

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Ansell Limited

ABN/ARBN

004 085 330

Financial year ended:

30 June 2021

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.ansell.com/sv/en/about-us/sustainability/governance>

The Corporate Governance Statement is accurate and up to date as at 24 August 2021 and has been approved by the board.

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

Date: 24 August 2021

Name of authorised officer authorising lodgement: Martin Evans

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

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 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 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.	☒ under section 3.2 "Role and Responsibilities of the Board and Management" and we have disclosed a copy of our board charter at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 3.5 "Director Appointment, Election and Tenure"	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒ under section 3.1 "Members of the Board"	
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 section 3.12 "Company Secretary"	

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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

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.	☒ under section 7 "Diversity" and we have disclosed a copy of our diversity policy at: https://www.ansell.com/sv/en/about-us/sustainability/governance and we have disclosed the information referred to in paragraph (c) in our Sustainability Report under the heading "Diversity and Inclusion". Ansell was included in the S&P / ASX 300 Index at the commencement of the reporting period. As set out in our Corporate Governance Statement in Section 7 "Diversity", Ansell has committed to have women constituting circa 50% of its Board by FY2020 and beyond, acknowledging that this may fluctuate from time to time due to the effect of changes on a small group size. A 50% balance was achieved during 2020 however currently the Board gender balance is 44% female /56% male. The Board remains committed to achieve the circa 50% balance as previously stated.	
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.	☒ under section 3.6 "Board Performance" and we have disclosed the evaluation process referred to in paragraph (a) in section 3.6 "Board Performance" of our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in section 3.6 "Board Performance" of our Corporate Governance Statement.	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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
1.7	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.	☒ under section 3.6 "Board Performance" and we have disclosed the evaluation process referred to in paragraph (a) in section 3.6 "Board Performance" of our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in section 3.6 "Board Performance" of our Corporate Governance Statement.	

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	☒ under section 4 "Committees" and we have disclosed a copy of the charter of the committee at: https://www.ansell.com/sv/en/about-us/sustainability/governance and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement under section 4 "Committees" and the Report of the Directors (found in the Annual Report) found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 3.3 "Board Composition and Skills" and we have disclosed our board skills matrix in our Corporate Governance Statement under section 3.3 "Board Composition and Skills"	
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.	☒ under section 3.1 "Members of the Board" and section 3.3 "Board Composition and Skills" and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement under section 3.3 "Board Composition and Skills". and the information referred to in paragraph (b) at in the Corporate Governance Statement under section 3.3 "Board Composition and Skills" and the length of service of each director in the Corporate Governance Statement in the Corporate Governance Statement under section 3.1 "Members of the Board".	

Appendix 4G

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2.4	A majority of the board of a listed entity should be independent directors.	☒ under section 3.1 "Members of the Board" and section 3.3 "Board Composition and Skills"	
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.	☒ under section 3.1 "Members of the Board" and section 3.3 "Board Composition and Skills"	
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.	☒ under section 3.5 "Director Appointment, Election and Tenure"	
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ under section 5.1 "Acting Ethically and Responsibly" and we have disclosed our values in our Annual Report found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 5.3 "Code of Conduct" and we have disclosed our code of conduct at: https://www.ansell.com/sv/en/about-us/sustainability/governance/codes-of-conduct	
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.	☒ under section 5.4 "Whistleblower Policy" and we have disclosed our Whistleblower Policy at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 5.5 "Anti-Bribery and Corruption Policy" and we have disclosed our Anti-Bribery and Corruption Policy at: https://www.ansell.com/sv/en/about-us/sustainability/governance	

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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.	☒ under section 4 “Committees” and we have disclosed a copy of the charter of the committee at: https://www.ansell.com/sv/en/about-us/sustainability/governance and the information referred to in paragraphs (4) and (5) in the Annual Report found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 4 “Committees” and section 6 “Risk Management and Assurance”	
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.	☒ under section 8.3 “Continuous Disclosure and Corporate Reporting”	

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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.	☒ under section 8.3 “Continuous Disclosure and Corporate Reporting” and we have disclosed our continuous disclosure compliance policy at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ under section 8.3 “Continuous Disclosure and Corporate Reporting”	
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.	☒ under section 8.3 “Continuous Disclosure and Corporate Reporting”	
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.	☒ under section 1 “Overview” and section 8 “Stakeholder Engagement” and we have disclosed information about us and our governance on our website at: https://www.ansell.com https://www.ansell.com/sv/en/about-us/sustainability/governance	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ under section 8 “Stakeholder Engagement”	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ under section 8 “Stakeholder Engagement” and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	

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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.	☒ under section 8 "Stakeholder Engagement"	
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.	☒ under section 8 "Stakeholder Engagement"	
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.	☒ under section 4 "Committees" and the information referred to in paragraphs (4) and (5) in section 4 "Committees" of our Corporate Governance Statement and in the Annual Report found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 4 "Committees" and section 6 "Risk Management and Assessment" 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 under section 6 "Risk Management and Assessment".	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	☒ under section 6.3 "Internal Audit" and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement under section 6.3 "Internal Audit"	
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.	☒ under section 6 "Risk Management and Assessment" (including section 6.4 "Non-Financial Risk") and we have disclosed whether we have any material exposure to environmental and social risks in the Material Risk section of our Annual Report, Corporate Governance Statement under section 6 "Risk Management and Assessment" (including section 6.4 "Non-Financial Risk") and our Sustainability Report, all found at: https://www.ansell.com/sv/en/about-us/sustainability/governance and, how we manage or intend to manage those risks in the documents mentioned above and our Environmental Policy which can also be found at the above website.	

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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.	☒ under section 4 "Committees" and we have disclosed a copy of the charter of the committee at: https://www.ansell.com/sv/en/about-us/sustainability/governance and the information referred to in paragraphs (4) and (5) under section 4 "Committees" of our Corporate Governance Report and in the Annual Report found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 3.7 "Remuneration" and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Remuneration Report found in the Annual Report found at: https://www.ansell.com/sv/en/about-us/sustainability/governance	
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.	☒ under section 5.9 "Dealing in Shares" and we have disclosed our Securities Trading Policy at: https://www.ansell.com/sv/en/about-us/sustainability/governance	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.		☒ We do not have a director in this position 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.		☒ We are established in Australia 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.		☒ We are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable.