Corporate Governance Statement

LawFinance Limited (ACN 088 749 008)

The Board of the Company ("**Board**") recognises the importance of establishing a comprehensive system of control and accountability as the basis for the administration of corporate governance.

To the extent relevant and practical, the Company has adopted a corporate governance framework that is consistent with *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council ("**Recommendations**").

The Board has adopted the following suite of corporate governance policies and procedures which are available on the Company's website at https://www.lawfinance.com.au/investor-centre/governance/.

- Audit and Risk Committee Charter
- Board Charter
- Code of Conduct
- Complaints Policy
- Conflicts Management Policy
- Continuous Disclosure Policy
- Privacy Policy
- Remuneration and Nomination Committee Charter
- Securities Trading Policy

The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

The Company is pleased to report that its practices are largely consistent with the Recommendations of the ASX Corporate Governance Council and sets out below its compliance with and departures from the Recommendations for the year ended 31 December 2023.

In the context of the Company's nature, scale and operations, the Board considers that the current corporate governance regime is an efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance policies and structures will be reviewed and considered.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION		
Principle 1: Lay solid foundations for managem	Principle 1: Lay solid foundations for management and oversight			
Recommendation 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.	YES	The Company has a Board Charter which sets out the respective roles and responsibilities of its Board and management and the matters expressly reserved to the Board and those delegated to management. The Board is primarily responsible for the governance of the Company. Pursuant to the Board Charter, the Board assumes specific responsibilities which are available on the Company's website: https://www.lawfinance.com.au/investor-centre/governance/ The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully informed basis. It is expected that the division of responsibility of the Board and senior executives will vary with the evolution of the Company. The Company intends to regularly review the balanceof responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.		

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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 relevant to a decision on whether or not to elect or re-elect a Director.	YES	The Board identifies candidates with appropriate skills, experience and expertise and ensures that comprehensive reference checks have been undertaken. Appropriate background checks (such as bankruptcy, criminal record, education and character reference) are likewise conducted prior to appointing senior executives. The Company provides relevant information about the attributes of candidates to shareholders for their consideration, together with a recommendation from the Board, in the Notice of Meeting containing the resolution to elect or re-elect a director.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The terms of the appointment of all Directors and senior executives are agreed upon and detailed in a letter of appointment which is issued at the time of appointment.
Recommendation 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.	YES	The Board Charter outlines the role, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board. The Chairman and the Company Secretary co-ordinate the Board agenda. A copy of the Company's Board Charter is available on the Company's website:
		https://www.lawfinance.com.au/investor- centre/governance/
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either:	NO	Given its current size and stage of development, the Company has not found it necessary to create a formal diversity policy or to annually report on measurable objectives with respect to achieving gender diversity or diversity generally. However, the Company has and continues to remain committed to ideals of diversity throughout its business practices. As the Company continues to grow, the Board intends to review its practices and, if deemed necessary in the future, the Board may consider adopting a formal diversity policy.

PRINCIPLES AND RECOMMENDATIONS	COMPLY	EXPLANATION
	(YES/NO)	

(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 (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.		
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual Directors; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	PARTIALLY	The Company reviews the performance of the Board, in accordance with the review processes established by the Board which involves completion by each director of a tailored questionnaire enabling self-assessment of their contribution to the Board and qualitative feedback on their fellow directors and the Board Chair. Given its size and stage of development, the Company had not conducted a performance evaluation of the board, committees and individual directors during the year ended 31 December 2023.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	PARTIALLY	The Board and senior management team will regularly review the performance of its senior executives and address any issues that may emergethrough a process as determined by the Board or senior management team, at their discretion. Given its size and stage of development, the Company had not conducted a performance evaluation of its senior executives during the year ended 31 December 2023.

PRIN	CIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION	
Principle 2: Structure the board to be effective and add value				
	prommendation 2.1 poard of a listed entity should: have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 if it does not have a nomination committee, disclose that fact and the processes it employs to address board	NO	Having regard to the size of the Board, it was considered that no efficiencies or other benefits would be gained by continuing to operate a separate Committee. Accordingly, the full Board performs the duties and responsibilities of the Committee in accordance with the Remuneration and Nomination Committee Charter (Charter), which include but are not limited to addressing board succession issues and ensuring that the board has the appropriate balance of skills, knowledge, experience, independence and diversity. The Charter is available at the Company's website: https://www.lawfinance.com.au/investor-centre/governance/	
	succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.			
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.		NO	The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business. However, the Board is of the belief that a Board Skills Matrix is not required given the stage of development of the business. The Board will continue to monitor whether it will be appropriate for the company to adopt a Board Skills Matrix as the Company continues to develop.	
	the names of the Directors considered by the board to be independent Directors; if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in	NO	Given its current size and stage of development, the Company has not found it necessary to disclose the names of directors considered by the Board to be independent Directors. However, the Company has disclosed details of each director, including their length of service, in the Annual Report. As the Company continues to grow, the Board will consider whether it is appropriate to appoint additional independent director/s to the Board.	

position, association or relationship in question and an explanation of why the board is of that opinion; and

the length of service of each Director

(c)

ES/NO)	Given its current size and stage of development, the Company has not found it necessary for the Board to comprise of a majority of independent directors. As the Company continues to grow, the Board will consider whether it is appropriate to appoint additional independent director/s to the Board. The Board's Chairman during the period, Mr Tim Storey is a non-executive Director. Mr Storey satisfies the ASXCorporate Governance Principles and Recommendations definition of an independent director because he was not an executive of the Company within the last three years. Mr Storey brings an independent judgement to bear on issuesbefore the Board. Mr Daniel Kleijn was the Chief Executive Officer of the Company during the period. Each new Director of the Company will, upon appointment, participate in an induction program. This will include meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.
	Storey is a non-executive Director. Mr Storey satisfies the ASXCorporate Governance Principles and Recommendations definition of an independent director because he was not an executive of the Company within the last three years. Mr Storey brings an independent judgement to bear on issuesbefore the Board. Mr Daniel Kleijn was the Chief Executive Officer of the Company during the period. Each new Director of the Company will, upon appointment, participate in an induction program. This will include meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and
ΞS	appointment, participate in an induction program. This will include meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and
	All Directors are encouraged to undergo continual professional development and, subject to prior approval by the Chairman, all Directors may have access to various resources and professional development training to address any skills gaps.
cally and	Responsibly
0	The Company did not currently have a formal statement of values for the year ended 31 December 2023.
ΞS	The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instil confidence in both clients and the community in the way the Company conducts its business. The Company has adopted a Code of Conduct which applies to Directors, employees and contractors of the Company. A copy of the Company's Code of Conduct is available on the Company's website: https://www.lawfinance.com.au/investor-centre/governance/ The Board is informed of any material breaches of the Code of Conduct.
0	

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 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.	NO	The Company does not have a stand-alone Whistleblower Policy in place. However, the Company's Code of Conduct sets out the processes for reporting breaches of the Company's policies or the law and the available protections for whistleblowers. A copy of the Company's Code of Conduct is available on the Company's website: https://www.lawfinance.com.au/investor-centre/governance/
		The Board is informed of any material breaches of the Code of Conduct.
Recommendation 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.	NO	The Company does not currently have a stand-alone Anti-bribery and Corruption Policy in place. However, the Company's Code of Conduct includes a direction in relation to bribes, inducements and commissions. The Code of Conduct applies to all officers, employees and contractors who represent the Company.
		A copy of the Company's Code of Conduct is available on the Company's website: https://www.lawfinance.com.au/investor- centre/governance/ The Board is informed of any material breaches of the Code of Conduct.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION		
Principle 4: Safeguard the integrity of corporate reports				
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and (ii) is chaired by an Independent Director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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 (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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	PARTIALLY	During the year ended 31 December 2023, and having regard to the size of the Board, it was considered that no efficiencies or other benefits would be gained by continuing to operate a separate Committee. Accordingly, the full Board performed the duties and responsibilities of the Committee in accordance with the Audit and Risk Committee Charter (Charter), which include but are not limited to independently verifying and safeguarding the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. The Charter is available at the Company's website: https://www.lawfinance.com.au/investor-centre/governance/		
Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that 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.	YES	Prior to the execution of the financial statements of the Company, the Company's Chief Executive Officerand Chief Financial Officer provided the Board with written assurances that the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view ofthe financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management andinternal control which is operating effectively in all material aspects.		
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	The Board ensures that any periodic corporate reportthe Company releases to the market that has not been subject to audit or review by an external auditordiscloses the process taken to verify the integrity of its content.		

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION	
Principle 5: Make timely and balanced disclosure			
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company has adopted a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX Listing Rules and other relevant legislation. A copy of the Company's Continuous Disclosure Policy is available on the Company's website: https://www.lawfinance.com.au/investor-centre/governance/	
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	The Company Secretary ensures the Board is provided with copies of all material market announcements promptly after they have been made.	
Recommendation 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.	YES	Pursuant to the Company's Continuous Disclosure Policy ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).	
Principle 6: Respect the rights of security holder	ers		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Shareholders can access information about the Company and its governance (including its constitution and adopted corporate governance policies) from the Company's website: https://www.lawfinance.com.au/investor-centre/governance/. The Company will regularly update the website and contents therein as deemed necessary.	
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	NO	The Company does not have a formal investor relations program or shareholder communications policy in place but ensures that all material information is provided to investors via its website, through announcements released to the ASX, its annual report and general meetings.	
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders will be encouraged to participate at all general meetings of the Company by written statement contained in every Notice of Meeting sent to shareholders prior to each meeting. The Company intends to accommodate shareholders who are unable to attend general meetings in person	
		by accepting votes by proxy. Further, any material presented to shareholders at the meeting will be released to the ASX immediately prior to the commencement of the meeting for the benefit of those shareholders who are unable to attend in person. The Company will also announce to	

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		the ASX the outcome of each meeting immediatelyfollowing its conclusion. At each general meeting, shareholders will be given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operationsgenerally. At each AGM, shareholders will also be invited by theChairman to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company and the conduct of the audit.
Recommendation 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.	YES	All substantive resolutions at a meeting of security holders will be decided by a poll rather than a showof hands
Recommendation 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.	YES	Shareholders have the option of electing to receiveall shareholder communications by email and can update their communication preferences with the Company's registrar, Automic Registry Services, atany time.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are Independent Directors; and (ii) is chaired by an Independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	PARTIALLY	Having regard to the current size of the Board, it was considered that no efficiencies or other benefits would be gained by continuing to operate a separate Committee. Accordingly, the full Board performs the duties and responsibilities of the Committee in accordance with the Audit and Risk Committee Charter (Charter), which include but are not limited to overseeing the entity's risk management framework. The Charter is available at the Company's website https://www.lawfinance.com.au/investor-centre/governance/

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 7.2 The board or a committee of the board should: (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 (b) disclose in relation to each reporting period, whether such a review has taken place.	PARTIALLY	The Board regularly reviews and approves the risk management framework and oversight policies of the Company to satisfy itself that it continues to be sound. Due to the size and operations of the Company during the year ended 31 December 2023, the Board did not undertake a review of the entities risk management framework.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	PARTIALLY	The Company does not have an internal audit function and does not disclose the processes it usesto improve risk management. Nonetheless, it remains committed to effective management and control of these factors, and the management and Board periodically evaluates the effectiveness of its risk management and internal control processes.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	YES	The nature of the Company's operations are such that the Board does not consider it to have any material exposure to environmental or social risks. The Board will continue to monitor that it does not consider that these are relevant risks to the Company. All material risks to environmental or social risks willbe announced to the market, in accordance with therequirements of the ASX Listing Rules and otherwise.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are Independent Directors; and (ii) is chaired by an Independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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	PARTIALLY	Having regard to the current size of the Board, it was considered that no efficiencies or other benefits would be gained by continuing to operate a separate Committee. Accordingly, the full Board performs the duties and responsibilities of the Committee in accordance with the Remuneration and Nomination Committee Charter (Charter), which include but are not limited to setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. The Charter is available at the Company's website: https://www.lawfinance.com.au/investor-centre/governance/

PRINCIPLES AN	ND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
committee processes and comp Directors ensuring	not have a remuneration e, disclose that fact and the s it employs for setting the level position of remuneration for and senior executives and that such remuneration is te and not excessive.		
policies and prac remuneration of	ould separately disclose its ctices regarding the Non-Executive Directors and the Executive Directors and other	YES	Information regarding the remuneration practices of the Company is contained in the Remuneration Report section of the Company's Annual Report.
remuneration sol (a) have a portified permitted (whether otherwise of participal partic	nich has an equity-based	YES	The Company has a Securities Trading Policy that prohibits Directors, Officers, and employees from entering into transactions or arrangements which limits the economic risk of participating in unvested entitlements under any equity-based remuneration scheme. A copy of the Securities Trading Policy is available on the Company's website: https://www.lawfinance.com.au/investor-centre/governance/.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name o	Name of entity				
LawFii	LawFinance Limited				
ABN/AI	RBN	Financial year ended:			
72 088 749 008		31 December 2023			
Our co	rporate governance statem	ent ¹ for the period above can be found at: ²			
	These pages of our annual report:				
\boxtimes	This URL on our website: https://lawfinance.com.au/investor-centre/governance/				
The Corporate Governance Statement is accurate and up to date as at 28 March 2025 and has been approved by the board.					

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

Date: 28 March 2025

Name of authorised officer

authorising lodgement: Anthony Murphy

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.

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

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

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

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

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINC	IPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND O	VERSIGHT	
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.	and we have disclosed a copy of our board charter at: https://lawfinance.com.au/investor-centre/governance/	□ set out in our Corporate Governance Statement OR □ 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.		□ set out in our Corporate Governance Statement OR □ 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.		□ set out in our Corporate Governance Statement <u>OR</u> □ 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.		□ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	and we have disclosed the information referred to in paragraph (c) at: and if we were included in the S&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.	set out in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	□ set out in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

Corpo	orate Governance Council recommendation	Where a box below is ticked, 4 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:5
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement	 □ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCIP	LE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD	VALUE	
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		set out in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	and we have disclosed our board skills matrix at:	 ⊠ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

·		Where a box below is ticked, 4 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:5
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. 	and we have disclosed the names of the directors considered by the board to be independent directors at: and, where applicable, the information referred to in paragraph (b) at: and the length of service of each director at:	Set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.		 ⊠ set out in our Corporate Governance Statement <u>OR</u> □ 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.		□ set out in our Corporate Governance Statement <u>OR</u> □ 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.		 □ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPL	.E 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY	AND RESPONSIBLY	
3.1	A listed entity should articulate and disclose its values.	and we have disclosed our values at:	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.	and we have disclosed our code of conduct at: https://lawfinance.com.au/investor-centre/governance/	□ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, 4 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:5
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.	and we have disclosed our whistleblower policy at:	
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.	and we have disclosed our anti-bribery and corruption policy at:	

Corpora	ate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCI	PLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPOR	TS	
4.1	The board of a listed entity should:		
	(a) have an audit committee which:		
	 (1) has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and 		
	(2) is chaired by an independent director, who is not the chair of the board,		
	and disclose:		
	(3) the charter of the committee;		
	 (4) the relevant qualifications and experience of the members of the committee; and 		
	(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		
	(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.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.		□ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.		□ set out in our Corporate Governance Statement

· r		Where a box below is ticked, 4 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:5
PRINCIP	LE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	and we have disclosed our continuous disclosure compliance policy at: https://lawfinance.com.au/investor-centre/governance/	□ 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.		□ 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.		□ set out in our Corporate Governance Statement
PRINCIP	LE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	and we have disclosed information about us and our governance on our website at: https://lawfinance.com.au/investor-centre/governance/	□ 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.		⊠ 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.	and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://lawfinance.com.au/investor-centre/governance/	□ 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.		□ 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.		□ set out in our Corporate Governance Statement

Corpora	te Governance Council recommendation	Where a box below is ticked, 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:5
PRINCIP	LE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our corporate statement	□ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, 4 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: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	[If the entity complies with paragraph (a):] and we have disclosed how our internal audit function is structured and what role it performs at: [If the entity complies with paragraph (b):] 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:	Set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Statement.	□ set out in our Corporate Governance Statement

Corpora	te Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCIP	PLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		set out in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	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 our Annual Report at: https://lawfinance.com.au/investor-centre/governance/	 □ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	and we have disclosed our policy on this issue or a summary of it at: https://lawfinance.com.au/investor-centre/governance/	 □ set out in our Corporate Governance Statement <u>OR</u> □ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	and we have disclosed information about the processes in place at:	 □ set out in our Corporate Governance Statement <u>OR</u> □ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> □ 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.		 □ set out in our Corporate Governance Statement <u>OR</u> □ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> □ 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.		□ set out in our Corporate Governance Statement OR we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
-	Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	and we have disclosed the terms governing our remuneration as manager of the entity at:	□ set out in our Corporate Governance Statement