

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

East 33 Limited

ABN/ARBN

70 636 173 281

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://east33.sydney/pages/investors>

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

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

Date: 18 September 2023

Name of authorised officer authorising lodgement: Melanie Leydin – 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 in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <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://east33.sydney/pages/investors">https://east33.sydney/pages/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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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>
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 type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 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
2.6	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://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a> within the Code of Conduct.	<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: <a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a>	<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: <a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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>	<p><input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" 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 type="checkbox"/></p>	<p><input checked="" 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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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://east33.sydney/pages/investors">https://east33.sydney/pages/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 type="checkbox"/> and we have disclosed information about us and our governance on our website at:	<input checked="" 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 in the Corporate Governance Statement and the Constitution.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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 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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in the 2023 Annual Report at :</p> <p><a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a></p> <p>and, if we do, how we manage or intend to manage those risks in the 2023 Annual Report at:</p> <p><a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input 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>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report section of the Company’s Annual Report which is located at <a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/investors</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://east33.sydney/pages/investors">https://east33.sydney/pages/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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	N/A	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	N/A	

## 2023 Corporate Governance Statement

---

The Board of East 33 Limited (the “**Company**”, “**Group**” or “**East 33**”) is committed to conducting the business of East 33 and the entities it controls both ethically and in accordance with principles of good corporate governance. The Board has created a framework for managing the Company including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company’s business and which are designed to promote the responsible management and conduct of the Company.

In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils’ Corporate Governance Principles and Recommendations (**ASX Recommendations**).

The Company’s practices are largely consistent with the ASX Recommendations. The Board considers that the implementation of a number of ASX Recommendations is not appropriate, for the reasons set out below in relation to the items concerned. Where the Company has departed from the ASX Recommendations, it ensures that alternative measures are in place to mitigate any risk relating to these departures.

As required by the ASX Listing Rules, this Corporate Governance Statement (“**Statement**”) discloses the extent to which the Group has followed the ASX Recommendations during the financial year ended 30 June 2023, as summarised below.

This Statement should be read in conjunction with Company's corporate governance practices and policies provided on the Company's website at <https://east33.sydney/> and the 2023 Annual Report.

This Statement is current as of 18 September 2023 and has been approved by the Board of Directors of East 33 Limited.

### **PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

#### **Recommendation 1.1 – Role and Responsibilities of Board and Management**

East 33 has adopted a formal charter (**Board Charter**) clearly setting out the respective roles and responsibilities of the Board, the Chair and Company Secretary.

Key responsibilities reserved to the Board, among others, include:

- demonstrating leadership, defining the purpose of the Company and setting the strategic objectives of the Company;
- appointing the chairperson (and potentially any deputy chairperson), the Chief Executive Officer and approving the appointment and when necessary replacement of other senior executives and the company secretary;
- overseeing management in its implementation of the Company’s strategic objectives, instilling of the Company's values and performance generally;
- approving operating budgets and major capital expenditure;
- satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
- detecting and preventing bribery or corruption within the Company;

- satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; monitoring the effectiveness of the Company's governance practices; and
- other responsibilities as further set out in the Board Charter.

The Board Charter also sets out Board composition, membership and independence, the role and responsibilities of the Chair, delegation of responsibilities to the Chief Executive Officer (**CEO**) and to Committees of the Board.

As set out in the Board Charter, the CEO (or other nominated person) has the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in the Board Charter.

A detailed delegated authorities policy prescribes the decision making and expenditure limits which apply at various levels of management.

A copy of the Constitution, Board Charter and standing Committee Charters are available on the Company's website at <https://east33.sydney/pages/investors>.

Therefore, the Company meets this Recommendation.

### **Recommendation 1.2: Appointment of Directors and Senior Executives**

East 33 has established a Nomination & Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise and the results of appropriate checks as to the person's character, experience, education, criminal record, and bankruptcy history.

All candidates are subject to appropriate checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history prior to being appointed.

All information relevant to a decision to elect or re-elect a Director will be provided to Shareholders in any notice of meeting pursuant to which a resolution to elect or re-elect a Director will be voted upon.

Therefore, the Company complies with this Recommendation.

### **Recommendation 1.3: Appointment Terms**

The Company's Board Charter requires that the terms and conditions of appointment of a Director be confirmed in a formal letter of appointment or a service contract.

Specifically:

- the Non-Executive Directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and
- the Executive Directors and Senior Executives of East 33 have entered into service contracts, setting out the terms and conditions of their employment.

The terms and conditions of the appointment are consistent with the processes in the Constitution, the *Corporations Act 2001* (Cth) and the ASX Listing Rules, including, without limitation, the requirement to disclose Directors' interests and any matters which may affect the Director's independence and the requirement to comply with the Company's policies.

Each Director and officer of the Company has a Deed of Access, Insurance and Indemnity, under which they are indemnified against liability in connection with their role as an officer of the Company and East 33 is required to maintain a Directors' and officers' insurance policy.

A summary of key terms of the service agreements and letters of appointment are disclosed in the Remuneration Report section of the Company's Annual Report.

The Company meets this Recommendation.

#### **Recommendation 1.4: Company Secretary**

The Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board. East 33's Board Charter sets out the Company Secretary's responsibilities.

Under the Board Charter, the Company Secretary is responsible for:

- advising the Board and its Committees on governance matters;
- monitoring that the Board and Committee policies and procedures are followed;
- co-ordinating the timely completion and despatch of the Board and Committee papers, ensuring that the business at Board and Committee meetings is accurately captured in the minutes and helping to organise and facilitate the induction and professional development of Directors.

Details regarding our Company Secretary including experience and qualifications, is set out in the Directors' Report in our 2023 Annual Report.

The Company meets this Recommendation.

#### **Recommendation 1.5: Diversity Policy**

East 33 has a diversity policy (**Diversity Policy**) in place which promotes diversity and inclusiveness regardless of employees' experiences, perspectives, professional skills, gender, gender identity, age, sexual orientation, marital or family status, disabilities, ethnicity, religious beliefs, cultural and socioeconomic backgrounds.

The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the implementation of the Diversity Policy and developing initiatives that will promote and achieve diversity goals.

The Board considers that the Company is currently too small and new to incorporate specific gender diversity targets into its hiring process. However, East 33 values, recognises and respects diversity in all respects and our workforce is made up of individuals with diverse skills, backgrounds, perspectives and experiences.

The proportion of women on the Board, in Senior Executive positions and women across the entire organisation as at 12 September 2023 was as follows:

	<b>No. of women in the role</b>	<b>Total number of staff in the role</b>	<b>% women of total staff in role</b>
Board of Directors	2	5	40%
Senior Executive Positions	2	4	50%
Entire organisation	24	157	15%

The Board will continue to monitor East 33's growth and needs for specific gender diversity targets periodically.

The Company is considered a “relevant employer” under the *Workplace General Equality Act 2012 (Workplace General Equality Act)*, as it was a non-public sector employer with 100 or more employees in Australia for a six-month period within the last reporting period (from 1 April 2022 – 31 March 2023) (**Reporting Period**). The Company did not, however, lodge a Gender Equality Indicators Report with the Workplace Gender Equality Agency within the required timeframes after this Reporting Period and therefore it did not comply with the reporting requirements under the Workplace General Equality Act. The Company will ensure it complies with these reporting requirements moving forward.

A copy of the Diversity Policy is available on East 33's website <https://east33.sydney/pages/investors>.

The Company therefore partially meets this Recommendation.

### **Recommendation 1.6: Board, Committees and Individual Directors Performance Assessment**

The Board is committed to evaluating its performance, the performance of its committees and individual directors on an annual basis, as well as the governance processes supporting the Board.

In accordance with the Company's Board Charter:

- The Nomination & Remuneration Committee is responsible for periodically evaluating the performance of the Board, its committees, and individual directors; and
- The Chair is responsible for:
  - facilitating effective contribution by all Directors and monitoring Board performance;
  - ensuring that independent Directors meet separately on a regular basis to consider, among other things, Senior Executive performance;
  - establishing and overseeing the implementation of policies and systems for Board performance review and renewal.

The Nomination & Remuneration Committee Charter provides that the Committee is responsible for:

- overseeing the development and implementation of a process for the annual evaluation of the performance the Board, Board Committees, Senior Executives and Directors individually, using both measurable and qualitative indicators;
- disclosing whether performance evaluations of the Board have been undertaken in a reporting period;
- reviewing the performance of the Chair and reporting the results of the evaluation to the Board.

Due to the changes in the Board and management team over the financial year, the Company has not undertaken the performance reviews. Because of this, the Company anticipates carrying out the performance review of the Board, its Committees and individual Directors in this FY24. The performance review of the Senior Executives of the Company will be undertaken at the same time.

The Company therefore does not meet this Recommendation in its entirety.

### **Recommendation 1.7: Senior Executive Performance Assessment**

The Nomination & Remuneration Committee Charter sets out the framework for evaluating Senior Executive performance.

During the reporting period the Company underwent significant operational and management changes has now and will continue to rebuild the Board and Senior Executive team, which is expected to be in place post the 2023 Annual General Meeting. A new CEO has been appointed and commences on 16 October 2023 and his performance will be reviewed in FY24 reporting period. As such, Senior Executive performance assessments were not undertaken given the Company did not have a senior executive for a large part of the period.

The Company therefore does not meet this Recommendation.

### **PRINCIPLE 2 – STRUCTURE OF THE BOARD TO ADD VALUE**

#### **Recommendation 2.1: Nomination Committee**

In accordance with the Company’s Constitution, the Board has established the Nomination & Remuneration Committee to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

The role and responsibilities of the Nomination & Remuneration Committee are set out in the Committee’s Charter, which is available on the Company’s website <https://east33.sydney/pages/investors>.

The Nomination & Remuneration Committee Charter provides that the committee will consist of at least three members, a majority of whom are independent, non-executive directors.

The details of the current composition of the Nomination & Remuneration Committee are as follows:

<b>Composition</b>	<b>Director (including position and independence status)</b>
Chair	Veronica Papacosta, Independent Non-Executive Director
Members	Ben Cameron, Non-Executive Director Mike Ryan, Independent Non-Executive Director

The Nomination & Remuneration Committee composition, meeting details, former Committee members and attendances are set out in the Annual Report.

The Company recognises that the Committee should be Chaired by an Independent Board member and the majority of members should be independent Directors and the current composition of the Nominations & Remuneration Committee meets the Recommendation.

However, given the Board changes over the financial year, the Committee structure changed with the Recommendation only partially met throughout the year.

The Nomination & Remuneration Committee Charter is available on the Company’s website <https://east33.sydney/pages/investors>.

Therefore, the Company does not comply with Recommendation 2.1 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

### Recommendation 2.2: Board Skills Matrix

The Board aims to ensure that it has a mix of skills and capabilities among its members, including technical skills, business development experience and financial management experience. The Board considers that the Directors collectively bring the range of skills, knowledge and experience necessary to direct the Company. The size and composition of the Board, and its mix of skills and capabilities, is expected to change as the Company evolves.

Due to the changes in Board and management throughout the year the Company has yet to undertake a formal Board skills matrix, however, anticipates undertaking one during the FY24 period.

The Board continues to review the skills on the Board to ensure they're appropriate for the Company as it continues to grow.

The Company does not meet this Recommendation.

### Recommendation 2.3: Director Independence

The Nomination & Remuneration Committee reviews the independence of Directors in light of interests disclosed to the Board from time to time and at least once a year. A Director is regarded as independent if that Director is independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. When determining the independent status of a Director, the Board has regard to the existence of any of the relationships listed in Box 2.3 of the ASX Recommendations.

As at the date of this Statement, the Board's assessment of each current Director is set out below:

Name	Position	Appointment date	Status
Michael Ryan	Non-Executive Director	29/11/2022	Independent
Sarah Courtney	Non-Executive Chair	12/12/2022	Independent
Ben Cameron	Non-Executive Director	29/11/2022	Non- Independent
Gary Higgins	Non-Executive Director	29/11/2022	Non- Independent
Veronica Papacosta	Non-Executive Director	26/07/2023	Independent

The Board considers that Ms Courtney, Mr Ryan and Ms Papacosta are independent Directors and free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement and being able to fulfil the role of an independent Director for the purpose of the Recommendations.

Mr Higgins and Mr Cameron are not considered independent as they represent or are affiliated with substantial shareholder.

The Board has considered the holdings of securities in the Company by the Non-Executive Directors and is of the opinion that their interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a Director. The Board also considers that Non-Executive Directors are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that the Non-Executive Directors are able to fulfil the role of independent Directors for the purposes of the ASX Recommendations.

All Directors' interests, position, association, relationships and length of service have been disclosed in the FY23 Annual Financial Statements.

The Company meets this Recommendation.

#### **Recommendation 2.4: Majority Independence**

The Company did not have majority of the independent Directors on the Board throughout the year, however, as at the date of this Statement, three of five Directors are deemed independent and therefore the Company has a majority of independent Directors. The current Board composition reflects an appropriate balance of skills, expertise and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.

It is noted that the composition of the Board will be reassessed in the future in line with changes in the Company's operations and will be adjusted as deemed appropriate.

Further information regarding the Company's Directors, including their experience and qualifications, is set out in the Directors' Report of the Company's latest Annual Report.

Therefore, the Company does not comply with Recommendation 2.4 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

#### **Recommendation 2.5: Board Chair**

As of the date of this Statement, the Chair of the Board, Ms Sarah Courtney, is an independent Non-Executive Director. Ms Courtney was appointed as a Director and Chair of the Board on 12 December 2022.

A former Chair of the Board, Mr James Garton was a non-independent Executive Director.

Therefore, the Company does not comply with Recommendation 2.5 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

#### **Recommendation 2.6: Induction, Education and Training**

Under the Board Charter, the Directors are expected to participate in induction or orientation programs on appointment, and any continuing education or training arranged for them.

The Company Secretary is responsible for facilitating the induction and professional development of Directors.

Directors are also encouraged to personally undertake appropriate training and refresher courses, as appropriate, to maintain the skills required to discharge their obligations to the Company.

The Company meets this Recommendation.

### **PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**

#### **Recommendation 3.1: Statement of Values**

The Company's core values and commitments are:

*Integrity* – we act honestly and with integrity in all our dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.

*Respect* – we respect all people, their ideas and cultures and our words and actions must reflect this respect.

*Safety* – we are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.

*Shareholder Interests* – Dealing fairly, without prejudice and in the best interests of shareholders whilst having regard to other stakeholders.

*Community Standards* – we act in a manner consistent with reasonable expectations of our investors and the broader community that maintains confidence in our operations as a business.

*Environment* – we are committed to acting responsibly towards the environment.

East 33's Statement of Values is contained in its Code of Conduct, which is available on East 33's website <https://east33.sydney/pages/investors>.

The Company meets this Recommendation.

### **Recommendation 3.2: Code of Conduct**

The Board has adopted a code of conduct (**Code of Conduct**) which sets out the values, commitments, ethical standards and policies of East 33 and outlines the standards of conduct expected of East 33's business and people, taking into account East 33's legal and other obligations to its stakeholders.

The Code of Conduct applies to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of East 33 and associates of East 33.

The Code of Conduct covers, among other things, the following:

- East 33's core values;
- conflicts of interest, confidentiality & privacy;
- anti-bribery and gifts;
- health and safety;
- compliance with laws and regulations;
- responsibility to shareholders and other stakeholders;
- breaches of the Code of Conduct;

and other areas as set out therein.

The Code of Conduct is not an exhaustive list of policies and procedures. Employees are required to understand and comply with additional policies and procedures, including those that reflect the specific requirements of a particular business.

The Code of Conduct is available on East 33's website <https://east33.sydney/pages/investors>.

The Company meets this Recommendation.

### **Recommendation 3.3: Whistleblower Policy**

East 33 has adopted a Whistleblower Policy. One of the objectives of this policy is to encourage employees to disclose any malpractice, misconduct or conflicts of interest of which they become aware.

The policy deals with (among other things):

- how eligible Whistleblowers can make reports about disclosable matters anonymously and/or confidentially, securely and outside of business hours;
- the procedures following disclosure by an eligible Whistleblower;
- how investigations will be conducted by East 33;
- reporting of the outcome of the investigation; and
- communications to whistleblowers.

The Whistleblower Policy is available on East 33's website <https://east33.sydney/pages/investors>.

Therefore, the Company complies with this Recommendation.

### **Recommendation 3.4: Anti-bribery and Corruption Policy**

East 33 has adopted an Anti-Bribery and Corruption Policy.

It sets out the Company's standards and guidelines on what constitutes bribery or corruption, the offering, accepting and providing gifts and hospitality, participating in tenders and procuring goods and services and providing donations and sponsorship.

In particular, the policy is designed to ensure that anyone to whom the Policy applies do not give or accept gifts and/or benefits that will compromise or appear to compromise, their integrity and objectivity in performing their duties or cause or appear to cause a conflict of interest.

Additionally, the purpose of the Policy is to:

- ensure that the Company, as a minimum, complies with its obligations under the ASX Listing Rules and ASX Corporate Governance framework, and as much as possible, seeks to achieve and exceed best practice; and
- promote investor confidence in the integrity of the Company and its securities.

Any and all material or suspected breaches of the Policy must be immediately reported to the Company's Board of Directors upon identification.

The Anti-Bribery and Corruption Policy is available on East 33's website <https://east33.sydney/pages/investors>.

The Company meets this Recommendation.

## **PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING**

### **Recommendation 4.1: Audit Committee**

The Board had established an Audit & Risk Committee to assist it in fulfilling its statutory and regulatory responsibilities.

The role and responsibilities of the Audit & Risk Committee are set out in its Charter, which is available on the Company's website <https://east33.sydney/pages/investors>.

The Audit & Risk Committee Charter provides that the committee will consist of at least three members, all of whom are Non-Executive Directors and a majority of whom are independent.

The details of the composition of the Audit & Risk Committee during the reporting period are as follows:

<b>Composition</b>	<b>Director (including position and independence status)</b>
Chair	Mike Ryan, Independent Non-Executive Director
Members	Gary Higgins, Non-Executive Director Veronica Papacosta, Non-Executive Director

The Audit & Risk Committee composition, meeting details, former committee members and attendances are set out in the Annual Report.

The Company recognises that a majority of the Committee members should be independent Directors and the current composition of the Committee meets the Recommendation. However, given the Board changes over the financial year, the Committee structure has changed with the Recommendation only partially met throughout the year.

Therefore, the Company does not comply with Recommendation 4.1 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

#### **Recommendation 4.2: Management Assurances in Relation to Financial Reporting**

The Board has implemented a process to receive written assurances from its CEO and Chief Financial Officer (**CFO**) that the declarations that will be provided under section 295A of the Corporations Act are founded on a system of risk management and internal control and that the system is operating in all material respects in relation to financial reporting risks. The Board seeks these assurances prior to approving the annual financial statements for all half year, full year and quarterly results that follow.

However, due to the Board and management restructure that occurred during the year, the CEO and CFO did not provide assurances at all times during the period (noting that the Company did not have a CEO for a part of the period and a new CEO being appointed commencing on 16 October 2023).

Therefore, the Company does not comply with Recommendation 4.2 in its entirety.

#### **Recommendation 4.3: Verification of integrity of periodic corporate reports**

The Company's external auditor is HLB Mann Judd.

All Board and Board Committee papers are available to the external auditor and they are invited to attend all Audit & Risk Committee meetings and are available to the Audit & Risk Committee members at any time. The external auditor attends the Company's Annual General Meetings and is available to answer Shareholders questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to reviewing regulatory filings and decisions as they relate to East 33's financial statements, the Audit & Risk Committee reviews any reports that are to be released to the market that are not audited or reviewed by an external auditor. In doing so, the Audit & Risk Committee also discloses its process for verifying the integrity of any such report.

Therefore, the Company complies with Recommendation.

## **PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

### **Recommendation 5.1: Continuous Disclosure Policy**

Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out East 33's commitment to the objective of promoting investor confidence and the rights of Shareholders by:

- complying with the continuous disclosure obligations imposed by law;
- ensuring that company announcements are presented in a factual, clear and balanced way;
- ensuring that all Shareholders have equal and timely access to material information concerning East 33; and
- communicating effectively with Shareholders and making it easy for them to participate in general meetings.

The Disclosure and Communication Policy is available on East 33's website <https://east33.sydney/pages/investors>.

Therefore, the Company complies with Recommendation.

### **Recommendation 5.2: Provide Board with copies of all material market announcements**

East 33 has adopted a Disclosure and Communication Policy which specifically requires that all material market announcements be provided to the Board promptly after release to the market.

The Company has set up external notifications so that all board members receive a notification from ASX as soon as an announcement has been released. The Company also circulates all price sensitive announcements to the Board ahead of the release being made and each Board member is allowed the opportunity to make comment or ask questions of management with regard to the content within the ASX Announcement.

The Disclosure and Communication Policy is available on East 33's website <https://east33.sydney/pages/investors>.

Therefore, the Company complies with Recommendation.

### **Recommendation 5.3: Investor Presentations**

East 33 has adopted a Disclosure and Communication Policy which specifically requires that any new and substantive investor or analyst presentations be released on the ASX Market Announcement Platform prior to the relevant presentation.

The Company also maintains a separate investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations, and other key information.

The Disclosure and Communication Policy is available on East 33's website <https://east33.sydney/pages/investors>.

Therefore, the Company complies with Recommendation.

## **PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS**

### **Recommendation 6.1: Information and Governance**

East 33 recognises the rights of its Shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning its operations.

The Company's website contains key information about the Company and its corporate governance practices and policies as well as brief biographical information of its directors. The website does not presently contain photographs for each of its directors or brief biographical information and photographs of senior executives.

The Company maintains a separate investor page on its website to provide shareholders with links to annual and interim reports, ASX announcements, presentations and other key information.

Therefore, the Company partially complies with Recommendation.

### **Recommendation 6.2: Investor Relations**

A Disclosure and Communication Policy sets out how the Company intends to communicate with Shareholders to ensure shareholders have sufficient information to assess the performance of the Company and are informed of all major developments affecting the Company.

The policy sets out Shareholder communication requirements in relation to:

- Reports to Shareholders
- The Company's website
- Use of electronic communication and other technology
- General meetings & auditors attendance of AGM to answer relevant questions
- Shareholder privacy & share registry

Shareholders may elect to receive annual reports and other shareholder communications electronically by contacting the Company's share registry, Link Market Services.

The Disclosure and Communication Policy is available on East 33's website <https://east33.sydney/pages/investors>.

Therefore, the Company complies with Recommendation.

### **Recommendation 6.3: Shareholder Meeting**

The Board encourages participation of Shareholders at the Annual General Meeting or any other Shareholder meetings to ensure a high level of accountability and identification with East 33's strategy and goals by issuing a Notice of Meeting, Explanatory Statement and Proxy Form to provide all the information that is relevant to Shareholders in making decisions on matters to be voted on at the meeting. Shareholders may elect to receive communications electronically.

Details regarding the timing and location of the Company’s General Meetings or Annual General Meeting are disclosed to the ASX in advance to encourage attendance by Shareholders.

Therefore, the Company complies with Recommendation.

**Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll**

In order to ascertain the true will of the Company’s security holders attending and voting at its security holder meetings, whether attendance is in person, electronically or by proxy or other representative, in all situations where this can be achieved the Company will conduct the voting procedure by a poll.

Therefore, the Company complies with Recommendation.

**Recommendation 6.5: Electronic Communication with Shareholders**

East 33's Shareholders may elect to receive information from East 33 and its registry electronically. Otherwise, East 33 and its registry will communicate by post with Shareholders who have not elected to receive information electronically.

Shareholders queries should be referred to the Company Secretary at first instance.

Therefore, the Company complies with Recommendation.

**PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**

**Recommendation 7.1: Risk Committee**

The Board had established an Audit & Risk Committee to assist it in fulfilling its statutory and regulatory responsibilities.

The role and responsibilities of the Audit & Risk Committee are set out in its Charter, which is available on the Company’s website <https://east33.sydney/pages/investors>.

The Audit & Risk Committee Charter provides that the committee will consist of at least three members, all of whom are Non-Executive Directors and a majority of whom are independent.

The details of the composition of the Audit & Risk Committee during the reporting period are as follows:

<b>Composition</b>	<b>Director (including position and independence status)</b>
Chair	Mike Ryan, Independent Non-Executive Director
Members	Gary Higgins, Non-Executive Director Veronica Papacosta , Independent Non-Executive Director

The Audit & Risk Committee composition, meeting details, former Committee members and attendances are set out in the Annual Report.

The Company recognises that a majority of the Committee members should be Independent Directors and the current composition of the Committee meets the Recommendation. However, given the Board's changes over the financial year, the Committee structure has changed with the Recommendation only partially met throughout the year.

Therefore, the Company does not comply with Recommendation 7.1 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

#### **Recommendation 7.2: Risk Management Framework**

Under the Board Charter, the Board will satisfy itself that East 33 has in place an appropriate risk management framework and will set the risk appetite within which the Board expects management to operate.

Further, it is intended that the Audit & Risk Committee will, among other things, regularly review and update the risk profile and ensure that East 33 has an effective risk management system.

As part of this, the Audit & Risk Committee has established the Risk Register, which sets out the risk categories, likelihood of occurrence, rank and mitigation controls and strategies. The Risk Register is regularly monitored by the Committee and has been reviewed during the reporting period.

The Company's risk management framework was reviewed during the period and is expected reviewed regularly.

Therefore, the Company complies with this Recommendation.

#### **Recommendation 7.3: Internal Audit**

Due to the current size and scope of the East 33 Group's operations, the Board does not deem it necessary to have an internal audit function and relies on external auditors to undertake this function in compliance with ASX requirements and relevant law. The Audit & Risk Committee is responsible for ensuring that East 33 has appropriate internal audit systems and controls in place.

In addition, the Audit & Risk Committee is responsible for maintaining a risk profile which describes the material risks facing East 33, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risk areas.

The Company does not meet this Recommendation in its entirety.

#### **Recommendation 7.4: Economic, Environmental and Social Sustainability Risk**

East 33 has disclosed all material risks facing East 33 and how it intends to manage those risks within its 2023 Annual Report, including exposure to economic, environmental and social sustainability risks. East 33 will continue to disclose these material risks in the future in its annual report or as appropriate.

The Company meets this Recommendation.

## PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBILITY

### Recommendation 8.1: Remuneration Committee

In accordance with the Company’s Constitution, the Board has established the Nomination & Remuneration Committee to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

The role and responsibilities of the Nomination & Remuneration Committee are set out in the committee’s Charter, which is available on the Company’s website <https://east33.sydney/pages/investors>.

The Nomination & Remuneration Committee Charter provides that the committee will consist of at least three members, a majority of whom are independent, Non-Executive Directors.

The details of the composition of the Nomination & Remuneration Committee are as follows:

Composition	Director (including position and independence status)
Chair	Veronica Papacosta, Independent Non-Executive Director
Members	Ben Cameron, Non-Executive Director Mike Ryan, Independent Non-Executive Director

The Nomination & Remuneration Committee composition, meeting details, former Committee members and attendances are set out in the Annual Report.

The Company recognises that the Committee should be Chaired by an Independent Board member and the majority of members should be independent Directors and the current composition of the Nominations & Remuneration Committee meets the Recommendation. However, given the Board’s changes over the financial year, the Committee structure has changed with the Recommendation only partially met throughout the year.

The Nomination & Remuneration Committee Charter is available on the Company’s website <https://east33.sydney/pages/investors>.

Therefore, the Company does not comply with Recommendation 8.1 in its entirety, however as at the date of the Statement the Company meets this Recommendation.

### Recommendation 8.2: Remuneration Policies and Practices

The Board has established the Nomination & Remuneration Committee which is responsible for reviewing remuneration of Non-Executive Directors and the remuneration of Executive Directors and other Senior Executives.

Details of these policies and procedures are set out in the Remuneration Report section of the Company’s Annual Report, as are the details of remuneration paid to the Directors and Key Management Personnel. The Company expects to undertake a review of its remuneration policies and practices during the FY24 period.

The Company complies with this Recommendation.

### **Recommendation 8.3: Equity Based Remuneration Scheme**

East 33 has adopted a securities trading policy (**Trading Policy**), designed to minimise the potential for insider trading.

The Trading Policy explains when options or rights under an employee incentive scheme can be exercised and also outlines East 33's restrictions around margin lending, short-term or speculative trading in East 33 and hedging.

The Trading Policy is available on East 33's website <https://east33.sydney/pages/investors>.

The Company complies with this Recommendation.

## **PRINCIPLE 9 — RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES**

### **Recommendation 9.1 – Non-English-Speaking Board Members**

As of the date of this Statement this recommendation is not applicable to the Company.

### **Recommendation 9.2 – A listed entity established outside Australia (holding of meetings)**

Not applicable to the Company.

### **Recommendation 9.3 – A listed entity established outside Australia (auditor's AGM attendance)**

Not applicable to the Company.