



2023 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out SOCO Corporation Ltd (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as 24 August 2023 and has been approved by the board of the Company (**Board**).

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|--|-----------------|--|
| 1. Lay solid foundations for management and oversight | | |
| 1.1. A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of the Board and Management; and (b) those matters expressly reserved to the Board and those delegated to Management. | Yes | <p>The Company has adopted a Corporate Governance Charter that sets out the functions of the Board and roles delegated to management.</p> <p>A copy of the Company's Corporate Governance Charter is available on the Company's website: https://soco.com.au/corporate-governance/.</p> |
| 1.2. A listed entity should: (c) undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and (d) provide security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director. | Yes | <p>Appropriate background checks, solvency and banned director searches are undertaken by the Company in relation to all appointed and future nominated directors or senior executives.</p> <p>The Company will provide all material information relevant to a decision on whether or not to elect or re-elect a Director to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p> |
| 1.3. A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment. | Yes | <p>The Company has written agreements with each of its Directors and senior executives which sets out the terms of that Director's or senior executive's appointment.</p> |
| 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. | Yes | <p>The Corporate Governance Charter outlines the responsibility and accountability of the Company Secretary.</p> <p>In accordance with this, 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>As at the date of this statement, Steve Parks is the Company Secretary.</p> |
| 1.5. A listed entity should: | | <p>The Company has adopted a Diversity policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity.</p> <p>The Diversity policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them.</p> <p>The Board has determined that given the Company's size and structure, it is not feasible to mandate a fixed number of women at any given level within the organisation, so no measurable objectives have been set at this time.</p> |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation | | | | | | | | | | | | |
|---|------------------|---|--|-----|-------|--------------|---|---|--------------------------|---|---|---------------------------|-----------|-----------|
| <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 : (i) 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, (ii) if the Company is a relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> | Partly complying | <p>SOCO is committed to supporting the 40:40:20 Target, which focuses on ultimately achieving an organisational gender diversity target of 40% male, 40% female and 20% male, female or people who are non-binary.</p> <p>The measurable gender diversity objectives for each financial year (if any), and the Company's progress in achieving them, will be detailed in the Company's Annual Report.</p> <p>As a measurement of gender diversity, the proportion of women working within the SOCO Group as at the date of this Prospectus is as follows:</p> <ul style="list-style-type: none"> • Women on the Board – 25% • Women in the Senior Executive role – 0% • Women in the organisation – 33%. <p>As at the end of the period, the Company had the following proportion of men and women across the organisation:</p> <table border="1"> <thead> <tr> <th></th> <th>Men</th> <th>Women</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>3</td> <td>1</td> </tr> <tr> <td>Senior Executives</td> <td>5</td> <td>-</td> </tr> <tr> <td>Whole Organisation</td> <td>53</td> <td>26</td> </tr> </tbody> </table> <p>The Board currently comprises of 1 female and 3 males.</p> | | Men | Women | Board | 3 | 1 | Senior Executives | 5 | - | Whole Organisation | 53 | 26 |
| | Men | Women | | | | | | | | | | | | |
| Board | 3 | 1 | | | | | | | | | | | | |
| Senior Executives | 5 | - | | | | | | | | | | | | |
| Whole Organisation | 53 | 26 | | | | | | | | | | | | |
| <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> | Yes | <p>The Company's Corporate Governance Charter requires the Company to evaluate the performance of the Board and its committees annually.</p> <p>No evaluations have been undertaken during the reporting period. The Company expects to undertake the next evaluation performance during the next financial year.</p> | | | | | | | | | | | | |
| <p>1.7. 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> | Yes | <p>The Company's Corporate Governance Charter requires the Company to evaluate the performance of senior executives.</p> <p>The Company intends to complete performance evaluations in respect of its senior executives in accordance with the above</p> | | | | | | | | | | | | |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---|-----------------|---|
| (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>process and disclose whether such performance evaluation was undertaken in its corporate governance statement.</p> <p>The Company has undertaken a performance evaluation for the Senior Executives in accordance with the adopted performance evaluation process during this reporting period.</p> |
| 2. Structure the Board to be effective and add value | | |
| <p>2.1. 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> | Yes | <p>The Company has a Nomination and Remuneration Committee, of three members, a majority of which are independent directors and is chaired by an independent director.</p> <p>The Nomination & Remuneration Committee is comprised of three (3) directors, majority of whom are independent Directors:</p> <ul style="list-style-type: none"> • Thomas Stianos - Non-Executive Independent Director / Board Chair & Committee Chair • Khatiza Brown – Non-Executive Independent Director • Thomas Rock – Executive Director <p>The Committee is chaired by an independent director, Thomas Stianos. The Nomination & Remuneration Committee Charter outlines the committee’s authority, duties, responsibility, and relationship with the Board and is contained in the Corporate Governance Charter, which is available on the Company’s website: https://soco.com.au/corporate-governance/ .</p> <p>The committee met 2 times throughout the period:</p> <ul style="list-style-type: none"> • Thomas Stianos – Chair (attended 2 of 2 meetings) • Khatiza Brown (attended 2 of 2 meetings) • Thomas Rock (attended 2 of 2 meetings) |
| <p>2.2. 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.</p> | Yes | <p>The Company has established charter rules for the Nomination & Remuneration Committee as a guide for Board deliberations.</p> <p>Together, the Directors have a broad range of experience, expertise, skills, qualifications, and contacts relevant to the Company and its business.</p> <p>A copy of the 2023 Board Skills Matrix is available on the Company’s website: https://soco.com.au/corporate-governance/.</p> |
| <p>2.3. A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> | Yes | <p>The Corporate Governance Charter requires the disclosure of the name of Directors considered by the Board to be independent.</p> <p>The Board comprises four (4) Directors. The length of service of each director is listed below:</p> |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---|-----------------|--|
| <p>(b) if a Director has an interest, position, affiliation, or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director.</p> | | <p>Thomas Stianos – appointed on 10 October 2022 Khatiza Brown – appointed on 10 October 2022 Sebastian Rizzo – appointed on 22 June 2022 Tom Rock – appointed on 22 June 2022</p> <p>Of the above, Thomas Stianos and Khatiza Brown are independent Directors.</p> <p>Carlo Liviani, Non-Executive director retired from the Board on 30 June 2023 during the reporting period.</p> <p>The Company's Annual Report will also disclose the length of service of each Director, as at the end of each financial year.</p> |
| 2.4. The majority of the Board should be independent Directors. | No | <p>The Company's Corporate Governance Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises a total of 4 Directors, of whom 2 are considered to be independent. As such, a majority of the Board is not currently considered independent.</p> <p>At this point in time, given the size of the Company and the current composition of the Board, the Board believes the engagement of additional independent directors would not be beneficial and that its current mix of independent and non-independent directors is adequate to ensure that decisions of the Board will reflect the best interests of the Company as a whole rather than the interests of management or any person associated with any director who is considered a non-independent director.</p> <p>The Company will continually evaluate whether it will be appropriate to consider additional independent directors.</p> |
| 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. | Yes | The Chair of the Board, Thomas Stianos, is an independent director. |
| 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. | Yes | The Corporate Governance Charter provides a process for induction and continuous professional development of directors. |
| 3. Instil a culture of acting lawfully, ethically and responsibly | | |
| 3.1. A listed entity should articulate and disclose its values. | Yes | The Company is committed to conducting all of its business activities in accordance with the stated values set out in the Company's Code of Conduct (which forms part of the Company's Corporate Governance charter) which is available on the Company's website: https://soco.com.au/corporate-governance/ . |
| 3.2. A listed entity should: | Yes | <p>The Company has adopted a Code of Conduct, which sets out a framework to enable Directors to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance.</p> <p>The Code of Conduct is contained in the Company's Corporate Governance Charter which is available on the Company's website: https://soco.com.au/corporate-governance/.</p> |
| <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p> | | |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---|-----------------|--|
| <p>3.3. A listed entity should:</p> <p>(a) have and disclose a Whistleblower Policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p> | Yes | <p>The Company has adopted a Whistleblower Policy, which sets out a process to ensure the company has the highest standard of conduct of ethical behaviour, including reporting to the Board any material incidents reported under the policy.</p> <p>The Whistleblower Policy is available on the Company's website: https://soco.com.au/corporate-governance/.</p> |
| <p>3.4. A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p> | Yes | <p>The Company has adopted an Anti-Bribery and Anti-Corruption Policy to ensure the highest standard of honesty and integrity. The Anti-Bribery and Anti-Corruption Policy is available on the Company's website: https://soco.com.au/corporate-governance/.</p> |
| 4. Safeguard the integrity of corporate reports | | |
| <p>4.1. 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> | Yes | <p>The Company has established an Audit & Risk Management Committee, which is responsible for assisting the Board to fulfil its corporate governance responsibilities in regard to audit and risk management matters.</p> <p>As at 30 June 2023, the Audit & Risk Management Committee comprised of three (3) directors, majority of whom are independent Directors:</p> <ul style="list-style-type: none"> • Khatiza Brown - Non-Executive Independent Director/ Committee Chair; • Thomas Stianos - Non-Executive Independent Director / Board Chair; and • Sebastian Rizzo – Executive Director. <p>The Audit & Risk Management Committee is chaired by an independent director, Khatiza Brown who is not the Chair of the Board.</p> <p>Out of the three members of the Audit & Risk Management Committee, one member is an Executive Director.</p> <p>The Board considers the current balance of skills and expertise to be appropriate given the Company's currently planned level of activity.</p> <p>The Audit & Risk Management Committee Charter outlines the committee's authority, duties, responsibility, and relationship with the Board and is contained in the Corporate Governance Charter, which is available on the Company website: https://soco.com.au/corporate-governance/</p> <p>The relevant qualifications and experience of the members of the committee are provided in the Directors' Report contained within the 2023 Annual Report at https://soco.com.au/investors-information/.</p> <p>The committee met 2 times throughout the period:</p> <ul style="list-style-type: none"> • Khatiza Brown - Chair (attended 2 of 2 meetings) • Thomas Stianos (attended 2 of 2 meetings) • Sebastian Rizzo (attended 2 of 2 meetings) |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|--|-----------------|--|
| 4.2. The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | Yes | <p>The Board is committed to ensuring the financial statements of the Company represent a true and fair view of the Company's financial position and performance.</p> <p>The Company's Audit and Risk Management Charter requires the CEO and CFO to provide declarations under section 295A of the Corporations Act and a sign off on these terms.</p> <p>The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p> |
| 4.3. A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. | Yes | When the Company releases information to the market that is not audited, any data and figures contained in the report, such as annual financial data, is reviewed to ensure it is accurate and consistent with the Company's audited financial statements with appropriate oversight by the Audit & Risk Management Committee and the Board. |
| 5. Make timely and balanced disclosure | | |
| 5.1. A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1. | Yes | <p>The Company has a written Continuous Disclosure Policy which is designed to ensure that all material matters are appropriately disclosed in accordance with the requirements of the Listing Rules and Corporations Act.</p> <p>The Continuous Disclosure Policy is available on the Company's website: https://soco.com.au/corporate-governance/.</p> |
| 5.2. A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made. | Yes | <p>The Company has a written Continuous Disclosure Policy which is designed to ensure that the Board receives copies of all material market announcements promptly after they have been made.</p> <p>The Continuous Disclosure Policy is available on the Company's website https://soco.com.au/corporate-governance/</p> |
| 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. | Yes | In accordance with the Company's Continuous Disclosure Policy, any new and substantive written material or presentations made to institutions, stockbrokers or shareholders are released to ASX ahead of the presentations. |
| 6. Respect the rights of security holders | | |
| 6.1. A listed entity should provide information about itself and its governance to investors via its website. | Yes | The Corporate Governance Charter and other applicable policies are available on the Company's website https://soco.com.au/corporate-governance/ |
| 6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | Yes | The Company intends that investors are kept fully up to date in relation to major developments and activities of the Company. The Company uses its website, half-year and annual reports, market announcements and media disclosures to communicate with its shareholders, as well as encourage participation at general meetings. |
| 6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | Yes | The Company encourages its shareholders to attend the Company's annual general meeting (whether in person or by proxy) and, in accordance with the Corporations Act, will provide notice of the meeting to each shareholder. The Company believes that the AGM gives shareholders the opportunity to meet with the Board and intends to ensure the Chair allows adequate time to address queries or questions put by shareholders at general meetings. The Company will conduct general meetings in accordance with its Constitution, the Corporations Act and the ASX Listing Rules (as |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---|-----------------|--|
| | | applicable) and will consider the use of technology and other means to facilitate shareholder participation as appropriate. |
| 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. | Yes | The Company intends to facilitate effective participation in the AGM. The Company intends to adopt appropriate processes for shareholder meetings. |
| 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. | Yes | The Company has instructed its share registry to facilitate this option for investors, as well as future shareholders at appropriate times. |
| 7. Recognise and manage risk | | |
| 7.1. The Board of a listed entity should: | Yes | The Company has established an Audit & Risk Management Committee, which is responsible for assisting the Board to fulfil its corporate governance responsibilities in regard to audit and risk management matters. As at 30 June 2023, the Audit & Risk Management Committee comprised of three (3) directors, majority of whom are independent Directors: |
| (a) have a committee or committees to oversee risk, each of which: | | <ul style="list-style-type: none"> • Khatiza Brown - Non-Executive Independent Director/ Committee Chair • Thomas Stianos - Non-Executive Independent Director / Board Chair • Sebastian Rizzo – Executive Director |
| (1) has at least three members, a majority of whom are independent Directors; and | | |
| (2) is chaired by an independent director, and disclose | | The Committee is chaired by an independent director, Khatiza Brown. |
| (3) the charter of the committee; | | The Audit & Risk Management Committee Charter outlines the committee's authority, duties, responsibility and relationship with the Board and is contained in the Corporate Governance Charter, which is available on the Company website: https://soco.com.au/corporate-governance/ . |
| (4) the members of the committee; and | | |
| (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or | | |
| (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. | | The committee met 2 times throughout the period <ul style="list-style-type: none"> • Khatiza Brown - Chair (attended 2 of 2 meetings) • Thomas Stianos (attended 2 of 2 meetings) • Sebastian Rizzo (attended 2 of 2 meetings) |
| 7.2. The Board or a committee of the Board should: | Yes | The Corporate Governance Charter requires that the Audit and Risk Management Committee should meet at least three times during the year and satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Audit and Risk Committee reviews and assesses the Company's risk management framework annually and reviews the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls. A review of the risk management framework was undertaken during the reporting period. |
| (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and | | |
| (b) disclose, in relation to each reporting period, whether such a review has taken place. | | |
| 7.3. A listed entity should disclose: | No | Due to the Company's limited number of employees and relative nature and scale of its operations, the costs of an independent internal audit function would be disproportionate, as such the Company does not currently have an internal audit function. |
| (a) if it has an internal audit function, how the function is structured and what role it performs; or | | |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|--|-----------------|--|
| (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. | | <p>The Company has an external auditor, and the Audit & Risk Management Committee monitors the Company's internal control processes to evaluate any material or systemic issues.</p> <p>Due to the nature and scale of operations, the Board believes it and the Audit & Risk Management Committee, together with senior management, have adequate oversight of the existing operations.</p> |
| 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. | Yes | <p>The Board does not believe that the Company has any such material risks.</p> <p>The Company's Audit & Risk Management Committee is responsible for assessing corporate risk (including economic, environmental, and social sustainability risks).</p> |
| 8. Remunerate fairly and responsibly | | |
| 8.1. The Board of a listed entity should: | Yes | <p>The Company has established a Nomination & Remuneration Committee, which is responsible for assisting the Board to fulfil its corporate governance responsibilities in regards remunerating fairly and responsibly.</p> <p>The Nomination & Remuneration Committee is comprised of three (3) directors, majority of whom are independent Directors:</p> <ul style="list-style-type: none"> • Thomas Stianos - Non-Executive Independent Director / Board Chair & Committee Chair • Khatiza Brown – Non-Executive Independent Director • Thomas Rock – Executive Director <p>The Committee is chaired by an independent director, Thomas Stianos.</p> <p>The Nomination & Remuneration Committee Charter outlines the committee's authority, duties, responsibility and relationship with the Board and is contained in the Corporate Governance Charter, which is available on the Company website: https://soco.com.au/corporate-governance/</p> <p>The committee met 2 times throughout the period</p> <ul style="list-style-type: none"> • Thomas Stianos – Chair (attended 2 of 2 meetings) • Khatiza Brown (attended 2 of 2 meetings) • Thomas Rock (attended 2 of 2 meetings) |
| <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> | | |
| 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. | Yes | <p>The Company's Nomination & Remuneration Committee Charter requires the Nomination & Remuneration Committee (or, in its absence, the Board) to set policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the Annual Report.</p> |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---|--------------------|---|
| <p>8.3. 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 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> | Yes | <p>The Company operates an employee share option plan. In accordance with the Company's Securities Trading Policy, participants are not permitted to enter into transactions which limit economic risk without written clearance.</p> |

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

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|--------------------------|
| SOCO Corporation Limited |
|--------------------------|

ABN/ARBN

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| 61 660 362 201 |
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Financial year ended:

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|--------------|
| 30 June 2023 |
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Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://soco.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 24 August 2023 and has been approved by the board.

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

Date: 24 August 2023

Name of authorised officer authorising lodgement: Stephen Parks

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>https://soco.com.au/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>https://soco.com.au/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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|--|--|--|---|
| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://soco.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement available at https://soco.com.au/corporate-governance/</p> <p>[If the entity complies with paragraph (b):] 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>..... [insert location]</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p> | <p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: https://soco.com.au/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement available at https://soco.com.au/corporate-governance/ and the length of service of each director at: The Corporate Governance Statement available at https://soco.com.au/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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| 2.4 | A majority of the board of a listed entity should be independent directors. | <input type="checkbox"/> | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> and we have disclosed our values at: https://soco.com.au/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.2 | A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://soco.com.au/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.3 | A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | <input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://soco.com.au/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.4 | A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://soco.com.au/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |

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| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input 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: https://soco.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: Directors' Report contained within the 2023 Annual Report at https://soco.com.au/investors-information/.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input 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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| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://soco.com.au/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://soco.com.au/investors-information/ | <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: https://soco.com.au/corporate-governance/ | <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 |
| 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 |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input 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: https://soco.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Directors' Report contained within the 2023 Annual Report at https://soco.com.au/investors-information/.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</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> | <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>The Corporate Governance Statement available at https://soco.com.au/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

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|---|---|--|--|
| 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 governance, risk management and internal control processes.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.4 | <p>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.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>The Corporate Governance Statement available at https://soco.com.au/corporate-governance/</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

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| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://soco.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement available at https://soco.com.au/corporate-governance/ [If the entity complies with paragraph (b):] 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>..... [insert location]</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 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> | <p><input checked="" type="checkbox"/> 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>The Company's Annual Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p>The Corporate Governance Statement available at https://soco.com.au/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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