

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

SOUTHERN CROSS MEDIA GROUP LIMITED

ABN/ARBN

91 116 024 536

Financial year ended:

30 JUNE 2022

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



This URL on our
website:

<https://www.southerncrossaustereo.com.au/investors/governance/>

The Corporate Governance Statement is accurate and up to date on 19 September 2022 and has been approved by the board.

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

Date: 19 September 2022

Name of authorised officer
authorising lodgement: TONY HUDSON, COMPANY SECRETARY

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:
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: https://www.southerncrossaustereo.com.au/investors/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.	☒
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒
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.	☒

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/”).

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:
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: https://www.southerncrossaustereo.com.au/investors/governance/ and we have disclosed the information referred to in paragraph (c) in our Sustainability Report and in our 2022 Report to WGEA, available at: https://www.southerncrossaustereo.com.au/investors/reports/ 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.
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) in our Corporate Governance Statement and in our Board Charter, available at: https://www.southerncrossaustereo.com.au/investors/governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement
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) in our Senior Executive Evaluation Policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement available at https://www.southerncrossaustereo.com.au/investors/governance/ and in our Remuneration Report in the 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/

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:
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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.southerncrossaustereo.com.au/investors/governance/ and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in our 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/
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
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement and the length of service of each director in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒
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.	☒
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.	☒

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:
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 Code of Conduct, and in our Sustainability Report available at https://www.southerncrossaustereo.com.au/investors/governance/ , and on our website at: https://www.scacareers.com.au/values/
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.southerncrossaustereo.com.au/investors/governance/
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: https://www.southerncrossaustereo.com.au/investors/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.	☒ and we have disclosed our anti-bribery and corruption policy which is within our Code of Conduct at: https://www.southerncrossaustereo.com.au/investors/governance/

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:
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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.southerncrossaustereo.com.au/investors/governance/ and the information referred to in paragraphs (4) and (5) on our 2022 Annual Report available at https://www.southerncrossaustereo.com.au/investors/governance/ and on our website at: https://www.southerncrossaustereo.com.au/about/the-board-and-leadership-team/
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.	☒
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.	☒ and we have disclosed this process in our external communications policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/
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 external communications policy at: https://www.southerncrossaustereo.com.au/investors/governance/
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ and we have disclosed this process in our external communications policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/

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:
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.	☒ and we have disclosed this process in our external communications policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/
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: https://www.southerncrossaustereo.com.au/investors/governance/
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ and we have disclosed this process in our external communications policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/
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 and in our external communications policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/
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.	☒
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.	☒

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:
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.	☒ and we have disclosed a copy of the charter of the Audit & Risk Committee at: https://www.southerncrossaustereo.com.au/investors/governance/ and the information referred to in paragraphs (4) and (5) in our 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement and in our Sustainability Report available at https://www.southerncrossaustereo.com.au/investors/governance/
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and in our Sustainability Report available at https://www.southerncrossaustereo.com.au/investors/governance/ and, if we do, how we manage or intend to manage those risks at: Not applicable, but refer to the discussion in our Corporate Governance Statement and in our Sustainability Report available at https://www.southerncrossaustereo.com.au/investors/governance/

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:
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.	☒ and we have disclosed a copy of the charter of the People & Culture Committee at: https://www.southerncrossaustereo.com.au/investors/governance/ and the information referred to in paragraphs (4) and (5) in our 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Senior Executive Remuneration Framework, available at: https://www.southerncrossaustereo.com.au/investors/governance/ and in our Remuneration Report in the 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/
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 in our Securities Trading Policy, available at: https://www.southerncrossaustereo.com.au/investors/governance/ and in our Remuneration Report in the 2022 Annual Report, available at: https://www.southerncrossaustereo.com.au/investors/reports/

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:
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.	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.	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.	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.	Not applicable.
-	<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.	Not applicable.



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Southern Cross Media Group Limited

Corporate Governance Statement 2022

The Board of Southern Cross Media Group Limited (Company) is responsible for the corporate governance of Southern Cross Austereo, comprising Southern Cross Media Group Limited and its subsidiaries (SCA). The Board guides and monitors the business and affairs of SCA on behalf of shareholders, working with management to implement and maintain an effective system of corporate governance.

This statement describes SCA's key corporate governance practices and policies. The 2022 Annual Report, Company Constitution, Board Charter, Board Committee Charters, Risk Management Framework (including Risk Appetite Statement), Risk Management Policy, Taxation Risk and Governance Policy, Code of Conduct, Securities Trading Policy, Senior Executive Evaluation Policy, Senior Executive Remuneration Framework, Non-executive Director Share Ownership Policy, Senior Executive Share Ownership Policy, Diversity Policy, External Communications Policy, Whistleblowing Policy, and SCA's 2022 Tax Transparency Report, Modern Slavery Statement, and Sustainability Report are available under the Investors tab on SCA's website www.southerncrossaustereo.com.au. This statement was authorised for issue by the Board on 15 September 2022. Unless specified otherwise, the information in this statement is current as at that date.

Board of Directors

Composition of the Board

Membership of the Board and its Committees on 15 September 2021 is set out below. A profile of each director, including details of their skills, experience, and expertise, is available in the Directors' Report in the 2022 Annual Report and on SCA's website.

Director	Status	Tenure (Years)	Audit & Risk Committee	People & Culture Committee	Digital T'form Committee	Nomination Committee
Rob Murray	Independent	8.0				Chair
Grant Blackley	CEO/MD	7.2				
Glen Boreham	Independent	8.0		Member	Chair	Member
Carole Campbell	Independent	2.0	Chair			
Ido Leffler	Independent	1.9		Member	Member	
Heith Mackay-Cruise	Independent	1.9	Member		Member	
Helen Nash	Independent	7.4	Member	Chair		Member

The average tenure of the Board on 15 September 2022 was 5.2 years (2021: 4.3 years; 2020: 6.0 years), with a median tenure of 7.2 years (2021: 5.8 years; 2020: 5.3 years). The average age of the Board on 15 September 2022 was 54.1 years (2021: 53.7; 2020: 58 years).

Melanie Willis retired as a director on 31 August 2022. There were no other changes in the Board's composition during the past year.

Southern Cross Media Group Limited

Corporate Governance Statement 2022

Board skills matrix

The Board has a highly relevant and diverse range of expertise and works well as a team. The following matrix identifies the competencies, skills and experience of the Board that enable it to meet SCA's current and future challenges. The Board periodically reviews the matrix to ensure it continues to meet SCA's needs, and directors continue to have the required competencies, skills, and experience. The matrix also informs the Board's succession planning and discussions with shareholders and other stakeholders about SCA and the Board's composition and performance.

Rob Murray	Grant Blackley	Glen Boreham	Carole Campbell	Ido Leffler	Heith Mackay-Cruise	Helen Nash	Total
Strategy: Competency in development and implementation of strategic and transformational thinking, including how data, technology and customer insights can drive strategy development and business model innovation							
✓	✓	✓	✓	✓	✓	✓	7
Executive leadership: Successful leadership of large organisations							
✓	✓	✓			✓	✓	5
Governance: Experience as a director of ASX listed businesses. Understanding of corporate governance, including ASX listing requirements, Corporations Act, and relevant legislative frameworks							
✓	✓	✓	✓	✓	✓	✓	7
Media expertise: Expertise and experience in the media industry and in transforming media businesses due to the growth of digital products, platforms, and sales							
	✓	✓	✓		✓		4
Marketing and sales: Expertise and experience in marketing and sales (particularly advertising sales)							
✓	✓			✓		✓	4
Financial acumen: Expertise and experience in understanding finance and financial reporting, including financial risk management and risk frameworks							
✓	✓	✓	✓	✓	✓	✓	7
Debt and capital markets: Experience in debt and capital structuring							
			✓	✓	✓		3
Acquisitions and divestments: Experience in mergers, acquisitions, divestments, and strategic partnerships							
✓	✓	✓	✓	✓	✓	✓	7
Technology: Experience in technology and technology projects							
		✓		✓	✓		3

Southern Cross Media Group Limited

Corporate Governance Statement 2022

Board independence

The Board assesses the independence of directors on appointment and annually thereafter. All directors are expected to bring independent judgment to bear on Board decisions and to act in the best interests of SCA and security holders. Relevant factors include whether a director:

- is independent of management and free of business or other associations that could materially interfere with, or reasonably be perceived to interfere materially with, the exercise of independent judgment
- has been a director of SCA for such a period that independence may have been compromised.

The Board considers that all directors, except for Grant Blackley who is an executive director, are independent. This includes Melanie Willis, who retired as a director of SCA on 31 August 2022 and is also a non-executive director of Challenger Limited. In recent years, Challenger has been a substantial shareholder in SCA. Challenger's relevant interest in SCA shares arises through its minority shareholdings in two boutique investment funds. Challenger has informed SCA that Challenger provides administration and distribution services to each of these funds, but each fund has day-to-day discretion in its investment decisions. The board of Challenger does not direct or exert any practical influence over these funds' decisions in relation to their acquiring or disposing of investments or in relation to their voting on matters relating to any such investments.

All SCA's non-executive directors also sit on the boards of other listed or unlisted companies and these other companies are publicly disclosed in each director's profile on SCA's corporate website. Were SCA to engage in a material transaction with any of those other companies, the Board would acknowledge any resulting conflict of interest for any of its directors. The Board would determine in that case whether a conflicted director should take part in any deliberations or vote in relation to the relevant transaction.

SCA does not have a controlling shareholder and has not implemented arrangements for cross shareholdings or board representation with any supplier or other stakeholder. Transactions with related parties are disclosed in SCA's Annual Report, and these are limited to payment of remuneration to directors and executives.

Role of the Board

The Board is responsible for the overall corporate governance of SCA. The Board's roles and responsibilities are formalised in the Board Charter. The Board Charter was updated in February 2021.

Under the Board Charter, the following matters are reserved for decision by the Board:

- approving and monitoring implementation of the Group's strategy, mission, values, and risk appetite
- approving the Group's annual budget
- monitoring the Company's financial performance and operations and approving the Company's annual and half-yearly financial statements and reports
- appointing, determining the terms of appointment of, and removing the Chairman
- appointing a director of the Company to fill a vacancy or as an additional director (but the CEO has authority to appoint directors of the Company's subsidiaries)
- appointing, and removing the CEO, the CFO, and the Company Secretary
- determining the remuneration and terms of appointment of non-executive directors (subject to limits approved by shareholders), the CEO, the CFO, and any executive director
- monitoring the performance and development of, and overseeing the remuneration framework and succession planning for, the CEO and the Company's senior leadership team
- establishing Board Committees, their composition, charters, and authorities

- approving dividend policy and determining dividends
- approving the capital structure of the Company, including issuing or buying back equity, equity-like or debt instruments entering into or re-financing debt facilities and approving the Company's interest rate hedging policy
- approving transactions, commitments, and expenditure from time to time specified by the Board
- appointing, determining the terms of appointment of, and remunerating the external auditor
- convening meetings of shareholders
- monitoring the effectiveness of the Group's systems of financial and non-financial risk management and internal control, and ensuring there is an appropriate risk management framework in place
- monitoring the Company's compliance with legal and regulatory requirements and ethical standards
- approving or adopting policies, practices, and documents (including reports and statements to shareholders) and determining or approving matters required by the Constitution, applicable laws, regulations, guidelines, or recommendations to ensure the Board is effective in performing its role and responsibilities
- any other matter specified by the Board (whether by resolution, in the charter of a Committee, in a policy, or otherwise) from time to time.

Chair

The directors vote among themselves to elect an independent non-executive director as the Chair. Rob Murray became Chair on 19 August 2020.

The Chair leads the Board, fostering an open and collegiate culture to ensure the Board operates effectively. The Chair is responsible for:

- promoting a constructive relationship between the Board and management through the CEO
- managing the efficient organisation and conduct of the Board's functions and meetings
- overseeing regular and effective evaluations of the Board's performance
- exercising other powers delegated by the Board from time to time.

The Chair meets regularly with the CEO to discuss SCA's strategy, performance, and plans, as well as to agree on matters to be included on the agenda of the Board or its Committees.

Delegation to CEO

As permitted by SCA's Constitution, the Board has delegated to the CEO all powers and authorities required to manage and control the day-to-day operation of the Group, except those powers and authorities reserved to the Board. SCA's CEO and Managing Director is Grant Blackley. He was appointed to that position in June 2015.

The CEO leads SCA's management and is therefore responsible to the Board for:

- managing and controlling the day-to-day operations of the Group in accordance with the strategic objectives, policies and budgets adopted by the Board (including with respect to managing SCA's impacts on the economy, environment, and people)
- providing the Board with timely, accurate and clear information to enable the Board to perform its responsibilities.

While recurring items are scheduled on the agenda of the Board and its Committees each year, the CEO ensures material risks and opportunities that arise during the year are promptly communicated to the Chair and other directors. If appropriate, meetings of the Board or the relevant Committee are arranged at short notice to consider items of this nature.

While remaining accountable to the Board, the CEO has authority to sub-delegate the powers and authorities granted by the Board to executives with relevant responsibilities.

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Board meetings

Board meetings are scheduled approximately eight times per year, with other meetings convened as required. Meetings attended by directors during FY22 are reported in the Directors' Report in the 2022 Annual Report.

In advance of Board meetings, directors receive papers with sufficient information to enable informed discussion of all agenda items. Papers are distributed and remain available for ongoing reference by directors through a secure electronic board portal. Minutes of Board meetings are tabled and confirmed at the following Board meeting.

Director appointment and re-election

SCA's Constitution authorises the Board to appoint a new director, either to fill a casual vacancy or as an addition to the existing directors, provided the total number of directors is no more than nine. A director appointed by the Board holds office only until the close of the next AGM but is eligible for election by shareholders at that meeting.

A director must retire from office no later than the third AGM following the director's most recent election. Where eligible, a director may stand for re-election.

All new directors are subject to appropriate checks prior to appointment. The Nomination Committee assists the Board in selecting candidates for appointment as a director.

During 2020, the Board engaged Egon Zehnder to assist with selection and checking of candidates to fill vacancies that arose in October 2020. The selection criteria included consideration of the skills, competencies, and experience required by the Board (as summarised in the Board skills matrix) and the cognitive diversity required for the Board to perform its role effectively and to achieve the Board's targets for gender diversity (set out in SCA's Sustainability Report). Following recruitment of three directors in 2020, the average age of directors decreased by five years, while three of the Board's seven non-executive directors were women. Following the recent retirement of Melanie Willis, two of the Board's six non-executive directors are women.

When a candidate stands for election or re-election, the Board provides shareholders with the following information to enable shareholders to make an informed decision on whether to elect or re-elect the candidate:

- biographical details of the candidate, including relevant qualifications, experience, and skills
- details of any other material directorships held by the candidate
- any material adverse information revealed by the checks SCA has performed about the candidate
- details of any interest, position, association, or relationship that might influence in a material respect, or might reasonably be perceived to influence in a material respect, the candidate's capacity to bring an independent judgment to bear on issues before the board and to act in the best interests of SCA and its security holders generally
- the term of office served by the candidate if a current director
- if the Board considers the candidate to be an independent director, a statement to that effect
- a statement by the Board as to whether it supports the election or re-election of the candidate.

Director induction and development

SCA enters into a letter of appointment with each non-executive director. The letter sets out the Board's expectations for non-executive directors and the remuneration payable to non-executive directors. Each new director is invited to participate in an induction program, which includes meeting with other directors and members of SCA's senior leadership team to gain a greater understanding of the business.

Directors are provided with opportunities to participate in any continuing education programs organised for the Board to develop and maintain the skills and knowledge needed to perform their role. This may take the form of presentations by management or external parties on responsibilities of directors, the industries in which SCA operates and other matters. During FY22, the Board or its Committees received briefings from all members of SCA's senior leadership team and other executives on their respective areas of responsibility, as well as external presentations in relation to executive succession planning, executive remuneration benchmarking and structuring, SCA's insurance program, management of workplace behaviour risks, taxation governance and risk, sustainability risks and opportunities, SCA's cyber security posture and penetration testing, and merger and acquisition threats and opportunities.

Board performance evaluation

The Chair oversees regular evaluations of the performance of individual directors, Committees, and the Board. This includes discussions with individual directors about their contributions at and between meetings of the Board and its Committees.

During FY22, the Board engaged an independent consultant, BoardsGlobal, to review the performance of the Board. This included review of Board policies and papers for meetings of the Board and its Committees; individual interviews with all directors, members of the senior leadership team, and the Company Secretary; and observation of meetings of the Board and one of its Committees. BoardsGlobal provided feedback to individual directors and presented its overall findings and recommendations in separate sessions with the Board and SCA's senior leadership team.

The Board has adopted all recommendations made by BoardsGlobal. These recommendations included steps to focus more of the Board's time on strategic thinking and priorities and to deepen relationships among directors and between directors and SCA's senior leadership team. These steps will include education for executives about the role of the Board and effective ways to engage with the Board.

Remuneration of non-executive directors

The Chair receives a fixed aggregate fee. Other non-executive directors receive a base fee for acting as a director and additional fees for participation as chair or as a member of the Board's Committees. Non-executive directors do not receive performance-based fees and are not entitled to retirement benefits as part of their fees.

The maximum annual aggregate fee pool for non-executive directors is \$1,500,000. This was confirmed in amendments to the Constitution approved by shareholders at the 2020 AGM.

Further details of the remuneration paid to non-executive directors is provided in the Remuneration Report.

Independent professional advice

The Charters of the Board and its Committees set out procedures for directors to obtain independent professional advice at SCA's expense.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

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Board Committees

The Board has four standing Committees: the Audit & Risk Committee, the People & Culture Committee, the Digital Transformation Committee, and the Nomination Committee. The responsibilities of each Committee are set out in a Charter approved by the Board.

In advance of each meeting, Committee members receive papers with enough information to enable informed discussion of all agenda items. Papers are distributed and remain available for ongoing reference by Committee members and other directors through a secure electronic board portal. Each Committee also receives presentations from, or meets with, professional advisers, consultants, and other stakeholders in relation to areas within the Committee's areas of responsibility.

Minutes of Committee meetings are tabled and confirmed at the following Committee meeting and are tabled for information at Board meetings.

Audit & Risk Committee

The members of the Audit & Risk Committee are Carole Campbell (Chair), Heith Mackay-Cruise, and Helen Nash. Melanie Willis was a member of this Committee until her retirement as a director on 31 August 2022. Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2022 Annual Report.

The Board updated the Charter of the Audit & Risk Committee in February 2022.

The Audit & Risk Committee assists the Board in its oversight of:

- the integrity of SCA's accounting and financial reporting systems
- SCA's accounting and financial policies, practices, and disclosures
- SCA's taxation strategy and management of the Group's taxation affairs, consistent with the principles and tax risk appetite set by the Board
- the effectiveness of SCA's risk management framework in ensuring SCA operates within the risk appetite set by the Board
- the appointment, independence, performance and remuneration of the external auditor and the integrity of the external audit process as a whole.

People & Culture Committee

The members of the People & Culture Committee are Helen Nash (Chair), Glen Boreham, and Ido Leffler. Melanie Willis was a member of this Committee until her retirement as a director on 31 August 2022. Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2022 Annual Report.

The People & Culture Committee assists the Board in its oversight of management activities in:

- developing and implementing strategies aimed at improving SCA's culture and diversity, consistent with the Group's values
- undertaking executive development, succession and talent management programs and activities
- promoting a healthy and safe working culture for SCA's employees, contractors, audience members, clients and visitors
- providing effective remuneration policies aligned with creation of value for shareholders, and having regard to applicable governance, legal and regulatory requirements and industry standards
- reporting to shareholders and other stakeholders according to applicable standards.

Digital Transformation Committee

The members of the Digital Transformation Committee are Glen Boreham (Chair), Ido Leffler and Heith Mackay-Cruise. Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2022 Annual Report.

The Board established a Charter for the Digital Transformation Committee in December 2021.

The Digital Transformation Committee assists the Board in its oversight of SCA's implementation of technology to secure and drive transformational improvements in SCA's business and operations and deliver long term value for SCA's audiences, clients, communities, and shareholders. To achieve these objectives, the Committee monitors whether SCA has, or has access on appropriate terms to, the skills and resources required for success in the following areas:

- technology
- data
- processes
- organisational change
- investments supporting the digital transformation.

Representatives of technology companies in which SCA has invested presented to the Digital Transformation Committee during the year, providing an overview of their products, plans and progress, and their collaboration with SCA's digital audio teams.

Nomination Committee

The members of the Nomination Committee are Rob Murray (Chair), Glen Boreham, and Helen Nash. The Committee consults with other directors about its responsibilities.

The Nomination Committee assists the Board on:

- Board composition and succession planning
- director performance evaluation processes and criteria
- succession planning for senior executives.

Having worked with Egon Zehnder during FY20 to confirm the needs of the Board and select candidates to fill the vacancies created at the AGM in October 2020, the Nomination Committee did not meet during FY21 or FY22. Members of the Nomination Committee did not draw a fee during those years for their membership of this Committee.

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Executive Remuneration and Performance

The Board has adopted a Senior Executive Remuneration Framework. The Framework aims to ensure that reward for performance is competitive and appropriate for the results delivered, aligning executive reward with achievement of strategic objectives and the creation of value for shareholders, consistent with market practice for delivery of reward.

Information about SCA's remuneration policies and practices for the CEO and other senior executives, and their remuneration during FY22, is set out in the Remuneration Report in the 2022 Annual Report.

In accordance with the Board's Senior Executive Evaluation Policy, the performance of the CEO is reviewed at least annually by the non-executive directors, and the CEO at least annually reviews the performance of his direct executive reports. Performance is evaluated against personal and corporate goals. As outlined in the Senior Executive Remuneration Framework, during FY22 these goals were allocated to three categories having regard to SCA's business strategy: profitability and financial performance (60%), strategy execution (30%) and cultural and behavioural influences (10%). This recognises the long-term benefits

of SCA's leaders committing to develop and maintain a strong culture and operational discipline.

Led by the Board Chair and the Chair of the People & Culture Committee, the Board conducted an evaluation of the CEO's performance and reviewed the CEO's evaluation of his direct executive reports during the year. The results of those evaluations are summarised in the Remuneration Report.

Under the Senior Executive Share Ownership Policy, members of SCA's senior leadership team are required to accumulate and retain a target shareholding in SCA. SCA updated the Senior Executive Share Ownership Policy in December 2021.

Unless a leadership executive has already met the target shareholding requirement, the Senior Executive Share Ownership Policy imposes a disposal restriction until cessation of employment on all or a defined portion of the shares allocated to the executive on vesting of performance rights under the LTI plan and the equity portion of the executive's awards under SCA's Executive Incentive Plan.

Risk Management and Integrity of Financial Reporting

Risk management

The Board has adopted a Risk Management Framework and a Risk Management Policy. They establish a holistic approach to risk management to promote an integrated and informed view of risk exposures across SCA's activities and operations. The framework is the total of systems, structures, policies, processes and people within SCA that identify, assess, control and monitor all sources of risk that could have an impact on SCA. It provides management with:

- an integrated framework to effectively manage uncertainty and obligations, respond to risks, as well as capitalise on opportunities as they arise
- minimum standards for the governance, processes and tools required to administer the requirements of the Risk Management Policy
- the ability to manage risks across SCA by providing accurate and timely reporting on the profile of risks and controls across SCA.

The Audit & Risk Committee assists the Board to oversee the risk management framework and any matters of significance affecting SCA's financial reporting and internal controls. This includes annual review of the Risk Management Framework and Risk Management Policy. The Board updated the Risk Management Framework in February 2022.

SCA has adopted the following categories of risks that affect its activities:

- strategy and planning
- brands and content
- sales and distribution
- infrastructure
- governance, risk and compliance.

To guide its decision-making, SCA has defined its tolerance for risk in each of the above risk categories. These tolerances are set out in the Risk Appetite Statement included in the Risk Management Framework.

SCA's management team is responsible for day-to-day implementation of the risk management framework and internal controls within SCA. Each risk is allocated to a risk owner with direct responsibility for managing that risk, including implementing mitigation strategies and escalating to senior management if required. Management reports at each meeting of the Audit & Risk Committee and twice a year to the Board on the status of SCA's material business risks. Risks rated High or Very High are reviewed at each meeting of the Audit & Risk Committee.

Current High or Very High business and operational risks include the following:

- workplace health and safety - mental health and psychological injury
- future pandemic disrupts advertising markets
- broadcast radio advertising markets begin to contract
- SCA radio networks are not positioned to maximise market share
- new products emerge that are more compelling than linear radio
- structural reduction in broadcast advertising expenditure
- exposure to a declining free-to-air broadcast advertising model
- free-to-air on-demand television platforms erode regional television market
- younger audiences are not attracted to SCA's products, including LiSTNR
- SCA's digital data and insights capabilities lag other operators'
- global technology companies alter the content distribution landscape and enter the audio market as content aggregators and service providers to consumers
- cyber security.

Further details about these risks and SCA's mitigation strategies are outlined under Material Risks in the Review and Results of Operations in the 2022 Annual Report.

Tax governance

SCA continues to strengthen its tax governance framework to reduce risk and to earn a "justified trust" assessment from the ATO. Steps taken to date include adoption (and update during the year) by the Board of a Taxation Risk and Governance Policy, rolling out a detailed operational tax governance policy to guide employees with tax responsibilities and adoption of the ATO's voluntary Tax Transparency Code. Since 2019, SCA has published an annual Tax Transparency Report.

During the year, the ATO conducted a combined assurance review of SCA's income tax returns for FY17 to FY20 and concluded that SCA had paid the right amount of tax and earned a high level of assurance. The ATO also reviewed SCA's FY20 GST returns and concluded SCA had complied with its BAS lodgement and payment requirements and had not been selected for a further GST review.

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Internal audit

SCA has not implemented an internal audit function. The Board considers SCA's operations do not require this to be introduced as a separate function to those functions undertaken by the external auditors and the Audit & Risk Committee. SCA from time to time engages independent expert consultants to review and provide assurance about corporate functions, processes and activities. This includes compliance reviews in relation to legal, finance and taxation requirements and periodic penetration testing and threat assessment in relation to technology systems and interfaces. The Audit & Risk Committee receives reports on these reviews, including in relation to corrective actions identified and implemented. During FY22, this included a presentation on SCA's information security posture from Telstra Purple, which provides SCA with outsourced Chief Information Security Officer services.

Assurance

The CEO and CFO have declared in writing to the Board that:

- financial records have been properly maintained in that they correctly record and explain SCA's transactions, and financial position and performance, enable true and fair financial statements to be prepared and audited; and are retained for seven years after the transactions covered by the records are completed

Company Policies

Code of Conduct

SCA's Code of Conduct sets out principles and standards that apply to all directors, employees and certain contractors and consultants. The Board updated the Code of Conduct in February 2022.

The Code of Conduct is underpinned by a range of more specific internal policies setting out SCA's expectations, practices and procedures for directors, employees and certain contractors and consultants. These policies are made available through SCA's employee intranet and, where applicable, to contractors and consultants. Induction and periodic training are provided to all employees on key policies relating to matters such as workplace behaviour, health and safety, and radio and television codes of practice. Training on these matters is also provided to regular contractors, such as on-air announcers.

SCA has detailed grievance procedures that have proved effective for investigation and resolution of issues that arise in the workplace or in relation to the way in which SCA conducts its business. These procedures are complemented by a Whistleblower Policy.

The Audit & Risk Committee receives reports at six monthly intervals, and at other times as required, on whether there have been any material incidents reported under the Code of Conduct or the Whistleblower Policy.

SCA publishes an annual Modern Slavery Statement under the Modern Slavery Act 2018. SCA's Supplier Code of Conduct is also available on the SCA website. Major suppliers and suppliers operating in high risk areas are asked to complete a questionnaire or to provide other evidence of their awareness and management of modern slavery risks. A detailed fact sheet explaining the risks and indicators of modern slavery in SCA's supply chain is available on SCA's employee intranet. SCA has assessed there is a low risk of SCA's operations directly resulting in modern slavery practices. However, there is a higher risk that SCA could be linked to modern slavery practices through the activities of business partners. For example, SCA could purchase equipment manufactured by an entity using forced or child labour. Our review during FY22 did not identify any serious risk of modern slavery in SCA's current supply chains.

- the financial statements and notes required by the accounting standards for the financial year comply with the accounting standards
- the financial statements and notes for the financial year give a true and fair view of SCA's financial position and performance
- any other matters that are prescribed by the Corporations Act and regulations as they relate to statements and notes for the financial year are satisfied
- in accordance with section 295A of the Corporations Act, in their view the financial statements are founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Audit & Risk Committee maintains open lines of communication between the Board, management and the external auditors to enable information and points of view to be freely exchanged. The Board has appointed PwC as SCA's external auditor. PwC's audit engagement partner is Trevor Johnston, who commenced in that role in FY20. He and members of his team attend each meeting of the Audit & Risk Committee and periodically meet separately with the Chair of the Audit & Risk Committee.

PwC's audit engagement partner also attends SCA's AGM and is available to answer questions from security holders about the conduct of the audit, and the preparation and content of the auditor's report.

Trading in company securities

SCA's Securities Trading Policy prohibits directors and certain executives from dealing in SCA's securities during certain "blackout periods" leading up to announcement of SCA's half-year and annual results and SCA's AGM. A blackout period may also be declared where directors and executives have price-sensitive information that is not generally available (and is not required to be disclosed to ASX under the ASX Listing Rules and the Corporations Act). The Board considers at every meeting whether any of the matters discussed at the meeting are price-sensitive so that a disclosure to ASX should be made or a blackout period should be declared.

The Securities Trading Policy also provides a summary of the "insider trading" provisions of the Corporations Act so that all employees are aware of their obligations not to deal in SCA's securities (or the securities of any other entity) while in possession of price-sensitive information that is not generally available.

The Securities Trading Policy prohibits directors and executives from engaging in hedging arrangements, dealing in derivatives or entering other arrangements to vary economic risk related to SCA's securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of SCA's securities.

External communications

SCA's External Communications Policy outlines how SCA manages external communications, including to ensure compliance with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act and to appropriately manage communications with the investment community, media, regulatory agencies, industry bodies and shareholders.

Communications with shareholders occur through ASX announcements, the annual report, the sustainability report, investor roadshows and briefings. All information disclosed to the ASX is posted on SCA's website.

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Investors are encouraged to attend and participate in the AGM, which will be held in October 2022. Because of the impacts of COVID-19 and the responses of federal and state governments, SCA held its 2020 and 2021 AGMs using virtual technology and without a physical location for shareholders to attend. Compared to physical meetings in previous years, the virtual meeting format resulted in a significantly higher number of shareholders and other parties attending and participating in the AGM. The virtual technology allowed shareholders to see and hear presentations at the meeting, to ask and receive responses to questions, and to vote at the meeting. In accordance with amendments to SCA's

Constitution approved by shareholders in October 2020, SCA will again offer shareholders the opportunity to participate in the 2022 AGM using virtual technology.

For formal meetings, an explanatory memorandum on the resolutions is included with the notice of meeting. If investors cannot attend formal meetings, they are able to lodge proxy forms by post or fax or to complete an online proxy form. SCA conducts voting by a poll on all resolutions at general meetings.

SCA gives its shareholders the option to receive communications from, and send communications to, SCA and its securities registry electronically.

Sustainability

SCA's executive team, the Board and its Committees consider sustainability risks and opportunities within their respective areas of responsibility. For example, the Audit & Risk Committee monitors SCA's management of risks relating to regulatory compliance, workplace health and safety, cyber security, environmental matters, and economic impacts. The People & Culture Committee monitors SCA's management of risks relating to attraction, retention, development, and care of our people. The Digital Transformation Committee monitors SCA's approach to technological innovation.

SCA published its first Sustainability Report in 2021. During FY22, SCA engaged independent sustainability consultancy, Point Advisory, to assist with a materiality assessment to better inform SCA's sustainability strategy and reporting for future years. The materiality assessment was presented to and approved by the Board during May 2022.

The findings of the materiality assessment and other information about SCA's approach to sustainability are set out in this year's Sustainability Report.

SCA