

## **CORPORATE GOVERNANCE STATEMENT**

The Directors and Management of Income Asset Management Group Limited (**IAM** or the **Company**) are committed to conducting the business of IAM and its controlled entities (the **Group**) in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size, life cycle stage and nature of the Group's operations.

Consistent with the Company's commitment to transparency in its dealings with stakeholders, this Corporate Governance Statement (**Statement**) has been prepared by reference to each recommendation contained in the Recommendations.

In this Statement, all references to the Company's website are to <https://incomeam.com/> (**Website**).

The Board seeks to ensure that IAM is properly managed to protect and enhance shareholder interests, and that IAM and its directors, officers and personnel operate in a manner that is legal, ethical and fair to shareholders. Accordingly, the Board has created a framework for managing IAM, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for IAM's business and which are designed to promote the responsible management and conduct of the Company.

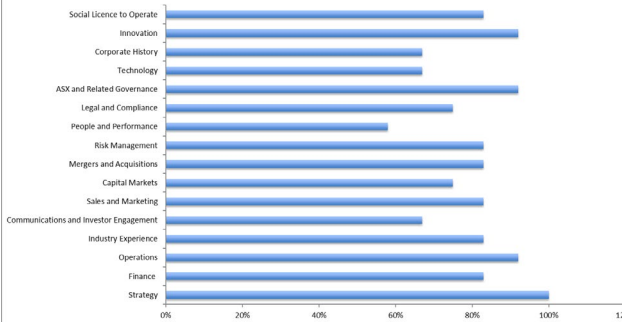
The Statement was approved by the Company's Board on 29 August 2022 and is current as at that date. Reporting is for the year ended 30 June 2022 (**Reporting Period**), unless stated otherwise.

<b>ASX Recommendation</b>	<b>Status</b>	<b>Reference / Comment</b>
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>		
<p><b>1.1 A listed entity should disclose:</b></p> <p><b>(a) the respective roles and responsibilities of its board and management; and</b></p> <p><b>(b) those matters expressly reserved to the board and those delegated to management.</b></p>	<b>Compliant</b>	<p>The Board monitors the operational and financial position and performance of IAM and oversees its business strategy, including considering and approving the Company's strategic objectives.</p> <p>The Board has adopted a written charter (<b>Board Charter</b>) to provide a framework for the Board in guiding and monitoring the activities of the Company and its subsidiaries (<b>Group</b>) on behalf of shareholders. The Board Charter reflects the role and responsibility of the Board and those matters delegated to senior management. The matters reserved to the Board, include:</p> <ul style="list-style-type: none"> <li>• determining all matters relating to the strategic direction, policies, practices and the establishment of goals for management and the operation of the Group;</li> <li>• the monitoring and ultimate control of the business of the Group; and</li> <li>• the delegations of authority to the management of IAM.</li> </ul> <p>The management function is conducted by, or under the supervision of, the CEO as directed by the Board (and by officers to whom the management function is properly delegated by the CEO). Management must report to the Board on a regular basis, on the performance of all parts of the business.</p> <p>The delegation of authority to senior management includes:</p> <ul style="list-style-type: none"> <li>• responsibility for operating the Group's</li> </ul>

ASX Recommendation	Status	Reference / Comment
		<p>businesses within the parameters and in accordance with the policies set by the Board, and keeping the Board informed of material developments in relation to those businesses;</p> <ul style="list-style-type: none"> <li>identifying material business risks, formulating strategies to manage the risks and monitoring the effectiveness of the management process and reporting to the Board accordingly; and</li> <li>implementing and monitoring compliance with the policies, processes and codes of conduct approved by the Board.</li> </ul>
<p><b>1.2</b></p>	<p><b>A listed entity should:</b></p> <p>(a) <b>undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</b></p> <p>(b) <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.</b></p>	<p><b>Compliant</b></p> <p>The Board is tasked with identifying individuals who may be qualified to become new directors, having regard to such factors as it considers appropriate, including skill set, diversity and business experience. The current members of the Board were appointed following a formal process which included the identification of suitable candidates, interviews and background checks.</p> <p>Prior to appointing a new director, the Board undertakes background checks, including police and insolvency clearances, reference checks and reputational enquiries.</p> <p>When putting forward candidates for election or re-election at a general meeting, to enable shareholders to make an informed decision on whether or not to elect or re-elect the relevant director or candidate, the Company provides details of the Director or candidate's relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held in the preceding 3 years; the term of office already served by the Director if relevant; whether the Director or candidate is considered to be independent; and a recommendation by the Board in respect of the election or re-election of the Director or candidate.</p>
<p><b>1.3</b></p>	<p><b>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>	<p><b>Compliant</b></p> <p>All senior executives have entered into written agreements with the Company.</p> <p>The Company has issued an appointment letter to each of the Directors, confirming their respective roles and responsibilities as directors of a public listed entity and setting out their terms of engagement.</p>
<p><b>1.4</b></p>	<p><b>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.</b></p>	<p><b>Compliant</b></p> <p>The Board Charter provides that the Company Secretary is accountable directly to the Board through the Chairman on all matters relating to the proper functioning of the Board.</p>
<p><b>1.5</b></p>	<p><b>A listed entity should:</b></p> <p>(a) <b>have and disclose a diversity policy;</b></p> <p>(b) <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</b></p>	<p><b>Compliant</b></p> <p>The Company has adopted a Diversity Policy, which may be viewed on the Website.</p> <p>The Diversity Policy provides a framework to achieve IAM's goals of recognising and respecting diversity in the workplace. The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high-quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.</p> <p>In March 2021, the Company's Board set a target to achieve 30% female representation on the Board, within the Company's executive management and throughout the Company's employee base, within a period of three</p>

	ASX Recommendation	Status	Reference / Comment
	<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>years. In furtherance of progress towards this target, the Company appointed a female director to its Board for the first time, in September 2021, following a search to identify candidates with relevant skills who would add value to the Company and enhance the Board's aggregate skill set.</p> <p>As at 30 June 2022, the proportion of female representation across the Company was as follows:</p> <ul style="list-style-type: none"> <li>- Board: 25%</li> <li>- Senior Executive (being the CEO and executives reporting to the CEO): 30.7%</li> <li>- Whole Organisation: 28.9%.</li> </ul> <p>The Company was not in the S&amp;P / ASX300 Index at the commencement of the Reporting Period.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Compliant	<p>The Board Charter provides that the Chairman is responsible for regular evaluation of the performance of the Board and its committees and individual directors.</p> <p>Ongoing regular informal performance evaluation, including individual feedback and Board group discussion, was overseen by the Chairman during the Reporting Period.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior</p>	Compliant	<p>The Board Charter provides that non-executive directors scrutinise the performance of executive management against agreed objectives and strategies.</p> <p>During the Reporting Period, a formal review was not undertaken for senior executives.</p>

ASX Recommendation	Status	Reference / Comment
	<p>executives; 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><b>Principle 2 – Structure the Board to add value</b>  <i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>		
<p>2.1</p>	<p><b>The board of a listed entity should:</b></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><b>Part-Compliant</b></p> <p>The Board was responsible for the nomination and selection of directors during the Reporting Period. Subsequent to the end of the Reporting Period, the Board resolved to establish a Remuneration and Nomination Committee (<b>RNC</b>), comprising three members, being: Craig Swanger (Chair), John Nantes and Brook Adcock.</p> <p>Given the composition of the Board, none of the members of the RNC are independent. The charter of the Committee will be available on the Website once finalised. The RNC held its inaugural meeting after the commencement of the Reporting Period.</p>
<p>2.2</p>	<p><b>A listed entity 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.</b></p>	<p><b>Compliant</b></p> <p>The Board aims to be comprised of Directors who have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to IAM's business and the Board's responsibilities.</p> <p>The following table sets out the skills and experience considered by the Board to be important for its directors to collectively possess in order for it to effectively discharge its duties.</p>

ASX Recommendation	Status	Reference / Comment																																		
		<p style="text-align: center;"><b>Board Skills Summary</b></p>  <table border="1" data-bbox="815 219 1449 539"> <caption>Board Skills Summary Data</caption> <thead> <tr> <th>Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Social Licence to Operate</td><td>85%</td></tr> <tr><td>Innovation</td><td>90%</td></tr> <tr><td>Corporate History</td><td>65%</td></tr> <tr><td>Technology</td><td>65%</td></tr> <tr><td>ASX and Related Governance</td><td>90%</td></tr> <tr><td>Legal and Compliance</td><td>75%</td></tr> <tr><td>People and Performance</td><td>60%</td></tr> <tr><td>Risk Management</td><td>85%</td></tr> <tr><td>Mergers and Acquisitions</td><td>85%</td></tr> <tr><td>Capital Markets</td><td>75%</td></tr> <tr><td>Sales and Marketing</td><td>85%</td></tr> <tr><td>Communications and Investor Engagement</td><td>65%</td></tr> <tr><td>Industry Experience</td><td>85%</td></tr> <tr><td>Operations</td><td>90%</td></tr> <tr><td>Finance</td><td>85%</td></tr> <tr><td>Strategy</td><td>100%</td></tr> </tbody> </table> <p>The Board, via the use of its skills matrix, has assessed the relevant level of each competency on the Board and although collectively some competencies and skills have a higher expertise or skill level than others, the Board is of the opinion that collectively it has an adequate skill level for all competencies to discharge its duties.</p> <p>In addition to the skills and experience set out in diagram above, the Board considers that each director has the following attributes:</p> <ul style="list-style-type: none"> <li>• honesty and integrity;</li> <li>• strategic thinking;</li> <li>• sufficient time to devote to IAM's business;</li> <li>• willingness to question and challenge; and</li> <li>• commitment to the highest standards of governance.</li> </ul> <p>The Board considers that it has the necessary knowledge to identify the skills missing and required to complement the Board composition. The current Board is made up of members with a broad range of skills, expertise and experience, which the members of the Board believe is appropriate to ensure that it can carry out its obligations in accordance with its Charter and the requirements of good governance.</p>	Category	Percentage	Social Licence to Operate	85%	Innovation	90%	Corporate History	65%	Technology	65%	ASX and Related Governance	90%	Legal and Compliance	75%	People and Performance	60%	Risk Management	85%	Mergers and Acquisitions	85%	Capital Markets	75%	Sales and Marketing	85%	Communications and Investor Engagement	65%	Industry Experience	85%	Operations	90%	Finance	85%	Strategy	100%
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<p><b>2.3</b></p>	<p><b>A listed entity should disclose:</b></p> <p><b>(a) the names of the directors considered by the board to be independent directors;</b></p> <p><b>(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</b></p> <p><b>(c) the length of service of each</b></p>	<p><b>Compliant</b></p> <p>During the year ended 30 June 2022, there were four Directors on the Board. The Board of Directors as at 30 June 2022 and at the date of this Statement comprises:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr John Nantes</b> (appointed as a director on 17 August 2017 and as Executive Chair on 12 October 2019);</li> <li>▪ <b>Mr Craig Swanger</b> (Executive Director since 1 October 2019);</li> <li>▪ <b>Mr Brook Adcock</b> (Non-Executive Director since 17 August 2017); and</li> <li>▪ <b>Ms Fiona Dunn</b> (Independent Non-Executive Director since 1 September 2021).</li> </ul> <p>The Board considers only Ms Dunn to be an independent director, as Messrs Nantes and Swanger are executive directors and Mr Adcock, through associated entities, is a substantial shareholder of the Company.</p> <p>A director is considered independent by the Company if the</p>																																		

	ASX Recommendation	Status	Reference / Comment
	director.		<p>director is a non-executive director who is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or could reasonably be perceived to do so. In determining whether a Director is “independent”, the Board refers to the Recommendations.</p> <p>In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations.</p> <p>The length of service of each Director is set out above and in the Company’s 2022 Annual Report.</p>
2.4	<b>A majority of the board of a listed entity should be independent directors.</b>	<b>Not Compliant</b>	<p>The Board currently comprises four Directors, one of whom is considered to be independent. The current Board composition is considered to be appropriate to the size of the Company and the stage of its life cycle, given the industry experience, access to corporate history and investment the current Directors represent. As the Company scales its activities and seeks to enhance its governance practices, Board composition will be regularly reviewed.</p> <p>During the Reporting Period, t Ms Fiona Dunn, an independent non-executive director, was appointed to the Board.</p>
2.5	<b>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.</b>	<b>Not Compliant</b>	<p>Mr Nantes, Chair of the Board, is not an independent Director as he currently occupies an executive position with the Company and is employed by a substantial shareholder of the Company. The Board has agreed that Mr Nantes is the most appropriate director to hold the position of Chairman in light of his relevant experience and expertise, regardless of his executive position.</p> <p>The positions of Chair and CEO are held by separate persons (Mr John Nantes and Mr Jon Lechte respectively).</p>
2.6	<b>A listed entity 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>	<b>Compliant</b>	<p>The Company has an effective orientation programme for new Directors in place, including the provision of historical corporate documents and policies and the opportunity to engage with senior executives.</p> <p>The Board, under the guidance of the Chairman, considers professional development opportunities for individual directors and industry-relevant engagement opportunities for the Board and senior executives, from time to time.</p>
<b>Principle 3 – Act ethically and responsibly</b> <i>A listed entity should act ethically and responsibly</i>			
3.1	<b>A listed entity should articulate and disclose its values:</b>	<b>Compliant</b>	<p>The Board is committed to providing an ethical and legal framework within which Company’s employees conduct IAM’s business.</p> <p>The IAM values are captured on the landing page of the Website: “IAM values are to operate ethically – putting our clients first, challenging the industry on anti-competitive behaviour (i.e. charging exit fees and low transparency), and adhering to our core values of being the most trusted, honest, fair, diligent and meritocratic financial services</p>



ASX Recommendation	Status	Reference / Comment
		company in our field".
<b>3.2</b> <b>A listed entity should:</b> <b>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</b> <b>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</b>	<b>Compliant</b>	<p>The Board has adopted a Corporate Code of Conduct, which is available on the Website, and which sets out the values, commitments, ethical standards and policies of IAM and outlines the standards of conduct expected of the business and IAM's employees, taking into account IAM's legal and other obligations to its stakeholders. Any material breaches of the Code of Conduct are reported to the Board, through the Company's Audit, Risk and Compliance Committee.</p>
<b>3.3</b> <b>A listed entity should:</b> <b>(a) have and disclose a whistleblower policy; and</b> <b>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</b>	<b>Compliant</b>	<p>The Company has adopted a Whistleblower Policy, which is available on the Website. Any material incidents reported under the policy are reported to the Board.</p>
<b>3.4</b> <b>A listed entity should:</b> <b>(a) have and disclose an anti-bribery and corruption policy; and</b> <b>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</b>	<b>Compliant</b>	<p>The Board has adopted a Corporate Code of Conduct, which includes anti-bribery and corruption provisions. Any material breaches of the Code of Conduct (which may be viewed on the Website) are reported to the Board.</p>

#### Principle 4 – Safeguard integrity in corporate reporting

*A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.*

<b>4.1</b> <b>The board of a listed entity should:</b> <b>(a) have an audit committee which:</b> <b>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</b> <b>(2) is chaired by an independent director, who is not the chair of the board,</b> <b>and disclose:</b> <b>(3) the charter of the committee;</b> <b>(4) the relevant qualifications and experience of the members of the committee; and</b> <b>(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</b> <b>(b) if it does not have an audit committee, disclose that fact</b>	<b>Part-Compliant</b>	<p>The Board has previously been responsible for the audit committee function. Subsequent to the end of the Reporting Period, the Board resolved to establish an Audit Committee, comprising three members, being: Fiona Dunn (Chair), John Nantes and Brook Adcock.</p> <p>The Chair of the Audit Committee is an independent non-executive director, who is not the Chair of the Board. Given the composition of the Board, the remaining committee members are not independent.</p> <p>The charter of the Committee may be viewed on the Website. The Audit Committee held its inaugural meeting after the commencement of the Reporting Period.</p> <p>The relevant qualifications and experience of the members of the Audit Committee is set out in the Company's Annual Report to shareholders for the year ending 30 June 2022 (<b>Annual Report</b>).</p>
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	ASX Recommendation	Status	Reference / Comment
	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.		
4.2	<b>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.</b>	<b>Compliant</b>	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>In accordance with the Company's legal obligations and Recommendation 4.2 of the ASX Recommendations, the CEO and Chief Financial Officer are required to provide a declaration to the Board in relation to the financial statements for each financial period, that complies with the requirements of sections 286,296 and 297 of the <i>Corporations Act 2001 (Act)</i>, Corporations Regulations, relevant Reporting Standards and other mandatory professional reporting requirements and states that, in their opinion, the financial records of the Company 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>The Board has received these assurances prior to approving the financial statements for the Reporting Period and will seek these assurances prior to approving the financial statements for all quarterly, half-year and full year results.</p>
4.3	<b>A 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.</b>	<b>Compliant</b>	The Company's external auditor attends the annual general meeting and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the external auditor's report; accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.
<b>Principle 5 – Make timely and balanced disclosure</b> <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>			
5.1	<b>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1</b>	<b>Compliant</b>	<p>The Company has a documented Continuous Disclosure Policy which has established procedures to ensure compliance with ASX Listing Rule disclosure requirements and inform directors and Management of their obligations in relation to timely disclosure of material price-sensitive information.</p> <p>A copy of the Continuous Disclosure Policy is available on the Website.</p>
5.2	<b>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</b>	<b>Compliant</b>	All material market announcements released by the Company are provided to the Board prior to release.
5.3	<b>A listed entity that gives a new and substantive investor or</b>	<b>Compliant</b>	If a new and substantive investor or analyst presentation is given, a copy of the presentation materials will be released



	<b>ASX Recommendation</b>	<b>Status</b>	<b>Reference / Comment</b>
	analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.		on the ASX Market Announcements Platform ahead of the presentation.
<b>Principle 6 – Respect the rights of security holders</b> <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>			
6.1	<b>A listed entity should provide information about itself and its governance to investors via its website.</b>	<b>Compliant</b>	<p>The “Investor Relations” section of the Website is the primary medium providing information for all shareholders and stakeholders and it has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The Website contains information relevant to shareholders and stakeholders, including:</p> <ul style="list-style-type: none"> <li>▪ all relevant announcements made to the market, including annual and half-year reports;</li> <li>▪ shareholder updates;</li> <li>▪ corporate governance policies and the Board and committee charters;</li> <li>▪ Company contacts; and</li> <li>▪ the full text of notices of meeting and explanatory material.</li> </ul> <p>All corporate governance policies and the Board Charter are available on the Website.</p>
6.2	<b>A listed entity should have an investor relations program to facilitate effective two-way communication with investors.</b>	<b>Compliant</b>	<p>The Board is committed to providing shareholders with sufficient information to assess the performance of IAM and to inform shareholders of all major developments affecting the Company which are relevant to shareholders, in accordance with all applicable laws. To this end, the Company has adopted a Shareholder Communication Policy, a copy of which is available on the Website.</p> <p>The Board seeks to communicate with the Company’s shareholders by lodging all relevant financial and other information with ASX and publishing information on the Website.</p> <p>The Website contains information about IAM, including media releases, key policies and charters. Shareholders are able to contact the Company through the Website and investor relations contact details are provided on all ASX market announcement materials.</p>

ASX Recommendation	Status	Reference / Comment
6.3	<b>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</b>	<p><b>Compliant</b></p> <p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings are given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the CEO and Chair on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Shareholders are encouraged to attend meetings in person (when permitted and safe, given the current restricted environment) or via available technology when appropriate. In the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p> <p>The Company's annual general meeting will be convened once a year. For general meetings of shareholders, a detailed agenda setting out resolutions to be considered, is included with the notice of meeting.</p> <p>The outcome of voting on resolutions at general meetings is released to the market via ASX after the conclusion of the meeting and posted on the Website.</p>
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>	<p><b>Compliant</b></p> <p>All resolutions at meetings of shareholders are decided on a poll rather than by a show of hands.</p>
6.5	<b>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</b>	<p><b>Compliant</b></p> <p>Investors are able to communicate with the Company electronically by e-mailing the Company Secretary. Investors are also able to communicate with the Company's registry electronically by e-mailing the registry or via the registry's website. Investors may also contact the Company via the "Contact" page on the Website.</p> <p>IAM encourages its shareholders to receive company information electronically by registering their email addresses online with IAM's share registry, Boardroom Pty Limited.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
7.1	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have a committee or committees to oversee risk, each of which:</b></p> <p><b>(1) has at least three members, a majority of whom are independent</b></p>	<p><b>Compliant</b></p> <p>Due to the size and composition of the Board, the Directors have not yet constituted a separate committee to oversee risk. However, the Board has resolved to establish a Risk Committee in FY23, with Ms Dunn as Chair.</p> <p>In the Reporting Period, the Board as a whole undertook the oversight of risk and was responsible for reviewing risk factors and considering the implementation of mitigation measures.</p>

	ASX Recommendation	Status	Reference / Comment
	<p>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>		
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>	Compliant	<p>The Company's risk management framework is integrated with its day-to-day business processes and functional responsibilities, and is overseen by the Chairman, in concert with the operational Audit, Risk and Compliance Committee, which meets monthly.</p> <p>The Audit, Risk and Compliance Committee reviewed the Company's risk framework and management during the Reporting Period.</p>
7.3	<p>A listed entity 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>	Compliant	<p>The Company does not at this time, have an internal audit function but does have an Audit, Risk and Compliance Committee, whose responsibilities include reviewing compliance on an ongoing basis; reporting on compliance matters, including breaches, to the CEO and separately to the Board; and acting on recommendations of the Board. Compliance matters are escalated to the Board or ASIC or other external parties when necessary.</p>
7.4	<p>A listed entity 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>	Compliant	<p>The Company's goal is to create the foundations for a long-term, sustainable business which is respected, supported and welcomed wherever it operates. Health, safety, the environment and community are important to IAM. This commentary details the Company's exposure to material economic, environmental and social sustainability risks and how it manages these risks.</p> <p><u>Economic sustainability risks</u></p>

ASX Recommendation	Status	Reference / Comment
		<p>Economic sustainability is the ability of an entity to continue operating at an effective economic level over the long-term. A range of factors can influence the level of the Company's economic sustainability, including the following:</p> <ul style="list-style-type: none"> <li>• Financing risks</li> <li>• Credit and fraud risk</li> <li>• Regulatory and legal risks</li> <li>• Financial and reporting risks</li> <li>• Operational risks.</li> </ul> <p><u>Environmental sustainability risks</u> Environmental sustainability is the ability of an entity to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long-term.</p> <p><u>Social sustainability risks</u> Social sustainability is the ability of an entity to continue operating in a manner that meets accepted social norms and needs over the long-term.</p> <p>The Company has not identified any material exposure to economic, environmental or social sustainability risks.</p>

**Principle 8 – Remunerate fairly and responsibly**

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.*

8.1	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have a remuneration committee which:</b></p> <p><b>(1) has at least three members, a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director, and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the members of the committee; and</b></p> <p><b>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</b></p> <p><b>(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</b></p>	<p><b>Part-Compliant</b></p>	<p>The Board was responsible for the remuneration function within the Company during the Reporting Period. Subsequent to the end of the Reporting Period, the Board resolved to establish a Remuneration and Nomination Committee (<b>RNC</b>), comprising three members, being: Craig Swanger (Chair), John Nantes and Brook Adcock.</p> <p>Given the composition of the Board, none of the members of the RNC are independent.</p> <p>The charter of the Committee will be available on the Website once finalised. The RNC held its inaugural meeting after the commencement of the Reporting Period.</p>
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	ASX Recommendation	Status	Reference / Comment
	<p>executives and ensuring that such remuneration is appropriate and not excessive.</p>		
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Compliant	<p>Details of the directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2022 Annual Report.</p> <p>The Annual Report may be viewed on the Website.</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>	Compliant	<p>IAM has a long-term incentive plan (<b>Plan</b>), which provides that dealing in an unvested award, including engaging in a transaction which limits the economic risk of participating in the Plan, is prohibited, unless the Board determines otherwise.</p>