

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

<b>BOD AUSTRALIA LIMITED</b>
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ABN/ARBN

89 601 225 441
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Financial year ended:

30 JUNE 2021
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://investors.bodaustralia.com/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 22 October 2021 and has been approved by the board.

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

Date: 28 October 2021

Name of authorised officer authorising lodgement: Stephen Kelly, Company Secretary

<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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 type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>[insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>[insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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:</p> <p><b>Item 1.7 of the Corporate Governance Statement</b></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><b>Item 1.7 of the Corporate Governance Statement</b></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><b>Item 2.1 of the Corporate Governance Statement</b></p> <p>[If the entity complies with paragraph (b):]</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>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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"/> and we have disclosed our board skills matrix at:</p> <p><b>Item 2.2 of the Corporate Governance Statement</b></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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: <b>Item 2.3 of the Corporate Governance Statement</b> and, where applicable, the information referred to in paragraph (b) at: <b>Item 2.3 of the Corporate Governance Statement</b>  and the length of service of each director at: <b>Item 2.3 of the Corporate Governance Statement</b>	<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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" 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><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><b>Item 4.1 of the Corporate Governance Statement</b></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><b>Not Applicable</b></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<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
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a>	<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: <b>Item 6.3 of our Corporate Governance Statement</b>	<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
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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 checked="" 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><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><b>Item 7.1 of the Corporate Governance Statement</b></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><b>Not Applicable</b></p>	<input 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><b>Item 7.2 of the Corporate Governance Statement</b></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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: <b>Item 7.4 of the Corporate Governance Statement</b> and, if we do, how we manage or intend to manage those risks at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> <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><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><b>Item 8.1 of the Corporate Governance Statement</b></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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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><b>Item 8.2 of the Corporate Governance Statement</b></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></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, <sup>4</sup> 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: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input 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 <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input checked="" 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
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
-	<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>

**CORPORATE GOVERNANCE STATEMENT**

**INTRODUCTION**

The Board and management of Bod Australia Limited (Bod or Company) recognises that the Company's employees, shareholders, regulators, and other stakeholders expect Bod to conduct its operations ethically and with integrity. Bod is committed to maintaining a high standard of corporate governance which reflects Bod's values and the expectations of its stakeholders.

The Board has adopted a suite of charters and key corporate governance documents which articulate the corporate governance policies and procedures adopted by Bod.

These documents are available in the Corporate Governance section of the Company's website:

<https://investors.bodaustralia.com/corporate/corporate-governance/>

This Corporate Governance Statement (Statement), which is current as at 15 October 2021 and has been approved by the Company's Board, explains how Bod complies with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition' published in February 2019 (ASX Principles and Recommendations), in relation to the year ended 30 June 2021.

In addition to the ASX Principles and Recommendations, the Board has considered several important factors in determining its corporate governance policies and procedures including:

- The stage of development of the Company.
- Cost versus benefit of additional corporate governance requirements or processes.
- Size of the Board.
- Board's experience in the pharmaceuticals sector.
- Organisational reporting structure, number of reporting functions, operational divisions, and employees.
- Relatively simple financial affairs with limited complexity and quantum.
- Relatively small market capitalisation and economic value of the entity; and
- Direct shareholder feedback.

**CORPORATE GOVERNANCE STATEMENT**

ASX Recommendation	Compliant?	Comment
<b>1.1 Principle 1 – Lay Solid Foundations for management and oversight</b>		
<p><b>ASX Recommendation 1.1</b></p> <p>A listed company should disclose:</p> <p>(a) the respective role and responsibilities of its Board and management; and</p> <p>(b) those matters expressly reserved to the Board and those delegated to management.</p>	Yes	<p>The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives.</p> <p>In general, the Board assumes (amongst others) the following responsibilities:</p> <ol style="list-style-type: none"> <li>1. Setting objectives, goals, and strategic direction with a view to maximising investor value.</li> <li>2. Oversight of control and accounting systems.</li> <li>3. Monitoring investment policies.</li> <li>4. Approving and monitoring progress of major capital expenditure, capital management, acquisitions, and divestments.</li> <li>5. Preparing annual operating and capital expenditure budgets for BOD Australia.</li> <li>6. Considering financial statements and reports for publication.</li> <li>7. Monitoring financial performance.</li> <li>8. Reviewing, ratifying, and monitoring systems of risk management, internal compliance and control, codes of conduct, and external compliance.</li> <li>9. Monitoring financial and other reporting.</li> <li>10. Monitoring the implementation of business standards and codes of ethical behaviour.</li> <li>11. Monitoring and approving financial benefits to related parties.</li> <li>12. Determining the independence of non-executive Directors.</li> <li>13. Determining the process of evaluation of the performance of the Board, its committees, and Directors.</li> <li>14. Monitoring and evaluating the desirable competencies of the Directors, including the range and experience of the Directors.</li> <li>15. Considering Board succession planning issues.</li> <li>16. Appointing, reviewing, and monitoring the independence of the external auditors.</li> </ol> <p>The Chairman's responsibilities include leadership of the Board and the efficient organisation and conduct of the functioning of the Board.</p> <p>There is a clear division of responsibilities between the Chairman and the CEO. The Board has delegated to the CEO the authority to manage the day-to-day affairs of the Company. The Board ensures that the CEO is appropriately qualified and experienced to discharge her responsibilities.</p>



**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Recommendation</b>	<b>Compliant?</b>	<b>Comment</b>
<p><b>ASX Recommendation 1.2</b></p> <p>A listed company should:</p> <p>(A) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.</p>	<b>Yes</b>	<p>Bod carefully considers the character, experience, education, and skillset of potential candidates for appointment to the Board and conducts appropriate background checks to verify the suitability of the candidate, prior to their election. Based on the Company's level of knowledge of the potential candidate, these may include checks as to the person's character, experience, education, and bankruptcy history, but may not include criminal record checks for potential candidates that are well known to the Board. The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director, is disclosed in the relevant notice of meeting provided to shareholders. Director profiles are also included on the Company's website and in the Directors' Report included in the Company's Annual Report.</p>
<p><b>ASX Recommendation 1.3</b></p> <p>A listed company should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<b>Yes</b>	<p>In addition to being set out in the Board Charter, the roles and responsibilities of Directors are formalised in a letter of appointment which each Director receives and commits to on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relations to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies. Each Key Management Personnel ("KMP") enters a service contract which sets out the material terms of employment, position description, reporting lines, remuneration arrangements and termination rights and entitlements. A summary of the employment contract for each KMP is provided in the Remuneration Report included in the Company's Annual Report.</p>
<p><b>ASX Recommendation 1.4</b></p> <p>The Company Secretary of a listed company should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>	<b>Yes</b>	<p>The Company Secretary is accountable directly to the board, through the Chair, on all matters to do with the proper functioning of the board.</p>
<p><b>ASX Recommendation 1.5</b></p> <p>A listed company should:</p> <p>(a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender</p>	<b>No</b>	<p>The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company is in the process of developing a diversity policy. This policy will outline the Company's diversity objectives in relation to gender, age, cultural background, and ethnicity. It will include requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them.</p>

**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

ASX Recommendation	Compliant?	Comment																
<p>diversity and to assess annually both the objectives and the company’s progress in achieving them.</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee of the Board in accordance with the company’s diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the company has defined “senior executive” for these purposes); or</p> <p>(2) if the company is a “relevant employer” under the Workplace Gender Equality Act, the company’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>		<p>The Company is not a “relevant employer” under the Workplace Gender Equality Act.</p> <table><thead><tr><th></th><th>Number of women</th><th>Total</th><th>Women as a proportion of the total</th></tr></thead><tbody><tr><td>Board of Directors</td><td>1</td><td>6</td><td>17%</td></tr><tr><td>Senior Management (excluding Non-Executive Directors)</td><td>2</td><td>4</td><td>50%</td></tr><tr><td>Whole Organisation (excluding Non-Executive Directors)</td><td>9</td><td>15</td><td>60%</td></tr></tbody></table> <p>For the purposes of the above analysis, Senior Management includes the Chief Executive Officer and the direct reports to the Chief Executive Officer.</p>		Number of women	Total	Women as a proportion of the total	Board of Directors	1	6	17%	Senior Management (excluding Non-Executive Directors)	2	4	50%	Whole Organisation (excluding Non-Executive Directors)	9	15	60%
	Number of women	Total	Women as a proportion of the total															
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Senior Management (excluding Non-Executive Directors)	2	4	50%															
Whole Organisation (excluding Non-Executive Directors)	9	15	60%															
<p><b>ASX Recommendation 1.6</b></p> <p>A listed company 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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	No	<p>The Board has not conducted a formal performance evaluation. Given the stage of the Company's development, the Board believes that a formal performance evaluation is not required at this point in time as no efficiencies or other benefits would be gained from a formal performance evaluation. The Chairman is responsible for evaluating the Board and informal discussions are undertaken during the year. As the Company grows and develops, it will continue to consider the efficiencies and merits of a more formal performance evaluation of the Board, its committees, and individual Directors.</p>																

**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

ASX Recommendation	Compliant?	Comment
<p><b>ASX Recommendation 1.7</b></p> <p>A listed company should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p><b>Yes</b></p>	<p>Given the size and the nature of the Company's operations, the performance of each executive is monitored on an ongoing basis by the non-executive Directors. The Non-Executive Chairman conducted a formal performance evaluation of the Chief Executive Officer and the Chief Operating Officer, the results of which were reported to the Remuneration and Nominations Committee and the Board of Directors.</p>

**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

ASX Recommendation	Compliant?	Comment
<b>Principle 2: Structure the Board to add value</b>		
<p><b>ASX Recommendation 2.1</b></p> <p>The Board of a listed company should 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,</p> <p>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>	<b>Yes</b>	<p>The Board has established a Remuneration and Nominations Committee which has three members, the majority of whom are independent. The Remuneration and Nominations Committee is Chaired by an independent director and comprised the following members as at 30 June 2020:</p> <p>a) Mr George Livery, Non-Executive Director, Chair of the Committee</p> <p>b) Mr Simon O'Loughlin, Non-Executive Director</p> <p>c) Mr Mark Masterson, Non-Executive Chairman</p> <p>The Remuneration and Nominations Committee met three times during the year ended 30 June 2021 with all members of the Committee at that time in attendance.</p> <p>The Charter of the Remuneration and Nominations Committee provides that the principal role of the Committee is to assist and advise the Board on matters relating to:</p> <p>a) The overall remuneration strategies and policies of the Company;</p> <p>b) The remuneration of the Chief Executive Officer (CEO), the CEO's senior executive direct reports and Non-Executive Directors;</p> <p>c) Matters relating to the composition, structure, succession planning and performance of the Board;</p> <p>d) Matter relating to senior executive selection and performance; and</p> <p>e) Other matters as required.</p> <p>The Remuneration and Nomination Committee Charter is available in the Corporate Governance section of the Company's website</p> <p><a href="https://investors.bodaustralia.com/corporate/corporate-governance/">https://investors.bodaustralia.com/corporate/corporate-governance/</a></p>
<p><b>ASX Recommendation 2.2</b></p> <p>A listed company should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	<b>Yes</b>	<p>In line with recommendation 2.2, the Board has developed a Board skills matrix, to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience. The Board monitors the skills, expertise and experience that are relevant to the Company and assess those requirements against the collective attributes of the Directors. The Board skills matrix will be reviewed by the Directors on annual basis.</p> <p>A summary of the breadth and depth of the Board's experience and skills appears below.</p>

**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

ASX Recommendation	Compliant?	Comment	

**BOD AUSTRALIA LIMITED**  
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ASX Recommendation	Compliant?	Comment																																			
<p><b>ASX Recommendation 2.3</b></p> <p>A listed company should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association, or relationship of a type set out in Box 2.3 of the Third Edition of the ASX Corporate Governance Principles and Recommendations for further detail but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><b>Yes</b></p>	<p>Details of the Board of Directors, their appointment dated, length of service, and independence status is as follows:</p> <table><thead><tr><th>Director's name</th><th>Appointment date</th><th>Length of service at reporting date</th><th>Independence status</th><th>Non-executive</th></tr></thead><tbody><tr><td>Mark Masterson</td><td>11 November 2019</td><td>1 year 11 months</td><td>Independent</td><td>Yes</td></tr><tr><td>Joanne Patterson</td><td>13 August 2014</td><td>7 years 2 months</td><td>Not independent</td><td>No</td></tr><tr><td>Akash Bedi</td><td>22 July 2019</td><td>2 years 3 months</td><td>Not independent</td><td>No</td></tr><tr><td>Johannes Cappon</td><td>20 July 2021</td><td>3 months</td><td>Not independent</td><td>Yes</td></tr><tr><td>George Livery</td><td>1 September 2018</td><td>3 years 1 month</td><td>Not Independent</td><td>Yes</td></tr><tr><td>Simon O'Loughlin</td><td>5 August 2016</td><td>5 years 2 months</td><td>Independent</td><td>Yes</td></tr></tbody></table> <p>The Board will assess the independence of each Director on an annual basis. For this purpose, an independent Director is a Non-executive Director whom the Board considers to be independent of management and free of any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with - the exercise of unfettered and independent judgment. In making this assessment, the Board considers the following factors that may cause doubts about the independence of a Director:</p> <ol style="list-style-type: none"><li>1. Is a substantial shareholder of the Company, is an officer of, or is otherwise associated with a substantial shareholder;</li><li>2. Within the last three years, has been employed in an executive capacity by the Company;</li><li>3. Within the last three years, is, or has been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the service provided;</li><li>4. Is a material supplier to, or customer of, the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; and</li><li>5. Has a material contractual relationship with the Company, other than as a Director.</li></ol> <p>When a new Director joins the Board, they are provided with information about the Company including the Constitution, Board and Committee Charters and Policies.</p>	Director's name	Appointment date	Length of service at reporting date	Independence status	Non-executive	Mark Masterson	11 November 2019	1 year 11 months	Independent	Yes	Joanne Patterson	13 August 2014	7 years 2 months	Not independent	No	Akash Bedi	22 July 2019	2 years 3 months	Not independent	No	Johannes Cappon	20 July 2021	3 months	Not independent	Yes	George Livery	1 September 2018	3 years 1 month	Not Independent	Yes	Simon O'Loughlin	5 August 2016	5 years 2 months	Independent	Yes
Director's name	Appointment date	Length of service at reporting date	Independence status	Non-executive																																	
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**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Recommendation</b>	<b>Compliant?</b>	<b>Comment</b>
<b>ASX Recommendation 2.4</b>  A majority of the Board of a listed company should be independent directors.	<b>No</b>	Recommendation 2.4 that suggests a majority of the Board should be independent, the Company currently has two independent Directors and our non-independent Directors and as such the majority of Directors are non-independent. The Board believes that its current composition is appropriate to deliver on the Company's stated objectives. The size and scope of the Company's activities does not justify the cost of appointing further independent Directors at this stage of its development.
<b>ASX Recommendation 2.5</b>  The Chair of the Board of a listed company should be an independent director and, in particular, should not be the same person as the CEO of the company.	<b>Yes</b>	The Chair of the Board, Mr Mark Masterson is an independent director. The CEO of the Company is Joanne Patterson.
<b>ASX Recommendation 2.6</b>  A listed company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<b>Yes</b>	When a new director joins the Board, they are provided with information about the Company including the Constitution, Board and Committee Charter's, policies, and director duties information.  Professional development opportunities are made available to all directors on an as needs basis.

**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

<b>Principle 3: Act ethically and responsibly</b>		
<b>ASX Recommendation 3.1</b>  A listed company should articulate and disclose its values.		The Company's values are embodied within the Code of Ethics and Conduct for Directors and Corporate Code of Conduct which are available on the Company's website.
<b>ASX Recommendation 3.1</b>  A listed company should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives, and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	<b>Yes</b>	The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal Code of Conduct ("Code") to be followed by all employees (including temporary employees and contractors) and officers.  The key aspects of this Code are to: <ul style="list-style-type: none"> <li>• act with honesty, integrity, and fairness in the best interests of the Company;</li> <li>• act in accordance with all applicable laws, regulations, policies and procedures;</li> <li>• have responsibility and accountability for individuals for report and investigating reports of unethical practices; and</li> <li>• other matters including but not limited to ethical conduct, business conduct, confidentiality, privacy, security of information, and conflicts of interest.</li> </ul>
<b>ASX Recommendation 3.3:</b>  A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee is informed of any material incidents reported under that policy.</li> </ul>	<b>Yes</b>	The Company has adopted a Whistleblower Policy intended to support and protect persons who speak up about any unlawful, unethical, or irresponsible behaviour within the organisation, a copy of which is available in the Corporate Policy section of the Company's website. The Board are informed of material incidents reported under the Company's Whistleblower Policy.
<b>ASX Recommendation 3.4:</b>  A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or a committee is informed of any material breaches of the policy.</li> </ul>	<b>Yes</b>	The Company has adopted an Anti-Bribery and Corruption (ABC) Policy which links to the Code of Conduct by which the Company expects its operations and business dealings to be managed. The ABC Policy prohibits the giving of bribes or other improper payments and specifies the controls around the giving of donations and the acceptance of gifts or hospitality by officers of the Company. The ABC Policy requires the Board to be informed of any material breaches of the ABC Policy. The ABC policy is available in the Corporate Policy section of the Company's website.



**BOD AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

Principle 4: Safeguard integrity in corporate reporting		
<p><b>ASX Recommendation 4.1</b></p> <p>The Board of a listed company should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, 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><b>Yes</b></p>	<p>The Board has established an Audit, Risk and Compliance Committee comprising the following members:</p> <p>a) Mr Simon O'Loughlin, Non-Executive Director, Chair of the Committee</p> <p>b) Mr Mark Masterson, Non-Executive Director</p> <p>c) Mr Akash Bedi, Non-Executive Director</p> <p>The Audit, Risk and Compliance Committee has three members, the majority of whom are independent and is Chaired by an independent director.</p> <p>The Audit, Risk and Compliance Committee met twice during the year ended 30 June 2021 with all members of the Committee at the time of the meeting in attendance for both meetings.</p> <p>The Charter of the Audit, Risk and Compliance Committee provides that the principal role of the Committee is to assist and advise the Board on matters relating to:</p> <p>a) Financial reporting;</p> <p>b) Risk management;</p> <p>c) Evaluating the effectiveness of the financial control environment; and</p> <p>d) Review of the internal and external audit functions.</p>
<p><b>ASX Recommendation 4.2</b></p> <p>The Board of a listed company should, before it approves the company's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the company have been properly maintained and that the financial statements</p>	<p><b>Yes</b></p>	<p>The CEO and CFO are required to provide a written declaration to the Board in relation to the release of any financial statements by the Company that, in their view:</p> <ul style="list-style-type: none"> <li>the Company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board;</li> </ul>

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<b>Principle 4: Safeguard integrity in corporate reporting</b>		
<p>comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>		<ul style="list-style-type: none"> <li>the Company's risk management and internal compliance and control system is operating effectively in all material respects;</li> <li>the Company's financial statements and notes thereto comply with the accounting standards; and</li> <li>the Company's financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at the appropriate reporting date and of its performance for the financial year ended on that date.</li> </ul>
<p><b>ASX Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><b>Yes</b></p>	<p>The Company has an effective system of internal control and multiple review and approval stages which it applies to public documents that are not reviewed or audited by its external auditor</p>

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<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>ASX Recommendation 5.1</b></p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<b>Yes</b>	<p>The Company has a Disclosure and Communication Policy which is published on the Company's website.</p> <p>The Disclosure and Communication Policy seeks to promote investor confidence and the rights of shareholders by:</p> <p>(a) complying with the continuous disclosure obligations imposed by law;</p> <p>(b) ensuring that the Company's announcements are presented in a factual, clear, and balanced way;</p> <p>(c) ensuring that all shareholders have equal and timely access to material information concerning the Company; and</p> <p>(d) communicating effectively with shareholders and making it easy for them to participate in general meetings.</p>
<p><b>ASX Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<b>Yes</b>	<p>The Company ensures that Directors are provided with a copy of all material market releases either prior to, or promptly after, lodgement</p>
<p><b>ASX Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<b>Yes</b>	<p>The Company ensures that any new substantive investor or analyst presentation is released on the ASX Markets Announcements Platform ahead of being presented, or made available to, investors or analysts.</p>

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<b>Principle 6: Respect the rights of security holders</b>		
<b>ASX Recommendation 6.1</b>  A listed company should provide information about itself and its governance to investors via its website.	<b>Yes</b>	The Company discloses information about itself including its: Corporate Governance Statement, Corporate Governance Policies, past announcements, investor updates and other relevant information on the Company website. Shareholders and other interested parties may also subscribe for email alerts using the Company's website.
<b>ASX Recommendation 6.2</b>  A listed company should design and implement an investor relations program to facilitate effective two-way communication with investors.	<b>Yes</b>	The Board aims to keep shareholders informed of all major developments affecting the Company's activities and its state of affairs through announcements to the ASX and releases to the media. The Company's commitment to respect the rights of shareholders is set out in the Communications Policy, which is available on the Company's website.
<b>ASX Recommendation 6.3</b>  A listed company should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<b>Yes</b>	The Board encourages full participation of shareholders at the annual general meeting. Shareholders who are unable to attend general meetings are encouraged to lodge proxy appointments in advance of the meeting.
<b>ASX Recommendation 6.4</b>  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.	<b>Yes</b>	The Company has adopted the process required by ASX Guidance Note 35 which stipulates that all Listing Rule resolutions be decided by poll. The Company has extended the conduct of a poll to all resolutions proposed at shareholder meetings
<b>ASX Recommendation 6.5</b>  A listed company should give security holders the option to receive communications from, and send communications to, the company and its security registry electronically.	<b>Yes</b>	Shareholders may elect to receive electronic notifications when the Annual Report is available on the Company's website and may electronically lodge proxy instructions for items of business to be considered at general meetings.

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<b>Principle 7: Recognise and manage risk</b>		
<p><b>ASX Recommendation 7.1</b></p> <p>The Board of a listed company 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 company's risk management framework.</p>	<p><b>Yes</b></p>	<p>Recommendation 7.1 is that the Board should establish a Committee to oversee risk.</p> <p>The Charter of the Audit, Risk and Compliance Committee includes as one of the principal roles of the committee providing assistance and advice to the Board on matters related to risk management. The specific responsibilities of the Audit, Risk and Compliance Committee in relation to risk management include:</p> <ul style="list-style-type: none"> <li>a) Evaluating whether Management is setting the appropriate 'control culture' by communicating the importance of internal control and management of risk;</li> <li>b) Gaining an understanding of and review the areas of greatest strategic and operational risk to the organisation and how these are managed;</li> <li>c) Ensuring that Management has appropriate processes for identifying, assessing, and responding to risks in a manner that is in accordance with the Company's risk appetite, and that those processes are operating effectively</li> <li>d) Reviewing, at least annually, the effectiveness of the Company's Risk Management Framework and systems for identifying, monitoring, and managing significant business risks across the Company's businesses;</li> <li>e) Considering whether the Risk Management Framework effectively identifies areas of potential, material risk including economic, environmental, and social sustainability risks; and</li> <li>f) Considering post implementation reviews on Board approved projects.</li> </ul> <p>The Audit, Risk and Compliance Committee comprised the following members at 30 June 2020:</p> <ul style="list-style-type: none"> <li>a) Mr Simon O'Loughlin, Non-Executive Director, Chair of the Committee</li> <li>b) Mr Mark Masterson, Non-Executive Director</li> <li>c) Mr Akash Bedi, Non-Executive Director</li> </ul> <p>The Audit, Risk and Compliance Committee has three members, the majority of whom are independent and is Chaired by an independent director.</p> <p>The Audit, Risk and Compliance Committee met twice during the year ended 30 June 2021 with all members in attendance for both meetings</p>

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**CORPORATE GOVERNANCE STATEMENT**

<b>Principle 7: Recognise and manage risk</b>		
<p><b>ASX Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the company's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<b>No</b>	<p>The Company recognises the importance of a comprehensive yet commercially workable risk management framework. The Risk Management Policy is currently in the process of being developed by the Board and will be designed to assist the Company in managing the level of risk within acceptable parameters for the Company, rather than eliminating risk as such.</p> <p>The Risk Management Policy will assist the Board to achieve the Company's objectives through thorough and competent strategic decision making and the conduct of efficient, effective, and robust business processes that allow the Company to take opportunities when they arise while meeting required standards on accountability, compliance, and transparency.</p>
<p><b>ASX Recommendation 7.3</b></p> <p>A listed company should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 risk management and internal control processes.</p>	<b>Yes</b>	<p>The Company does not have an internal audit function. The Board considers the policies and procedures currently implemented are sufficient for a Company of its size and complexity.</p>
<p><b>ASX Recommendation 7.4</b></p> <p>A listed company should disclose whether it has any material exposure to economic, environmental, and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<b>Yes</b>	<p>Recommendation 7.4 is that the Board should disclose whether it has any material exposure to economic, environmental, and social sustainability risks and if so, how it manages those risks. The Company believes that the following operational risks are inherent in the industry in which the Company operates, having regard to the Company's circumstances (including financial resources, prospects, and size):</p> <ul style="list-style-type: none"> <li>• Competition risk;</li> <li>• Operating experience and reliance on key personnel;</li> <li>• Intellectual property risk;</li> <li>• Shortage of funding risk;</li> <li>• Reputation risk;</li> <li>• Liquidity risk;</li> <li>• Regulatory risk; and</li> <li>• Product risk.</li> </ul>

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**Principle 7: Recognise and manage risk**

		<p>These risk areas are provided here to assist investors to understand better the nature of the risks faced by the Company and are not necessarily an exhaustive list.</p> <p>The Company does not have any material exposure to environmental or social risks.</p>
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**Principle 8: Remunerate fairly and responsibly**

<p><b>ASX Recommendation 8.1</b></p> <p>The Board of a listed company should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 40px;">(1) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(2) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 40px;">(3) the charter of the committee;</p> <p style="padding-left: 40px;">(4) the members of the committee; and</p> <p style="padding-left: 40px;">(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><b>Yes</b></p>	<p>The Board has established a Remuneration and Nominations Committee which has three members, the majority of whom are independent. The Remuneration and Nominations Committee is Chaired by an independent director and comprised the following members as at 30 June 2020:</p> <p>a) Mr George Livery, Non-Executive Director, Chair of the Committee</p> <p>b) Mr Simon O'Loughlin, Non-Executive Director</p> <p>c) Mr Mark Masterson, Non-Executive Chairman</p> <p>The Remuneration and Nominations Committee met three times during the year ended 30 June 2021 with all members of the Committee at that time in attendance.</p> <p>The Charter of the Remuneration and Nominations Committee provides that the principal role of the Committee is to assist and advise the Board on matters relating to:</p> <p>a) The overall remuneration strategies and policies of the Company;</p> <p>b) The remuneration of the Chief Executive Officer (CEO), the CEO's senior executive direct reports and Non-Executive Directors including awards under the Company's Short-Term and Long-Term Incentive Plans;</p> <p>c) Matters relating to the composition, structure, succession planning and performance of the Board;</p> <p>d) Matter relating to senior executive selection and performance; and</p> <p>e) Other matters as required.</p>
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<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>ASX Recommendation 8.2</b></p> <p>A listed company should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p>	<p><b>Yes</b></p>	<p>The Board reviews and approves the Company's remuneration policy to ensure that the Company can attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment, and responsibility.</p> <p>The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.</p> <p>The policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is disclosed in the Company's Annual Report.</p>
<p><b>ASX Recommendation 8.3</b></p> <p>A listed company which has an equity based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter transactions (whether using 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><b>Yes</b></p>	<p>The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.</p> <p>The rules of the Company's Employee Incentive Scheme prohibit participants from entering transactions which limit the economic risk, of participating in the scheme.</p>