

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Accent Group Limited
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ABN/ARBN

85 108 096 251
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Financial year ended:

30 June 2024
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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://www.accentgr.com.au/investor/investor-information>

The Corporate Governance Statement is accurate and up to date as at 30 June 2024 and has been approved by the board.

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

Date: 23 August 2024

Name of authorised officer authorising lodgement: Alethea Lee (Company Secretary)

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have 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://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement</li> <li>- the Accent Group 2024 Sustainability Paper</li> </ul> <p>(both lodged at the same time as this Appendix 4G)</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 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 checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement</li> </ul> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement</li> </ul>	<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>

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

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<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 checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a> and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement;</li> <li>- 2.1(a)(4) Corporate Governance Statement; <b>AND</b></li> <li>- 2.1(a)(5) Corporate Governance Statement and the Directors' Report section of the Annual Report located under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<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>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement <b>AND</b></li> <li>- the 2024 Directors' Report section of the Annual Report located under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<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>

## 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>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: - our Corporate Governance Statement - the Directors' Report section of the Annual Report located at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a> and, where applicable, the information referred to in paragraph (b) at: - our Corporate Governance Statement and the length of service of each director at: - the Directors' Report section of the Annual Report located at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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<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: - our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: - the 'Corporate Governance & Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</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: - the 'Corporate Governance & Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: - the 'Corporate Governance & Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></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> <ul style="list-style-type: none"> <li>- the 'Corporate Governance &amp; Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement;</li> <li>- 4.1(a)(4) Corporate Governance Statement; <b>AND</b></li> <li>- 4.1(a)(5) the Directors' Report section of the Annual Report under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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<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: - our Corporate Governance Statement <b>AND</b> - the 'Corporate Governance & Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="http://www.accentgr.com.au">http://www.accentgr.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: - our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></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> <ul style="list-style-type: none"> <li>- under the 'Corporate Governance &amp; Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement;</li> <li>- 7.1(a)(4) Corporate Governance Statement; <b>AND</b></li> <li>- 7.1(a)(5) Corporate Governance Statement and Directors' Report section of the Annual Report under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul> <p>Note: The Committee is a combined Audit and Risk Committee.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement</li> </ul>	<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 at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement <b>AND</b></li> <li>- the Directors' Report section of the Annual Report under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-info">https://www.accentgr.com.au/investor/investor-info</a></li> </ul> <p>and, if we do, how we manage or intend to manage those risks at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement; <b>AND</b></li> <li>- the Directors' Report section of the Annual Report under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<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 <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 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 checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at:</p> <ul style="list-style-type: none"> <li>- the 'Corporate Governance &amp; Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement;</li> <li>- 8.1(a)(4) Corporate Governance Statement; <b>AND</b></li> <li>- 8.1(a)(5) Corporate Governance Statement and Directors' Report section of the Annual Report located under 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<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>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement <b>AND</b></li> <li>- the Remuneration Report section of the Annual Report located under the 'Annual Reports' at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <ul style="list-style-type: none"> <li>- our Corporate Governance Statement <b>AND</b></li> <li>- the 'Corporate Governance &amp; Sustainability' section at <a href="https://www.accentgr.com.au/investor/investor-information">https://www.accentgr.com.au/investor/investor-information</a></li> </ul>	<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>

## **Accent Group Limited**

### **Corporate Governance Statement 2024**

Accent Group Limited (**Accent Group** or **Company**) is committed to good corporate governance practices, transparency and accountability to build sustainable value for shareholders and to drive performance and growth.

Under the Australian Securities Exchange Listing Rules (**Listing Rules**), listed entities are required to report on the extent to which they followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**).

This Statement sets out the Company's corporate governance practices in place as at 30 June 2024 and has been approved by the Board. The Board considers that its corporate governance arrangements are consistent with the ASX Principles, as set out in the Appendix 4G, which has been lodged with the ASX and can be located under the Investor Information section of the Company's website ([www.accentgr.com.au/investor/investor-documents](http://www.accentgr.com.au/investor/investor-documents)).

The Charters and policies referred to in this Statement can be found on the Company's website (<https://www.accentgr.com.au/investor/investor-information>).

This Statement should be read in conjunction with the Investors section of our website, the 2024 Sustainability Paper, and the 2024 Annual Report, including the Directors' Report and Remuneration Report. Defined terms used in this Statement are consistent with those used in the Company's 2024 Annual Report, unless otherwise stated.

## **1. Purpose and values**

### **Purpose**

Accent Group exists to be a world class, customer obsessed business that occupies the leading position in the footwear, apparel and accessories markets and consumer segments in which we operate.

### **Values**

Accent Group consciously fosters a culture that is lived by the Accent team and actively demonstrated to our customers and other stakeholders. Our core values are a central part of this culture and key to the Company's success.

## Our Ways of Working



### People Focused

Our People are our biggest asset. We are therefore focused on creating a great environment for our People to work in. This essentially means building the environment that helps to champion our people and to bring out the best version of themselves, so they are committed to lead and relentlessly deliver results, every day.



### Innovation Driven

We are a winning company that is innovation oriented, keeping us in front of the curve and always on the cusp of something bigger. We at Accent, are constantly looking for ways to surprise and delight our Customers, be it launching the best new concepts in the market, opening new stores or investing in new technology. We are a dynamic, fast-paced organisation. We never sit still and we will never mature.



### Results-oriented

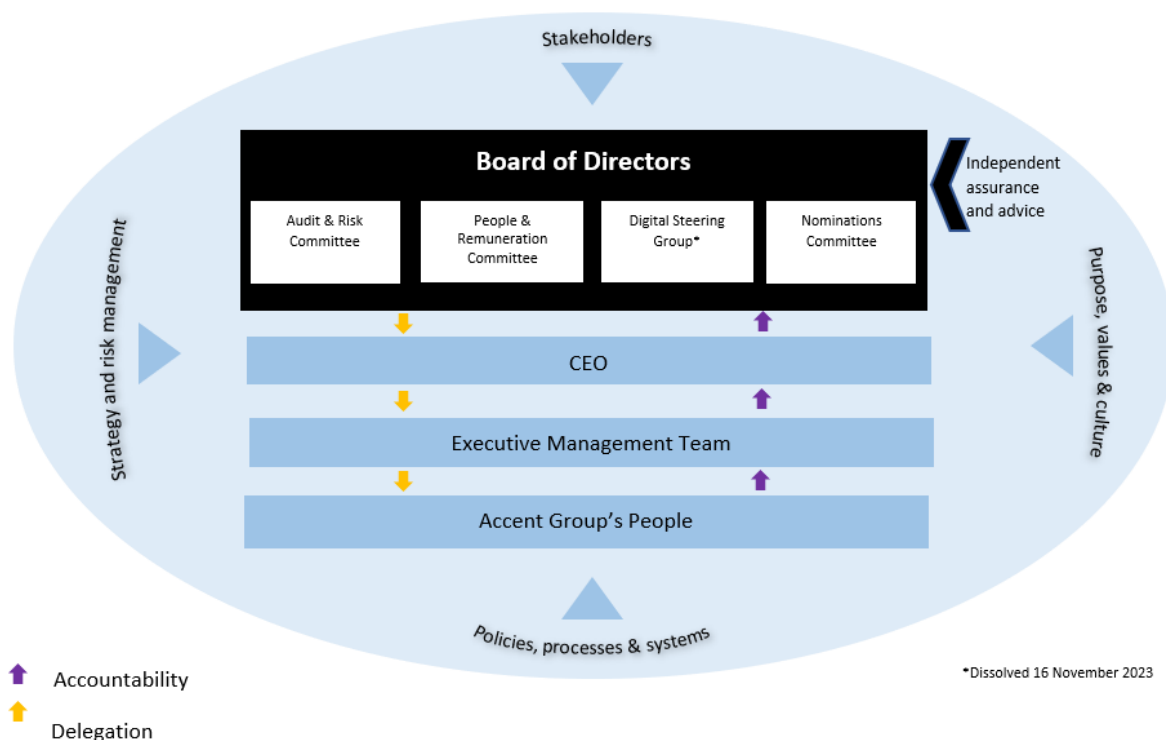
We are a results-oriented organisation. We at Accent have a continuous drive to "Make It Happen".

- Make It Happen means:
- Do It Now
  - Taking accountability for yourself
  - Delivering the result
  - Keeping promises

These core values in turn shape our behaviour, ensuring that we consistently provide customers and investors with best-in-class experiences, attract high-calibre team members and occupy the leading position in the markets and customer segments in which we operate.

## 2. Governance framework

The following diagram shows our corporate governance framework.



### 3. The Board

The Board is accountable to the Company's shareholders. It has overall responsibility for the performance of the Company, the execution of the Company's strategy, and the implementation of sound corporate governance policies and practices. The Company has adopted a Board Charter that sets out the functions and responsibilities of the Board. The Board currently comprises seven directors – six non-executive directors and one executive director (Group Chief Executive Officer (**CEO**), Daniel Agostinelli). There is also an alternate director for Brett Blundy, Timothy Dodd.

Biographies of the directors, including their experience, relevant qualifications, year of appointment and roles on Board committees are set out in the Company's 2024 Annual Report on pages 8 to 9.

#### *The key focus areas for the Board in FY24*

The key focus areas of the Board in FY24 are set out in the Operating and Financial Review section in the Company's 2024 Annual Report on pages 2 to 3.

#### *Chairman*

The Chairman, David Gordon, is an independent non-executive director. This role is separate to the role of our CEO. The Chairman is responsible for leading the Board, facilitating effective contribution of all Directors and promoting respectful and constructive communication between Directors and between the Board and management.

#### *Company Secretary*

Accent Group has joint Company Secretaries. Their biographical details are set out on page 9 of the Annual Report. The joint Company Secretaries have a direct reporting line to the Chairman and all directors have direct access to the joint Company Secretaries, who are appointed by, and accountable to, the Board on all matters to do with the proper functioning of the Board.

### 4. Board structure, skills and composition

#### *Appointment of Directors*

Accent Group undertakes appropriate due diligence and background checks in respect of prospective director candidates before they are appointed to the Board or put forward to shareholders for election as a director. Further, Accent Group provides its shareholders with all material information to assist its shareholders in deciding whether to elect or re-elect a director in the relevant Notice of Meeting.

Prior to appointment, each non-executive director is provided with a written appointment letter setting out the terms of their appointment and they must agree to the terms of the appointment before joining the Board.

The rules governing the appointment, removal and remuneration of directors are provided for in the Company's Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Listing Rules.

The following principles have been adopted by the Board in relation to director appointments and Board composition:

- The directors may agree between them to appoint a new director. A director that is appointed by the Board must stand for election by shareholders at the next annual general meeting.
- The principal criterion for the appointment of a new director is that such person is able to add significant value to the Accent Group and its business through having relevant skills and experience.
- The Board also recognises the benefits of diversity in driving business results and setting business strategy and will take this into account in its appointment of new directors.
- The Board will comprise directors with complementary and appropriate skills necessary to discharge the duties of the Board in accordance with the Board Charter.

#### *Induction and professional development*

Accent Group has a Board briefing, induction and professional development program that provides directors with training and education opportunities to assist them to develop and maintain the skills and knowledge needed to perform their role effectively. This program includes the following:

- New directors are fully briefed on the business, its financial position, any material risks, the structure and functions of the Board and the structure of management and provided with a copy of the Company's corporate governance charters and policies. A director induction plan is in place to facilitate this.
- Directors are given direct access to management and the joint Company Secretaries. These individuals provide directors with all information reasonably requested of them in a timely and comprehensive fashion.
- Directors are provided with ongoing professional development opportunities during the year, including briefing sessions on specific topics by subject matter experts to provide deeper insights on matters including industry context and trends, store and support office visits, customer engagement experiences and demonstrations, and industry relevant conferences.
- The Company periodically reviews whether there is a need for additional professional development opportunities, and where there is a need addressed, training opportunities are provided to address any areas identified.

#### *Independence*

The Board regularly assesses whether each non-executive director is independent, including on appointment and when a director's circumstances change.

When assessing the independence of a director, the Board considers the matters that may affect the independence status of a director as described in Box 2.3 of the ASX Principles.

The CEO, Daniel Agostinelli, is a full-time executive and therefore not considered independent.

Of the remaining six non-executive directors, four are considered by the Board to be independent – David Gordon, Donna Player, Stephen Goddard (resigned 17 November 2023), Joshua Lowcock (resigned 17 November 2023), Anne Loveridge AM (appointed 17 November 2023) and Lawrence Myers (appointed 17 November 2023).



Notwithstanding the tenure of Mr Gordon, the Board considers him to be independent and that the Company is well served by Mr Gordon's deep understanding of Accent Group and its business as a result of his longer tenure. Given Mr Gordon's tenure of over 10 years, the Board regularly assesses whether he has become too close to management to be considered independent. The Board recently conducted such an assessment and reconfirmed Mr Gordon's independence, on the basis that he is non-executive, not a substantial shareholder, conducts himself at arm's length in his engagement with the Company. The Board considers that Mr Gordon's approach to matters of the Board is always independent in both appearance and in fact.

Brett Blundy is a substantial shareholder and is therefore not considered to be independent. However, as a non-executive director, he is not involved in the day-to-day operations of the business and therefore able to bring clarity, and considerable skills and knowledge to bear on matters before the Board. The Board considers that Mr Blundy draws on his considerable skillset to act in the best interests of the Company and its shareholders. Similarly, Brett Blundy's alternate is not considered to be an independent director.

Michael Hapgood is related to two of the senior executives of the Company and is therefore not considered independent. However, as a non-executive director, Mr Hapgood is not involved in the day-to-day operations of the business and therefore able to bring clarity, and considerable skills and knowledge to bear on matters before the Board. Mr Hapgood does not participate in any Board matters relating to management succession planning or remuneration other than of the CEO.

### *Skills matrix*

The Board recognises the importance of having directors who possess the combined skills, expertise and experience to facilitate constructive decision making and follow good governance processes and procedures.

The table below outlines the mix of skills and experience considered by the Board to be important for its directors to collectively possess. The Board considers that collectively it has an effective blend of these skills to enable it to discharge its duties and effectively govern the business and add value in driving the strategy of Accent Group and its subsidiaries (together, the **Group**).

<b>Skill</b>	<b>Description</b>
Strategy and planning	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, technology and human resources.
Capital markets and M&A	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.  Experience in all aspects of the negotiation, structuring, risk management and assessment of both acquisitions and divestments.
Finance and tax	The ability to analyse financial statements and reporting, critically assess the financial performance of the Group, contribute to budget planning and efficient use of capital

	and resources, and demonstrable ability to assess, understand and manage tax risks and obligations.
Sales and marketing	Clear understanding of retail selling and marketing, developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets.
Retail experience (physical and digital)	Experience and broad understanding of the physical and online retail footwear and apparel industry, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
People and performance	Appreciation for the best practices in HR planning and management with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Technology, data and privacy	Expertise in the area of technology that the Group should be aware of and utilising, including keeping abreast of new and emerging technology.
Governance, compliance and risk management	Ability to identify key risks to the Group in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.  Knowledge and experience in best practice ASX and Corporations Act, governance structures, policies and processes.

### *Performance evaluation*

The members of the Board, actively led by the Chairman with the input and support of the CEO and joint Company Secretaries, evaluate the performance and efficient functioning of the Board, its committees and individual directors at least annually. Where appropriate to facilitate the review process, assistance may be obtained from third party advisers. In the case of the Chairman of the Board's performance, feedback will be collected by Chair of the Audit and Risk Committee or an external facilitator.

A review of the Board's performance was carried out within the last 12 months, comprising an internal questionnaire to obtain the directors' views on what currently works well and areas for improvement, followed by a whole of Board discussion, led by the Chairman, to review the results of the questionnaire.

## **5. Board committees**

The Board has established the following committees:

- Audit and Risk Committee
- People and Remuneration Committee
- Digital Strategy Group (*dissolved on 16 November 2023*)
- Nomination Committee

Each of these committees operate in accordance with specific charters approved by the Board.

The Board receives a copy of the minutes of each committee meeting, and the Chair of each committee communicates the findings and recommendations of the committee to the Board after each meeting.

The number of meetings of each committee during the reporting period, and the individual attendance of their members, are set out in the Directors' Report of our 2024 Annual Report (on page 11).

All non-executive directors have a standing invitation to attend Committee meetings. Other non-committee members, including members of management (and in the case of the Audit and Risk Committee, the external auditor) may attend meetings of a committee at the invitation of the committee's Chair.

The Digital Steering Group was originally established to assist the Board with overseeing the digital, technology and cyber risk of the business. Given the evolution of the business's systems, procedures and capabilities, it was determined that a separate sub-committee was no longer required, with cyber risks now routinely considered by the Audit & Risk Committee. The Digital Steering Group was dissolved on 16 November 2023.

Committee membership as at 30 June 2024	Roles and responsibilities
<p><b>Audit and Risk Committee</b></p> <ul style="list-style-type: none"> <li>• Stephen Goddard (Chair) <i>(resigned 17 November 2023)</i></li> <li>• Anne Loveridge AM (Chair) <i>(appointed 17 November 2023)</i></li> <li>• David Gordon</li> <li>• Joshua Lowcock <i>(resigned 17 November 2023)</i></li> <li>• Lawrence Myers <i>(appointed 17 November 2023)</i></li> <li>• Brett Blundy</li> </ul>	<p>The Committee's key responsibilities and functions are to oversee the Company's:</p> <ul style="list-style-type: none"> <li>• Financial and other periodic corporate reporting;</li> <li>• Relationship with the external auditor and the external audit function generally;</li> <li>• Processes for identifying and managing financial and non-financial risk (including cyber risk);</li> <li>• Internal controls and systems;</li> <li>• Processes for monitoring compliance with laws and regulations; and</li> <li>• Plans, actions and reporting in relation to sustainability.</li> </ul>
<p><b>People and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• David Gordon (Chair)</li> <li>• Donna Player</li> <li>• Stephen Goddard <i>(resigned 17 November 2023)</i></li> <li>• Anne Loveridge AM <i>(appointed 17 November 2023)</i></li> <li>• Lawrence Myers <i>(appointed 17 November 2023)</i></li> </ul>	<p>Assists the Board in fulfilling its remuneration responsibilities, including in relation to:</p> <ul style="list-style-type: none"> <li>• The Company's people policies and practices;</li> <li>• The Company's employment and remuneration arrangements for senior management including the CEO, CFOO and other senior executives;</li> <li>• Remuneration arrangements for non-executive directors; and</li> <li>• Executive equity grants.</li> </ul>
<p><b>Digital Strategy Group <i>(dissolved 16 November 2023)</i></b></p> <ul style="list-style-type: none"> <li>• Joshua Lowcock (Chair) <i>(resigned 17 November 2023)</i></li> <li>• David Gordon</li> <li>• Michael Hapgood</li> </ul>	<p>Assist the Board in fulfilling its corporate governance responsibilities with regards to:</p> <ul style="list-style-type: none"> <li>• Appropriate investment in infrastructure and people as it relates to digital strategy and innovation;</li> <li>• The reliability and integrity of digital operations across people, processes and technology;</li> <li>• Internal and external service levels across technology infrastructure;</li> <li>• Review of cyber security and risk management as it relates to digital operations;</li> </ul>

Committee membership as at 30 June 2024	Roles and responsibilities
	<ul style="list-style-type: none"> <li>• Evaluation of incident response and disaster recovery plans; and</li> <li>• Systems and processes for the collection, security and use of customer data.</li> </ul>
<p><b>Nomination Committee</b></p> <ul style="list-style-type: none"> <li>• David Gordon (Chair)</li> <li>• Donna Player</li> <li>• Stephen Goddard (resigned 17 November 2023)</li> <li>• Michael Hapgood</li> <li>• Joshua Lowcock (resigned 17 November 2023)</li> <li>• Brett Blundy</li> <li>• Anne Loveridge AM (appointed 17 November 2023)</li> <li>• Lawrence Myers (appointed 17 November 2023)</li> </ul>	<p>Assist the Board in fulfilling its nomination responsibilities, including with regards to:</p> <ul style="list-style-type: none"> <li>• Development of the board skills matrix;</li> <li>• The director nomination criteria and succession plans;</li> <li>• The performance evaluation and independence assessment of directors; and</li> <li>• Director induction and ongoing education requirements.</li> </ul>

## 6. Executive team

### *Management*

While the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the CEO as directed by the Board. The management team (being the CEO and other personnel to whom the management function is properly delegated by the CEO):

- is responsible for implementing strategic objectives, plans and budgets approved by the Board; and
- is accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and company policies.

### *Senior executive appointments*

Accent Group undertakes appropriate background checks (including due diligence in respect of the candidate's character, experience, education, criminal record and bankruptcy status) before a senior executive is appointed. All senior executives are employed under a written employment agreement, which outlines the terms and conditions of their employment.

### *Performance evaluation of senior executives*

The People and Remuneration Committee evaluates the performance of the CEO annually. The evaluation is based on criteria that includes the performance of the business, the accomplishment of long-term strategic objectives and other non-quantitative objectives established at the beginning of each year.

The CEO conducts an annual performance review of each senior executive's performance, involving:

- An assessment of performance relative to financial and non-financial performance criteria;
- Setting performance criteria for the next review period; and
- Discussing the amount of, and basis for, any increase in remuneration incentive or bonus awards.

This assessment was carried out for the CEO and each other senior executive during the year ended 30 June 2024. The outcomes of the CEO's assessment are independently considered and assessed by the People and Remuneration Committee and recommended to the Board for approval. The outcomes of this assessment and remuneration for the CEO and CFOO, who are considered "key management personnel" are set out in our Remuneration Report on pages 13 to 30 of the 2024 Annual Report.

## **7. Remuneration**

The Company's remuneration policy is designed to ensure that the level and composition of remuneration is both competitive and reasonable. The Group's remuneration strategy is designed to attract, motivate and retain high quality and high performing employees, while ensuring that the interests of employees are in line with the interests of shareholders. Accent Group's strategy is guided by our vision to be the leader in the performance and lifestyle footwear and apparel markets across Australia and New Zealand, by delivering world-class customer experiences, and harnessing the power of our people, brands and products. The Board aims to achieve this by setting market competitive remuneration packages that consist of a mix of fixed remuneration, short-term incentives to reward annual performance, and long-term incentives that align to long-term financial performance and long-term shareholder value creation.

Details of the remuneration policies and practices for the Company's non-executive directors and senior executives who were key management personnel in FY24 are set out in our 2024 Remuneration Report on pages 13 to 30 of the Annual Report.

## **8. Promoting a culture of acting lawfully, ethically and responsibly**

Accent Group has adopted a range of policies that are designed to promote a culture of acting lawfully, ethically and responsibly. These policies will be periodically reviewed to ensure that they are operating effectively and to determine whether any changes are required to be made.

### *Code of Conduct*

Accent Group is committed to maintaining a high standard of ethical and responsible business behaviour at all levels of the Company at all times. Its Code of Conduct governs the conduct of the Company and its subsidiaries and their respective directors, employees, consultants and all other people when they represent the Company.

The Board is informed of any material breaches of the Code.

### *Whistleblower Policy*

Accent Group's Whistleblower Policy is aimed at ensuring that individuals feel supported to come forward if they have information about serious misconduct as it relates to Accent Group. The Company considers that ensuring that team members are encouraged to speak up about such conduct is important in fostering and preserving a culture of good risk management and corporate governance.

The Board is informed of any material incidents reported under the Whistleblower Policy.

#### *Anti-bribery and Corruption Policy*

The Company's Anti-bribery and Corruption Policy is enshrined in its Code of Conduct. In alignment with Accent Group's values, it has developed strict guidelines which prohibit its personnel from engaging in activity that constitutes bribery, facilitation payments, secret commissions or money laundering.

The Board is informed of any material breaches of the Anti-bribery and Corruption Policy.

#### *Policy for Dealing in Securities*

Accent Group's Policy for Dealing in Securities explains the types of dealings in securities that are prohibited under the Corporations Act. The Policy establishes a procedure for the buying and selling of Company securities that is intended to protect the Company and its directors, contractors and employees against the misuse of unpublished material price sensitive information about the Company.

The Policy prohibits Directors, officers and Designed Officers (as defined in the Policy) from dealing in the Company's securities during designated blackout periods. The Policy also sets out the parameters for short-term dealings and hedging arrangements.

## **9. Diversity and inclusion**

Accent Group considers its people to be its key asset and is committed to creating an environment where its people thrive. We are therefore committed to creating an inclusive workplace, where all team members can be their true and best self at work. We encourage and embrace diversity and inclusion in thought and experience, building stronger teams and better outcomes. Accordingly, we are committed to developing and maintaining an inclusive workplace that embraces and celebrates diversity and inclusion. Our community is diverse by nature, so it follows that our workforce should be representative of our community and customers.

We embrace workplace diversity by promoting and encouraging a diverse workforce and foster an environment of mutual respect, dignity, learning, openness to other cultures and an appreciation of differences. Dimensions of diversity at Accent Group include but are not limited to age, gender, race, national or ethnic origin, physical ability, disabilities, religion, language, family/marital status, sexual orientation.

The Company's Diversity and Inclusion Policy sets out a number of other initiatives which focus on encouraging diversity to create a fair and inclusive environment across the whole Company. The Company's approach to diversity and inclusion also falls under the overarching Environmental, Sustainability and Governance framework, and is discussed more fully in the 2023 Sustainability Report which can also be found on the Investor Information section of our website.

Accent Group's Diversity and Inclusion Policy includes a requirement for the People and Remuneration Committee to recommend to the Board measurable objectives for achieving diversity annually. It also includes a requirement to assess the Company's progress towards achieving them. The Company's measurable diversity objectives as set down by the Board for this reporting period were:

Measurable objectives		Stated Target	Progress
		Target %	Position FY24
Improve representation of women in leadership positions	Board (Non-Executive Directors)	30%	33%
	Senior executives	To increase the percentage of female to male senior executives	49%
Improve representation of women in balance of workforce	Total employees	To report annually on the movement in the % of females to males which currently sits above 50% for the balance of the workforce, with further objectives set as required to ensure a broadly community representative balance of females and males	66%

Accent Group also completes the annual Workplace Gender Equality Agency (**WGEA**) report as part of our sustained commitment to a diverse and inclusive workforce and confirmation of the progress we are making towards gender equality. As of 31 March 2024, 66% of our total team members are women. The current breakdown of gender representation in the Group, as reported in accordance with the *Workplace Gender Equality Act 2012*, is as follows:

FY23	Total number	% of women	% of men		FY24	Total number	% of women	% of men
Board (Non-Executive Directors)	6	17	83		Board (Non-Executive Directors)	6	33	77
Senior managers*	97	54	46		Senior managers*	115	49	51
Other managers	790	70	30		Other managers	942	72	34
Other employees	6,466	65	35		Other employees	6,845	66	34
<b>Total</b>	<b>7,360</b>	<b>65</b>	<b>35</b>		<b>Total</b>	<b>7,908</b>	<b>66</b>	<b>34</b>

\*Senior managers are those individuals who collectively participate in determining and implementing major operational and strategic initiatives at the business unit level and who are responsible for the results of their respective business units.

## 10. Integrity of reporting

### *Audit and Risk Committee*

The Audit and Risk Committee assists the Board with overseeing the Company's financial and other periodic corporate reporting. The importance of an Audit and Risk Committee is universally recognised in the practice of good corporate governance and plays a key role in focusing the Board on matters relevant to the integrity of financial reporting.

### *CEO and CFOO assurance*

In order to create an environment that supports identifying and capitalising on opportunities, the Board has established a sound system of risk oversight and management. To encourage management accountability in this area, both the CEO and CFOO provide a declaration to the Board, prior to approval of the Company's financial statements for each full year and half year reporting period, that in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Accent Group's financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.

### *External audit*

Accent Group's external auditor is Pricewaterhouse Coopers.

The external auditor attends each AGM and is available to answer questions from shareholders on the conduct of the audit and the preparation and content of the auditor's report.

The Company's external auditors provide the Audit and Risk Committee with a report detailing any identified risks at the completion of each half-year and full-year review. The Audit and Risk Committee discusses the report together with the auditors and any material items are referred to the Board.

The Audit and Risk Committee is responsible for overseeing the Company's relationship with the external auditor and reviewing the scope and adequacy of the external audit.

### *Internal audit alternative arrangements*

Given the nature and size of the business and the relative frequency with which the non-executive directors interact with all levels of management, an internal audit function has not been established.

The Company has implemented controls at the Company and operating Group levels that are designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management, safety, health and environment and other internal policies and procedures, which are directed at ensuring the Company complies with all regulatory requirements and community standards.

The Company has adopted practices to maintain oversight of and monitor:

- Capital expenditure and revenue commitments
- Financial exposures;
- Safety, health and environment standards;



- Business transactions; and
- Cash controls (including physical cash management and internal controls over cash).

The Audit and Risk Committee reviews the effectiveness of the risk management system on an ongoing basis and is responsible for overseeing management's implementation of the risk management framework, including that management has appropriate processes for identifying, assessing and responding to risks and that those processes are operating effectively.

At each Board meeting, the CFOO provides a report on any material risks identified since the last Board meeting and a comprehensive review of the steps taken to mitigate or remove material risks identified. All risks, including any identified weaknesses in internal controls, are thoroughly discussed. The Board provides the necessary guidance and authority to the relevant personnel to attend to the risk item or refers the item to the Audit and Risk Committee.

While other entities of Accent Group's size and scale of activities do not typically have an internal control function, the Company intends to monitor its position closely.

#### *Verification of corporate reports*

All periodic corporate reports that are not audited are verified internally prior to their release to the ASX. The verification process involves review and confirmation by designated persons of the content of the reports (including by reference to source documents, where available). All reports released to the ASX are reviewed and approved by the Board, or if not the Board, a committee with the designated authority of the Board.

## **11. Risk management**

### *Risk management framework*

The Company has adopted a risk management framework established an internal compliance system for the identification, assessment, monitoring and management of risks. The Board is responsible for overseeing that sound risk management strategies and policies are in place. The Board is assisted by the Audit and Risk Committee in overseeing major risks and overseeing the establishment and implementation of the risk management system.

The Directors' Report in the FY24 Annual Report (a copy of which is available on the Investor Information section of our website) contains a detailed overview of material business risks that may adversely impact the Company.

All material risks affecting the Company, including both financial and non-financial, are considered by the Board and the Audit and Risk Committee. All directors and senior management are encouraged to review the business for risk on an ongoing basis and to raise any risk issues of concern with members of the Audit and Risk Committee. These protocols form the basis of the risk management system.

The Audit and Risk Committee has at least one meeting per year to review and assess Accent Group's risk management framework and to review the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls. This annual review includes a review of the Company's risk management framework to satisfy itself that it continues to be sound and

that the Company is operating with due regard to the risk appetite set by the Board. The Committee undertook a review of the Company's risk management framework during FY24.

In addition, the Company maintains its continued focus on, and ongoing commitment to, the environment, health and safety, corporate social responsibility, corporate governance, sustainability and other public policy matters. Sustainability initiatives and risks are reported to the Audit and Risk Committee. In 2022, the Company's first standalone Sustainability Report was released.

### *Environmental and social risks*

Accent Group is committed to achieving profitable and sustainable growth in a manner consistent with our values, taking proper account of team members, customers, and others with whom we do business, as well as the communities in which we operate. The Company manages its exposure to environmental and social sustainability risks in accordance with our risk management framework. Detailed information regarding these risks and the Company's strategy to manage those risks are included in our 2024 Annual Report on pages 4 to 7.

## **12. Stakeholder communication**

### *Continuous disclosure*

Accent Group's Continuous Disclosure Policy aims to ensure that the management and delivery of price sensitive information by Accent Group is done in a comprehensive and efficient manner that complies with the continuous disclosure obligations of the Listing Rules and the Corporations Act.

The Board is responsible for ensuring that Accent Group complies with its continuous disclosure obligations by implementing and overseeing compliance with the Continuous Disclosure Policy. Each Board meeting includes a standing agenda item on continuous disclosure. In practice, the Board delegates responsibility for making "routine" continuous disclosure to a disclosure sub-committee comprising the Chairman, CEO, CFO and the joint Company Secretaries. Where disclosure is not "routine", the input from all relevant Board members is sought before disclosure is made. The disclosure sub-committee can and does seek outside expert advice in relation to disclosure matters from time to time. Notwithstanding the foregoing, any information requiring urgent disclosure is made without delay.

The Board receives copies of all material market announcements promptly after they have been made.

### *Shareholder communication and investor relations*

Accent Group's Shareholder Communication Policy is aimed at promoting effective communication with shareholders and encouraging effective participation at shareholder meetings.

The Company is committed to maintaining direct, open and timely communications with all shareholders. The Company operates an investor relations program to facilitate effective two-way communication with investors. This program seeks to keep shareholders informed about the Company's activities and to listen to issues or concerns raised by shareholders.

The Board's policy is that shareholders are informed of all material developments that impact on the Company. The Company also communicates information to shareholders through:

- The publication of the annual and interim financial reports;
- Disclosures to the ASX and ASIC;
- Notices and explanatory memoranda of shareholder meetings;
- Updates and announcements to inform shareholders of key matters of interest issued on a needs basis;
- Presentations to analysts or investors (which of all new and substantive presentations released to the ASX ahead of the presentation and are made available to all shareholders via the Investor Information section of the website); and
- The AGM.

Information about the Company and its governance is available on the Investors section of our website.

#### *Shareholder meetings*

Accent Group's AGM is convened once a year, usually in November. In relation to its meetings of shareholders, an explanatory memorandum on the resolutions is included with the notice of meeting and, shareholders are encouraged to vote on all resolutions, subject to applicable exclusions. All substantive resolutions at the AGM are decided by a poll.

Shareholders will also have the opportunity to ask questions on the items of business and the management of the Company.

A copy of the Chair and CEO addresses are released to the ASX prior to the commencement of the AGM and the outcomes of voting on resolutions at the meeting are released to the market after the conclusion of the meeting. These documents are also posted on the Investor Information section of the Company's website.

If shareholders cannot attend the meeting in person or online, they can appoint a proxy to act on their behalf at the meeting.

#### *Electronic communication with shareholders*

Accent Group's shareholders can electronically send and receive communications with Accent Group and its share registry.

***This Corporate Governance Statement was approved by the Board on 23 August 2024.***