

Corporate Governance Statement

Universal Store Holdings Limited (**Universal Store** and or **Company**) are committed to achieving and demonstrating the highest standards of corporate governance to protect and enhance Shareholder interests.

This Corporate Governance Statement:

- reports against the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**). The practices detailed in this Corporate Governance Statement are current as at 30 September 2021; and
 - has been approved by the Board and is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>
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PRINCIPLE 1: THE BOARD LAYS SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Board responsibilities and delegations

The Company's Board Charter was adopted by the Board in October 2020. The Board Charter is located on the Universal Store website at <https://investors.universalstore.com/investor-centre/#governance>

The Board Charter provides a framework for the effective operation of the Board, setting out:

- the Board's role and responsibilities and size, composition and independence;
- the relationship and interaction between the Board and Management; and
- the authority delegated by the Board to Management and Board committees.

The Board Charter provides that the Board's role is to, amongst other things:

- represent and serve the interests of Shareholders by overseeing and appraising Universal Store's strategies, policies and performance;
- oversee Universal Store, including providing leadership and setting its objectives;
- approve and monitor systems of risk management, internal compliance, accountability and control, codes of conduct and legal compliance to ensure appropriate compliance frameworks and controls are in place;
- set the risk appetite within which the Board expects Management to operate;
- monitor Senior Management's performance and approve remuneration policies and practices;
- monitor implementation of strategy and ensure appropriate resources are available;
- approve and monitor the progress of major capital expenditure, capital management and acquisitions and divestitures;
- approve budgets;
- approve and monitor the corporate, financial and other reporting systems of the Universal Store, including external audit, and oversee their integrity;
- adopt appropriate procedures to ensure compliance with all laws, governmental regulations and accounting standards, including establishing procedures to ensure information that a reasonable person would expect to have a material effect on the price or value of the Shares is appropriately and accurately disclosed on a timely basis in accordance with all legal and regulatory requirements; and
- monitor the effectiveness of the Universal Store's governance practices.

The Board's responsibilities include the appointment of a Chair, the appointment and removal of the CEO and CFO, review of corporate codes of conduct and other policies and approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management.

The Board Charter provides that the Company Secretary is directly accountable to the Board through the Chair on all matters to do with the proper functioning of the Board including advising the Board and its Committees on governance matters and monitoring that Board and Board Committee policies and procedures are followed.

The Board Charter delegates responsibility for day-to-day management and administration of the Universal Store Group to the CEO and Senior Management. The CEO is responsible for providing effective leadership, direction and supervision of Senior Management to achieve the strategies, business plans and budgets adopted by the Board and ensuring compliance with all applicable laws and regulations. The Board has procedures in place to regularly assess the performance of the CEO and Senior Management.

Corporate Governance Statement (Continued)

Board Committees

The Board has established two Committees to assist it in discharging its functions:

- Audit and Risk Management Committee (ARC); and
- People and Remuneration Committee (PRC).

Board meetings and attendance

The Board meets as often as necessary to fulfil its role. Directors are required to allocate sufficient time to Universal Store to perform their responsibilities effectively, including adequate time to prepare for Board meetings. During FY2021, the Board met eight times.

For full details of Directors' attendance at Board and Committee Meetings for FY2021, refer to "Meetings of Directors" on page 25 of the Company's Annual Report.

Access to information and independent professional advice.

Directors have access to management to seek explanations and information and to auditors to seek explanations and information without management being present.

Each Director has the right to seek, at the expense of the Company, any independent professional advice that they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions, subject to the approval of the Chair.

Background checks before appointing directors and senior executives

Prior to the appointment of a new director, the Board undertakes appropriate background checks as to his or her character, experience, education, criminal record and bankruptcy history. In the case of a director candidate, prior to appointment, the candidate is required to provide the Chair with details of other commitments and an indication of time involved, and to acknowledge that he or she will have adequate time to fulfil his or her responsibilities as a Non-Executive Director of Universal Store.

Universal Store has entered into written agreements with each Director (and Senior Management) setting out the terms, conditions and responsibilities of their appointment. In accordance with Listing Rule 3.16.4, Universal Store discloses, to the extent required, the key terms of all employment, service or consultancy agreements with Directors or other related parties.

The Board reviews the performance of Directors before they stand for re-election and reports to the Board on this matter. Further to this, Universal Store provides Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at a General Meeting.

Diversity

Universal Store values a strong and diverse workforce and is committed to developing measurable objectives of diversity and inclusion in its workplace. Universal Store has implemented a Diversity Policy, with meritocracy the guiding principle, which is overseen by the Board and which aligns Universal Store's management systems with the commitment to develop a culture that values and achieves diversity in its workforce and on its Board.

In accordance with its Diversity Policy, Universal Store is committed to providing access to equal opportunities at all levels of work based on merit and fostering a corporate culture that embraces and values diversity.

The Board reviews Universal Store's Diversity Policy as necessary to ensure it complies with any applicable legal requirements and remains relevant and effective. The Diversity Policy was adopted by the Board in October 2020. The Policy is available on the Universal Store website at <https://investors.universalstore.com/investor-centre/#governance>

Measurable objectives

The Board plays a specific role in driving diversity, particularly gender diversity across the business by reviewing and approving annual diversity objectives and progress towards these objectives.

Universal Store's Diversity Policy sets out a number of responsibilities including to:

- annually set measurable objectives for achieving gender diversity in the composition of its Board, Senior Management and workforce generally and, where appropriate, other aspects of diversity including in respect of women in leadership, age diversity and cultural diversity;
- assess annually Universal Store's progress in achieving the Objectives; and
- disclose:
 - the Objectives set for the relevant reporting period and Universal Store's progress in achieving the Objectives in the Company's annual report; and
 - 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 the entity's Gender Equality Indicators, as defined in the *Workplace Gender Equality Act 2012* (Cth).

The PRC and Board did not set measurable gender objectives for the financial year 2021 because the Company recently listed on the ASX in November 2020. However, it is the intention of the PRC and Board to set measurable objectives for the 2022 financial year.

Universal Store's workforce diversity as at 30 June 2021 (against 30 June 2020) is as follows:

	Female 30 June 2021		Male 30 June 2021		Female 30 June 2020		Male 30 June 2020	
	Female number	% of women	Male number	% of men	Female number	% of women	Male number	% of men
Universal Store level								
Board of Directors	2	33	4	67	2	33	4	67
Senior Executives *	16	67	8	33	14	61	9	39
Employees Perm – HC	161	74	56	26	149	73	55	27
Employees Casual – HC	827	70	356	30	585	70	253	30
Universal Store (entire organisation)	1006	70	424	30	750	70	321	30

*Senior Executives includes senior management who report directly to the CEO and the next layer of senior leaders who report to those Senior Executives.

The PRC is responsible for assessing whether there is any gender or other inappropriate bias with respect to the remuneration of Directors, the Senior Management or other employees.

MEASURABLE OBJECTIVES

Universal Store's diversity objectives for FY2022 are:

Measurable objectives

Continue to conduct induction and ongoing education programs for team member on respect in the workplace and the value of diversity.

Identify and create development plans for high performing and high potential men across the business.

Increase work opportunities for first nations peoples.

Seek gender equality at board level should vacancies arise with 33% female, 33% male and 33% either male or female.

Corporate Governance Statement (Continued)

Performance review of the Board

The Board is responsible for evaluating and reviewing the performance of the Board, both collectively and individually.

The Board and its Committees periodically self-assess their performance against a range of criteria developed annually by the PRC. Given the recent listing of the Company on the ASX in November 2020 and the recent establishment of the Board, a formal performance evaluation did not take place, instead regular in-formal discussions were held with to ensure a high functioning and engaged board throughout the 2021 Financial Year. A formal performance evaluation will be undertaken in the 2022 Financial Year after the Board has worked together for a longer period following its establishment.

Performance Review of the CEO and Senior Executives

Universal Store's Board Charter provides that the Board is responsible for monitoring the performance of the CEO and Senior Managers. The PRC is responsible for ensuring processes are in place to periodically evaluate the performance of senior managers. It is a responsibility of the PRC to annually review the performance of the CEO and, as appropriate, make recommendations to the Board on remuneration arrangements for the CEO and Senior Managers.

The performance of the CEO and Senior Managers are assessed annually with reference to agreed guidelines approved by the Board. Details of the remuneration of the Senior Executives who are considered by the Company to be Key Management Personnel are set out in the Remuneration Report.

PRINCIPLE 2: THE BOARD IS STRUCTURED TO ADD VALUE

The Board has determined not to have a separate nomination committee. Board succession issues and other matters ordinarily considered by a nomination committee are the responsibility of the Board.

The Board is satisfied that non-compliance with part of recommendation 2.1 will not be detrimental to Universal Store.

The Board's primary responsibilities with respect to nominations include:

- reviewing and recommending to the Board the size and composition of the Board, including reviewing Board succession plans and the succession of the Chairman and CEO, having regard to the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender;
- reviewing and recommending the criteria for Board membership; and
- reviewing and recommending the composition and membership of the Board.

For details of the qualifications and experience of each Board member, refer to "Board of Directors", contained within the Annual Report.

Composition of the Board and details of Directors

The Board considers an Independent Director to be a Non-Executive Director who is not a member of Management and who is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent and unfettered exercise of their judgement. The Board considers the materiality of any given relationship on a case-by-case basis.

The Board regularly reviews the independence of each Director in light of information disclosed by each Director to the Board. The Chair of the Board is considered independent and separate from the CEO. The Board comprises of five Independent Directors and one Non-Independent Directors who is an executive of the Company.

The Board considers that each of Peter Birtles, Srdjan Dangubic, Kaylene Gaffney, David MacLean, and Trent Peterson is an Independent Director, free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of the Director's judgement and each is able to fulfil the role of an independent director for the purposes of ASX Recommendations. None of these Directors are acting as nominees or representatives of any current or former shareholder of Universal Store.

Trent Peterson was previously considered to not be independent due to his role with Catalyst Direct Capital Management and their historical advisory arrangements with BB Retail Capital (BBRC). BBRC was a substantial shareholder of Universal Store, however has since sold down their shareholding and is no longer a substantial shareholder. The Board has determined that Trent Peterson is now an Independent Director.

Srdjan Dangubic was previously considered to not be independent due to his role with Five V Capital. Five V Capital is no longer a shareholder of Universal Store and the Board has determined that Srdjan Dangubic is now considered to be an Independent Director.

Dorothy Alice Barbary is considered by the Board not to be independent for the purposes of ASX Recommendations as she is the CEO of Universal Store. There is a clear division of responsibility between the Independent Non-Executive Chair and the CEO.

Each Director must provide to the Board all information relevant to the assessment of his or her independence and where a Director's independent status changes, Universal Store will immediately disclose and explain this to the market.

The below table sets out the independent status of each Director:

Director	Independent Status	Appointment Date
Peter Birtles (Chair)	Independent Non-Executive Director	27 October 2020
Dorothy Alice Barbary (CEO)	Non-Independent Executive Director	27 October 2020
Srdjan Dangubic	Independent Non-Executive Director	17 September 2018
Kaylene Gaffney	Independent Non-Executive Director	27 October 2020
David MacLean	Independent Non-Executive Director	9 October 2019
Trent Peterson	Independent Non-Executive Director	20 September 2018

For details of the current Directors, their qualifications, skills and experience refer to the "Directors' Report", contained within the Company's Annual Report.

Board skills matrix

Under the Company's Constitution, the Board must comprise of at least three Directors and a maximum of seven Directors. The Board regularly reviews the composition of the Board, considering the number and skill mix of the Directors.

The Board has developed a Board Skills Matrix which is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>

Corporate Governance Statement (Continued)

The Board recognises that skills such as leadership and previous experience as a chief executive, chair or board member of a large organisation have traditionally been prerequisites to appointment as a director, the Board further recognises that other skills gained from experience in the following areas are key skills and experience that the Board as a whole should comprise:

SKILL	DIRECTORS WITH SKILL SET		
Contemporary corporate governance in listed companies	33.3%	33.3%	33.3%
Corporate development and capital management	33.3%	66.7%	
Corporate finance and accounting	33.3%	66.7%	
Executive leadership	33.3%	16.7%	50%
Human resource governance and management	33.3%	33.3%	33.3%
International experience	33.3%	50.0%	16.7%
Retail and consumer sector	16.7%	83.3%	
Risk management	83.3%		16.7%
Stakeholder management (investors / regulators / government / community)	66.7%		33.3%
Strategy development and oversight	50.0%		50.0%
Technology, digital and innovation	16.7%	66.7%	16.7%

Level 1 – Limited or not current capability
 Level 2 – Significant capability in some aspects
 Level 3 – Significant capability in most aspects

The Board considers, and where necessary, updates, the Board Skills Matrix at least annually to ensure that as Universal Store develops, the Board comprises the appropriate mix of skills, expertise, experience and diversity.

Induction and education

The Board with the assistance of the Company Secretary is responsible for arranging for any new director to undertake an induction program to enable them to gain an understanding of the Company's operations and the industry sectors in which it operates, the culture and values of the Company, the Company's financial, strategic, operational and risk management position and their rights, duties and responsibilities.

The Board with assistance from the Company Secretary ensure that appropriate professional development opportunities are available to Directors to develop and maintain their skills and knowledge needed to perform their role as Directors effectively.

PRINCIPLE 3: THE BOARD ACT ETHICALLY AND RESPONSIBLY

Code of Conduct

The Board recognises the need to observe a high standard of corporate practice and business conduct. Accordingly, the Board adopted a formal Code of Conduct. All Universal Store Directors, officers, senior executives, employees, contractors and consultants must comply with the Code of Conduct.

The key aspects of the code are to:

- act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships and in the best interests of Universal Store;
- act in accordance with all applicable laws, regulations, policies and procedures;
- disclose and manage any conflicts between Universal Store's interests and their personal interests;
- report breaches of the Code to an appropriate person within Universal Store; and
- use Universal Store's resources and property properly.

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy, security of information, integrity, conflicts of interest and corporate social responsibility.

The Code of Conduct was adopted by the Board in October 2020. The Code of Conduct is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>

Securities Trading Policy

The Company has adopted a Securities Trading Policy which applies to the Company and its Directors, officers, employees and management, including those persons having authority and responsibility for planning, directing and controlling the activities of Universal Store, whether directly or indirectly.

The policy is intended to explain the types of conduct in relation to dealings in securities that are prohibited under the Corporations Act and establish procedures in relation to Directors, Management or employees dealing in securities to ensure that public confidence is maintained in the reputation of the Company, the Directors, Management and employees and in the trading of the Company's securities.

The policy provides that Directors, Management and employees must not deal in the Company's securities when they are aware of "inside" information. Directors and certain restricted employees must not deal in the Company's securities during any of the following blackout periods:

- from the close of trading on the ASX on 15 June each year until 10:00am AEST on the ASX trading day following the day on which the Company's full year results are released to the ASX;
- the period from the close of trading on the ASX on 31 December each year until 10:00am AEST on the ASX trading date day following the day on which the Company's half year results are released to the ASX;
- from the close of the ASX trading day two weeks prior to the date of the Company's AGM until 10:00am AEST on the ASX trading day following the date of the Company's AGM; and
- any other period that the Board specifies from time to time.

Directors and restricted employees must receive prior approval for any proposed dealing in the Company's securities outside of the above blackout periods (including any proposed dealing by one of their connected persons).

In all instances, buying or selling of Shares is not permitted at any time by any person who possesses inside information.

The Securities Trading Policy is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>

Corporate Governance Statement (Continued)

PRINCIPLE 4: THE BOARD SAFEGUARDS THE INTEGRITY OF CORPORATE REPORTS

Audit and Risk Committee (ARC)

The ARC Charter requires that the Committee must have at least three members, a majority of whom must be independent Directors and all of whom must be Non-Executive Directors. The committee must also have an independent Chair who is not the Chair of the Board. In addition, all members of this committee must be financially literate and have familiarity with financial and accounting matters and at least one member must be a qualified accountant or other financial professional with appropriate expertise of financial and accounting matters.

The ARC has three members all of whom are independent Non-Executive Directors. The ARC currently comprises of Kaylene Gaffney (Chair), Peter Birtles and Srdjan Dangubic. They are all financially literate.

The primary role of the ARC is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities including:

- engaging in the oversight of, and assessing the adequacy of, Universal Store's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process;
- assessing the appropriateness and application of Universal Store's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
- assessing the appropriateness of any significant accounting estimates, judgements or choices contained in Universal Store's financial reports;
- reviewing all half-yearly and annual reports with management, advisers, and the external auditors (as appropriate) and recommending the applicable accounts' adoption by the Board if those reports reflect the understanding of the members of the committee, and otherwise provide a true and fair view of the financial position of the Universal Store;
- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficacy of those systems;
- approving the terms of engagement with the external auditor at the beginning of each financial year;
- approving policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation; and
- meeting periodically with the external auditor and inviting them to attend committee meetings to assist the committee to discharge its obligations.

Under the charter, it is the policy of the Company that its external auditing firm must be independent of it. The Committee will review and assess the independence of the external auditor on an annual basis.

The ARC may obtain information from, and consult with, management, the external auditor and external advisers, as it considers appropriate. The ARC also has access to the external auditor to discuss matters without Management being present.

For details of the qualifications and experience of each ARC member, refer to "Board of Directors", contained within the Annual Report. For details regarding the number of ARC meetings and the attendance at those meetings, refer to "Board of Directors – Attendance at Meetings" contained within the Annual Report.

Further detail in relation to the ARC's function as a risk committee is available under Principle 7 of this Corporate Governance Statement.

The ARC Charter was adopted by the Board in October 2020. The ARC Charter is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>

CEO and CFO declaration

Prior to Board approval of Universal Store's annual financial reports, the CEO and CFO must provide the Board with the declarations required under section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles. This declaration is also provided prior to Board approval of Universal Store's half-year financial reports required under Recommendation 4.2 and as if section 295A of the Corporations Act applied in respect of a half-year period.

Auditor at AGM

At Universal Store's 2021 AGM, PricewaterhouseCoopers, as the independent external auditor, will be present and available to answer Shareholder questions on the:

- conduct of the independent external audit;
- preparation and content of the independent external auditor's report;
- accounting policies adopted in relation to the preparation of the financial statements; and
- independence of PricewaterhouseCoopers in relation to the conduct of the audit.

PRINCIPLE 5: THE BOARD MAKES TIMELY AND BALANCED DISCLOSURE

It is the intention of the Board to ensure that Shareholders are kept informed of all major developments affecting the state of affairs of Universal Store.

The Company has adopted a Disclosure Policy which establishes procedures that are aimed at ensuring that Directors and Management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information. Under the disclosure policy, the Board is responsible for managing the Company's compliance with its continuous disclosure obligations. It is a standing agenda item at all Board meetings to consider any information that may be required to be disclosed to the ASX in accordance with the Company's continuous disclosure obligations.

The Universal Store Disclosure Policy sets out Universal Store's disclosure obligations under the Corporations Act and ASX Listing Rules and is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>

The Board has appointed the Company Secretary to act as Disclosure Officer for the Company. The Disclosure Officer has primary responsibility for all communication with the ASX on disclosure matters.

The Disclosure Officer, Board and Disclosure Committee are primarily responsible for assessing if information is price-sensitive and should be disclosed publicly under the Policy and ensuring that the Policy is implemented and enforced and that all material information is disclosed to the ASX as required by the Corporations Act and the Listing Rules.

PRINCIPLE 6: THE BOARD RESPECTS THE RIGHTS OF SECURITY HOLDERS

The Board's aim is to ensure that Shareholders are provided with sufficient information to assess the performance of the Universal Store and that Shareholders are kept informed of all major developments affecting the state of affairs of the Universal Store in accordance with all applicable laws. In addition to the Company's continuous disclosure obligations, the Company has adopted a Shareholder Communications Policy to keep Shareholders informed.

Universal Store website

Universal Store's website at <https://www.universalstore.com/> is kept current to maintain effective communication with shareholders and stakeholders. All ASX announcements made to the market, including annual and half-year financial results, are posted on the Company's website at <https://investors.universalstore.com/investor-centre/> as soon as they have been released by ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report, key policies, the charters of its Board committees and copies of all investor presentations made to analysts and media briefings are posted on the Company's website. The website also contains a facility for Shareholders to direct queries to the Company.

All ASX announcements made by Universal Store can also be accessed from the 'Announcements' section of the ASX website at www.asx.com.au/asx/statistics/announcements.do, using Universal Store's ticker code: UNI.

Investor relations

Relationships with investors are very important at Universal Store. Following Universal Store's release of its half-year and annual financial statements, Universal Store conducts investor briefings and investor roadshows with institutional groups and analysts.

Universal Store's AGM is usually held in November each year and the Chair, Directors and Key Management Personnel will engage with Shareholders in advance of the AGM, as appropriate.

Corporate Governance Statement (Continued)

Shareholder communications

Shareholders may elect to receive all communications from the Universal Store share registry electronically. Electronic communications have the added advantage of being timelier and more cost effective, which benefits all Universal Store Shareholders and is encouraged by Universal Store. Shareholders should contact the Universal Store share registry if they wish to elect to receive electronic communications by emailing registrars@linkmarketservices.com.au

The Universal Store share registry is managed by Link Market Services Limited: www.linkmarketservices.com.au

Shareholder engagement and participation

To encourage Shareholder engagement and participation at the AGM, Shareholders have the opportunity to attend the AGM, ask questions from the floor, participate in voting and meet the Board and the Management team in person.

Shareholders who are unable to attend the AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form that accompanies the notice of meeting, or online through the share registry's website.

Shareholders have the opportunity to submit written questions and comments to Universal Store and its external auditor.

Presentations and speeches made by the Chair and CEO at the AGM are made available on the ASX announcements platform, and Universal Store's website before the commencement of the meeting. Universal Store will also publish the results of the AGM to the ASX and on its website following the conclusion of the AGM.

PRINCIPLE 7: THE BOARD RECOGNISES AND MANAGES RISK

Risk Management

In its function as a Risk Committee, the ARC assists the Board in fulfilling its corporate governance responsibilities with regard to providing oversight and ensuring the soundness of Universal Store's risk management framework and internal control systems.

The ARC's primary responsibilities with respect to risk management include:

- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficacy of those systems;
- reviewing and approving policies and procedures on risk oversight and management; and
- receiving reports from Management concerning Universal Store's material risks in order to assess the internal processes for determining, monitoring and managing these risks and to monitor the risk profile of Universal Store.

The Board is responsible for overseeing and approving risk management strategy and policies. The Board has responsibility for identifying major risk areas and implementing risk management systems and setting the risk profile for Universal Store. The Board is responsible for monitoring risk management and establishing procedures which seek to provide assurance that major business risks are identified, consistently assessed and appropriately addressed. The Board may delegate these functions to the ARC.

Details of the ARC are contained in the disclosure under Principle 4. For details of the qualifications and experience of each ARC member, refer to "Board of Directors", contained within the Annual Report. For details regarding the number of ARC meetings and the attendance at those meetings, refer to "Board of Directors – Attendance at Meetings" contained within the Annual Report.

In addition to the ARC, Universal Store has adopted a Risk Management Policy. The Risk Management Policy is available on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>. This policy highlights the risks relevant to the Company's operations and Universal Store's commitment to designing and implementing systems and methods appropriate to minimise and control its risks.

The Company regularly undertakes reviews of its risk management procedures to ensure that it complies with its legal obligations, including assisting the CEO or CFO and Company Secretary to provide declarations required under section 295A of the Corporations Act. As part of the Company's listing on the ASX in November 2020, a review of the Company's key risks was undertaken as detailed in the Prospectus.

Internal audit

Given the size and scale of Universal Store's current operations, Universal Store has not established an internal audit function. Oversight of the effectiveness of Universal Store's risk management and internal control processes currently form part of the responsibilities of Management. The Board also relies on ongoing reporting and discussion of the management of material business risks to evaluate and continually improve the effectiveness of Universal Store's risk management and internal control processes. Whilst Universal Store does not have an internal audit function, it engages with specialist partners to conduct reviews as required. As Universal Store's business operations continue to develop, the ARC may consider establishing an independent internal audit function inhouse.

Economic, environmental and social risks

As set out above, Universal Store has a risk management framework and Risk Management Policy. The risk management processes in place require regular review of Universal Store's existing risks and the identification of new and emerging risks facing Universal Store, including financial and non-financial matters. The risk processes in place have identified the following possible risk areas:

Risk areas

Compliance risk

Investment risk

Legal risk

Financial risk

Reputational risk

Operational and execution risk

Strategic risk

Environmental risk

Social sustainability risk

Corporate Governance Statement (Continued)

PRINCIPLE 8: THE BOARD REMUNERATES FAIRLY AND RESPONSIBLY

People and Remuneration Committee (PRC)

The Board may, from time-to-time, establish appropriate committees to assist in the discharge of its responsibilities. The Board has established the PRC.

The PRC Charter requires that the committee must have at least three members, a majority of whom must be independent Directors and all of whom must be Non-Executive Directors. The committee should also have an independent Chair who is not the Chair of the Board.

The PRC has three members and is comprised of three independent Non-Executive Directors, being Trent Peterson (Chair), David MacLean and Peter Birtles.

The Board confirms that the Company is now in compliance with the recommendation in relation to the independence of the Chair of the PRC, as the Chair of the PRC is Trent Peterson (who is now considered by the Board to be independent).

The PRC assists the Board in fulfilling its corporate governance responsibilities to remunerate fairly and responsibly. The PRC's primary responsibilities with respect to remuneration include:

- reviewing and recommending arrangements for the CEO and any other Executive Directors, and the executives reporting to the CEO, including contract terms, annual remuneration, participation in the Company's short and long-term incentive plans and amendments to existing equity plans;
- reviewing major changes and developments in Universal Store's remuneration, recruitment, retention and termination policies and procedures for Senior Management;
- reviewing and approving short-term and long-term incentive strategy, performance hurdles and level of payments;
- reviewing and recommending to the Board the remuneration arrangements for the Chair and the Non-Executive Directors of the Board, including fees, travel and other benefits; and
- ensuring coherent remuneration policies and practices are in place which enable Universal Store to attract and retain executives and Directors who will create value for Shareholders.

For details of the qualifications and experience of each PRC member, refer to "Board of Directors", contained within the Annual Report. For details regarding the number of PRC meetings and the attendance at those Meetings, refer to "Board of Directors – Attendance at meetings" contained within the Annual Report.

Remuneration policies and practices

Details about Universal Store's remuneration strategy, framework, policies and practices are set out in the Company's Remuneration Report which clearly distinguishes the structure of Non-Executive Directors' remuneration from that of the Key Management Personnel.

The Universal Store Remuneration Report for the FY2021 is set out from page 26 of the Annual Report.

Policy on hedging equity-based incentive schemes

Universal Store has a Securities Trading Policy which prohibits Directors and Senior Management (and their associated investment vehicles) from trading in financial products that limit the economic risk of security holdings (e.g. hedging arrangements). The Securities Trading Policy is located on Universal Store's website at <https://investors.universalstore.com/investor-centre/#governance>