



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> Refer to the Company's corporate governance statement (Annual Report 2020, page 15, Recommendation 1.1 under the heading 'Principle 1 Lay solid foundations for management and oversight').  A copy of the Company's board charter is also contained on the Company's website: <a href="http://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">http://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
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.	<input checked="" type="checkbox"/> Refer to the Company's corporate governance statement (Annual Report 2020, page 15, Recommendation 1.2 under the heading 'Principle 1 Lay solid foundations for management and oversight').	-
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> Refer to the Company's corporate governance statement (Annual Report 2020, page 15, Recommendation 1.3 under the heading 'Principle 1 Lay solid foundations for management and oversight').	-
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.	<input checked="" type="checkbox"/> Refer to the Company's corporate governance statement (Annual Report 2020, page 15, Recommendation 1.4 under the heading 'Principle 1 Lay solid foundations for management and oversight').	-

<sup>4</sup> 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/").

<sup>5</sup> 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<p>1.5 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> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>If the entity was in the S&amp;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>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and if we were included in the S&amp;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.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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>	<p><input checked="" type="checkbox"/> The Company has disclosed the evaluation process referred to in paragraphs (a) in its corporate governance statement (refer to the Company's Annual Report 2020, page 17, Recommendation 1.6 under the heading 'Principle 1 Lay solid foundations for management and oversight').</p> <p>The Company has disclosed in its corporate governance statement that a performance evaluation was undertaken in accordance with that process during the reporting period (refer to the Company's Annual Report 2020, page 17, Recommendation 1.6 under the heading 'Principle 1 Lay solid foundations for management and oversight').</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>	<p><input checked="" type="checkbox"/> In our corporate governance statement (refer to the Company's Annual Report 2020, page 17, Recommendation 1.7 under the heading 'Principle 1 Lay solid foundations for management and oversight').</p> <p>The Company has disclosed the evaluation process referred to in paragraph (a) in its Remuneration Report (refer to the Company's Annual Report 2020, pages 35 – 37).</p> <p>The Company has disclosed that a performance evaluation was undertaken for the reporting period in accordance with that process in its corporate governance statement (refer to the Company's Annual Report 2020, page 17, Recommendation 1.7 under the heading 'Principle 1 Lay solid foundations for management and oversight').</p>	-

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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><input checked="" type="checkbox"/></p> <p>The Company complies with paragraph (a). The Company has disclosed details of the Committee in its corporate governance statement (refer to the Company's Annual Report 2020, page 18, Recommendation 2.1 under the heading 'Principle 2 Structure of the Board to add value').</p> <p>The Company has disclosed a copy of the Nomination Committee charter at: <a href="http://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">http://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a></p> <p>The information referred to in paragraphs (4) and (5) is disclosed within the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 18, Recommendation 2.1 under the heading 'Principle 2 Structure of the Board to add value').</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><input type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement.
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><input checked="" type="checkbox"/></p> <p>The names of the directors considered by the board to be independent directors and the length of their service has been disclosed within the Company's Annual Report 2020, page 19.</p> <p>The Company has disclosed the information referred to in paragraph (b) in its corporate governance statement (refer to the Company's Annual Report 2020, page 19, Recommendation 2.3 under the heading 'Principle 2 Structure of the Board to add value').</p>	-

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 19, Recommendation 2.4 under the heading 'Principle 2 Structure of the Board to add value').	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input type="checkbox"/> The Company has only partially followed this Recommendation (refer to the Company's Annual Report 2020, page 19, Recommendation 2.5 under the heading 'Principle 2 Structure of the Board to add value').	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 19, Recommendation 2.6 under the heading 'Principle 2 Structure of the Board to add value').	-
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> The Company has disclosed its values in its corporate governance statement (refer to the Company's Annual Report 2020, page 20, Recommendation 3.1 under the heading 'Principle 3 Act ethically and responsibly') and on its website at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
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 by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	<input checked="" type="checkbox"/> The Company has disclosed its code of conduct values in its corporate governance statement (refer to the Company's Annual Report 2020, page 20, Recommendation 3.2 under the heading 'Principle 3 Act ethically and responsibly') and on its website at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-

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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.	<input checked="" type="checkbox"/> The Company has disclosed its whistle-blower policy in its corporate governance statement (refer to the Company's Annual Report 2020, page 20, Recommendation 3.3 under the heading 'Principle 3 Act ethically and responsibly') and on its website at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
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.	<input checked="" type="checkbox"/> The Company has disclosed its anti-bribery and corruption policy in its corporate governance statement (refer to the Company's Annual Report 2020, page 21, Recommendation 3.4 under the heading 'Principle 3 Act ethically and responsibly') and on its website at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</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><input type="checkbox"/></p> <p>The Company discloses that it does not have an audit committee and rather, the processes employed is to independently verify and safeguard the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner (refer to the Company's Annual Report 2020, page 21, Recommendation 4.1 under the heading 'Principle 4 Safeguarding integrity in financial reporting' and on its website at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>)</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<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><input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 22, Recommendation 4.2 under the heading 'Principle 4 Safeguarding integrity in financial reporting').</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><input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 22, Recommendation 4.3 under the heading 'Principle 4 Safeguarding integrity in financial reporting').</p>	-

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 22, Recommendation under the heading 'Principle 5.1 Make timely and balanced disclosure') And the Company's continuous disclosure compliance policy at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 22, Recommendation under the heading 'Principle 5.2 Make timely and balanced disclosure')	-
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.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 22, Recommendation under the heading 'Principle 5.3 Make timely and balanced disclosure').	-
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 23, Recommendation under the heading 'Principle 6.1 Respect the rights of security holders') And the Company's continuous disclosure compliance policy at <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> In our corporate governance statement (refer to the Company's Annual Report 2020, page 23, under the heading Principle 6.2 Respect the rights of security holders').	-

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 23, under the heading Principle 6.3 Respect the rights of security holders').  And how the Company facilitates and encourages participation at meetings of shareholders at: <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>	-
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.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 23, under the heading Principle 6.4 Respect the rights of security holders').	-
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.	<input checked="" type="checkbox"/> In the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 23, under the heading Principle 6.5 Respect the rights of security holders').	-
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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.	<input checked="" type="checkbox"/> The Company complies with paragraph (a) and has disclosed details of the Committee in its corporate governance statement (refer to the Company's Annual Report 2020, page 24, under the heading 'Recognise and manage risk').  A copy of the Audit and Risk Committee charter at: <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a>  Information concerning paragraphs (4) and (5) have been provided in the Company's corporate governance statement (refer to the Company's Annual Report 2020, page 24, under the heading 'Recognise and manage risk').	-

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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.	<input checked="" type="checkbox"/> The Company has disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in its corporate governance statement (refer to the Company's Annual Report 2020, page 25, under the heading 'Recognise and manage risk').	-
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.	<input checked="" type="checkbox"/> The Company has disclosed how its internal audit function is structured and what role it performs in its corporate governance statement (refer to the Company's Annual Report 2020, page 25, under the heading 'Recognise and manage risk').	-
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.	<input checked="" type="checkbox"/> The Company has disclosed whether it has any material exposure to environmental and social risks in its corporate governance statement (refer to the Company's Annual Report 2020, page 25, under the heading 'Recognise and manage risk').	-

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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><input checked="" type="checkbox"/> The Company complies with paragraph (a) and has disclosed details of the Committee in its corporate governance statement (refer to the Company's Annual Report 2020, page 26, under the heading 'Remunerate fairly and responsibility').</p> <p>The Company has also disclosed a copy of the charter of the committee at: <a href="https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/">https://www.greenvaleenergy.com.au/corporate-governance/governance-policies/</a></p> <p>The Company has disclosed the information referred to in paragraphs (4) and (5) in its corporate governance statement (refer to the Company's Annual Report 2020, page 26, under the heading 'Remunerate fairly and responsibility').</p>	-
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.	<input checked="" type="checkbox"/> The Company has disclosed separately its remuneration policies and practices regarding the remuneration of directors and senior executives in the Remuneration Report (refer to the Company's Annual Report 2020, pages 35-37)	-
8.3	<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>	<input checked="" type="checkbox"/> The Company has disclosed a summary of its policy in its corporate governance statement (refer to the Company's Annual Report 2020, page 26, under the heading 'Remunerate fairly and responsibility').	-

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<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.	-	<input checked="" type="checkbox"/> The Company does not have a director in this position and therefore 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.	-	<input checked="" type="checkbox"/> The Company is established in Australia and therefore this recommendation is 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.	-	<input checked="" type="checkbox"/> The Company is established in Australia and not an externally managed listed entity. Therefore this recommendation is not applicable.