prior to their release to the market.</p> |
| <p>Principle 5 – Make timely and balanced disclosure</p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p> | | |
| 5.1 | <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p> | <p>Complying</p> <p>The Board has adopted a Market Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.</p> <p>The Company Secretary who is responsible for interpreting the</p> |

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| | | <p>Market Disclosure Policy and where necessary informing the Board. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided to the same extent to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior executives to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner which allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Market Disclosure Policy is available on the Website.</p> |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <p>Complying</p> <p>The Board receives copies of all material market announcements promptly after they have been made.</p> |
| 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. | <p>Complying</p> <p>In line with the Company's Market Disclosure Policy, a copy of the presentation materials for any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation.</p> |
| <p>Principle 6 – Respect the rights of security holders</p> <p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p> | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <p>Complying</p> <p>The 'Investors' section of the Website is the primary medium of providing information to all shareholders and other stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The 'Investors' section of the Website contains information relevant to shareholders and other stakeholders including:</p> <ul style="list-style-type: none"> • all relevant announcements made to the market, including annual and half year reports; • all corporate governance policies and charters adopted by the Board; • information provided to analysts or media during briefings; and • the full text of notices of meeting and explanatory material. |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <p>Complying</p> <p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and other stakeholders, and has adopted a Shareholders Communications Policy to define and support this commitment. A copy of the Shareholders Communications Policy is available on the Website.</p> <p>The Shareholders Communications Policy sets out the Company's investor relations approach, namely to communicate with its shareholders and investors by posting information on the Website, and to encourage attendance and participation of shareholders at general meetings.</p> <p>In particular, the Board intends to inform its shareholders of all</p> |

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| | | <p>major developments affecting the Company's state of affairs as follows:</p> <ul style="list-style-type: none"> • The annual report will be distributed to all shareholders, including relevant information about the operations of the Company during the year and changes in the state of affairs. • The half-yearly report to the ASX contains summarised financial information and a review of the operations of the Company during the period. • All major announcements are lodged with the ASX and posted on the Company's website. • Proposed major changes in the Company which may impact on share ownership rights are submitted to a vote of shareholders. • The Board will encourage full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Group's strategy and goals. • The Company's auditor will attend the Annual General Meeting. |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <p>Complying</p> <p>Shareholders will be encouraged to attend the Company's general meetings and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's Annual General Meeting in particular is an opportunity for shareholders to receive updates from the MD & CEO and Chairman on Group performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and the preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, if they are unable to do so they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p> |
| 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. | <p>Complying</p> <p>All substantive resolutions at a meeting of security holders are decided by a poll.</p> |
| 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. | <p>Complying</p> <p>Investors are able to communicate with the Company electronically by emailing the Company Secretary.</p> <p>Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.</p> <p>The Company encourages its shareholders to receive company information electronically by registering their email addresses online with the Company's share registry.</p> |

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| <p>Principle 7 – Recognise and manage risk</p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p> | | |
| <p>7.1</p> | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 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 <p>(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.</p> | <p>Complying</p> <p>The Board has established and maintained a Risk & Compliance Committee comprising three members: Larisa Moran, Peter Dixon and Peter Nash.</p> <p>All members of the Risk & Compliance Committee are Independent Non-Executive Directors and the Chair of the Risk & Compliance Committee, Peter Dixon is an Independent Non-Executive Director.</p> <p>The risk-related role of the Risk & Compliance Committee is to oversee the Company's internal control structure and risk management systems, to provide advice to the Board and to report on the status and management of the risks to the Company. The purpose of the Risk & Compliance Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.</p> <p>The Risk & Compliance Committee's functions and powers are formalised in the Risk and Compliance Charter, a copy of which is available on the Website.</p> <p>The number of times that the Risk & Compliance Committee met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the Risk & Compliance Committee members are disclosed in the Company's Annual Report.</p> |
| <p>7.2</p> | <p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p>Complying</p> <p>The Group operates various policies and procedures to identify, assess, and manage business and operational risks. Responsibility for risk management is shared across the organisation. The Board is responsible for overseeing the establishment of and approving risk management strategy, policies, procedures and systems of the Company. The Company management is responsible for establishing the Company's risk management framework.</p> <p>The Board has delegated to the Risk & Compliance Committee responsibility for reviewing and monitoring the Company's risk management framework to provide assurance that major business risks are identified, consistently assessed, and appropriately addressed.</p> <p>In addition, the Risk & Compliance Committee is required, under it's Charter, to undertake a review of the Company's risk management framework with management. A review of the risk</p> |

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| | | management framework and risk register was undertaken during the reporting period. |
| 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. | Complying As set out in the Audit Committee Charter, the Audit Committee ensures that the Company has appropriate internal, systems and controls in place, and is responsible for overseeing the effectiveness of these internal controls. The Company's external auditors are also entrusted with the task of providing recommendations to the Board where internal control weaknesses have been identified. The Risk & Compliance Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as for generally overseeing reviews and improvements to risk management and internal control processes. |
| 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. | Complying The Group's operations are not subject to any significant environmental regulations under the Commonwealth or State legislation. Whilst the Company has exposure to elements of risks relevant to the industry in which the Company operates, the Company does not consider, given the nature of its business, that it has any specific extraordinary exposure to environmental and social risks. The material business risk are describe in the directors' report, within the 2023 Annual Report |
| <p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's value and risk appetite.</i></p> | | |
| 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 | Complying The Board has established and maintained a Nomination & Remuneration Committee, comprising three members: Curt Mudd, Robert Kelly and Peter Nash. The Nomination & Remuneration Committee's functions and powers are formalised in the Nomination & Remuneration Committee Charter, a copy of which is available on the Website. All members of the Nomination & Remuneration Committee are Independent Non-Executive Directors. The Chair of the Nomination & Remuneration Committee, Curt Mudd, is considered independent. The remuneration-related function of the Nomination & Remuneration Committee is to review and make recommendations to the Board on remuneration packages and practices applicable to the MD & CEO, senior executives and Directors themselves. This role also includes responsibility for share option schemes, incentive performance packages and retirement and termination entitlements. Remuneration levels are competitively set to attract the most qualified and experienced Directors and senior executives. The Nomination & Remuneration Committee may obtain independent advice on the appropriateness of remuneration packages. The Nomination & Remuneration Committee meets quarterly. |

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| | <p>of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(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.</p> | <p>Following each meeting, the Nomination & Remuneration Committee reports to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Nomination & Remuneration Committee that requires Board approval.</p> <p>The number of times that the Nomination & Remuneration Committee met throughout the financial year and the individual attendances of the members at those meetings are disclosed in the Company's 2023 Annual Report.</p> |
| 8.2 | <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p> | <p>Complying</p> <p>Details of Directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2023 Annual Report.</p> <p>The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report section of the Company's 2023 Annual Report.</p> |
| | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p> | <p>Complying</p> <p>The Company has adopted an Employee and Executive Incentive Plan (Plan) to encourage executives and employees to have a greater involvement in the achievement of the Group's objectives and to attract and retain employees essential for continued growth and development of the Group.</p> <p>The Plan is designed to align the interests of eligible employees more closely with the interests of the Company and shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company through the granting of options and performance rights, deferred share awards or exempt share awards which may be subject to vesting conditions set by the Board.</p> <p>A summary of the Plan was provided in the Company's Prospectus dated 2 October 2017, which was lodged with the ASX on 24 October 2017. Participants in the Plan are not permitted to hedge or otherwise limit the economic risk of participating in the Plan.</p> <p>In addition, the Company has adopted a Securities Trading Policy which prohibits Directors, senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of the Company securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving the Company's securities.</p> <p>A copy of the Company's Securities Trading Policy is available on the Website.</p> |