

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

SEQUOIA FINANCIAL GROUP LTD

ABN/ARBN

90 091 744 884

Financial year ended:

30 JUNE 2023

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://www.sequoia.com.au/about-sequoia/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 18 August 2023 and has been approved by the board.

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

Sally McDow
 Company Secretary
 31 August 2023

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 of the Company for the FY end 30 June 2023 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 of the Company for the FY end 30 June 2023 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 of the Company for the FY end 30 June 2023 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 <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: 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://www.sequoia.com.au/about-sequoia/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 <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: ⁵
<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://www.sequoia.com.au/about-sequoia/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>In the Company's FY23 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></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:</p> <p>In the Company's FY23 Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>In the Company's FY23 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>In the Company's FY23 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>In the Company's FY23 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
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"/> 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>In the Company's FY23 Corporate Governance Statement</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	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p>In the Company's FY23 Corporate Governance Statement</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:</p> <p>In the Company's FY23 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at:</p> <p>In the Company's FY23 Corporate Governance Statement and the length of service of each director at:</p> <p>In the Company's FY23 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<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
2.5	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: In the Company's FY23 Corporate Governance Statement	<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://www.sequoia.com.au/about-sequoia/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://www.sequoia.com.au/about-sequoia/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: Covered under Code of Conduct Policy which can be found at https://www.sequoia.com.au/about-sequoia/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>	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<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 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://www.sequoia.com.au/about-sequoia/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://www.sequoia.com.au/about-sequoia/corporate-governance/	<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: In the Company's FY23 Corporate Governance Statement	<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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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"/> and we have disclosed a copy of the charter of the committee at: https://www.sequoia.com.au/about-sequoia/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: the Company's FY23 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 at:</p> <p>In the Company's FY23 Corporate Governance Statement</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 at:</p> <p>In the Company's FY23 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: In the Company's FY23 Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: In the Company's FY23 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/> and we have disclosed a copy of the charter of the committee at: https://www.sequoia.com.au/about-sequoia/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: the Company's FY23 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></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 at:</p> <p>In the Company's FY23 Corporate Governance Statement and the Company's FY23 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></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: In the Notice of Meeting for the 2020 Annual General Meeting, a copy of which can be found here:</p> <p>https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02296428-2A1257660?access_token=83ff96335c2d45a094df02a206a39ff4</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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: <i>[insert location]</i>	<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.	Not Applicable	Not Applicable
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not Applicable	Not Applicable

CORPORATE GOVERNANCE STATEMENT

The Directors and management of Sequoia Financial Group Ltd (**SEQ**, **Sequoia** or the **Company**) and its controlled entities (the **Group**) are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared this statement which sets out its corporate governance practices 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. This statement is current as at 18 August 2023 and has been approved by the Board of the Company.

The Company's corporate governance policies and charters are all available on the Company's website <https://www.sequoia.com.au/about-sequoia/corporate-governance/> (the **Website**).

ASX Recommendation		Status	Reference / Comment
Principle 1 – Lay solid foundations for management and oversight <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	A listed entity should 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.	Complying	<p>The Board is accountable to the Company's shareholders and has a professional responsibility to its clients. It has overall responsibility for the performance of the Company, the execution of the Company's strategy, and the implementation of sound corporate governance policies and practices. The Company has adopted a Board Charter (which is available on the Company's Website) that formally sets out the functions and responsibilities of the Board. This enables the Board to perform its role more effectively and creates a system of checks and balances to provide a balance of authority.</p> <p>The Chief Executive Officer and Managing Director, Mr Garry Crole (the CEO) oversees the day-to-day management of the business. The CEO has been delegated the authority to manage the Group in accordance with the strategy, plans and policies approved by the Board. The Board reviews the delegations from time to time. Responsibilities specifically delegated to the CEO are outlined in the Board Charter.</p>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a	Complying	<p>When considering the appointment of directors to the Board, a formal process is undertaken to identify various candidates, with interviews held and appropriate background checks carried out. In addition, the Board considers and formally resolves to support (or otherwise) the election or re-election of directors by shareholders at general meetings/annual general meeting.</p> <p>Before candidates are selected, the Board considers the current Board's skills and competencies, and assesses its needs at that time and into the future. Candidates are required to disclose their other</p>

ASX Recommendation	Status	Reference / Comment
<p>decision on whether or not to elect or re-elect a director.</p>		<p>commitments and confirm that they are able to dedicate sufficient time to their duties.</p> <p>The Company provides shareholders, in the relevant notice of meeting, with information to assist them to make an informed decision on all directors standing for election or re-election. Directors are re-elected in accordance with the Company Constitution and the ASX Listing Rules.</p> <p>When considering the appointment of a Senior Executive, the Company follows the below steps:</p> <ul style="list-style-type: none"> • Every decision to fill a Senior Executive role should be supported by a business justification. • All candidates must complete background screening checks that the Company deems necessary prior to any job offer. This includes Anti-Money Laundering and Counter Terrorism Financing Employee Due Diligence Checks as well as Conflict of Interest Declarations. • The recruitment process ensures that all legal requirements are met. • All appointments should be made with a view to maintaining a diverse and inclusive workplace. • The remuneration arrangements of all employees must comply with the Company's Remuneration Policy. When remuneration exceeds \$150,000 per annum, the role must be approved by the Board's Remuneration Committee.
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Complying</p>	<p>Sequoia has agreements with each director and senior executives, which outlines the terms of their appointment. Each of the Sequoia directors has signed a letter of appointment and each of Sequoia's senior executives is engaged under an employment or contractor agreement.</p>
<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.</p>	<p>Complying</p>	<p>Sequoia's Company Secretary has a direct reporting line to the Chairman and all directors have direct access to the Company Secretary, who is appointed by, and accountable to, the Board on all governance matters and the proper functioning of the Board.</p>
<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>Complying</p>	<p>Sequoia is committed to an inclusive workplace that embraces and promotes diversity as part of its corporate culture. As such, the Company has established a Diversity and Inclusion Policy, a copy of which is posted on the Website. This Policy provides the framework by which the organisation actively manages and encourages diversity and inclusion. This policy sets out a Diversity and Inclusion Statement which promises that Sequoia will actively manage diversity and inclusion, seeking ways of acknowledging and embracing the differences that exist.</p> <p>The Company has established the following Diversity Principles:</p>

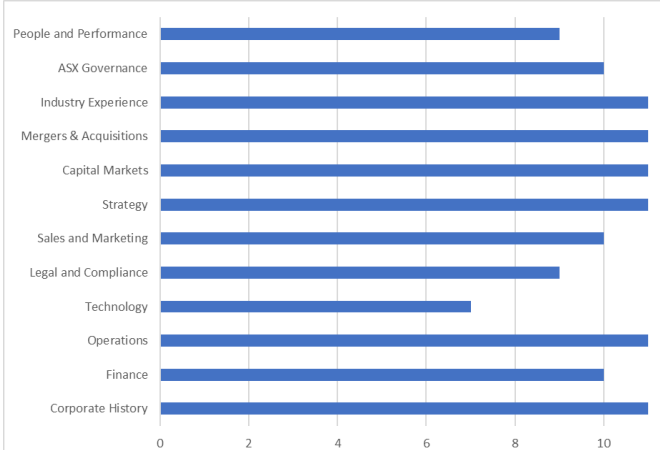
ASX Recommendation	Status	Reference / Comment															
<p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set to that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(a) if 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>1. Decisions regarding recruitment, selection, training and development and promotion are based on merit, performance and capabilities.</p> <p>2. The organisation embraces fairness, equality and inclusiveness and does not tolerate unlawful discrimination, bullying, harassment, or victimisation.</p> <p>3. Diversity and inclusion and equal employment opportunity initiatives are based on sound business objectives.</p> <p>4. Diversity and inclusion are everyone's business – they are part of how the organisation works.</p> <p>The Company has set measurable gender diversity objectives which are set out below:</p> <table border="1"> <thead> <tr> <th></th><th>% of females as at 30 June 2023</th><th>Target for FY24 % of Females as at 30 June 2024</th></tr> </thead> <tbody> <tr> <td>Board</td><td>0%</td><td>25%</td></tr> <tr> <td>Senior Executives*</td><td>38%</td><td>40%</td></tr> <tr> <td>Managers**</td><td>40%</td><td>40%</td></tr> <tr> <td>All Employees</td><td>50%</td><td>45%</td></tr> </tbody> </table> <p><i>*Senior Executives are defined as Heads of Departments who report directly to the CEO.</i></p> <p><i>**Team Leaders and Employees responsible for supervising and motivating the team.</i></p> <p>The Company is deemed a Relevant Employer under the Workplace Gender Diversity Equality Act 2012 and as such has submitted a Workplace Gender Diversity Equality Report for the 2022/2023 period, a copy of which is available on the Website.</p>		% of females as at 30 June 2023	Target for FY24 % of Females as at 30 June 2024	Board	0%	25%	Senior Executives*	38%	40%	Managers**	40%	40%	All Employees	50%	45%
	% of females as at 30 June 2023	Target for FY24 % of Females as at 30 June 2024															
Board	0%	25%															
Senior Executives*	38%	40%															
Managers**	40%	40%															
All Employees	50%	45%															
<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, in relation to each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Complying	<p>Under the Board Charter, the Remuneration Committee is responsible for establishing a process for evaluating and assessing the Board's performance on an annual basis. The Remuneration Committee conducts evaluations and assessments of the Board, its committees and individual directors via a self-assessment. A performance evaluation of the Board, its committees and individual directors was conducted and discussed by the Remuneration Committee during the FY23 period.</p>															

	ASX Recommendation	Status	Reference / Comment
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Complying	<p>Senior Executives prepare strategic objectives that are reviewed and signed off by the Board. Senior Executives, as part of their key performance targets, must then meet these objectives. The CEO then reviews the performance of Senior Executives against those objectives. The Board reviews the CEO's compliance against his and the Company's objectives. These reviews occur annually or more frequently as required.</p>

Principle 2 – Structure the Board to be effective and add value

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.

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>	Complying	<p>Sequoia does not have a separate Nomination Committee; the Board is charged with the responsibilities that a Nomination Committee would ordinarily deal with.</p> <p>Under the Board Charter, the Board has specific nomination responsibilities. The Board considers that, given the current size and scope of the Company's operations, no efficiencies or other benefits would be gained by establishing a separate Nomination Committee.</p> <p>The Board will regularly review the composition and performance of the Board and its committees and ensure that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management).</p>
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	ASX Recommendation	Status	Reference / Comment																										
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.	Complying	<p>The Board Skills Matrix establishes criteria that the Board believes provide the requisite collective experienced skillset to discharge its responsibilities.</p> <p>The current composition of the Board of directors brings relevant experience and skills covering domestic and international experience including strategic capabilities and commercial acumen, professional services, financial management, sales and marketing, legal services and corporate governance and compliance in listed entities, experience in human resource management including workplace culture, management development and succession, health and safety, diversity and remuneration.</p> <p>The full biographies of all directors are included in the Directors' Report in the Annual Report, including a summary of current directors' skills, supporting the assessments in the skills matrix information disclosed further in this Statement.</p> <p>The following graph sets out the skills and experience considered by the Board to be important for its directors to collectively possess. Each of the categories listed represents a competency that the Board believes it requires to effectively discharge its duties. The Board, via the use of its Skills Matrix, has assessed the relevant level of each competency on the Board and although collectively some competencies and skills have a higher expertise or skill level than others, the Board is of the opinion that collectively it has an adequate skill level for all competencies to discharge its duties.</p> <div><table><caption>Board Skills Matrix Data (Estimated from Chart)</caption><thead><tr><th>Category</th><th>Level (0-10)</th></tr></thead><tbody><tr><td>People and Performance</td><td>9.0</td></tr><tr><td>ASX Governance</td><td>10.0</td></tr><tr><td>Industry Experience</td><td>11.0</td></tr><tr><td>Mergers & Acquisitions</td><td>11.0</td></tr><tr><td>Capital Markets</td><td>11.0</td></tr><tr><td>Strategy</td><td>11.0</td></tr><tr><td>Sales and Marketing</td><td>10.0</td></tr><tr><td>Legal and Compliance</td><td>9.0</td></tr><tr><td>Technology</td><td>7.0</td></tr><tr><td>Operations</td><td>11.0</td></tr><tr><td>Finance</td><td>10.0</td></tr><tr><td>Corporate History</td><td>11.0</td></tr></tbody></table></div> <p>A description of each of the skills shown in the diagram is set out below:</p> <ul style="list-style-type: none">Strategy - Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.Finance - The ability to analyse financial statements and reporting, critically assess the financial performance of the Group, contribute to budget planning and efficient use of capital and resources.	Category	Level (0-10)	People and Performance	9.0	ASX Governance	10.0	Industry Experience	11.0	Mergers & Acquisitions	11.0	Capital Markets	11.0	Strategy	11.0	Sales and Marketing	10.0	Legal and Compliance	9.0	Technology	7.0	Operations	11.0	Finance	10.0	Corporate History	11.0
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ASX Recommendation	Status	Reference / Comment
		<ul style="list-style-type: none"> • Operations - A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, maintenance, technology and human resources. • Sales and Marketing - Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets. • Capital Markets - Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets. • Industry Experience - Experience and broad understanding of the marketplace including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework. • Mergers and Acquisitions - Experience in all aspects of the negotiation, structuring, risk management and assessment of both acquisitions and divestments. • People and Performance - Appreciation for the best practices in HR planning and management with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management. • Legal and Compliance - Ability to identify key risks to the Group in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems. • ASX Governance - Knowledge and experience in best practice ASX and Corporations Act governance structures, policies and processes. • Technology - Expertise in the area of technology that the Group should be aware of and utilising, including keeping abreast of new and emerging technology. • Corporate History -The Board has a good understanding of recent corporate background including organisational structure, litigation, key contracts and relationships, performance and capital structures. <p>In addition to the skills and experience set out in diagram above, the Board considers that each director has the following attributes:</p> <ul style="list-style-type: none"> • Honesty and integrity; • The ability to think strategically; • The time available to devote to the business; • A willingness to question and challenge;

ASX Recommendation	Status	Reference / Comment															
		<ul style="list-style-type: none"> A commitment to the highest standards of governance; and All directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings. <p>While the current Board composition meets the Group's needs, this skills and experience analysis will assist to identify opportunities for director training and development and to inform skills gaps that may be addressed through future Board appointments.</p>															
<p>2.3</p> <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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Complying</p>	<p>For the period ended 30 June 2023, the Board comprised four directors as follows:</p> <table border="1" data-bbox="807 719 1469 1294"> <thead> <tr> <th>Director</th><th>Independence Status</th><th>Appointment Date</th></tr> </thead> <tbody> <tr> <td>John Larsen</td><td>Non-Executive Chairman (Independent)</td><td>1 March 2019</td></tr> <tr> <td>Garry Crole</td><td>Executive Director and Managing Director</td><td>18 November 2016</td></tr> <tr> <td>Kevin Pattison</td><td>Non-Executive Director (Independent)</td><td>5 February 2019</td></tr> <tr> <td>Charles Sweeney</td><td>Non-Executive Director (Independent)</td><td>1 March 2019</td></tr> </tbody> </table> <p>Mr Garry Crole is not considered independent by virtue of his full-time executive position with the Company.</p> <p>There are currently three Non-Executive Directors; Mr John Larsen, Mr Kevin Pattison and Mr Charles Sweeney. The Non-Executive Directors are considered independent with reference to the criteria established by the ASX Corporate Governance Council.</p> <p>It is noted that all three Non-Executive Directors participated in the Company's Employee Incentive Plan (EIP) and were awarded Options with a continuous employment hurdle. The Remuneration Committee has considered the Directors' participation in the EIP and is of the view that it does not compromise independence given that it aligns the Directors' and Shareholders' interests, and the exercise price of the Options were significantly lower than the current share price, again aligning with Shareholders' interests for share price growth.</p> <p>It is further noted that Cooper Grace Ward law firm, a related party entity of Mr Charles Sweeney, was paid \$80,933 (or is payable) for services provided to the Company. The Remuneration Committee has assessed this relationship and notes that it is not material to</p>	Director	Independence Status	Appointment Date	John Larsen	Non-Executive Chairman (Independent)	1 March 2019	Garry Crole	Executive Director and Managing Director	18 November 2016	Kevin Pattison	Non-Executive Director (Independent)	5 February 2019	Charles Sweeney	Non-Executive Director (Independent)	1 March 2019
Director	Independence Status	Appointment Date															
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ASX Recommendation		Status	Reference / Comment
			<p>Cooper Grace Ward and is not personal remuneration to Mr Charles Sweeney, as such it does not compromise his independence.</p> <p>In order to facilitate independent judgement in decision-making, each Director has the right to seek independent professional advice at the Company's expense.</p> <p>The Board regularly assesses whether a Non-Executive Director is independent. If a director's independence status changes, this is disclosed to the market in a timely manner.</p> <p>Directors are required to keep the Board advised of any interests that may be in conflict with those of the Company, and restrictions are applied to Directors' rights to participate in discussion and to vote, as circumstances dictate when a conflict has been identified. In particular, where a potential conflict of interest may exist, Directors concerned may be required to leave the Board meeting while the matter is considered in their absence. The Directors' Interests Register is a standing agenda item at each Board meeting.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Complying	<p>The Board is currently comprised of four Directors; Mr Garry Crole, Mr John Larsen, Mr Kevin Pattison and Mr Charles Sweeney. All Directors except for Mr Garry Crole are Non-Executive 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.	Complying	<p>The Board Charter requires the Chairman of the Board be appointed by the Directors, where possible be an independent non-executive director and may not be the same person as the CEO. In March 2019, Mr Larsen, an independent Non-Executive Director, was appointed by the Board as Chairman.</p> <p>The Chairman leads the Board and is responsible for the efficient organisation and conduct of the Board's functions.</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>The Board has established a Board Induction and Professional Development Policy.</p> <p>The Policy demonstrates the Company's commitment to the continued development and improvement of the expertise of the Board. The Policy covers the onboarding process of incoming Directors and the professional development opportunities offered to the Company's current Directors.</p>
<p style="text-align: center;">Principle 3 – Instil a culture of acting lawfully, ethically and responsibly <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly</i></p>			
3.1	A listed entity should articulate and disclose its values.	Complying	<p>Sequoia has established a Statement of Values which lists the following values:</p> <ul style="list-style-type: none"> • Integrity – Do the right thing. We promote honesty and openness in all that we do. Under promise and over deliver.

ASX Recommendation	Status	Reference / Comment
		<ul style="list-style-type: none"> • Inclusive – We are inclusive in our approach and support diverse backgrounds and talents to deliver on our promises. • Collaborative – We foster an environment of collaboration. We consider others' needs and support a team learning environment. • Client Focus – Our customers are our lifeblood and need to be treated with respect. Providing quality advice, products and services that are in the best interest of the client is our priority. • Friendly – Choose positivity, be a doer and show gratitude for those who help us. • Innovative – Deliver quality and encourage innovation to meet the challenges that stand in the way of excellence.
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>	<p>Complying</p> <p>Sequoia has established the following policies (collectively the Codes) which are available on the Website.</p> <ul style="list-style-type: none"> • Code of Conduct – which applies equally to all employees, contractors, directors and officers (collectively the Employees) of the Company. • Director and Senior Management Code of Conduct – which outlines the ethical standards expected of directors and senior executives of the Group. Directors and Senior Executives must adhere to the highest levels of ethical conduct at all times. Senior Executives must also comply with the Code of Conduct. <p>As well as the legal and equitable duties owed by Employees, the purpose of these Codes is to:</p> <ol style="list-style-type: none"> Protect the health and safety of all employees, contractors and community members; Recognise, value and reward the individual contribution of each employee; Achieve a balance between economic development, maintenance of the environment and social responsibility; Maintain good relationships with suppliers and the local community; and Be honest, lawful and moral. <p>The Head of Human Resources is responsible for bringing breaches of the Codes to the attention of the Remuneration Committee, and breach reporting is a standing agenda item for the Remuneration Committee.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p>	<p>Complying</p> <p>The Company has established a Whistleblower Policy, a copy of which can be found on the Website. The purpose of the Whistleblower Policy is to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing.</p>

ASX Recommendation	Status	Reference / Comment
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.		The Head of Human Resources is responsible for bringing breaches of the Whistleblower Policy to the attention of the Remuneration Committee, and breach reporting is a standing agenda item for the Remuneration Committee.
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Complying	<p>The Company has established an Anti-Bribery and Corruption Policy, a copy of which can be found on the Website. Sequoia understands that Bribery and Corruption can have a significant, adverse impact on Sequoia's reputation for integrity and is therefore committed to operating within the laws of any jurisdiction in which the Company does business and moreover to operate in a way that is consistent with its values.</p> <p>The Head of Risk and Compliance is responsible for bringing breaches of the Anti-Bribery and Corruption Policy to the attention of the Risk and Compliance Committee, and breach reporting is a standing agenda item for the Risk and Compliance Committee.</p>

Principle 4 – Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its 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</p>	Non - Complying	<p>The Audit Committee operates in accordance with a Charter adopted by the Board. The Charter sets out the roles and responsibilities as well as the structure, composition and objectives of the Audit Committee. A copy of the Audit Committee Charter is available to view on the Website.</p> <p>The Board appoints the members of the Audit Committee which currently comprises three members; Mr John Larsen (Chair), Mr Garry Crole and Mr Charles Sweeney. Two out of three members of the Audit Committee are independent Non-Executive Directors. The Audit Committee Chair is Mr John Larsen who is also Chair of the Board. The Board is of the view that Mr Larsen is the best candidate for the position of Chair of the Audit Committee and the Board, noting the significant skills, experience and the industry knowledge that are essential to the roles.</p> <p>The role of the Audit Committee is to protect the integrity of financial statements, internal control structure and the external audit function (further details of which are discussed below). The Audit Committee reviews the Group's half yearly and annual financial statements.</p> <p>Following each Audit Committee meeting, the Audit Committee reports to the Board on any matter that should be brought to the Board's attention and on any recommendation that requires Board approval.</p> <p>The number of times that the Audit Committee met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the</p>
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ASX Recommendation	Status	Reference / Comment
		Audit Committee members, are disclosed in the Company's 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 Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>The Company has a requirement that the CEO and Chief Financial Officer (CFO) provide written assurance to the Board, prior to approval of the Company's financial statements for each financial period, that in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Sequoia's financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.</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	Sequoia's full year reporting and half year reporting is audited and reviewed, as the case may be, by an external auditor. Sequoia is not required to lodge quarterly reports. Annual directors' reports are verified by the Board, which seeks documents and information from the Management and subject-matter experts where necessary.
<p style="text-align: center;">Principle 5 – Make timely and balanced disclosure</p> <p style="text-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 ASX Listing Rule 3.1.	Complying	<p>The Company has established a Continuous Disclosure Policy, a copy of which is posted on its Website.</p> <p>The objective of this policy is to:</p> <ul style="list-style-type: none"> (a) Ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act; and (b) Establish internal procedures so that all Company personnel understand their obligations to ensure: <ul style="list-style-type: none"> (i) confidential information is protected; and (ii) disclose price sensitive information to the Company Secretary.

ASX Recommendation		Status	Reference / Comment
			<p>The overarching principle of this policy is governed by Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of Sequoia's quoted securities, provided the information does not fall within the exception to disclosure under the Listing Rules. The Policy provides for the exceptions to Listing Rule 3.1 as outlined in Listing Rule 3.1A.</p> <p>The Board is responsible for ensuring that Sequoia complies with its continuous disclosure obligations. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the continuous disclosure obligations.</p> <p>The Disclosure Policy also addresses media contact and comment, external communications including analyst briefings and responses to shareholder questions, and measures for responding to, or avoiding, the emergence of a false market in the Company's shares.</p>
5.2	A listed entity should ensure that its board receives copies of all material 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 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	All investor or analyst presentations are released to the ASX market announcements platform ahead of the presentation.
<p style="text-align: center;">Principle 6 – Respect the rights of security holders <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	Sequoia provides information on its Website about the Company and copies of the key governance charters and policies referred to in this Corporate Governance Statement. The Company's Annual Report also discloses the Company's interests in its subsidiaries.
6.2	A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	Complying	<p>The Company is committed to maintaining direct, open and timely communications with all shareholders and as such has established a Communications Policy which is available on the Website.</p> <p>The Communications Policy is designed to ensure that shareholders are informed of all material developments that impact on the Company.</p> <p>Information is communicated to shareholders through:</p> <ul style="list-style-type: none"> • The publication of the annual and interim financial reports; • Disclosures to the ASX and the Company Website under the <i>About Sequoia</i> tab;

	ASX Recommendation	Status	Reference / Comment
			<ul style="list-style-type: none"> • Notices and explanatory memoranda of Annual General and Extraordinary General Meetings; • Updates and announcements to inform shareholders of key matters of interest issued on a needs basis; and • Presentations to analysts (which are made available to all shareholders via the Website).
6.3	<p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Complying</p>	<p>Sequoia's Annual General Meeting will be convened once a year, usually in October/November. In relation to its meetings of shareholders, an explanatory memorandum on the resolutions will be included with the Notice of Meeting and unless specifically stated in the Notice of Meeting, all shareholders will be eligible and are encouraged to vote on all resolutions. A copy of any investor presentation will be released to the ASX upon the commencement of the Annual General Meeting and the outcome of voting on resolutions at the meeting will be released to the market after the conclusion of the meeting. Both documents will also be posted on the Website.</p> <p>In the event that shareholders cannot attend formal meetings, they will be able to lodge a proxy in accordance with the Corporations Act.</p> <p>Sequoia's external auditor attends the Company's Annual General Meeting each year and is available to answer questions from Shareholders on the conduct of the audit and the preparation and content of the external auditor's report, accounting policies adopted by Sequoia in relation to the preparation of the financial statements and independence of the auditor in relation to the conduct of the audit.</p>
6.4	<p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by poll rather than show of hands.</p>	<p>Complying</p>	<p>All resolutions at Sequoia's general meetings are decided by way of a poll.</p>
6.5	<p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Complying</p>	<p>Sequoia's shareholders are able to receive communications from, and send electronic communications to, Sequoia and its security registry electronically.</p> <p>The Company encourages stakeholders to make contact via the email address info@sequoia.com.au as outlined under the <i>Contact Us</i> tab on the Website. Further, the share registry's contact details are also outlined in this section of the Website.</p> <p>Shareholders are encouraged to elect to receive communications, including the Annual Report, Notice of Meetings and other Company information, electronically from the share registry. This election can be made through the share registry.</p>

ASX Recommendation	Status	Reference / Comment
<p style="text-align: center;">Principle 7 – Recognise and manage risk</p> <p style="text-align: center;"><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p>7.1</p> <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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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>Complying</p>	<p>The Board has established a Risk and Compliance Committee which is comprised of three members; Mr Charles Sweeney (Chair), Mr Garry Crole and Mr Kevin Pattison. A majority of the Committee members are independent directors, and the Chair is also independent.</p> <p>The Board is responsible for ensuring that sound risk management strategy and policies are in place. The Board has delegated to the Risk and Compliance Committee the responsibility for identifying and overseeing major risks and the establishment and implementation of the risk management system. A copy of the Risk and Compliance Committee Charter is available on the Website.</p> <p>All material risks affecting the Company, including both financial and non-financial matters, are considered by the Risk and Compliance Committee. All Directors and senior management are encouraged to review the business for risk on an ongoing basis and to raise any risk issues of concern with members of the Risk and Compliance Committee. These protocols form the basis for the risk management system.</p> <p>This Risk and Compliance Committee will review and assess the Company's risk management framework annually and review 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 conducted during the period.</p> <p>Following each Committee meeting, the Risk and Compliance Committee reports to the Board on any matter that should be brought to the Board's attention and on any recommendation that requires Board approval.</p> <p>The number of times that the Risk and Compliance met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the Risk and Compliance Committee members are disclosed in the Company's Annual Report.</p>
<p>7.2</p> <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>Complying</p>	<p>The Company has established a Risk Management Policy, the objective of which is to ensure the implementation of an effective risk management framework that is consistent with the Company achieving its objectives. The Company is committed to ensuring that effective risk management remains central to all its activities and is a core management competency. The aim is to ensure that risk management is embedded in the Company's processes and cultures, thereby contributing to the achievement of the Company's core objectives.</p>

ASX Recommendation		Status	Reference / Comment
	(b) disclose, in relation to each reporting period, whether such a review has taken place.		<p>The Company has controls at the Company and operating group levels that are designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management systems, safety, health and environment and other internal policies and procedures, which are directed at ensuring the Company fully complies with all regulatory requirements and community standards.</p> <p>The Risk and Compliance Committee will review the effectiveness of the risk management system on an ongoing basis. The Risk and Compliance Committee is responsible for ensuring that the appropriate senior managers have established and implemented a risk management system throughout the organisation.</p> <p>In addition to the above, the Company's external auditors provide the Audit Committee with a report detailing any identified risk items at the completion of each half-year and full-year review. The Audit Committee discusses the report together with the auditors, and any material items are referred to the Board.</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>The Internal Audit function is overseen by the CEO and CFO who are primarily responsible for ensuring that:</p> <ul style="list-style-type: none"> • Risks are managed by dedicated investment professionals with skills and knowledge of the markets and associated instruments within which they operate and trade; • Records and documentation are rigorously maintained to support the orderly execution of transactions and other management obligations; and • Computer systems are in place to support the full management process including the timely provision of comprehensive management and reporting capabilities.
7.4	A listed entity should disclose whether it has any material exposure to environment or social risks and, if it does, how it manages or intends to manage those risks.	Complying	<p>The Company is subject to risk factors that are both specific to its business activities and that are of a more general nature.</p> <p>The Company does not currently have any material exposure to environmental or social risks. Sequoia manages its risk exposure in accordance with its internal enterprise-wide risk management framework.</p>
<p style="text-align: center;">Principle 8 – Remunerate fairly and responsibly</p> <p style="text-align: center;"><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 values and risk appetite.</i></p>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>	Complying	<p>The Board has a Remuneration Committee comprising three members; Mr Kevin Pattison (Chair), Mr Garry Crole, and Mr John Larsen. Two out of three of the Remuneration Committee members</p>

ASX Recommendation	Status	Reference / Comment
<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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>are considered to be independent Directors (Mr Kevin Pattison and Mr John Larsen).</p> <p>The Chairperson of the Committee is Mr Kevin Pattison, who is considered to be independent.</p> <p>The Company has established a Remuneration Committee, the objective of which is to assist the Board fulfill its statutory fiduciary and regulatory role and achieve its objectives that the Company:</p> <ul style="list-style-type: none"> a) has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties; b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders; c) observes those remuneration policies and practices; and d) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment. <p>The Remuneration Committee operates pursuant to a charter which can be found on the Website.</p> <p>Following each meeting, the Remuneration Committee reports to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration Committee that requires Board approval.</p> <p>The number of times that the Remuneration Committee met throughout the financial year and the individual attendances of the members at those meetings are disclosed in the Company's Annual Report.</p>
<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>	<p>Complying</p>	<p>The Company's remuneration practices are designed to ensure that the level and composition of remuneration is both competitive and reasonable. Remuneration is intimately connected to performance and is intended to be appropriate for the results delivered. The Company's policies are designed to attract and maintain talented and motivated employees as well as raising the level of performance of the Company.</p> <p>Sequoia's remuneration practices are designed to attract, motivate and retain employees, including senior management, and ensure that the interests of the employees are aligned with those of the shareholders. In discharging its duties, the Committee reviews and makes recommendations to the Board on the remuneration of the CEO, CFO, executive directors and other senior managers, including:</p> <ul style="list-style-type: none"> • Short and long-term remuneration, including both fixed remuneration and performance-based remuneration; • Any termination payments; and

ASX Recommendation		Status	Reference / Comment
			<ul style="list-style-type: none"> • Appropriate grants of securities under the Employee Incentive Plan. <p>In making its recommendations the Committee ensures that:</p> <ul style="list-style-type: none"> • Remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, productivity and ability; • Remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company; and • A clear relationship exists between performance and remuneration. <p>Non-Executive Directors are remunerated by way of fees that are set with reference to the prevailing market rates. They do not participate in the schemes designed for the remuneration of executives, nor do they receive bonus payments, or any retirement benefits other than statutory superannuation.</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>	Complying	<p>The Company has an Employee Incentive Plan, the rules of which explicitly prohibit participants from entering into transactions which limit the economic risk of holding unvested awards.</p> <p>A summary of the Company's Employee Incentive Plan can be founded in the Notice of the Company's 2020 Annual General Meeting which was lodged with the ASX on 21 October 2020.</p>