



ASX:EEG

**Annual Report, Corporate Governance
Statement & Appendix 4G**

31 March 2021



Level 19, 20 Bond Street
Sydney NSW 2000

Empire Energy Group Limited (“Empire” or the “Company”) is pleased to submit its Corporate Governance Statement along with its Appendix 4G in support and associated with its Annual Report for the year ended 31 December 2020, as lodged with the ASX on 31 March 2021. Empire has separately released to ASX a list of its petroleum tenements held.

Please note in relation to the Annual Report for the year ended 31 December 2020, Empire has changed its functional currency from US Dollars to Australian Dollars as the Company focuses on its Northern Territory operations.

This ASX release has been authorised by the Managing Director.

For queries about this release, please contact:

Alex Underwood, Managing Director

Ph: (02) 9251 1846



EMPIRE ENERGY GROUP LIMITED

CORPORATE GOVERNANCE STATEMENT

Overview

Empire Energy Group Limited (the '**Company**') and the Board of Directors (the '**Board**') are committed to achieving and demonstrating the highest standards of corporate governance and aim to comply with the ASX Corporate Governance Council's ('**CGC**') Corporate Governance Principles and Recommendations, 4th Edition ('**CGPR**').

However, given the current size of both the Company's operations and the Board, the Company considers it is not appropriate, cost effective or practical to comply fully with the CGPR. Where a recommendation has not been adopted, this fact has been disclosed together with the reasons for the departure.

Consistent with the CGPR, the Company's corporate governance practices are regularly reviewed and are available on the Company's website.

References in this Statement to the 'Empire Group' include the Company and all of its subsidiaries.

Compliance with ASX CGC CGPR

The ASX Listing Rules require public listed companies to disclose the extent to which they have adopted the CGPR. This statement provides details of the Company's adoption of the CGPR.

This Corporate Governance Statement is current at 31 March 2021.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

1.1 Board Charter

The Board is accountable to shareholders for the performance of the Company. In carrying out its responsibilities, the Board undertakes to serve the interests of shareholders honestly, fairly and diligently. The Board's responsibilities are reviewed annually to determine whether any changes are necessary or desirable.

The Company has established a Board Charter which includes an overview of:

- a) Board composition;
- b) the Board's role and responsibilities;
- c) the relationship and interaction between the Board and management;

- d) the authority delegated by the Board to management and Board Committees; and
- e) Board process.

The Board Charter can be found on the Company's website
<https://empireenergygroup.net/company/corporate-governance/>

1.2 Appointment of Directors and Senior Executives

Prior to the appointment of Directors and Senior Executives, appropriate checks are undertaken into a candidate's character, experience, education, criminal record and bankruptcy history. Shareholders are provided with information on Directors in the relevant Notice of Meeting, including all material information in the Company's possession relevant to their decision regarding as to whether to elect or re-elect a director.

Directors and Senior Executives biographies are provided in each Annual report of the Company.

1.3 Written Agreements

Directors are required to sign letters of appointment and/or service agreements, and senior management are required to sign employment contracts prior to their engagement with the Company.

1.4 Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters. The major functions of the Company Secretary are:

- a) Advising the Board and committee on governance issues;
- b) Monitoring Company policies; and
- c) Ensuring that the business at Board and committee meetings is accurately captured in the minutes.

1.5 Approach to Diversity

The Board recognises the benefits of diversity on the Board and in senior management and within the organisation generally and recognises the organisational strengths, deeper problem-solving ability and opportunity for innovation that diversity brings to an organisation.

The Company has established a Diversity Policy which sets out the beliefs, goals and strategies of the Company and makes reference to all the characteristics that make individuals different from each other. The policy sets out the positive steps taken to ensure that current and prospective employees are not discriminated against, either directly or indirectly on such characteristics as gender, age, disability, marital status, sexual orientation, religion, ethnicity or any other area of potential difference. The Company is committed to gender diversity at all levels of the organisation. Gender equality is a key component of the Company's diversity strategy. The implementation of this policy aims to reflect both the circumstances of the

Company and the industry in which it operates.

The Company's Diversity Policy includes a requirement that the Board:

- a) sets measurable objectives for achieving gender diversity;
- b) assesses annually the objectives set for achieving gender diversity; and
- c) assesses annually the progress made towards achieving the objectives set.

In accordance with this policy and CGPR, the Board has established the following objectives in relation to gender diversity. The aim is to achieve these objectives over the coming 2 to 5 years as director and senior executive positions become vacant and appropriately skilled candidates are available. Representation of female employees in the Company's workforce is as follows:

Actual as at 31 March 2021			Empire Group Objective	Progress towards meeting Objective
	Number	Percentage	Percentage	Percentage
Whole Organisation	6	15%	25%	60%
Senior Executive Positions	2	29%	40%	73%
Board	0	0%	20%	0%

The Board of Directors does not currently have any female members. The Company recognises the benefits of diversity amongst members of the Board and will take this into consideration together with other highly beneficial qualities when considering future Board candidates. The Board will examine appropriately qualified female Directors over the next 12 months with the view of a potential additional candidate being appointed.

1.6 Evaluation of Board and Committees

The Board regularly reviews the performance of the Board and its Committees. Each year, the Board gives consideration to broad corporate governance matters, including the relevance of existing committees and to reviewing its own and individual directors' performance. The performance of all Directors, the Board as a whole, the Managing Director and Company Secretary are regularly monitored.

The Board's responsibilities are encompassed in a formal letter. Senior Executives have a formal position description. The Managing Director assesses the performance of the Senior Executives on an annual basis. A review was undertaken during the reporting period.

The remuneration committee sets Key Performance Indicators ('KPI') for the Managing Director each year. The remuneration committee has assessed the Managing Director's performance against the 2020 KPIs in a remuneration committee meeting.

1.7 Evaluation of Senior Executives

The Company has policies in place to assess the performance of senior executives. Senior executive performance is judged against KPIs which are designed to optimise operational outcomes and align senior executive outcomes with shareholders.

KPIs are set for all senior executives and approved by the Managing Director each year. The Managing Director has assessed the performance of senior executives against 2020 KPIs.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

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 to add value.

2.1 Nomination Committee

The Company does not comply with Recommendation 2.1 as it has not formed a separate Nomination Committee. The matters that would normally be the responsibility of a Nomination Committee are dealt with by the full Board.

The Board reviews its composition on an annual basis to ensure it has the appropriate mix of expertise and experience. When a vacancy exists, for whatever reasons, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board will select appropriate candidates with relevant qualifications, skills and experience. External advisors may be used to assist in such a process. The Board will then appoint the most suitable candidate who must stand for election at the next general meeting of shareholders.

For Directors retiring by rotation, the board assesses that director before recommending re-election.

2.2 Board Skills Matrix

The Board collectively has a combination of skills and experience in competencies as set out in the table below:

Skills and experience of Empire Energy Group Limited's Directors

Area	Competence
Business and Finance	Business Strategy, Corporate Financing, Financial Literacy, Agreement/Fiscal Terms and Risk Management
Leadership	Business Leadership, Executive Management and Mentoring, Public Listed company experience
Sustainability & Stakeholder	Community relations, Corporate Governance, Environmental issues, Government Affairs, Health & Safety, Industrial Relations and Remuneration
Industry Specific	Oil & Gas – Exploration and production, Base Metals – Mining & Resources

2.3 Independent Directors

In determining independence, the Board also takes into account the guidelines of directors' independence contained in the ASX Corporate Governance Principles (4th Edition).

Mr Paul Espie AO is the Managing Director's uncle. According to Recommendation 2.3 this association is a relevant factor when assessing independence. The Board has considered this issue, and has formed the view, that notwithstanding the association, Mr Espie AO brings an independent mind to bear and acts in the interests of the company as a whole.

Each Director's independence is regularly assessed by the Board. The Board's size and composition is subject to limits imposed by the Company's constitution which provides for a minimum of three directors and a maximum of seven.

The Board currently holds scheduled meetings each financial year together with any ad hoc meetings as may be necessary. The Board met 7 times during the year and Directors' attendance is disclosed in the Company's 2020 Annual Report.

The length of service of each Director is as follows:

Director	Length of Service
Mr Paul Espie AO	29 months, since November 2018
Mr Alex Underwood	32 months, since August 2018
Prof. John Warburton	26 months, since February 2019
Mr Peter Cleary	10 months, since May 2020
Mr Louis Rozman	1 month, since March 2021

2.4 Majority Independence

For the reporting period, a majority of the Board was independent.

2.5 Chair Independence

For the reporting period, the Chair of the Board was an Independent Director and was not the CEO.

2.6 Induction and Professional Development of Directors

The Company provides an induction process for providing key information on the nature of the business and its operations. Relevant information are also provided via through Board updates from executives.

All Directors are required to bring an independent judgment to bear on Board decisions. To facilitate this, each Director has the right of access to all relevant Company information from the Company's Executives. The Directors also have access to external resources as required to fully discharge their obligations as Directors of the Company. The use of this resource is co-ordinated through the Chairman of the Board.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

The Board acknowledges the need for continued maintenance of the highest standards of corporate governance practices and ethical conduct by all Directors and employees of the consolidated entity.

3.1 Company Values

The Company's values are set out below:

- a) **Safety & Environmental Stewardship:** are our highest priority;
- b) **Behaviours:** we work creatively with integrity, honesty, accountability, transparency and we deliver on our promises;
- c) **Collaboration:** we listen to our stakeholders, build long-term relationships and share ideas and knowledge; and
- d) **Respect:** we unconditionally respect our employees, stakeholders, local communities, Traditional Owners of the areas in which we operate and their cultural heritage.

3.2 Code of Conduct

The Company has established a Code of Conduct applicable to all Directors and employees. The requirement to comply with the code is mandatory and is communicated to all employees. The code sets out standards of conduct, behaviour and professionalism.

Internal controls exist at the Company to ensure that any material breaches of the Code of Conduct are reported to the Board and the Audit and Risk Committee.

The Code of Conduct, Securities Dealing Policy and Continuous Disclosure Policy collectively form a solid ethical foundation for Empire Group's ethical practices.

3.3 Whistleblower Policy

The Company has a Whistleblower Policy which encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Empire Group's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

Empire Group board members and employees are encouraged to report any issue or behaviour under the Whistleblower Policy to the Managing Director in the first instance, or otherwise Empire Group Non-Executive Director Professor John Warburton.

The Company posts a copy of this policy on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

Internal controls exist at the Company to ensure that any material breaches of the Code of Conduct are reported to the Board and the Audit and Risk Committee.

3.4 Anti-bribery and Corruption Policy

The Company has adopted an Anti-bribery and Corruption Policy which seek to ensure that the Company's board and employees conduct themselves in a manner consistent with the current community, ethical and Company standards and in compliance with all relevant legislation.

The Company posts a copy of this policy on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

Internal controls exist at the Company to ensure that any material breaches of the Code of Conduct are reported to the Board and the Audit and Risk Committee.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

4.1 Audit and Risk Committee

The Company has established a separate Audit and Risk Committee. The Committee is comprised of the following members:

Member	Position	Relevant Qualifications and Experience
Prof. John Warburton	Independent Non-Executive Director and Chair of the Audit and Risk Committee	Geoscientist, career in oil & gas industry
Mr Peter Cleary	Independent Non-Executive Director	Law degree, career in oil & gas industry across commercial, finance, management and strategy functions

The Audit and Risk Committee does not comply with Recommendation 4.1 because it does not have at least 3 members. The Company is satisfied that the Committee can adequately discharge its functions because the Committee is comprised of independent non-executive directors with appropriate skill sets to discharge their responsibilities.

The Committee undertakes the following responsibilities in accordance with its Charter:

- reviewing the annual and half year financial reports to ensure compliance with Australian Accounting Standards and generally accepted accounting principles;
- monitoring corporate risk management practices;

- c) reviewing and approving the consolidated entity's accounting policies and procedures;
- d) reviewing external audit plans;
- e) reviewing the nomination, performance and independence of the external auditors; and
- f) organising, reviewing and reporting on any special reviews or investigations deemed necessary by the Board.

Attendance is disclosed in the table of Director meetings included in the Company's Annual Report.

The Company posts a copy of the Audit and Risk Committee Charter on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

4.2 Managing Director and Financial Controller Declaration

The Managing Director and Financial Controller have provided the Board with written assurances that the declaration in the Company's 2020 Annual Report provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material aspects in relation to financial reporting risks.

4.3 External Auditors

The full Board is responsible for the appointment, removal and remuneration of the external auditors, and reviewing the terms of their engagement, and the scope and quality of the audit. In fulfilling its responsibilities, the Board receives regular reports from Management and the external auditors at least once a year, or more frequently if necessary. The external auditors have a clear line of direct communication at any time to the Chairman of the Board.

The current auditors, Nexia Australia, were appointed in 1992. The Australian accounting bodies' statement on professional independence requires mandatory rotation of audit partners for listed companies every five years. Nexia Australia confirms that they conform with the requirements of the statement.

Nexia Australia are required to attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

PRINCIPLE 5 – MAKING TIMELY AND BALANCED DISCLOSURE

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.

The Company has a Continuous Disclosure Policy on information disclosure that focuses on ensuring compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance.



The Company Secretary, in consultation with the Managing Director and Chairman, is responsible for communication with the ASX. The Company Secretary is responsible for ensuring compliance with the continuous disclosure requirements of the ASX Listing Rules, and helps to co-ordinate information to the ASX, analysts, brokers, shareholders, the media and public.

Directors receive copies of all material market announcements before they are released to the ASX for review.

The Company posts a copy of the Continuous Disclosure Policy on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

6.1 Company Website

The Company posts corporate and governance information in the Investor and Governance Sections of its Company website at <http://www.empireenergygroup.net>.

6.2 Investor Relations

The Board recognises and respects the rights of our shareholders as the beneficial owners of the Company. In order to facilitate the effective exercise of those rights, the Company has adopted a shareholder communication policy that aims to empower shareholders by:

- a) communicating effectively with them;
- b) providing easy access to balanced and understandable information about the Empire Group; and
- c) encouraging and facilitating shareholder participation in general meetings.

The Company provides shareholders with copies of all announcements made to the ASX by mail on request. Copies are also available via an electronic link to the ASX website, ensuring that all shareholders are kept informed about the Empire Group.

6.3 General Meetings

All shareholders are invited to attend the Annual General Meeting which is held in Sydney. The full Board, senior executives as well as the Company's external auditor and a representative from the Company's legal advisors are available to answer questions from the floor.

6.4 Substantive Resolutions



All substantive resolutions presented at General Meetings of shareholders are decided by a poll and not a show of hands.

6.5 Electronic Shareholder Communication

Shareholders have the option of receiving a hard copy of the Annual Report each year and can elect to receive communications from the Company electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

7.1 Risk

The Board oversees the establishment, implementation and review of the Company's risk management system. To ensure it meets its responsibilities, the Board has implemented appropriate systems for identifying, assessing, monitoring and managing material risk throughout the organisation, including the Audit and Risk Committee.

The Audit and Risk Committee does not comply with Recommendation 7.1 because it does not have at least 3 members. The Company is satisfied that the Committee can adequately discharge its functions because the Committee is comprised of independent non-executive directors with appropriate skill sets to discharge their responsibilities.

The Company posts a copy of the Audit and Risk Committee Charter on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

7.2 Risk Management framework

Management provides periodic status reports to the Board which identify potential areas of business risk arising from changes in the financial and economic circumstances of its operating environment. The Board regularly assesses the Company's performance in light of risks identified by such reports. Management is required to design, implement and review the Company's risk management and internal control system. The Board reviews the effectiveness of the implementation of the Company's risk management and internal control system on a regular basis.

The Company has exposure to economic risks, including general economy wide risks and risks associated with the economic cycle which impact on the price and demand of oil and gas. The Company has in place risk management procedures and processes to identify, manage and minimise its exposure to those economic risks where appropriate.

7.3 Internal Audit Function

The Board does not employ an internal auditor, although as part of the Company's strategy to



implement an integrated framework of control, the Board requested the external auditors review internal control procedures. Recommendations once presented are considered by the Board.

In addition as required under the Corporations Act, the Managing Director and Chief Financial Controller have provided statements in writing to the Board that:

- a) The Empire Group's financial reports present a true and fair view in all material respects of the Empire Group's financial position and operating results and are in accordance with relevant accounting standards;
- b) The integrity of the financial statements is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- c) The Company's risk management and internal compliance and control system is operating efficiently in all material respects.

The Board requires this declaration to be made bi-annually and at the end of each financial reporting period.

7.4 Material Exposures to Environmental and Social Risks

Environmental risks which the Company is exposed to, include the drilling of petroleum wells, producing petroleum, transporting petroleum to customers, and associated emissions. The Company has in place a risk management matrix and procedures and processes to identify, manage and minimise exposure to those environmental risks where appropriate.

The Company operates under regulatory frameworks for onshore petroleum in the Northern Territory, Australia and New York and Pennsylvania, USA.

The Company is committed to managing its Environmental, Social and Governance ("ESG") responsibilities through adherence to practises and processes embedded into our culture and risk management framework.

Empire has implemented a Social and Environmental Factors Framework to identify and focus on key current and emerging issues which the Company faces in its operations and markets.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

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 values and risk appetite.

8.1 Remuneration Committee

The Board has established a Remuneration Committee. This Committee is comprised of the following members:

Member	Position
Mr Peter Cleary	Independent Non-Executive Director and Chair of the Remuneration Committee
Mr Louis Rozman	Independent Non-Executive Director

The Company does not fully comply with Recommendation 8.1 as the Remuneration Committee does not have at least three members. The Board considers that the function of the Remuneration Committee is not jeopardised by its current structure. Due the present size of the Company, the Board does not presently consider that the appointment is warranted of one or more additional members.

The Company posts a copy of the Remuneration Committee Charter on the Company Overview's Corporate Governance Section of its website at <https://empireenergygroup.net/company/corporate-governance/>.

The main responsibilities of the Remuneration Committee include:

- a) reviewing and approving the Company's policy for determining executive remuneration and any amendments to that policy;
- b) reviewing the on-going appropriateness and relevance of the policy;
- c) considering and making recommendations to the Board on the remuneration of Executive Directors (including base salary, incentive payments, equity awards and service contracts);
- d) reviewing and approving the design of all equity-based plans;
- e) reviewing and approving the total proposed payments under each plan; and
- f) reviewing and approving the remuneration levels for non-executive Directors.

Attendance is periodically disclosed in the table of Director meetings included in the Company's Annual Report.

8.2 Executive Directors and Executive Remuneration

The Remuneration Committee reviews and approves the policy for determining executive remuneration and any amendments to that policy.

Executive remuneration and other terms of employment are reviewed annually having regard to relevant comparative information and independent expert advice.

Remuneration packages include base salary, superannuation and the rights of participation in the Company's Rights Plan.

Remuneration packages are set at levels that are intended to attract and retain executives capable of effectively managing the Company's operations.



Consideration is also given to reasonableness, acceptability to shareholders and appropriateness for the current level of operations.

The Company seeks the advice of a leading independent Australian remuneration consultant to advise the Board (excluding the Managing Director) on the remuneration of the Managing Director and ensure that it is reasonable in comparison to similar ASX-listed companies.

Non-executive Directors remuneration

Remuneration of non-executive directors is determined by the Board based on relevant comparative independent expert advice and the maximum amount approved by shareholders from time to time.

Non-executive Directors have the right to participate in the Company's Rights Plan. Further information on director and executive remuneration are included in the Remuneration Report that forms part of the Annual Directors' Report.

8.3 Equity based remuneration scheme

At the 2019 AGM, shareholders approved the Company's Rights Plan, with the details contained in the relevant Notice of Meeting, dated 1 May 2019, and considers this to be a critical and cost-effective important remuneration mechanism to continue to attract and maintain an appropriate depth of executive talent.

Participants in the Company's Rights Plan are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Rights Plan.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

EMPIRE ENERGY GROUP LIMITED

ABN/ARBN

29 002 148 361

Financial year ended:

31 DECEMBER 2020

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://empireenergygroup.net/company/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 March 2021 and has been approved by the board.

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

Date: 31 March 2021

Name of authorised officer
authorising lodgement: Alex Underwood

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://empireenergygroup.net/company/corporate-governance/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<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&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 checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://empireenergygroup.net/company/corporate-governance/ [insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>Corporate Governance Statement [insert location]</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	<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"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Board Charter https://empireenergygroup.net/company/corporate-governance/ [insert location] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement [insert location] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>Corporate Governance Statement</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: 2021 Corporate Governance Statement [insert location] and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement [insert location] and the length of service of each director at: Corporate Governance Statement [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input type="checkbox"/> and we have disclosed our values at: [insert location]	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://empireenergygroup.net/company/corporate-governance/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://empireenergygroup.net/company/corporate-governance/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://empireenergygroup.net/company/corporate-governance/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<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><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://empireenergygroup.net/company/corporate-governance/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://empireenergygroup.net/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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 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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>Corporate Governance Statement</p> <p><i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	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 type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <i>[insert location]</i>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Corporate Governance Statement <i>[insert location]</i> and, if we do, how we manage or intend to manage those risks at: https://empireenergygroup.net/company/corporate-governance/ <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>Corporate Governance Statement</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p>Corporate Governance Statement</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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