

CORPORATE GOVERNANCE STATEMENT

Renergen Limited
Registration number: 2014/195093/06
ABN: 93 998 352 675

1 BACKGROUND

Renergen Limited (Company) is committed to the principles of corporate governance.

The ASX Corporate Governance Principles and Recommendations (4th edition) (Recommendations) form the benchmark for corporate governance for listed companies in Australia. The Recommendations are intended to be a reference point for companies about their corporate governance structures and practices. A company may choose not to implement certain Recommendations, provided that the company explains why it has not done so and what alternate approaches have been adopted.

The Recommendations require companies to communicate their corporate governance practices through both the annual report and the company web page. This summary of our corporate governance practices forms part of this communication. The relevant Recommendation reference has been included below each point of this summary.

2 OBJECTIVE

The role of the board (Board) is to oversee the management of the Company as well as provide strategic guidance. We have adopted a Board charter (Charter) which formally sets out the functions and responsibilities of the Board, those matters expressly reserved to the Board and those matters delegated to management, with the objective of the Board being able to perform its role more effectively. This creates a system of checks and balances to provide a balance of authority.

(ASX Recommendation 1.1)

As an ASX-listed entity, we are required to benchmark our corporate governance practices against the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. This Corporate Governance Statement sets out our corporate governance practices of Renergen Limited ("Renergen").

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3 DIRECTORS

The Chairman, David King, is a Non-executive Director. The board has determined that David King is an independent director.

The duties of Chairman and of the CEO are currently carried out by separate people. The CEO is Stefano Marani.

Name of Director	Independent Y/N	Any relationship affecting independence?	Skills and experience relevant to the position	Appointment Date
Stefano Marani (CEO)	N	Managing Director, Chief Executive Officer	BSc Actuarial Science; BSc Hons in Advanced Mathematics of Finance CEO of Renergen Limited, structured finance and advisory experience at Deutsche Bank and Morgan and Stanley.	20 November 2014
Nick Mitchell	N	Executive Director, Chief Operating Officer	Microsoft Certified Systems Engineer (MCSE), A+ Certified Chairman of Onshore Petroleum Association of South Africa	25 November 2015
Brian Harvey	N	Executive Director, Chief Financial Officer	BTech. Mech Eng. BCom Hons in Accounting. CA(SA)	1 May 2021
Mbali Swana	Y	None	Bas (UCT); BArch (UCT); Pr Arch (SA); MIAT (SA) Chief Executive Officer of Prop5 Corporation Proprietary Limited	16 February 2015
Luigi Matteucci	Y	None	CA(SA); B Com (Wits); CTA (Wits) Former Financial Director of Highveld Steel and Vanadium Corporation Limited	3 May 2016

David King	Y	None	PhD; MSc; FAusIMM; FAICD Managing Director of ASX listed gold producer North Flinders Mines, CEO of oil & gas producers Beach Petroleum and Claremont Petroleum, and Chairman of Robust Resources Ltd. David is currently Non-Executive Director of ASX listed Galilee Energy Limited and Tap Oil Ltd; Chairman of ASX listed company Cellmid Limited, and Oslo Axess listed African Petroleum Corporation Limited; and Chairman of AIM listed Litigation Capital Management Limited	31 May 2019
Dumisa Hlatshwayo	Y	None	CA(SA), MBA, CD(SA)	6 February 2023

4 RESPONSIBILITIES

The responsibilities of the Board, as set out in the Charter, include:

- providing leadership and approving the strategic objectives of the Company and establishing goals to promote their achievement;
- monitoring the operational and financial position and performance of the Company;
- implementing procedures to allow Directors to inform themselves of the Company's business and financial status;
- establishing investment criteria including acquisitions and divestments, approving investments, and implementing ongoing evaluations of investments against such criteria;
- determining dividend policy and the amount, nature and timing of dividends to be paid (if any);

- approving and monitoring the progress of major capital expenditure, capital management and major acquisitions and divestitures;
- providing oversight of the Company, including its control and accountability systems;
- establishing written policies on compliance, risk oversight and management;
- setting appropriate levels of delegated authority to management;
- assessing and determining whether to accept risks beyond the delegated authority provided to management;
- overseeing management's implementation of the Company's strategic objectives and its performance generally;
- reviewing, ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance, in conjunction with the Company's Audit and Risk Management Committee, and ensuring they are operating effectively;
- appointing and removing the Chief Executive Officer (or equivalent) (CEO) and monitoring their performance;
- appointing and removing other senior executives (including senior and key officers of the Company) (Senior Executives);
- ratifying the appointment of the Directors and, where appropriate or applicable, the Company's secretary (Secretary);
- approving the Company's remuneration framework, including approving remuneration of the CEO and the remuneration policy and succession plans for the CEO;
- identifying business risks facing the Company and using reasonable endeavours to ensure that appropriate monitoring and reporting internal controls are in place to manage such risks;
- approving and monitoring financial and other reporting and disclosure, including the Company's budgets and the external audit;
- using reasonable endeavours to ensure the Company complies with its responsibilities under the Corporations Act 2001 (Cth), the Company's Constitution, the ASX Listing Rules and other relevant laws;
- to the extent practicable ensuring that the Company's workforce, including its Board of Directors, is made up of individuals with diverse skills, values, backgrounds and experience to the benefit of the Company.
- from time to time considering the social, ethical and environmental impact of the Company's activities, setting standards and monitoring compliance with the Company's sustainability policies and practices;
- exercising due care and diligence and sound business judgment in the performance of those functions and responsibilities;
- providing oversight and monitoring of Workplace Health & Safety (WHS) issues in the Company and considering appropriate WHS reports and information; and
- using reasonable endeavours to ensure that appropriate resources are available to Senior Executives.

The responsibilities delegated by the Board to the Senior Executives include:

- managing day-to-day operations in accordance with the standards for social and ethical practices which have been set by the Board; and
- developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives.

(ASX Recommendation 1.1)

5 BOARD STRUCTURE

The Board is currently structured such that 5 are independent directors. By "independent" it is meant that the Board has determined that each Director is independent of management and free of any business or other relationship that could materially interfere with the exercise of independent judgment (see further point 5 below).

The Chairman, David King, is a non-executive director and not the Chief Executive Officer of the Company.

(ASX Recommendations 2.3, 2.4 and 2.5)

6 INDEPENDENT DIRECTORS

A Director is deemed to be independent if, amongst other things, they are a non-executive Director and considering the following factors:

- whether they are a substantial shareholder;
- whether they are employed in an executive capacity currently or have been within the Company in the last 3 years;
- whether they are a material consultant to the Company currently or have been within the last 3 years;
- whether they are a material supplier or customer of the Company
- whether they have any material contractual relationship with the Company;
- whether they have served on the Board for a period which could materially interfere with their ability to act in the best interests of the Company; and
- whether they are free from any interest which could materially interfere with their ability to act in the best interests of the Company.

We assess the materiality thresholds referred to above, and other matters, on a case-by- case basis.

(ASX Recommendations 2.3 and 2.4)

7 ESTABLISHMENT OF COMMITTEES

The Board has established the following committees:

- Nomination and Remuneration Committee – to deal with the appointment and removal of the Company’s Directors and to ensure that the Company remunerates fairly and responsibly (further details of which are discussed in point 8); and

(ASX Recommendations 2.4 and 8.1)

- Audit and Risk Management Committee – to protect the integrity of financial reports (further details of which are discussed in point 14).

(ASX Recommendations 4.1 and 7.1)

8 COMPOSITION OF COMMITTEES

Members of committees

As at the date of this document, the composition of the Committees is as set out in point 8.2 and 14.4.

(ASX Recommendations 2.1, 4.1, 7.1 and 8.1)

Attendance at meetings

The attendance of all board and committee members at meetings will be reported in the annual report.

(ASX Recommendations 2.1, 4.1, 7.1 and 8.1)

9 APPOINTMENT AND REMOVAL OF DIRECTORS

Written Agreements

The Company will have a written agreement with each director and senior executive setting out the terms of their appointment.

(ASX Recommendation 1.3)

Nomination and Remuneration Committee

The Nomination and Remuneration Committee regulates the tenure, size and composition of the Board. Below is a summary of the Nomination and Remuneration Committee's role and responsibilities, structure, and membership requirements.

Members

The Nomination and Remuneration Committee has 5 members, with 4 being an independent Director.

As at the date of this document, the Nomination and Remuneration Committee consists of:

- David King (Chair)
- Luigi Matteucci
- Mbali Swana

Members of the Nomination and Remuneration Committee are appointed and removed by the Board. understanding of:

- the principles of corporate governance, including knowledge of the ASX Recommendations;
- the Company's businesses and organisation structure;
- the functions of the Board and the various roles and responsibilities of directors and other Senior Executive positions;
- Company management, at a senior management level;
- the disclosure requirements under the Corporations Act 2001 (Cth) and the ASX Listing Rules in respect to executive and director remuneration; and
- the complexities involved in negotiating and determining executive remuneration packages.

Responsibilities

Responsibilities of the Nomination and Remuneration Committee include:

- recommendations for the appointment and removal of Directors;
- assessing director competencies;
- evaluating the Board's performance;
- review of Board succession plans;
- the executive remuneration policy;
- the non-executive remuneration policy;
- remuneration packages for executive Directors and Senior Executives;
- merit recognition arrangements; and
- termination arrangements.

Meetings

The Nomination and Remuneration Committee will meet as frequently as required and at least twice a year. Any member of the Nomination and Remuneration Committee may request that the Secretary call a meeting. A quorum at such meetings consists of at least 2 members, 1 of which must be independent (to the extent that a member of the Nomination and Remuneration Committee is an independent director).

(ASX Recommendations 2.1 and 8.1)

Appointing new directors to the Board

Nominations for new directors are made by the Nomination and Remuneration Committee and considered by the Board as a whole. Assessment criteria include background, experience, professional skills, personal qualities, whether their skills and experience will augment the existing Board and their availability to commit themselves to the Board's activities.

All newly appointed directors who are appointed by the Board must stand for election by shareholders at the next annual general meeting.

(ASX Recommendations 1.2 and 2.1)

Board Skills Matrix

The Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee should develop and then update as required, a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

(ASX Recommendation 2.2)

Induction and Continuing Development

The Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee must implement an effective induction process for new Board appointees and Senior Executives. This induction process must include:

- information about the Company;
- information about the industry within which the Company operates; and
- an induction program that enables new directors and executives to gain an understanding of:
 - the Company's financial, strategic, operational and risk management position;
 - their rights, duties and responsibilities; and
 - the role of any Board committees.

The Nomination and Remuneration Committee must review the induction process annually to ensure that it is up to date and effective.

The Nomination and Remuneration Committee must ensure that Board appointees and executives have access to continuing education to update and enhance their skills and knowledge. This may include education concerning key developments in the Company and within the industry and environments within which it operates.

(ASX Recommendation 2.6)

10 INDEPENDENT ADVICE

In order to facilitate independent judgment in decision making each director has the right to seek independent professional advice at the Company's expense.

(ASX Recommendation 1.1)

Remuneration and performance

11 SUMMARY OF PERFORMANCE EVALUATION

The performance of the Board and Senior Executives is reviewed regularly against both quantitative and qualitative measures to ensure that the Directors and Senior Executives obtain adequate feedback on the discharge of their responsibilities.

The Nomination and Remuneration Committee is responsible for evaluating the Board's performance. In addition, the Board regularly reviews its overall performance, as well as the performance of other committees, individual Directors and Senior Executives.

(ASX Recommendations 1.6, 1.7 and 2.1)

12 REMUNERATION POLICY

The remuneration policy is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Remuneration is intimately connected to performance and is intended to be appropriate for the results delivered. The Company's policies are designed to attract and maintain talented and motivated Directors and employees as well as raising the level of performance of the Company.

(ASX Recommendation 8.1)

The Board has the discretion to reward eligible employees with the payment of bonuses, share options and other incentive payments. These incentive payments are designed to link rewards to performance and are determined by both financial and non-financial imperatives.

(ASX Recommendation 8.1)

13 REMUNERATION OF NON-EXECUTIVE DIRECTORS

It is recommended that the remuneration packages of non-executive Directors are generally fee based. Non-executive Directors do not participate in the schemes designed for the remuneration of executives, nor do they receive options, bonus payments or any retirement benefits other than statutory superannuation.

(ASX Recommendation 8.2)

13 EQUITY BASED REMUNERATION

The Nomination and Remuneration Committee will be responsible for considering and developing a policy on whether participants in an equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

(ASX Recommendation 8.3)

Financial reporting

14 INTERNAL AUDITING

The Company currently does not have an internal audit function. However, certain procedures have been put in place to manage risk and ensure, as far as possible, accuracy in financial reporting. These procedures are supervised by the Audit and Risk Management Committee.

An Audit and Risk Management Committee has been established by the Board to protect the integrity of financial reports. The importance of an Audit and Risk Management Committee is universally recognised in the practice of good corporate governance and plays a key role in focussing the Board on matters relevant to the integrity of financial reporting.

(ASX Recommendations 4.1 and 7.1)

In order to give the Audit and Risk Management Committee the ability to exercise independent judgment, the Audit and Risk Management Committee Charter specifies that the Audit and Risk Management Committee should consist of:

- only non-executive Directors

- a majority of independent Directors (to the extent practicable given the size and composition of the Board)
- an independent chairperson, who is not the Chair of the Board, and
- at least 3 members

(ASX Recommendations 4.1 and 7.1)

Composition of the Audit and Risk Management Committee

As at the date of this document, the Audit and Risk Management Committee consists of:

- Luigi Matteucci (Chair)
- Mbali Swana
- Dumisa Hlatshwayo

(ASX Recommendations 4.1 and 7.1)

Charter of the Audit and Risk Management Committee

The charter of the Audit and Risk Management Committee sets out its role and responsibilities, structure, and membership requirements.

Responsibilities

The responsibilities of the Audit and Risk Management Committee includes:

- overseeing the independence of the external auditors; and
- the management of operational risk.

Meetings

The Audit and Risk Management Committee will meet as frequently as required and at least three times a year. Any member of the Audit and Risk Management Committee may call a meeting. A quorum at such meetings consists of at least 2 members, 1 of which must be independent (to the extent there is an independent director on the Audit and Risk Management Committee).

Expertise

Every member of the Audit and Risk Management Committee is able to read and understand financial statements and at least 1 member is a qualified accountant or other financial professional with experience in financial and accounting matters.

Reporting

The Audit and Risk Management Committee reports to the Board at the first Board meeting subsequent to each Audit and Risk Management Committee meeting. Each report contains all matters relevant to the Audit and Risk Management Committee's role and responsibilities.

(ASX Recommendations 4.1 and 7.1)

15 EXTERNAL AUDITING

The Audit and Risk Management Committee is responsible for making recommendations to the Board concerning the appointment of external auditors and the terms of their engagement. The Audit and Risk Management Committee reviews the performance of the external auditors and annually reviews the Company's and subsidiary's policy on maintaining the independence of the external auditor. The

independent external auditor reports directly to the Audit and Risk Management Committee and the Board.

Risk Management

16 CEO AND CFO ASSURANCES

In order to create an environment for identifying and capitalising on opportunities, the Board has established a sound system of risk oversight and management. To encourage management accountability in this area, the Senior Executives are required to design and implement the risk management and internal control system to manage the Company's material business risks and report on whether those risks are being managed effectively.

(ASX Recommendation 7.2)

Further, both the CEO and Chief Financial Officer or equivalent (CFO) are required to provide written assurances to the Board that the financial reports submitted to the Board present a true and fair view of the Company's financial position and operational results and that the Company's risk management and internal compliance and control system is operating efficiently and effectively.

(ASX Recommendation 4.2)

17 RISK MANAGEMENT POLICY

In order to recognise and manage risk we have established an internal compliance system under which risk is identified, assessed, monitored and managed. This structure is designed and implemented by the Audit and Risk Management Committee as one of its key responsibilities is to oversee the establishment and implementation of the risk management system.

Risk Management

All material risks affecting the Company, including both financial and non-financial matters, are considered and reviewed regularly by the Audit and Risk Management Committee.

Assessment of effectiveness

The effectiveness of the risk management system is reviewed by the Audit and Risk Management Committee at least once a year.

Annual Report

The Audit and Risk Management Committee must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the Corporate Governance Statement and Operating and Financial Review of the Company's annual report which relate to the Company's audit and risk management policies and practices.

The following information must be included in the Corporate Governance Statement or references to where the information can be found must be included in the Annual Report:

- the names and qualifications of those appointed to the Committee and their attendance at meetings of the Audit and Risk Management Committee;
- the number of meetings of the Audit and Risk Management Committee;
- an explanation of any departures from the Recommendations;
- whether the Board has received a report from management as to the effectiveness of the Company's management of its material business risks; and
- whether the Board has received written assurances from the CEO and the CFO that:
 - the financial reports submitted to the Board present a true and fair view of the Company's financial condition and operational results; and

- the Company's risk management and internal compliance and control system is operating efficiently and effectively.

The Operating and Financial Review in the Company's Annual Report should include a discussion of environmental and other sustainability risks where those risks could affect the entity's achievement of its financial performance or outcomes disclosed, taking into account the nature and business of the entity and its business strategy (and otherwise comply with ASIC Regulatory Guide 247).

Code of Conduct

18. SUMMARY OF CODE OF CONDUCT (CODE)

The Company seeks to be recognised as an organisation committed to the highest ethical standards in business. The Code provides an outline of the standards of ethical behaviour expected of Directors and employees and provides for the accountability of unethical practices.

The conduct of the Directors and employees is governed by the following principles:

- responsibilities to shareholders and the financial community
 - the Company values communication with its shareholders, other stakeholders, and the public at large. Full, fair and timely disclosure of relevant information is made to shareholders and the ASX;
- employment practices
 - integrity and professionalism – to act honestly and with integrity in all dealings of the Company;
 - active compliance with the law;
 - achieving gender diversity set by the Board in accordance with the diversity policy – to disclose progress towards achieving them;
 - conflicts of interest – to fully disclose any matters which may lead to conflicts of interest; and
 - confidential information – complying with the restrictions on the use of non- public information except where disclosure is either authorised or mandated by law;
 - fair trading and dealing
 - the Company will not engage in anticompetitive practices that unlawfully restrict the free market economy.

As part of the active promotion of ethical behaviour any behaviour that does not comply with this Code must be duly reported. Protection will be provided for those who report violations in good faith.

(ASX Recommendations 1.5 and 3.1)

Policies

19 SUMMARY

The Company has adopted a policy on the trading of the Company's securities by potential 'insiders' (Securities Dealing) which is formulated to establish compliance standards designed to promote ethical and responsible decision making. The Securities Dealing Policy is published on the Company's website in the spirit of transparency and it complements the laws prohibiting insider trading. It also complies with the disclosure provisions of the ASX Listing Rules.

The Securities Dealing Policy applies constraints on directors, key management personnel and employees of the Company.

Notification

Designated officers and key management personnel are required to notify an appropriate senior member of the group of their intention to trade Company securities and obtain consent to do so. Subsequent confirmation of the trading that has occurred is also required.

Communication

All employees of the Company, including Directors, key management personnel, and officers, are prohibited from communicating price sensitive information to a person who may deal in securities of the Company. External advisers must be bound by confidentiality agreements.

Blackouts

All Directors, key management personnel and employees must only deal in securities of the Company during:

- the six-week period following the announcement of the Company's half yearly or annual financial results to ASX (Trading Window) but subject to any additional restriction that the Company may put in place during that period; and
- any other period designated by the Board.

(ASX Listing Rules 12.9, 12.10, 12.11 and 12.12)

20 SUMMARY OF SHAREHOLDER COMMUNICATION POLICY

The Company's communications strategy (contained in the Shareholder Communication Policy) is designed to empower shareholders by giving them access to balanced and understandable information on the Company. The Company is required under the Corporations Act 2001 (Cth) and the ASX Listing Rules to keep the market fully informed of all information that could have a material effect on the value of its securities.

Regular shareholder communication

The Company is committed to maintaining direct, open and timely communications with all shareholders. The use of electronic communication provides broader access to Company information by investors and stakeholders and a greater opportunity for more effective communication. It also provides improved access for shareholders who are unable to attend meetings.

Electronic communication

Shareholders may communicate with the Company by sending an email or writing to the Company at any contact address on the Company's website.

If the Company has provided the Company's share registry with the relevant notification shareholders will be provided with information and announcements released to the ASX by email. To the extent practicable, all communications to shareholders will be formatted to be easily readable on a computer screen and other electronic devices commonly used for that purpose, and include a printer- friendly option for shareholders who wish to retain a hard copy of the communication.

Meetings

Part of the Company's communication strategy involves making it easier for shareholders to participate in general meetings. All shareholders will be invited to attend the AGM and the Chair's report will be forwarded to all shareholders.

The Company will also request that the external auditor attend the AGM and be available to answer shareholder questions about the audit as well as the preparation and content of the audit reports.

(ASX Recommendations 4.3, 6.2, 6.3, 6.4 and 6.5)

21 SUMMARY OF THE PRICE SENSITIVE INFORMATION POLICY

The purpose of the Price Sensitive Information Policy is to ensure that there are mechanisms in place to provide all investors with equal and timely access to material information concerning the Company. Such information must be presented in a clear and balanced way so as to not omit any material information.

These policies are designed to ensure that the Company meets its continuous disclosure obligations under the ASX Listing Rules.

Type of information that needs to be disclosed

Listing Rule 3.1 states that any information that a reasonable person would consider to have a material effect on the value of the Company's securities must be disclosed. Examples of such information include a change in revenue, asset values or significant transactions.

Disclosure Officer

The Board has appointed the Secretary to act as the disclosure officer (Disclosure Officer) to be responsible for communications with the ASX and to decide what information must be disclosed. The Disclosure Officer holds the primary responsibility for ensuring that the Company complies with its disclosure obligations.

In addition, the Directors, employees or consultants are all responsible for reporting price sensitive information that is not generally available to the Disclosure Officer.

Accountability

Contravention of the continuous disclosure obligations can result in a series of penalties under the Act ranging from civil penalties to criminal liability.

(ASX Recommendation 5.1)

22 SUMMARY OF THE DIVERSITY POLICY

The purpose of the Diversity Policy is to assist the Company to achieve its objectives and deliver outcomes for its stakeholders, by enabling it to attract and retain the most qualified and experienced individuals to its workforce.

The Company aims to ensure that its workforce, including our board of directors, is made up of individuals with diverse skills, values, backgrounds and experience to the benefit of the Company.

The Policy sets out the guidelines by which the Company endeavours to increase diversity throughout the Company, including at Board level.

Statement of principles

The Company is committed to:

- equality of opportunity throughout the organisation;
- recruiting and retaining the best candidates for positions; and
- treating individuals with respect.

Board Responsibilities

The Board, or an appropriate committee of the Board, is charged with establishing measurable objectives for achieving gender diversity targets, within the Company and at the Board. The Board is to

assess the performance of the Company annually in achieving the objectives and review the objectives themselves annually.

The Board will ensure that as part of its Board selection policy recruitment and selection practices at Board level are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

Management Responsibilities

Management is charged with achieving the diversity objectives set by the Board and will be responsible for reporting to the Board on the progress towards and the achievement of the diversity objectives.

Reporting

In its annual report, the Company will report on the objectives set by the Board and the Company's achievements or progress towards achieving those objectives. The Company will also report on the proportion of female women employees in the whole organisation, women in Senior Executive positions and women on the Board of the Company.

(ASX Recommendations 1.5 and 3.2)

Reviewed on 28 June 2024