

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

LGI LIMITED

ABN/ARBN

49 138 085 551

Financial year ended:

30 June 2023

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://lgi.com.au/for-investors/>

The Corporate Governance Statement is accurate and up to date as at 28 August 2023 and has been approved by the board.

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

29 August 2023

Hasaka Martin

Company Secretary

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

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

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

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

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

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

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

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



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in the Company's 2023 Annual Report.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process disclosed in our Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>We have disclosed a copy of the charter of the committee at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and the Company's 2023 Annual Report</p> <p><b>OR</b></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>	<input type="checkbox"/> and we have disclosed our board skills matrix at: ..... [insert location]	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) in the Company's 2023 Annual Report</p> <p>and the length of service of each director in the Company's 2023 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://lgi.com.au/about-us/">https://lgi.com.au/about-us/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct within our Corporate Governance Charter at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a> and the information referred to in paragraphs (4) and (5) in the Company's 2023 Annual Report</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>



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

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a></p> <p>and the information referred to in paragraphs (4) and (5) in the Company's 2023 Annual Report.</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"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> 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 in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>We have disclosed a copy of the charter of the committee at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and the Company's 2023 Annual Report</p> <p><b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> 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 in the Company's 2023 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the Securities Trading Policy at: <a href="https://lgi.com.au/for-investors/">https://lgi.com.au/for-investors/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable



## LGI LIMITED

# Corporate Governance Statement

The Directors and management of LGI limited ACN 138 085 551 (LGI or the Company) are committed to conducting the company's business in an ethical manner and in accordance with the higher standards of corporate governance. The company has adopted and substantially complies with the ASX corporate governance principles and recommendations (4th edition) (Recommendations) to the extent appropriate to the size and nature of the Company's operations.

The Company has prepared this statement which sets out its corporate governance practises that were in operation throughout the financial year ended 30 June 2023. This statement identifies any recommendations that have not been followed and provides reasons for not following such recommendations. The statement is current as at 28 August 2023 and has been approved by the Board of the Company.

The Company's corporate governance policies, charters and policies are all available on the company's website <https://lgi.com.au/> (Website).

ASX Recommendation		Status	Reference / Comment
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>A listed entity should clearly delineate the respective roles and responsibilities of its Board and management and regularly review their performance</i>			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters express reserved to the board and those delegated to management.</p>	Complying	<p>The Board has adopted a Corporate Governance Charter (<b>Board Charter</b>) which sets out the role of the Board and its relationship with management. The Board Charter sets out the division of responsibilities between the Board and management by setting out functions and responsibilities for the Board and those delegated to management, in order to manage expectations and avoid ambiguity in relation to their respective roles and accountabilities.</p> <p>Key responsibilities of the Board are to:</p> <ul style="list-style-type: none"> <li>• chart strategy and set financial targets;</li> <li>• monitor the implementation and execution of the Company's strategy and performance;</li> <li>• Appoint and oversee the performance of the executive management team; and</li> <li>• take an effective leadership role for the Company</li> </ul> <p>The Board is also responsible for the overall corporate governance of the Company.</p> <p>The Board Charter sets out the role and responsibility of the Chairman. The Board has delegated to the Chief Executive Officer (<b>CEO</b>) and Chief Financial Officer (<b>CFO</b>) the authority and power to manage the Company as specified by the Board from time to time. The CEO &amp; CFO may sub-delegate aspects of this authority and power but remains accountable to the Board for the</p>

ASX Recommendation		Status	Reference / Comment
			<p>Company's performance and is required to report regularly to the Board on the performance of the Company's business units.</p> <p>A copy of the Board Charter is available on the Website.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complying	<p>The Board has established and maintained a Remuneration &amp; Nomination Committee. The Remuneration &amp; Nomination Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>The nomination-related function of the Committee is to, where required:</p> <ul style="list-style-type: none"> <li>• identify suitable candidates with appropriate skills, experience and expertise to complement the existing Board, in order for the Board to perform its functions effectively and to maintain the necessary mix of expertise on the Board,</li> <li>• to undertake appropriate checks on the candidate, and subject to the results of such checks,</li> <li>• to make recommendations to the Board on their appointment.</li> </ul> <p>The Company will provide information to shareholders about candidates seeking election as a director at a general meeting, to enable shareholders to make an informed decision on whether or not to elect the candidate, including their relevant qualifications and experience and the skills they bring to the Board; details of any other material Directorships currently held by the candidate; the Board's view on whether the Director is considered to be independent; and a recommendation by the Board in respect of the election of the candidate and a summary of the reasons.</p> <p>The Company will provide information to shareholders about Directors seeking re-election at a general meeting, to enable them to make an informed decision on whether or not to re-elect the Director, including the term of office already served by the 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	Complying	<p>The terms of the appointment for non-executive directors are set out in writing and covers matters such as the term of the appointment, time commitment envisaged, required committee work and other special duties, requirements to disclose a relevant interest which may affect independence, corporate policies and procedures, indemnities, and remuneration entitlements.</p> <p>Executive directors and senior executives enter into service contracts which detail the above matters as well as the person or bodies to whom they report, the circumstances in which their service may be terminated with or without notice, and any entitlements upon termination.</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.	Complying	<p>Dean Wilkinson and Hasaka Martin have been appointed joint Company Secretaries of LGI. Mr Wilkinson's and Mr Martin's skills and experience are set out in the director's report within the 2023 annual report. The Company Secretary is appointed by and reports directly to the Board through the Chairman in respect of matters relating to the proper functioning of</p>

ASX Recommendation		Status	Reference / Comment
			the Board. All directors have access to the Company Secretary for all Board and governance related issues. Full details of the role of the Company Secretary are set out in the Company's Charter.
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>1) the measurable objectives set for that period to achieve gender diversity;</p> <p>2) the entity's progress towards achieving those objectives; and</p> <p>3) either:</p> <p>A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	Partly complying	<p>The Company is committed to the principles of employing people with a broad range of experiences, skills and views. The Board and all senior executives, managers and employees are responsible for promoting workforce diversity. The Company has adopted a Diversity Policy which can be viewed on the Website. The Diversity Policy requires the commitment of the Group to promote the specific objective of diversity and seeks to ensure, to the extent that is practicable and appropriate, that the Company's Director appointment and employee recruitment processes are undertaken with reference to the objectives of the Diversity Policy.</p> <p>The Company has not set a formal measurable objective for achieving gender diversity because the Board is of the opinion that, given the size of the employee numbers, it has motivations to achieve, assess and maintain gender diversity as articulated in the Company's Diversity Policy. The Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>The Board is charged with the responsibility of undertaking an annual review to:</p> <ul style="list-style-type: none"> <li>• assess its policies and procedures by reference to its diversity objectives;</li> <li>• determine whether its diversity policies and procedures are and are likely to continue to be appropriate; and</li> <li>• ensure that the Company, and its policies and procedures, comply with all applicable legal requirements in respect of diversity and that such policies and procedures remain relevant and effective.</li> </ul> <p>As at 30 June 2023, the Company has:</p> <ul style="list-style-type: none"> <li>• 23% of total employees are female;</li> <li>• a total of 10 employees who are executives, 4 of whom are female; and</li> <li>• a total of 6 Directors, 2 of whom are female.</li> </ul> <p>The Company has defined 'executive' as a person who is in charge or has responsibility of a business unit or function</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the</p>	Complying	<p>A Board performance evaluation was not undertaken in the reporting period as a result of LGI completing its IPO in October 2022. It is the intent that a Board performance evaluation will be undertaken in 2024.</p>



ASX Recommendation		Status	Reference / Comment
	<p>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>Due to the size of the Board, LGI selected to conduct a formal board performance evaluation once every two years. This Board performance evaluation includes meetings between the Chair and each director and completion of a performance evaluation questionnaire facilitated by the Company Secretary. The process is confidential and consists of both self and peer assessment. The Chair of the Remuneration and Nominations Committee facilitates the performance review of the Chair. The Board may determine, from time to time, to engage an external facilitator to conduct this performance review.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complying	<p>The Board is responsible for reviewing and evaluating the performance of the CEO and CFO. The CEO undertakes continuous assessments of senior executives. In assessing the performance of the individual, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the company.</p> <p>The CEO reports to the Board on the performance of senior executives to determine remuneration recommendations. Total Company salary and incentives are approved as part of the yearly budget approval process.</p>
<p><b>Principle 2 – Structure the board to be effective and add value</b></p> <p><i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.</i></p>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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</p>	Partly complying	<p>The current members of the Remuneration and Nominations Committee are set out below.</p> <ul style="list-style-type: none"> <li>• Tim McGavin (Chair) – Non-Executive Director (non-independent)</li> <li>• Vik Bansal – Non-Executive Chair (independent)</li> <li>• Abigail Cheadle – Non-Executive Director (independent)</li> </ul> <p>The charter of the Remuneration and Nominations Committee is available on the Website. Details of the attendance at committee meetings are set out within the 2023 annual report.</p> <p>The Chair of the Nomination &amp; Remuneration Committee, Tim McGavin, is considered non-independent. The Board is of the view that Mr McGavin is the best candidate for the position of Chair of the committee, noting his significant experience, which is essential for the role.</p>

ASX Recommendation		Status	Reference / Comment
	the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Partly complying	The Company has not formally adopted a board skills matrix however the Company's Charter outlines the high-level skills required to perform the role of Director on the LGI Board. The current composition of the Board of the Company satisfies these high-level skills.
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>	Complying	<p>The Board members and their independent status is set out below:</p> <ul style="list-style-type: none"> <li>• Vik Bansal – Independent</li> <li>• Tim McGavin – Non-independent</li> <li>• Abigail Cheadle – Independent</li> <li>• Adam Bloomer – Non-independent</li> <li>• Andrew Peters – Independent</li> <li>• Jessica North – Non-independent</li> </ul> <p>The Board considered the circumstances of each director and determined that Vik Bansal, Abigail Cheadle, and Andrew Peters, are independent Directors, on the basis that they are free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement.</p> <p>The Board determined that Adam Bloomer and Jessica North are not independent, on the basis that they hold executive roles within the Company.</p> <p>The Board will continually assess whether there are any factors or circumstances that may compromise the independence of a director, or if the nature of an interest, position or relationship might influence, or be reasonably perceived to influence, the capability of a director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.</p> <p>Directors are required to inform the Board of any interests they have that have the potential to conflict with the interests of the Company, including any relationship or association that may impact on perceived or actual independence. If the Board determines that a Director is no longer independent, that determination will be disclosed in the annual report.</p> <p>The length of service of each Director is set out in the 2023 Annual Report.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Non-complying	The Board consists of six directors, three of whom are independent (Vik Bansal, Abigail Cheadle and Andrew Peters). The Board is of the view that the mix of Directors is appropriate given the size of LGI and provides the Board with diverse business knowledge and experience required for the Board to function effectively.

ASX Recommendation		Status	Reference / Comment
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.	Complying	<p>Vik Bansal is the non-executive Chair of the Board and is considered by the Board to be an independent Director.</p> <p>The positions of Chair, Managing Director and Chief Executive Officer are held by separate people, namely Vik Bansal, Adam Bloomer and Jessica North.</p>
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.	Complying	<p>New directors will undertake an induction programme coordinated by the Company Secretary. The programme includes strategy briefings, business unit overviews, explanations of company procedures, culture, values, history, and other pertinent information. New directors are also given access to board policies, charters and minutes.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p> <p><i>A listed entity should instil and continually reinforce a culture across the organization of acting lawfully, ethically and responsibly.</i></p>			
3.1	A listed entity should articulate and disclose its values.	Complying	<p>The company has six core values, namely:</p> <ul style="list-style-type: none"> <li>• put people first,</li> <li>• learn and grow,</li> <li>• do what's right,</li> <li>• innovate, create, solve,</li> <li>• have fun and</li> <li>• be courageous.</li> </ul> <p>The values are disclosed on the Website.</p>
3.2	<p>A listed entity should:</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>	Complying	<p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, which is incorporated into the Corporate Governance Charter, for Directors and senior executives and relevant employees, a copy of which is available on our Website. It sets out the way in which the Company seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on the Company in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for Directors, senior executives, and relevant employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices.</p> <p>The Board is informed of any material incidents reported under the Code of Conduct.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistle-blower 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>	Complying	<p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Whistle-Blower Policy for all employees, a copy of which is available on our Website. The policy sets out the way in which the Company is committed to transparency and building an environment in which people feel free to raise legitimate issues relating to misconduct or any improper state of affairs or circumstances that may affect the Company's operations.</p> <p>The Board is informed of any material incidents reported under the Whistle Blower Policy.</p>

ASX Recommendation		Status	Reference / Comment
3.4	<p>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 committee of the board is informed of any material breaches of that policy.</p>	Complying	<p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted an Anti Bribery and Corruption Policy for all employees, a copy of which is available on our Website, and which sets out the way in which the Company requires all officers and employees to act honestly and acting only in ways that reflect well on the Company.</p> <p>Any bribery or corruption committed against the Company or by its personnel or agent is a major concern and as a consequence, all cases will be thoroughly investigated, and appropriate disciplinary action will be taken against any officer, employee or contractor who is found guilty of corrupt or fraudulent conduct.</p> <p>The Company's Code of Conduct is also important in preventing fraud and corruption and it specially requires officers and employees to comply with the Anti Bribery and Corruption Policy.</p> <p>The Board is informed of any material breaches of either the Code of Conduct or the Anti Bribery and Corruption Policy.</p>
<p align="center"><b>Principle 4 – Safeguard the integrity of corporate reports</b></p> <p align="center"><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>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</li> </ol> <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</p>	Complying	<p>The Board has established and maintained an Audit and Risk Committee comprising three members, Abigail Cheadle, Vik Bansal, and Andrew Peters.</p> <p>All members of the Audit and Risk Committee are non-executive and independent Directors. The Chair of the Audit and Risk Committee, Abigail Cheadle, is an independent director and not the Chair of the Board.</p> <p>The audit related role of the Audit and Risk Committee is to oversee the Company's financial reporting and its external audit functions. This includes confirming the quality and reliability of the financial information presented by the Company working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm these are consistent with maintaining external audit independence.</p> <p>The Audit and Risk Committee's functions and powers are formalised in the Audit and Risk Committee charter, a copy of which is available on our Website.</p> <p>The Chair of the Audit and Risk Committee may invite other Directors, senior executives and representatives of the external auditor to be present at meetings of the committee and seek advice from external advisors.</p> <p>The Audit and Risk Committee regularly reports to the Board about its activities, issues and relevant recommendations.</p> <p>The number of times that the Audit and Risk Committee met throughout the financial year and individual attendances of the members at those</p>

ASX Recommendation		Status	Reference / Comment
	its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		meetings, and the relevant qualifications and experience of the members of the Audit and Risk Committee are detailed in the 2023 Annual Report
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.	Complying	<p>The Board has a process to receive written assurances from the MD &amp; CEO and the CFO that the Company's financial records have been maintained in accordance with the Corporations Act and the financial reports represent a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, 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 does and will continue to seek these assurances prior to approving the annual financial statements for all half year and full year results.</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.	Complying	As part of the Company's risk management and internal control process, periodic corporate reports are vetted and authorised by the senior executives and, if appropriately, by the Board prior to their release to the market.
<p align="center"><b>Principle 5 – Make timely and balanced disclosure</b></p> <p align="center"><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></p>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complying	<p>The Board has adopted a Continuous Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.</p> <p>The Company Secretary is responsible for interpreting the Continuous Disclosure Policy and where necessary informing the Board. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided to the same extent to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior executives to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective</p>

ASX Recommendation		Status	Reference / Comment
			<p>manner which allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Continuous Disclosure Policy is available on our Website.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complying	The Board receives copies of all material market announcements promptly after they have been made.
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.	Complying	A copy of the presentation materials for any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation.
<p align="center"><b>Principle 6 – Respect the rights of security holders</b></p> <p align="center"><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complying	<p>The 'For Investors' section of our Website is the primary medium of providing information to all shareholders and other stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The 'For Investors' section of our Website contains information relevant to shareholders and other 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>• all corporate governance policies and charters adopted by the Board;</li> <li>• information provided to analysts or media during briefings; and</li> <li>• notices of meeting and explanatory material.</li> </ul>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complying	<p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and other stakeholders, and has a Communication with Shareholders section in the Corporate Governance Charter which defines and supports this commitment. A copy of the Charter is available on our Website.</p> <p>The Charter sets out the Company's investor relations approach, namely to communicate with its shareholders and investors by posting information on the Website, and to encourage attendance and participation of shareholders at general meetings.</p> <p>In particular, the Board intends to inform its shareholders of all major developments affecting the Company's state of affairs as follows:</p> <ul style="list-style-type: none"> <li>• The annual report will be distributed to all shareholders, including relevant information about the operations of the Company during the year and changes in the state of affairs.</li> <li>• The half-yearly report to the ASX contains summarised financial information and a review of the operations of the Company during the period.</li> </ul>



ASX Recommendation		Status	Reference / Comment
			<ul style="list-style-type: none"> <li>All major announcements are lodged with the ASX and posted on the Website.</li> <li>The Board will encourage full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Group's strategy and goals.</li> <li>The Company's auditor will attend the Annual General Meeting.</li> </ul>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complying	<p>Shareholders will be encouraged to attend the Company's general meetings and notice of such meetings will be 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 Chair and MD 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 the 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 our Website. Whilst shareholders are encouraged to attend meetings in person, if 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>
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.	Complying	All substantive resolutions at a meeting of security holders are decided by a poll.
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 electronic.	Complying	<p>Investors are able to communicate with the Company electronically by emailing the Company Secretary.</p> <p>Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.</p> <p>The Company encourages its shareholders to receive company information electronically by registering their email addresses online with the Company's share registry.</p>
<b>Principle 7 – Recognise and manage risk</b> <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>			
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>	Complying	<p>The Board has established an Audit and Risk Committee comprising three members: Abigail Cheadle, Vik Bansal and Andrew Peters.</p> <p>All members of the Audit and Risk Committee are Independent Non-Executive Directors and the Chair of the Audit and Risk Committee, Abigail Cheadle is an Independent Non-Executive Director.</p> <p>The risk-related role of the Audit and Risk Committee is to oversee the Company's internal control structure and risk management systems, to provide advice to the Board and to report on the status and management of the risks to the Company.</p>

ASX Recommendation		Status	Reference / Comment
	<p>3) the charter of the committee;  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</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>The Audit and Risk Committee's functions and powers are formalised in the Audit and Risk Committee Charter, a copy of which is available on our Website.</p> <p>The number of times that the Audit and Risk Committee met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the Audit and Risk Committee members are disclosed in the 2023 Annual Report.</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>	Complying	<p>The Group operates various policies and procedures to identify, assess, and manage business and operational risks. Responsibility for risk management is shared across the organisation. The Board is responsible for overseeing the establishment of risk management strategy, policies, procedures and systems of the Company. The Company's management is responsible for establishing the Company's risk management framework.</p> <p>The Board has delegated to the Audit and Risk Committee responsibility for reviewing and monitoring the Company's risk management framework to provide assurance that major business risks are identified, consistently assessed, and appropriately addressed.</p> <p>In addition, the Audit and Risk Committee is required, under its Charter, to undertake a review of the Company's risk management framework with management. A review of the risk management framework and risk register was undertaken 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 governance, risk management and internal control processes.</p>	Complying	<p>As set out in the Audit and Risk Committee Charter, the Audit and Risk Committee ensures that the Company has appropriate internal, systems and controls in place, and is responsible for overseeing the effectiveness of these internal controls.</p> <p>The Company's external auditors are also entrusted with the task of providing recommendations to the Board where internal control weaknesses have been identified.</p> <p>The Audit and Risk Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as for generally overseeing reviews and improvements to risk management and internal control processes.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social</p>	Complying	<p>Whilst the Company has exposure to elements of risks relevant to the industry in which the Company operates, the Company does not consider, given the nature of its</p>



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	risks and, if it does, how it manages or intends to manage those risks.		business, that it has any specific extraordinary exposure to environmental and social risks.
<b>Principle 8 – Remunerate fairly and responsibly</b> <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's value and risk appetite.</i>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>	Partly complying	<p>The Board has established and maintained a Remuneration and Nomination Committee, comprising three members: Tim McGavin, Vik Bansal and Abigail Cheadle. The Remuneration and Nomination Committee's functions and powers are formalised in the Remuneration and Nomination Committee Charter, a copy of which is available on our Website.</p> <p>All members of the Remuneration and Nomination Committee are Non-Executive Directors.</p> <p>The Chair of the Nomination &amp; Remuneration Committee, Tim McGavin, is considered non-independent. The Board is of the view that Mr McGavin is the best candidate for the position of Chair, noting his significant experience which is essential to the role.</p> <p>Vik Bansal and Abigail Cheadle are considered independent.</p> <p>The remuneration-related function of the Remuneration and Nomination Committee is to review and make recommendations to the Board on remuneration packages and practices applicable to the MD &amp; CEO, senior executives and Directors themselves. This role also includes responsibility for share option schemes, incentive performance packages and retirement and termination entitlements. Remuneration levels are competitively set to attract the most qualified and experienced Directors and senior executives.</p> <p>Following each meeting of the Remuneration and Nomination Committee, it reports to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration and Nomination Committee that requires Board approval.</p> <p>The number of times that the Remuneration and Nomination Committee met throughout the financial year and the individual attendances of the members at those meetings are disclosed in the 2023 Annual Report.</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.	Complying	<p>Details of Directors' and key senior executives' remuneration are set out in the Remuneration Report section of the 2023 Annual Report.</p> <p>The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report section of the 2023 Annual Report</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</p>	Complying	The Company has a Securities Trading Policy which is available on the Website. Under this policy, the use of derivatives or other hedging arrangements for unvested securities of the Company or vested securities of the Company which is subject to the holding lock or restrictions on dealing is prohibited.

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	<p>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>		