

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Vinyl Group Limited

ABN/ARBN

106 513 580

Financial year ended:

30 June 2025

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://investors.vinyl.group/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 29 August 2025 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: 29 August 2025

Name of authorised officer authorising lodgement: Victoria Nadalin, 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>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.	✓  and we have disclosed a copy of our board charter at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</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 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 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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <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>✓</p> <p>and we have disclosed a copy of our diversity policy at:  <a href="https://investors.vinyl.group/info">https://investors.vinyl.group/info</a></p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement</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>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p>✓</p> <p>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 at:  page 4 of our Corporate Governance Statement</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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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>✓</p> <p>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 at: page 4 of 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>
<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>✓ 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>
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>✓</p> <p>and we have disclosed our board skills matrix at set out in 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>

## 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 in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 in our Corporate Governance Statement;  and the length of service of each director in our Directors Report for the reporting period.	<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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	✓	<input type="checkbox"/> 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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	✓  and we have disclosed our values in the Code of Conduct found at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>	<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.	✓  and we have disclosed our Code of Conduct at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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>
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: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</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.	✓ and we have disclosed our anti-bribery and corruption policy at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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.		✓ set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
<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.	✓ and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</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 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 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.	✓ and we have disclosed information about us and our governance on our website at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</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 type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 in 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 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 type="checkbox"/> set out in our Corporate Governance Statement
<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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		✓ set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	✓  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 in our Corporate Governance Statement	<input type="checkbox"/> 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.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report section of our Directors' Report for the reporting period</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in the Remuneration Report section of our Directors' Report for the reporting period</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



## Vinyl Group Ltd

ACN 106 513 580 (Vinyl or the 'Company')

# 2025 Corporate Governance Statement

This Corporate Governance Statement of Vinyl Group Ltd (the 'Company') has been prepared in accordance with the 4th Edition of the Australian Securities Exchange's ('ASX') Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council ('ASX Principles and Recommendations').

This statement has been approved by the Company's Board of Directors ('Board') and is current as at 29 August 2025. This statement has also been posted to the corporate governance section of the Company's website at <https://investors.vinyl.group/corporate-governance>.

The Company's ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in either this statement, the Company's website or Annual Report, has been filed with the ASX on 29 August 2025.

The ASX Principles and Recommendations and the Company's response as to how and whether it follows those recommendations are set out below.

Disclosures within this 2025 Corporate Governance Statement (**Statement**) reports against the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) in respect of the reporting period between 1 July 2024 and 30 June 2025 (**Reporting Period**). The practices detailed in this Statement are current as at 29 August 2025.

The following policies, charters and corporate governance documents will be publicly available on Vinyl Group's website at <https://investors.vinyl.group/corporate-governance>:

- Board Charter
- Securities Trading Policy
- Continuous Disclosure Policy
- Risk Management Policy
- Code of Conduct
- Whistleblower Policy
- Communications Policy
- Diversity Policy
- Remuneration & Nomination Committee Charter
- Audit & Risk Committee Charter
- Anti-Bribery & Corruption Policy



Principles and Recommendations		Comply Yes / No	Explanation
<b>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	Yes	<p>The Board Charter sets out the role, responsibilities, structure and processes of the Board and assists the Board to provide strategic guidance for Vinyl and effective oversight of the management of Vinyl Group.</p> <p>The Chief Executive Officer has delegated authority by the Board to carry out the day-to-day management of Vinyl Group.</p> <p>A copy of the charter is available on the Vinyl Group website.</p>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	Yes	<p>The process for selection, appointment and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Vinyl website.</p> <p>Prior to their appointment as Directors, Vinyl undertook background checks in respect to the prospective Directors' character, criminal history, education and bankruptcy with no adverse findings.</p> <p>Pursuant to its Board Charter, Vinyl will provide security holders with material information in respect to putting forward a candidate for election or re-election as a Director as part of the Company's notice of meeting containing the resolution to elect or re-elect a Director.</p>
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	Vinyl has in place written agreements with each of its Directors and senior executives setting out the terms of their appointment.



Principles and Recommendations		Comply Yes / No	Explanation												
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	<p>Vinyl's Board Charter sets out that the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> <p>Persons who held the role of Company Secretary during the Reporting Period are set out below:</p> <table><tr><th>Company Secretary</th><th>Term</th></tr><tr><td>Jorge Nigaglioni</td><td>20 July 2020 - 26 June 2025</td></tr><tr><td>Shelby Coleman</td><td>26 June 2025 – Current</td></tr><tr><td>Victoria Nadalin</td><td>26 June 2025 - Current</td></tr></table>	Company Secretary	Term	Jorge Nigaglioni	20 July 2020 - 26 June 2025	Shelby Coleman	26 June 2025 – Current	Victoria Nadalin	26 June 2025 - Current				
Company Secretary	Term														
Jorge Nigaglioni	20 July 2020 - 26 June 2025														
Shelby Coleman	26 June 2025 – Current														
Victoria Nadalin	26 June 2025 - Current														
1.5	<p>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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (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</p>	Yes	<p>Vinyl Group has adopted a Diversity Policy which sets out Vinyl Group's commitment to achieve diversity and inclusion across its Board, senior executives and throughout the organisation. A copy of the policy is available on the Vinyl Group website at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>.</p> <p>The Diversity Policy requires that the Board, through the Remuneration and Nomination Committee, is responsible for setting appropriate measurable objectives and strategies to meet the objectives of the Policy.</p> <p>The Board has set its measurable diversity objectives for the 2026 financial year at the same rate as the previous year of 50% gender proportion for the Company and 30% for the Board.</p> <p>The respective proportion of men and women on the Board, in senior executive positions and across the whole organisation as at 29 August 2025:</p> <table><tr><td></td><td>Female</td><td>Male</td></tr><tr><td>Board</td><td>33%</td><td>67%</td></tr><tr><td>Senior executives*</td><td>44%</td><td>56%</td></tr><tr><td>Whole organisation</td><td>52%</td><td>48%</td></tr></table>		Female	Male	Board	33%	67%	Senior executives*	44%	56%	Whole organisation	52%	48%
	Female	Male													
Board	33%	67%													
Senior executives*	44%	56%													
Whole organisation	52%	48%													



Principles and Recommendations		Comply Yes / No	Explanation
“Gender Equality Indicators”, as defined in and published under that Act.			*The Board considers Senior Executives to refer to a head of department.
1.6	<p>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>	Yes	<p>The Board Charter requires that Vinyl Group annually evaluate the performance of the Board, its Committees (if established) and individual Directors.</p> <p>A formal review of the Board’s performance was not conducted during the Reporting Period. The Board expects to undertake a Board performance review during FY26.</p>
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>	Yes	<p>Under the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is responsible for establishing and disclosing the process for periodically evaluating the performance of the CEO and Group Executives, including annually reviewing their performance. During the Reporting Period, the Remuneration and Nomination Committee did not meet and therefore the Chief Executive Officer was responsible for ensuring that an annual evaluation performance of senior executives was undertaken.</p> <p>A performance assessment of the CEO was also conducted by the Chair at that time.</p>
<b>2. Structure the Board to be effective to add value</b>			
2.1	<p>The Board of a listed entity should:</p> <p>(a) have a Nomination Committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose</p>	Partially comply	<p>During the Reporting Period, the Remuneration and Nomination Committee (<b>RNC</b>) was chaired by Linda Jenkinson, an independent Director and consisted of the following members: Ken Gaunt (non-executive independent director).</p>



Principles and Recommendations	Comply Yes / No	Explanation
<p>(iii) the charter of the Committee;</p> <p>(iv) the members of the Committee; and</p> <p>(v) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendance of the members at those meetings; or</p> <p>(b) if it does not have a Nomination Committee, disclose the 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>The purpose of the Committee is to assist the Board:</p> <ol style="list-style-type: none"> <li>1. in respect of establishing a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and to bring transparency, focus and independent judgment to decisions regarding the composition of the Board;</li> <li>2. in establishing coherent remuneration policies and practices to attract and retain senior executives and Directors who will create value for security holders;</li> <li>3. provide oversight that Vinyl observes those remuneration policies and practices; and</li> <li>4. to set fair and responsible rewards for senior executives having regard to the performance of Vinyl Group, the individual performance of management and the general external pay environment.</li> </ol> <p>A copy of the RNC charter is available on Vinyl Group's website.</p> <p>The biographies and experience of the Committee members are set out in the Directors' Report contained within the 2025 Annual Report.</p> <p>The number of times the RNC met and attendance to those meetings are set out in the Directors' Report contained within the 2025 Annual Report.</p>
<p>2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Board with the assistance of the Remuneration and Nomination Committee is responsible for reviewing the size, composition and skills on the Board to ensure that it is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.</p> <p>The current collective skills and experience of the Board is annexed to this Corporate Governance Statement.</p>
<p>2.3 A listed entity should disclose:</p>	<p>Yes</p>	<p>As at the date of this Corporate Governance Statement, the Board consists of three Directors: two Independent Non-Executive Directors (Linda Jenkinson and Ken Gaunt) and Executive Director and CEO Josh Simons.</p>



Principles and Recommendations		Comply Yes / No	Explanation												
	(a) the names of the Directors considered by the Board to be independent Directors;		Detailed biographies setting out the experience and qualifications of each of the Directors are set out in the Directors' Report contained in the 2025 Annual Report.												
	(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, or relationship in question and an explanation of why the Board is of that opinion; and		During the Reporting Period, the Company had two additional non-executive directors, being Mr Ben Katovsky and Mr Stephen Gledden who each resigned as a director following the end of the Reporting Period.												
	(c) the length of service of each Director.		The length of service of each Director who served during the Reporting Period is set out as follows:  <table><tr><th>Director</th><th>Term</th></tr><tr><td>Ben Katovsky</td><td>1 July 2022 – 11 July 2025</td></tr><tr><td>Stephen Gledden</td><td>1 July 2022 – 11 July 2025</td></tr><tr><td>Linda Jenkinson</td><td>28 December 2018 – current</td></tr><tr><td>Robert Ken Gaunt</td><td>23 March 2020 - current</td></tr><tr><td>Joshua Simons</td><td>16 May 2024 - current</td></tr></table>	Director	Term	Ben Katovsky	1 July 2022 – 11 July 2025	Stephen Gledden	1 July 2022 – 11 July 2025	Linda Jenkinson	28 December 2018 – current	Robert Ken Gaunt	23 March 2020 - current	Joshua Simons	16 May 2024 - current
Director	Term														
Ben Katovsky	1 July 2022 – 11 July 2025														
Stephen Gledden	1 July 2022 – 11 July 2025														
Linda Jenkinson	28 December 2018 – current														
Robert Ken Gaunt	23 March 2020 - current														
Joshua Simons	16 May 2024 - current														
			The Company considers that a Director is an independent Director where that Director is free from any business or other relationship that could materially interfere, or be perceived to interfere with, the independent exercise of the Director's judgement. Vinyl Group has also assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Principles and Recommendations.												
2.4	A majority of the Board of a listed entity should be independent Directors.	Yes	The Board consists of three directors, a majority of whom are considered independent directors. The independent directors include Linda Jenkinson and Ken Gaunt.												
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.	Yes	Ken Gaunt, the Chair of the Board is considered to be an independent Director and is not the Chief Executive Officer.												
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	Yes	The Board Charter requires that the Company Secretary will arrange for a newly appointed Director to undertake an induction program to help them gain an understanding of: the Company's operations and the industry												





Principles and Recommendations		Comply Yes / No	Explanation
	skills and knowledge needed to perform their role as directors effectively.		<p>sectors in which it operates; the culture and values of the Company; the Company and Group's financial, strategic, operational and risk management position; their rights, duties and responsibilities; and any other relevant information.</p> <p>The Company Secretary will also assist in facilitating any professional development programs for the Board as required from time to time.</p> <p>The Board will determine the appropriate induction required on appointment of a new Director. This may include inviting Directors to have access to and meet with members of management, attend site visits and hear from external consultants and industry professionals on matters that may assist the Board.</p>
<b>3. Instil a culture of acting lawfully, ethically and responsible</b>			
3.1	A listed entity should articulate and disclose its values.	Yes	Vinyl Group's Board considers that the Company's reputation is critical to its ongoing success. The Company is committed to conducting all of its business activities with honesty and integrity. The Company's values are set out in the Code of Conduct.
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	Yes	<p>Vinyl Group's Board considers that the Company's reputation is critical to its ongoing success. The Board has adopted a Code of Conduct covering the standards of ethical behaviour that Vinyl expects from its Directors, senior executives, officers and employees, and any contractor or consultant to the Group.</p> <p>A copy of the Code of Conduct is available on Vinyl Group's website.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company's Whistleblower Policy is available on the Company's website at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a></p> <p>The Board will be informed of any material incidents reported under the Policy, as appropriate.</p>



Principles and Recommendations	Comply Yes / No	Explanation
3.4 A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</li> </ul>	Yes	<p>The Company's Anti-bribery and Corruption Policy is available on the Company's website at: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a></p> <p>The Board will be informed of any material incidents reported under the Policy, as appropriate.</p>
<b>4. Safeguard the integrity of corporate reports</b>		
4.1 The Board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an Audit Committee which:               <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are Non-Executive Directors and a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, who is not the Chair of the Board,</li> </ul> </li> <li>and disclose:               <ul style="list-style-type: none"> <li>(iii) the charter of the Committee;</li> <li>(iv) the relevant qualifications and experience of the members of the Committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul>	No	<p>Prior to the Reporting Period, the Board dissolved the Audit and Risk Committee. During the Reporting Period, the Board has taken on the responsibility of carrying out the responsibilities under the Audit and Risk Committee Charter.</p> <p>A copy of the Audit and Risk Committee Charter is available on Vinyl Group's website, at the following: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a></p> <p>The purpose of the Committee is to:</p> <ol style="list-style-type: none"> <li>1. assist the Board to achieve its governance objectives in relation to:               <ul style="list-style-type: none"> <li>• financial reporting;</li> <li>• the application of accounting policies;</li> <li>• business policies and practices;</li> <li>• legal and regulatory compliance; and</li> <li>• internal control and risk management systems;</li> </ul> </li> <li>2. maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);</li> <li>3. promote a culture of compliance across the Vinyl group;</li> <li>4. provide a forum for communication between the Board and Vinyl's management team in relation to audit and compliance matters affecting Vinyl;</li> <li>5. ensure effective internal audit (if any) and external audit functions and communication between the Board and the internal auditor (if any) and external auditor; and</li> <li>6. review and comment on Vinyl management plans for managing the material financial and reporting risks faced by Vinyl Group.</li> </ol>



Principles and Recommendations	Comply Yes / No	Explanation
		The Board meets periodically to discuss matters captured under the terms of reference of the Audit and Risk Committee Charter, as well as independently verifying and safeguarding the integrity of the Company's corporate reporting.
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.	Yes	<p>Prior to the Board approving Vinyl's financial reports (which includes its quarterly cash flow report, half year report and annual report), it will ensure that it receives from the Chief Executive Officer and Chief Financial Officer a declaration in respect of those financial statements.</p> <p>The Board has obtained signed declarations from the Chief Executive Officer and Chief Financial Officer in respect of the quarterly, half year and annual reports prior to their approval.</p>
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	During the Reporting Period, the Board reviewed and approved the release of each unaudited periodic corporate report and was given the opportunity to question management as to its content. The Board was also provided with a declaration from the Chief Executive Officer and the Chief Financial Officer under Recommendation 4.2 in respect of each unaudited periodic corporate report.
<b>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.	Yes	<p>The Company has adopted a Continuous Disclosure Policy which sets out the procedures that apply to the central collection, control, assessment and if required, release to the ASX, of information considered to be material and to reinforce the Company's commitment to its continuous disclosure obligations.</p> <p>A copy of the policy is available on Vinyl Group's website.</p>
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All members of the Board receive material market announcements promptly after they have been made. Final material market announcements are also circulated to all members of the Board prior to lodgement.



Principles and Recommendations	Comply Yes / No	Explanation
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	All substantive investor or analyst presentations made by the Company are released on the ASX Markets Announcement Platform ahead of such presentations.
<b>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.	Yes	<p>Vinyl Group is committed to providing effective communication to its security holders, market participants, customers, employees, financiers and other stakeholders. Vinyl Group's Board has adopted a Communications Policy which sets out the Company's approach and commitment to communication with the objective of providing stakeholders with balanced and understandable information about Vinyl Group.</p> <p>Vinyl Group provides information about its business, its Directors, officers and employees, its governance practices and its products on its website at <a href="https://investors.vinyl.group/">https://investors.vinyl.group/</a></p> <p>Any announcement that Vinyl Group makes to the ASX will be placed on its website which will include ASX announcements, quarterly, half yearly and annual reports, investor presentations, and notices of shareholder meetings. Vinyl Group's communications approach with its security holders is set out in its Communications Policy, a copy of which is available here: <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a></p>
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Refer to explanation at item 6.1.
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>Refer to explanation at item 6.1.</p> <p>The Company also encourages full participation of its security holders at all general meetings and AGMs of the Company. Security holders have an opportunity to submit questions to the Board or the Company's external auditor prior to the general meetings or during the general meetings.</p>



Principles and Recommendations	Comply Yes / No	Explanation
		Please refer to the Company's Communications Policy available via the Company's website, <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a> for further details.
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	The Company will ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
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	The Company's Communication Policy sets out that security holders will be given the option to receive communications from, and send communications to, the Company and its share registry electronically.
<b>7. Recognise and manage risk</b>		
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 processes it employs for overseeing the entity's risk management framework.	No	Refer to explanation at item 4.1.  The Board meets periodically to discuss matters captured under the terms of reference of the Audit and Risk Committee Charter, including recognition and management of company risk, implementation and review of risk management practices, and management of risk that may impact the Company, its security holders and other stakeholders.



Principles and Recommendations	Comply Yes / No	Explanation
<p>7.2 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>	Yes	<p>The Company has established a Risk Management Framework and Risk Management Policy. A copy of the Policy is available on the Company's website.</p> <p>The Board with the assistance of the ARC (when in operation) will annually review and evaluate the effectiveness of Vinyl Group's risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. In accordance with the Audit and Risk Committee Charter, the Board with the assistance of the Audit and Risk Committee will assess the adequacy, effectiveness and efficiency of the Risk Management Framework.</p> <p>During the Reporting Period, the Board did not review Vinyl Group's Risk Management Framework. The Board intends to conduct a review of the Risk Management Framework during FY26.</p>
<p>7.3 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>	Yes	<p>Given its size and nature of operations, Vinyl Group does not have an internal audit function in place. Pursuant to the Audit and Risk Committee Charter, the Board with the assistance of the Audit and Risk Committee (when in place) is responsible for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes.</p>
<p>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.</p>	Yes	<p>During the Reporting Period, the Board considered that the Company had no material exposure to any environmental or social risks not previously disclosed in its prospectus, annual report or previous corporate governance statement.</p>
<b>8. Remunerate fairly and responsibly</b>		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a Remuneration Committee which:</p>	Partially comply	<p>Refer to explanation at item 2.1</p>



Principles and Recommendations	Comply Yes / No	Explanation
<p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the Committee;</p> <p>(iv) the members of the Committee; and</p> <p>(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</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>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.</p>	Yes	<p>The Board with the assistance of the RNC is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.</p> <p>Policies and practices regarding remuneration of the Non-Executive Directors, Executive Directors and key personnel are disclosed in the Directors' Report contained in the 2025 Annual Report of the Company.</p> <p>A copy of the RNC Charter is available at the Company's website at <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>.</p>
<p>8.3 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>	Yes	<p>Vinyl Group's Securities Trading Policy sets out that Directors and senior executives who participate in the Company's equity-based remuneration schemes are prohibited from entering into transactions which act to limit the economic risk of any unvested entitlements.</p> <p>A copy of the Securities Trading Policy is available at the Company's website at <a href="https://investors.vinyl.group/corporate-governance">https://investors.vinyl.group/corporate-governance</a>.</p>



Principles and Recommendations	Comply Yes / No	Explanation
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(b) disclose that policy or a summary of it.		
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## Annexure A: Board Skills Matrix

Skill / Experience	Collective Board Skills
Music Industry	33%
Technology	67%
Start-up	100%
Government Legislative Process	0%
Accounting	33%
Finance	67%
Law	0%
Marketing	100%
Information Technology	100%
Risk Management	67%
Human Resources Management	100%
CEO and Executive Management	100%
Strategy Development and Implementation	100%
Previous Board Experience	100%
Behavioural Competency	100%