

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Tassal Group Limited

ABN/ARBN

15 106 067 270

Financial year ended:

30 June 2020

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: www.tassalgroup.com.au/investors/governance/policies/

The Corporate Governance Statement is accurate and up to date as at 30 June 2020 and has been approved by the board.

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

Date: 25 September 2020

Name of authorised officer

authorising lodgement:

Monika Maedler,

Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 4.10.3 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.

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.

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, 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
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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: http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ 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 OR ☐ 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 OR ☐ 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 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
1.5 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 a copy of our diversity policy at: http://tassalgroup.com.au/investors/governance/policies/ [insert location] and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement [insert location] 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

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
1.6	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 and at: http://tassalgroup.com.au/investors/governance/policies/ https://tassalgroup.com.au/investors/reports/annual-reports/... [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 and at: http://tassalgroup.com.au/investors/governance/policies/ https://tassalgroup.com.au/investors/reports/annual-reports/... [insert location]	☐ set out in our Corporate Governance Statement OR ☐ 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 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
PRINCIPLE 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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: http://tassalgroup.com.au/investors/governance/policies/ <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: https://tassalgroup.com.au/investors/reports/annual-reports/... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <i>[insert location]</i>	☐ 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 in: our Corporate Governance Statement <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ 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 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: https://tasssalgroup.com.au/investors/reports/annual-reports/... [insert location] and, where applicable, the information referred to in paragraph (b) at: https://tasssalgroup.com.au/investors/reports/annual-reports/... [insert location] and the length of service of each director at: https://tasssalgroup.com.au/investors/reports/annual-reports/... [insert location]	☐ 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 OR ☐ 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 OR ☐ 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 OR ☐ 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 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
PRINCIPLE 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 in our Corporate Governance Statement and at https://tassalgroup.com.au/our-people/our-values/ [insert location]	☐ 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 by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	☒ and we have disclosed our code of conduct at: http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ 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: http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ 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
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: http://tassalgroup.com.au/investors/governance/policies/ <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: https://tassalgroup.com.au/investors/reports/annual-reports/... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
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

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
PRINCIPLE 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: http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ 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
PRINCIPLE 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: http://tassalgroup.com.au/investors/governance/policies/ https://tassalgroup.com.au/investors/reports/annual-reports/... https://tassalgroup.com.au/our-planet/reports/sustainability/ [insert location]	☐ 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 in our Corporate Governance Statement [insert location]	☐ 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
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
PRINCIPLE 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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: http://tassalgroup.com.au/investors/governance/policies/ <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: https://tassalgroup.com.au/investors/reports/annual-reports/... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ 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 at: http://tassalgroup.com.au/investors/governance/policies/ https://tassalgroup.com.au/investors/reports/annual-reports/... <i>[insert location]</i>	☐ 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: [insert location] [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 in: our Corporate Governance Statement; and http://tassalgroup.com.au/investors/governance/policies/ [insert location]	☐ 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 at: and, if we do, how we manage or intend to manage those risks at: http://tassalgroup.com.au/investors/governance/policies/ http://tassalgroup.com.au/investors/reports/annual-reports/ https://tassalgroup.com.au/our-planet/reports/sustainability/ [insert location]	☐ 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
PRINCIPLE 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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: http://tassalgroup.com.au/investors/governance/policies/ <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: http://tassalgroup.com.au/investors/reports/annual-reports/ <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>[insert location]</i>	☐ 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 http://tassalgroup.com.au/investors/reports/annual-reports/ <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ 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: http://tassalgroup.com.au/investors/governance/policies/..... <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ 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 <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
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: [insert location]	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ 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 OR ☒ we are established in Australia and this recommendation is therefore applicable OR ☐ 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
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	☐ set out in our Corporate Governance Statement Not applicable

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
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> 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: [insert location]	☐ set out in our Corporate Governance Statement Not applicable

CORPORATE GOVERNANCE STATEMENT

Tassal Group Limited and Controlled Entities

2020 Corporate Governance Statement

Tassal is committed to maintaining high standards of corporate governance appropriate to its size and operations to effectively manage risk, improve the Company's performance and enhance corporate responsibility.

The Corporate Governance Statement (the Statement) for Tassal Group is accurate as at [insert date].

This Statement details Tassal's corporate governance practices and compliance with the core principles and underlying recommendations of the fourth edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" for the period ended 30 June 2020.

The Statement's format specifically aligns clearly to each specific recommendation. The statement also lists the relevant codes, policies or charters that underpin Corporate Governance practices at Tassal.

Each document (unless indicated) is available for public inspection on Tassal's website (Investors Section), www.tassalgroup.com.au

Tassal Group Governance Framework

The Board of Directors of Tassal (the **Board**), working with senior management, is responsible for the corporate governance of Tassal and its controlled entities. The Board carries out its responsibilities within a framework of corporate governance policies and practice documents which outline the commitment to act ethically, openly, fairly, and diligently when promoting the interests of shareholders, employees and customers and broader community interests.

Unless explicitly stated otherwise, the Directors believe Tassal complies with the core principles and underlying recommendations of the fourth edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" for the period ended 30 June 2020.

Principle 1: Lay solid foundations for management and oversight

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

Recommendation 1.1

A listed entity should disclose:

- (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

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The Board has adopted a Board Charter which clearly outlines the role and functions of the Board, has developed separate role statements for the Chairman and Chief Executive Officer and implemented a policy prescribing the delegated and reserved powers of the Board and that delegated to Senior Executives.

The Board currently has the following three Committees to assist the Board in meeting its responsibilities:

- The Nominations Committee – see “Principle 2 – Structure the Board to add value”
- The Remuneration Committee – see “Principle 8 – Remunerate fairly and responsibly ”
- The Audit and Risk Management Committee – see “Principle 4 – Safeguard integrity in corporate reporting”

Each of the Committees has its own Charter which establishes the Committee’s terms of reference and operating procedures.

Refer to:

- Board Charter
 - Statement of Delegated Authority
 - Role of the Chairman
 - Role of the CEO
-

Recommendation 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.
-

The Nominations Committee considers the composition of the Board when considering directors’ election or re-election. Consideration is given to the skills experience expertise of and the contribution made by a Director to the Board and also the contribution that the Director is likely to make if re-elected or elected. Appropriate checks are made at the time of and as part of the recruitment process.

In accordance with the Company’s Constitution, if the Board appoints a new Director during the year, that person will stand for election by shareholders at the next Annual General Meeting. Shareholders are provided with relevant background information on the candidate for election and the candidate is invited to give a short presentation to the Annual General Meeting in support of their election.

Retiring Directors are subject to the selection and appointment procedures set out in the Constitution of the Company, the ASX Listing Rules and the Corporations Act.

Refer to:

- Policy for the Selection and Appointment of Directors
-

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Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Senior executives and directors are engaged under a written individual employment agreement that stipulates the terms of their employment along with a position description.

Refer to:

- Role of the CEO
 - Board Charter
 - Directors' Report (Annual Report) – Section 20
-

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.

Under Tassal's Board Charter, the appointment, review and, where appropriate, the removal of the Company Secretary is a key responsibility of the Board. The Company Secretary is accountable directly to the Board, through the Chairman, including on all matters to do with the proper functioning of the Board.

Refer to:

- Board Charter
 - Role of the Chairman
-

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 to assess annually both the objectives and the entity's progress in achieving them;
- (c) disclose in relation to each reporting period;
 - (1) the measurable objectives set out 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 organisation (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/AX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board

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should be to have not less than 30% of its directors of each gender within a specified period.

The Directors have adopted a Diversity Policy which includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

In 2011 the Board adopted the Company's Diversity Policy. The Nominations Committee of the Board of Directors has responsibility for oversight of the Policy. The Committee has established the following measurable objectives concerning the strategies, initiatives and programmes to achieve gender diversity in order to create an environment conducive to the appointment of well-qualified Board, senior management and other employees to maximise the achievement of Tassal's corporate goals.

Measurable objectives:

- (i) Annual review of following policies and procedures has been conducted to ensure Equal Employment Opportunity (EEO) is part of the process and no barriers to diversity within policies or procedure;
 - a. Recruitment Policy
 - b. Recruitment and Promotions Procedure
 - c. Harassment, Bullying and Discrimination Policy
- (ii) The Company has a policy to ensure principles of diversity are considered such as flexibility of position design, and equity in consideration for selection.
- (iii) Inclusion of company diversity data within annual sustainability report.
- (iv) Continue to participate in career forums, school networks etc to reinforce positive messages to both genders concerning careers within Tassal.
- (v) Training platforms across the business cover both technical and competency-based aspects of which all genders are given equal access to participate with support given to those that participate.
- (vi) Continued recruitment practices with aim for mix of males and females shortlisted for Senior Executive roles (but no change to approach on competency/skills).

The Company continues with selection criteria which are competency based, but which also recognise diversity. To date the Company has focused on objectives that are key inputs in facilitating increased diversity throughout the Company rather than outputs. Accordingly, the Board has not set specific numerical targets for female representation other than expecting a year on year increase in the proportion of women employed in the Tassal Group.

The Committee will also monitor the representation of women on the Board by ensuring that appropriately qualified women are considered for any Board appointments.

Diversity outcomes recognised during the 2019/2020 were

- female representation on the Board was 28.57%
- female representation within Executive Group, direct reports to the CEO, was 27.27%
- female representation within Management was 17.65 %

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- female representation across Non- Management was 29.97 %

The Committee will undertake an annual review of the Diversity Policy and the progress towards delivering these measurable objectives.

Tassal's Diversity Policy is directly linked to its corporate values.

Tassal recognises diversity including not only gender but also age, ethnicity, cultural and sexual orientation, and adds value to the Group's ability to achieve its strategic ambitions.

The Company's WGEA report is on the Tassal website.

Refer to:

- Diversity Policy
 - Sustainability Report
 - WGEA Report
-

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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.
-

The Board Charter requires that each year the Board will conduct an evaluation of its performance that:

- compares the performance of the Board with the requirements of its Charter;
- sets forth goals and objectives of the Board for the upcoming year; and
- effects any improvement to the Board Charter deemed necessary or desirable.

The respective Board Committee Charters also require the Committees to evaluate their performance and composition at least annually to determine whether the relevant Committee is functioning effectively by reference to current best practice. This evaluation is presented to the Board for review.

Formal performance evaluations have been satisfactorily undertaken for the Board, Audit and Risk Committee, Remuneration Committee and Nominations Committee during the current financial year in accordance with disclosed Tassal policy.

Refer to:

- Remuneration Report – section 20 of the Directors' Report (Annual Report)
- Board Charter
- Remuneration Policy
- Remuneration Committee Charter
- Nominations Committee Charter
- Audit and Risk Committee Charter

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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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Chief Executive Officer's compensation arrangements and performance is reviewed, monitored and evaluated by the Board and Remuneration Committee on an annual basis.

The compensation arrangements and performance of the direct reports to the Chief Executive Officer (the Senior Executives) is reviewed, monitored and evaluated by the Chief Executive Officer.

The Chief Executive Officer provides the Remuneration Committee with an overview of individual Senior Executive performance and compensation recommendations for Committee assessment and review.

Performance evaluations have been undertaken for the Chief Executive Officer and Senior Executives during the current financial year.

Refer to:

- Remuneration Report – section 20 of the Directors' Report (Annual Report)
- Board Charter
- Remuneration Policy
- Remuneration Committee Charter

Principle 2: Structure the Board to add value

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Recommendation 2.1

The board of a listed entity should:

- (a) have a nominations 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

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- (b) if it does not have a nominations 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.
-

The Board has established a Nominations Committee. The Committee's charter sets out its roles, responsibilities, membership, meeting process, Board reporting requirements and performance evaluation requirements.

The Committee is structured so that it consists of at least three non-executive Directors, all of whom are independent.

Refer to:

- Nominations Committee Charter
 - Directors Report (Annual Report)
-

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Tassal Group aims to have Directors with an appropriate range of skills, experience, gender, race, ethnicity, age and expertise and an understanding of and competence to deal with current and emerging issues in the Company's business. Tassal Group's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.

A summary of the seven non-executive directors' skills and experience as at the end of the reporting period is set out below:

General

Board experience
Management experience
Corporate Governance
Strategic Thinking
Desired behavioural competencies
Risk Management
Crisis Management
Mergers & Acquisitions

Subject Matter

Accounting and financial reporting
WHS
Food Safety
Marketing
Engineering
Manufacturing
Processing
Logistics
Capital Management

Industry

Aquaculture
Agribusiness

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Retail
Government
International

The Board considers the above skills are appropriate at this stage of the Company's development.

As a matter of principle, the Board is committed to encouraging the ongoing development of both individual Directors and the Board as a whole. Each year the Board will conduct an evaluation of its performance that:

- compares the performance of the Board with the requirements of its Charter;
- sets forth goals and objectives of the Board for the upcoming year; and
- effects any improvement to the Board Charter deemed necessary or desirable.

The performance evaluation shall be in a manner as the Board deems appropriate.

Refer to:

- Board Charter
 - Policy for the Selection and Appointment of Directors
 - Directors Report (Annual Report)
-

Recommendation 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, 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, association or relationship in question and an explanation of why the board is of that opinion; and
 - (c) the length of service of each director.
-

The names and relevant information of each of the directors are set out in the Annual Report.

Refer to:

- Policy on Independence of Directors
 - Section 16 Directors Report (Annual Report)
-

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

The Directors considered by the Board to constitute independent directors are identified, along with their period in office, in the Directors' Report.

The Company presently has seven non-executive Directors, all of whom, including the Chairman, are considered by the Board to be independent in terms of the ASX Corporate Governance Councils' recommendations definition of an independent director. The Chief Executive Officer is an Executive Director of the Company.

Refer to:

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- Board Charter
 - Policy – Independence of Directors
 - Refer section 1 of the Directors' Report for details of Director's length of service
 - Refer section 16 of the Directors' Report for names of Directors considered to be independent
-

Recommendation 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.

The Chairman, Mr Allan McCallum, is an independent non-executive Director. Mr Mark Ryan is the Chief Executive Officer and Managing Director.

Board policy is that the Chief Executive Officer cannot become Chairman.

Refer to:

- Board Charter
 - Role of the Chairman
 - Role of the CEO
-

Recommendation 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.

The Board is committed as a matter of principle to encouraging the ongoing development of both individual Directors and the Board as a whole.

The Board conducts an annual evaluation of the following:

- A comparison of the performance of the Board with the requirements of its Charter;
- the goals and objectives of the Board for the upcoming year; and
- the Board Charter and whether any improvements are necessary or desirable.

Refer to:

- Board Charter
-

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1

A listed entity should articulate and disclose its values

Tassal has adopted a set of values (can do safely, passionate, we own it and achieve together). These values are supported with descriptions and sets of detailed examples of

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what this means and what this doesn't mean to ensure all employees are clear on expectations.

These value statements are included in internal communication material, welcome and induction packs for new starters, position descriptions, employee platforms & performance systems, including our employee engagement app. They are also placed on walls on sites and are benchmarked against end of year employee awards as part of a reward incentive. They underpin the ethos of the Tassal workforce and each site we operate on.

Refer to:

- Tassal Group website
- Sustainability Report

Recommendation 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.
-

The Directors have adopted a Code of Conduct to provide clear guidelines for the ethical behavioural standards expected of the Company's Directors, Senior Executives and all employees.

The Code of Conduct sets ethical standards for Tassal's Directors and employees, all of whom are expected to pursue the highest standards of ethical conduct in the interests of shareholders, customers, suppliers, the wider community and the environment.

Ethical conduct relates to standards of behaviour characterised not only by complying with the law and the various Tassal policies which are referred to in the Code of Conduct, but also by acting fairly, honestly and with integrity.

The Code addresses, among other things:

- ethical conduct and expected behaviours based on the principles of fairness, honesty and integrity;
- compliance with the law;
- confidentiality and inside information;
- disclosure of interests;
- trading in Tassal securities;
- integrity of records;
- protection of Tassal assets;

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- personal transactions;
- improper payments, gifts, entertainment and travel;
- political contributions; and
- whistle-blower protection.

Refer to:

- Code of Conduct

Recommendation 3.3

A listed entity should:

- (a) have and disclose a whistle-blower policy; and
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Directors have approved a whistle-blower policy, which is aligned with the entity's Code of Conduct, by which employees (as defined) are encouraged to voice serious concerns or escalate serious matters relating to unethical unlawful or undesirable conduct

Refer to:

Whistle-blower policy

Recommendation 3.4

A listed entity should:

- (c) have and disclose an anti-bribery and corruption policy; and
- (d) ensure that the board or a committee of the board is informed of any material breaches under that policy.

The Directors have approved a Fraud Policy which facilitates the development of controls that aid in the detection and prevention of fraud (which includes anti-bribery and corruption type activities) against the group.

Refer to:

Fraud Policy

Principle 4: Safeguard the integrity of corporate reports

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A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation 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.
-

The Board has established an Audit and Risk Committee which is structured in compliance with this best practice recommendation.

All Committee members are independent Directors.

The Audit and Risk Committee has a formal charter which sets out its roles, responsibilities, membership, meeting process, Board reporting requirements and performance evaluation requirements.

The relevant qualifications and experience of each of the members of the Committee together with the number of times the Committee meets and the individual attendances of the members at those meetings are set out in the Directors' Report.

Refer to:

- Audit and Risk Committee Charter
 - Directors' Report (Annual Report) – Section 16
-

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, 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.

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The CEO and the CFO respectively provide such a written assurance to the Board.

The CRO provides a written assurance to the Board that there is a sound system of risk management and internal control in place.

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 review by an external auditor.

Tassal's external auditors audit and review the entity's half and full year results before are released to the market.

Principle 5: Make Timely and balanced Disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1

A listed entity should have a written policy for complying with its continuous disclosure obligations under the Listing Rule 3.1

The Board has adopted a Continuous Disclosure Policy to ensure Tassal complies with its disclosure obligations under ASX Listing Rules and the Corporations Act and to attribute accountability at a Senior Executive level for that compliance.

Refer to:

- Continuous Disclosure Policy
-

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board is sent all market announcements promptly after they have been made.

Recommendation 5.3

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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.

All new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation

Principle 6: Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise those rights as security holders effectively.

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Board aims to ensure that shareholders are informed of all material information relating to the Company by communicating to shareholders through:

- continuous disclosure reporting to the ASX;
- its annual reports; and
- media releases and other investor relations publications on the Group's website.

Tassal places considerable importance on effective communication with its shareholders, market participants, customers, employees, suppliers, financiers, creditors other stakeholders and the wider community. Accordingly, the Board has adopted a Communications Policy which requires communication with shareholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company.

The Company's website (www.tassal.com.au) is the primary means for shareholders to access communications and it has been designed to enable information to be accessed in a clear and readily accessible manner.

Tassal has published on its website are www.tassalgroup.com.au all of its annual reports and policies in respect of Corporate Governance and Sustainability.

Refer to:

- Communications Policy
- Continuous Disclosure Policy
- Annual Report
- Sustainability Report

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

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Tassal places considerable importance on effective communication with its shareholders, market participants, customers, employees, suppliers, financiers, creditors other stakeholders and the wider community. Accordingly, the Board has adopted a Communications Policy which requires communication with shareholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company.

The Company's website (www.tassal.com.au) is the primary means for shareholders to access communications and it has been designed to enable information to be accessed in a clear and readily accessible manner.

The Board also encourages participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of Tassal's strategy and goals and has developed guidelines for the format and content of Notices of Meetings.

Refer to:

- Communications Policy
- Annual Report
- Sustainability Report

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of Tassal's strategy and goals and has developed guidelines for the format and content of Notices of Meetings.

Shareholders who are unable to attend the meeting are able to submit questions and comments before the meeting to the Company or the auditor.

At the meeting the Chairman encourages questions and comments from shareholders and seeks to ensure that shareholders are given the opportunity to participate.

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.

The entity complies with its obligations under the ASX Listing rules and the requirements of the Corporations Act.

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.

Tassal also communicates with its shareholders via its share registry Computershare.

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Computershare provides shareholders with the option of receiving communications from and sending communications to it electronically except in limited circumstances such as where an original signature or document must be provided.

Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation 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.
-

The Board has established an Audit and Risk Committee which consists of:

- only non-executive Directors;
- a majority of independent Directors;
- an independent Chairman who is not Chairman of the Board; and
- has currently four members

The Audit and Risk Committee Charter is on the Tassal website www.tassalgroup.com.au

The members of the Committee together with the number of times the Committee meets and the individual attendances are all set out in the Directors' Report of the Annual Report. Refer to:

- Audit and Risk Committee Charter
 - Procedures for the Oversight and Management of Material Business Risks
 - Annual Report
-

Recommendation 7.2

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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.

The Board has adopted Procedures for the Oversight and Management of Material Business Risks which set out Tassal's approach to risk management and the arrangements for the Board's oversight of Tassal's risk management framework.

Tassal's risk management framework is aligned to AS/NZS ISO 3100:2018 Risk Management - Guidelines, is supported by a structured.

internal control system. and provides for the management of risk through identification, assessment, mitigation and monitoring of material business risks.

The Audit and Risk Committee and through it the Board, reviews the risk management framework annually to ensure that it continues to be effective and that it deals adequately with contemporary and emerging risks.

Before it approves the Company's financial statements for the half year and full year financial periods, the Board also receives a written assurance from the CEO and CFO 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 together with a written assurance from the Chief Risk Officer that the performance of the entity and the opinion has been formed on the basis of a sound system of risk management and internal control processes which are operating effectively.

Refer to:

- Procedures for the Oversight and Management of Material Business Risks
 - Audit and Risk Committee Charter
 - Board Charter
 - Annual Report
-

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 risk management and internal control processes.

As part of a comprehensive risk management and internal control system, Management reports to the Board and to the Audit and Risk Committee during the financial year as to the effectiveness of Tassal's Management of its material business risks.

There is no internal audit function. However, given the comprehensive system which Management has implemented to manage Tassal's material business risks the Board is of the view that this function is not required.

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The Committee has unrestricted access to Tassal Executives and to the external auditor and has the power to direct any special investigations it deems necessary and to obtain professional advice from employees within Tassal or from appropriate external advisers.

Refer to:

- Procedures for the Oversight and Management of Material Business Risks
 - Audit and Risk Committee Charter
 - Board Charter
-

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.

Tassal discloses any material exposures to environmental and social risks and how it intends to manage those risks in its Annual Report and Sustainability Report on annual basis and otherwise in accordance with its continuous disclosure obligations.

Refer to:

- Annual Sustainability Report
 - Continuous Disclosure Policy
 - Annual Report
-

Principle 8: Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the entity's values and risk appetite.

Recommendation 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.

The Board has established a Remuneration Committee.

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The Committee's charter sets out its roles, responsibilities, membership and meeting process.

The Committee is chaired by an independent director

The Committee consists of three non-executive Directors, all of whom are independent.

Refer to:

- Remuneration Report – section 20 of the Directors' Report
 - Remuneration Committee Charter
 - Refer sections 16 and 18 of the Directors' Report
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Recommendation 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.

Non-executive Directors receive a cash fee for service and have no entitlement to any performance-based remuneration or participation in any share-based incentive schemes. This policy reflects the differences in the role of the non-executive Directors, which is to provide oversight and guide strategy, and of management, which is to operate the business and execute Tassal's strategy.

The remuneration packages of the Chief Executive Officer and Senior Executives may include a Short-term Incentive component that is linked to the overall financial and operational performance of Tassal and based on the achievement of specific Tassal and individual / team goals.

The Chief Executive Officer and Senior Executives may also be invited to participate in the Company's Long-term Incentive Plan. The long-term benefits of the Long-term Incentive Plan are conditional upon Tassal achieving certain performance criteria.

Details of Tassal's remuneration policies are set out in the Remuneration Report.

Refer to:

- Remuneration Report – section 20 of the Directors' Report
 - Remuneration Policy
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Recommendation 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.
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Tassal has a Securities Trading Policy that governs the scope of participants' ability to enter into transactions that limit the economic risk from participating in the scheme.

Refer to:

CORPORATE GOVERNANCE STATEMENT

Tassal Group Limited and Controlled Entities

- Securities Trading Policy

Principle 9: Additional Recommendations that apply only in certain cases

None of the Recommendation for the Principle are applicable to the entity