

8 August 2024

Corporate Governance Statement

This Corporate Governance Statement is current as at 8 August 2024 and reports against the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (ASX Recommendations)*. This Corporate Governance Statement has been approved by the Company's board of directors (**Board**).

The ASX Recommendations are not mandatory. However, pursuant to ASX Listing Rule 4.10.3, the Company is required to provide an annual statement disclosing the extent to which the Company has followed them.

The Company has many corporate governance policies and charters which can be accessed in the dedicated corporate governance information section on the Company's [website](#).

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

BOARD RESPONSIBILITIES AND DELEGATIONS

The Board's responsibilities are defined in its charter (**Board Charter**), a copy of which is available on the Company's [website](#).

Sections 5 and 21 of the Board Charter delineates between the Board's responsibility for the Company's strategy and activities, and responsibility for day-to-day management of operations which has been conferred upon other officers of the Company.

Section 18 of the Board Charter sets out the roles and responsibilities of the Chair of the Board.

Section 38 of the Board Charter sets out the responsibilities of the Company Secretary and states that the Company Secretary is accountable to the Board through the Chair.

Section 39 of the Board Charter sets out the Company's policy on when and how directors may seek independent professional advice at the expense of the Company.

DIRECTOR AGREEMENTS AND APPOINTMENTS

The Company has entered into written agreements with each of the Company's directors and its Company Secretary, setting out the terms of their appointment.

The Nomination, Remuneration and Corporate Governance Committee (**NRCGC**), as per section 2.10 of its charter, is responsible for conducting checks and making recommendations and information available to the Board and shareholders in relation to the appointment of Company directors. Prior to appointing a director or putting forward a new candidate for election, appropriate screening checks are undertaken as to the person's qualifications, work experience, criminal history and bankruptcy history.

A copy of the NRCGC Charter is available on the Company's [website](#).

BOARD AND DIRECTOR PERFORMANCE ASSESSMENTS

Sections 5.37 to 5.39 of the Board Charter sets out the process for evaluating the performance of the Board, its committees, and individual directors. The evaluation is carried out with the assistance of the NRCGC (see also sections 1.2, 2.2 and 2.3 of the NRCGC Charter).

A review of the performance of the Board, its committees and individual directors was conducted for the period ending 30 June 2024.

The Company does not have, and does not intend to appoint, any employees or senior executives. Therefore, there is no process for periodically reviewing the performance of employees and senior managers, and none is required.

DIVERSITY

The Company has a Diversity Policy and this is available on the Company's [website](#).

Given that the Company does not have, and does not intend to appoint, any employees or senior executives, the Board has determined not to set measurable objectives for achieving gender diversity. Despite this, the Board is committed to promoting diversity, and recognises the value of diversity in achieving the Company's corporate objectives and maximising value to shareholders.

The Company adheres to its Diversity Policy when appointing directors, and the Board conducts an annual assessment process which also considers the Board's composition with respect to gender. Currently, the Board is made up of three male directors.

The Company is not a "relevant employer" under the *Workplace Gender Equality Act 2012* (Cth).

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

CURRENT BOARD COMPOSITION, DIRECTOR INDEPENDENCE, AND BOARD SKILLS MATRIX

The Board Charter provides that the Board should consist of a majority of independent directors. Currently, the Board has three directors, the majority of whom are independent. Director names, length of service, experience, interests (if any), and independence assessments for each are set out in the Company's Annual Report.

The Board Charter provides that the Board should regularly assess whether each non-executive director is independent, and an assessment was carried out for the period ended 30 June 2024.

The Board considers that a director is independent where that director is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company. The Board assesses independence with regard to Box 2.3 in the commentary to ASX Recommendation 2.3.

The Chair of the Board is Mr Chris Knoblanche. Mr Knoblanche (who does not act as chief executive officer) is considered an independent director. As at 8 August 2024, the Company does not have a chief executive officer.

The Company's board skills matrix, as referred to in ASX Recommendation 2.2, is set out in the Company's Annual Report.

NOMINATION, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE

The NRCGC has three members, a majority of whom are independent. The NRCGC Chair is an independent director and not the Board Chair. A copy of the NRCGC Charter is available on the Company's [website](#).

Membership of the NRCGC, the qualifications and experience of members, the number of times the NRCGC met during the financial year ended 30 June 2024, and the individual attendances of members at NRCGC meetings is disclosed in the Company's Annual Report.

INDUCTION PROCESS AND PROFESSIONAL DEVELOPMENT

The NRCGC oversees the new director induction program, which includes provision of policies and historic reporting, an overview of the Company, an introduction to the investment manager appointed by the Company, PM Capital Limited (ACN 083 644 731), (the **Manager**) and its key staff, and an introduction to the Company's external auditors.

As part of its annual performance evaluation, the Board considers the need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their roles effectively.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

CORPORATE VALUES AND CULTURE

The Company has a statement of Company values ('Value Statement') which is available on the Company's [website](#).

The Company has adopted a Code of Conduct which applies to all directors, officers and employees (if any). The Code of Conduct requires the reporting of any actual or potential breaches of law, the Code of Conduct or any other Company policies, to the Company's Audit and Risk Committee.

The Code of Conduct is available on the Company's [website](#).

WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy which is available on the Company's [website](#).

The Whistleblower Protection Officer reports material incidents reported under the Whistleblower Policy to the Audit and Risk Committee.

ANTI-BRIBERY AND CORRUPTION

The Company has an Anti-bribery and Corruption Policy which is available on the Company's [website](#).

The Anti-bribery and Corruption Policy requires all potential or actual breaches of the policy be reported to the Board Chair.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

AUDIT AND RISK COMMITTEE

The Board has an Audit and Risk Committee (**ARC**) that oversees the accounting and financial reporting process and auditing of the Company's financial statements.

For the year to 30 June 2024, the ARC had three members, the majority of whom were independent. The ARC Chair is independent. The ARC Charter is available on the Company's [website](#). All members of the ARC have been non-executive directors since 1 July 2024, being the date Ben Skilbeck became a non-executive director.

Membership of the ARC, the qualifications and experience of members, the number of times the ARC met, and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report.

CORPORATE REPORTS

As the Company does not have any senior executives, before the Company's financial statements are approved by the Board for each reporting period, precedence has been that the Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**) of the Manager provide a declaration that the financial statements and notes comply with the accounting standards and give a true and fair view of the financial position and performance of the Company.

In respect of the Company's Annual Report for the financial year ended 30 June 2024, the Manager's former CEO, a director of the Manager and the Manager's CFO all provided a declaration pursuant to section 295A of the *Corporations Act 2001* (Cth) and ASX Recommendation 4.2.

Any other periodic corporate report of PGF that has not been audited or reviewed by an external auditor is subject to review and verification by senior executives of the Manager.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

MARKET DISCLOSURE

The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.

The Company has adopted a set of procedures and guidelines to ensure that it complies with its disclosure obligations in accordance with all applicable legal and regulatory requirements, including the ASX Listing Rules. The Company's Continuous Disclosure Policy sets out the key aspects of the Company's continuous disclosure program. The Continuous Disclosure Policy is available on the Company's [website](#).

Board members receive confirmation of all market announcements promptly after their release.

Section 26 of the Continuous Disclosure Policy states that all information given to analysts at a briefing, such as presentation slides and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business, should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must be, and is, always released to the ASX before it is presented at the briefing.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

The Company provides comprehensive details on itself, and its governance, on its [website](#).

The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's [website](#).

The Company seeks to utilise numerous modes of communication, including electronic communication, to ensure that its communication with shareholders is frequent and done with ease.

All shareholders are invited to attend the Company's annual general meetings either in person or by representative. Shareholders will have the opportunity to submit questions to the Board and the Company's external auditors, as the Board has indicated that the external auditors will be present at all annual general meetings. As per the *Corporations Act 2001* (Cth), votes on resolutions which are set out in the Company's notice of annual general meeting are decided by a poll, and the Company would otherwise seek to ensure substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

The Company's Shareholder Communications Policy allows shareholders the option to receive communications from, and send communications to, the Company and its security registry electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

AUDIT AND RISK COMMITTEE

The ARC oversees risk for the Company and has three members, a majority of whom are independent. The ARC Charter is available on the Company's [website](#).

The ARC Chair is an independent director.

Membership of the ARC, the qualifications and experience of members, the number of times the ARC met, and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report.

RISK MANAGEMENT FRAMEWORK

In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile.

A copy of the Company's Risk Management Policy is available on the Company's [website](#).

The Company's Board has reviewed the risk management framework during the period to 30 June 2024.

The Company does not have an internal audit function. The ARC Charter and the Company's Risk Management Policy set out the responsibilities of the ARC in relation to the assessment, review and improvement of internal controls and risk management.

ENVIRONMENTAL AND SOCIAL SUSTAINABILITY RISKS

A summary of the Company's material risks is described in the Company's Annual Report. The Company, operating as an investment company, does not have direct material environmental or social sustainability risks.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

The NRCGC considers matters relating to the appointment, performance and remuneration of non-executive directors. The NRCGC Charter is available on the Company's [website](#).

In setting non-executive director remuneration, the NRCGC considers the market rates commensurate with the responsibilities borne by those directors, to ensure that the level of remuneration set is appropriate. Details about the remuneration paid to directors during the reporting period are disclosed in the Company's Annual Report.

The Company does not have executive directors or other senior executives. Therefore, there are no policies or practices regarding the remuneration of executive directors or other senior executives, and none is required.

Given the Company has no employees, the Company does not have an equity-based remuneration scheme.