

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

OMG Group Limited

ABN/ARBN

82 616 507 334

Financial year ended:

30 June 2025

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

- ☐ These pages of our annual report:
- ☒ This URL on our website:
<https://omg-group.com.au/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 29 August 2025 and has been approved by the board.

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

Date: 29 August 2025

Name of authorised officer
authorising lodgement: Bill Pavlovski, 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>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.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Our Corporate Governance Statement available at https://omg-group.com.au/corporate-governance</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>Our Corporate Governance Statement available at https://omg-group.com.au/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://omg-group.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" sections of the Annual Report and Directors' Report respectively.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> Our Corporate Governance Statement available at https://omg-group.com.au/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: our 2025 Corporate Governance Statement located at: https://omg-group.com.au/corporate-governance and, where applicable, the information referred to in paragraph (b) at: our 2025 Corporate Governance Statement located at: https://omg-group.com.au/corporate-governance and the length of service of each director at is disclosed in the "Directors Report" on of the 2025 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://omg-group.com.au/about	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p>The Company has an Audit, Risk and Compliance Committee. Not all members are non-executive directors, and the Chair of this Committee is also the Chair of the Board.</p> <p>We have disclosed a copy of the charter of the committee at: https://omg-group.com.au/corporate-governance</p> <p>The information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" on of the 2025 Annual Report and Directors' Report respectively.</p> <p>The small size of the company's operations "imposes" a scale constraint on its ability to accommodate a large board. With limited independent board members, the company would need to concentrate its governance responsibilities on the Board, including the Chairman of the Board having also to chair the Audit Committee. This approach is anchored by the proven independence, corporate track record and high professional qualifications of the person. It is the company's intention to meet Recommendation 4.1 at the earliest opportunity when the size of the Company's operations and business scales up to enable it to accommodate a larger Human Resources Pool, Management Pool and a larger diverse board.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> and our Communication Strategy is available at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Communication Strategy available at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>The information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" in the 2025 Annual Report and Directors' Report respectively.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>our 2025 Corporate Governance Statement located at:</p> <p>https://omg-group.com.au/corporate-governance</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> 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 at: our 2025 Corporate Governance Statement located at: https://omg-group.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: our Prospectus dated 21 July 2020, sections 5.2.6 and 5.2.11, available at: https://omg-group.com.au/announcements and, if we do, how we manage or intend to manage those risks.	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/> and we have disclosed a copy of the charter of the committee at:</p> <p>and the information referred to in paragraphs (4) and (5) at: our 2025 Corporate Governance Statement located at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> 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 as part of the Remuneration Report as set out in our 2025 Annual Report,</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Our Securities Dealing Policy, available at: https://omg-group.com.au/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	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			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	Not applicable	
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	Not applicable	

OMG GROUP LIMITED
Corporate Governance Statement

The Board of OMG Group Limited (OMG Group / the Company) (ASX:OMG) is committed to maximising performance, generating appropriate levels of shareholder value and sustaining the growth and success of the Company. With these objectives in mind, the Board is concerned in ensuring that the Company is properly managed to protect and enhance shareholder interests and that OMG Group, its directors, officers and employees, operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing OMG Group including adopting corporate governance policies and practices which it believes are appropriate for OMG Group's business and which are designed to promote responsible management and conduct of OMG.

The ASX Corporate Governance Council has developed and released corporate governance recommendations for Australian listed entities (the Recommendations) in order to promote investor confidence and assist companies in meeting shareholder expectations. The Recommendations are set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition). Under the ASX Listing Rules, OMG is required to provide a statement in its annual report disclosing the extent to which it has followed the Recommendations in the relevant reporting period. Where OMG does not follow a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not doing so.

This statement, together with the Company's Appendix 4G describes OMG Group' position in relation to each of the Recommendations for the period ending 30 June 2025.

ASX Recommendation (4 th edition)	Compliance (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.		
Recommendation 1.1: A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	<p><u>The Board</u></p> <p>OMG Group' constitution (the Constitution) provides that the business of OMG Group will be managed by the Board. The Board operates under a board charter (the Board Charter), a copy of which is available on OMG Group' corporate website (the Corporate Website). The key roles and responsibilities of the Board are set out in the Board</p> <p><u>Senior management</u></p> <p>The Board Charter also sets out the key roles and responsibilities of senior management, and it articulates the division of responsibilities between the Board and management. To assist in the execution of the Board's responsibilities, the Board has established the following two committees of the Board (each a Board Committee): the Audit, Risk and Compliance Committee and the Remuneration and Nomination Committee. The key responsibilities of each Board Committee are set out in their respective charters (which are also available on the Corporate Website). The Board Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.</p>
Recommendation 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.	Yes	<p>The Company undertakes background checks with regards to each proposed director's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they are able to be elected.</p> <p>When an individual is nominated to be elected as a director, their curriculum vitae with their relevant professional history and qualifications is included in the explanatory memorandum to the notice of meeting provided to the Company's security holders</p>
Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>In accordance with the Board Charter, the appointment of any new director of OMG Group and each senior executive will be made by, and in accordance with, a formal letter of appointment or written agreement setting out the key terms and conditions relative to that appointment. Each of OMG Group' executive directors and senior executives have entered into services agreements with OMG Group, and each of OMG Group' non- executive directors have signed appointment letters with OMG Group.</p>
Recommendation 1.4: The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>In accordance with the Board Charter, the decision to appoint or remove the company secretary must be made or approved by the Board. The company secretary of OMG Group is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The key roles and responsibilities of the company secretary are set out in the Board Charter.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 1.5: A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>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</p> <p>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.</p>	No	<p>OMG Group has adopted a Diversity Policy, a copy of which is available on OMG Group' Corporate Website. OMG Group recognizes that a diverse workplace is likely to be the natural long-term consequence of merit-based decision-making in hiring, firing and promotions, and that a diverse workforce achieved through merit- based decision-making is integral to building and sustaining a culture that fosters equal opportunity.</p> <p>OMG Group has not yet set measurable diversity objectives. Currently, OMG Group has only a relatively small workforce. The Board has not yet set measurable objectives but believes that this is appropriate for the size of the Company and the scale of its operations. As the size and scale of the Company changes, this will continue to be reviewed for appropriateness.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Recommendation 1.6: A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	No	<p>In accordance with the Board Charter, the Board assesses at least annually, the performance of the Board collectively and of each Director individually, and the performance of the committees (where applicable).</p> <p>Performance evaluation for the 2025 financial year was not conducted, due to the OMG transaction and various Board changes throughout the year. It is anticipated that an evaluation of the Board and Managements performance will be conducted in the 2026 financial year.</p>
Recommendation 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.	Yes	<p>Under the Board Charter, the Board is responsible for reviewing the performance of the senior members of management, including overseeing the remuneration, development and succession planning for the executive officers and management, while overseeing the operation of appropriate human resource management systems including remuneration.</p> <p>Performance evaluation for the 2025 financial year was conducted.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Principle 2: Structure the board to be effective and add value The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.		
Recommendation 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.	Yes	<p>The Board has not formed a separate nomination committee given the size of the Board and the nature and scale of the Company's activities.</p> <p>In accordance with the Board Charter, the Board carries out the duties that would ordinarily be carried out by the nomination committee, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <p>(i) appoints and reviews the performance of the chief executive officer (CEO) of the Company, the company secretary and other senior members of management, including overseeing the remuneration, development and succession planning for the executive officers and management, while overseeing the operation of appropriate human resource management systems including remuneration.</p> <p>(ii) assesses the performance of the Board collectively and of each Director individually.</p> <p>The Board will, at least on an annual basis, evaluate the skills and knowledge of existing Directors and, where deemed necessary, require Directors to undertake training and professional development in order to be adequately equipped to deal with emerging business and governance issues and to remain aware of material developments to laws, regulations and accounting standards that may be relevant to the Company.</p> <p>Given the size of the organization, the Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee at this stage.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Recommendation 2.2: A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	The Board has adopted a skills matrix which the skills and experience of the Board are measured and reported upon. Full details of the relevant skills and experience of each Director and senior executive are set out in the Company's annual report, which is available on the Company's website.
Recommendation 2.3: A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	Yes	<p>During the reporting period, the Board had following directors as independent directors:</p> <ul style="list-style-type: none"> i. Mr. Nathan Quailey (Resigned 1 April 2025) ii. Mr. Albert Cheok (Resigned 1 April 2025) iii. Mr. Tim Freeburn (Appointed 1 April 2025) iv. Ms. Katie Eshuys (Resigned 31 October 2024) <p>The Board has reviewed the position and associations of each of the Company's Directors and considers each an independent Director during the reporting period, free from any interest, position, association or any other relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally, and each is able to fulfil the role of an independent.</p> <p>The length of service for each director can be found in the Company's Annual Report as at the end of the financial year.</p>
Recommendation 2.4: A majority of the board of a listed entity should be independent directors.	No	<p>During the reporting period, the Board had following directors as independent directors:</p> <ul style="list-style-type: none"> i. Mr. Nathan Quailey (Resigned 1 April 2025) ii. Mr. Albert Cheok (Resigned 1 April 2025) iii. Mr. Tim Freeburn (Appointed 1 April 2025) iv. Ms. Katie Eshuys (Resigned 31 October 2024) <p>At the end of reporting period, due to change in Board structure, the Board comprises 3 directors, one of whom is independent. Given the nature and size of the Company, its business interests and the stage of development, the Board is of the view that active director oversight with executive involvement is required, thereby limiting the number of directors who can be independent. Given the nature and depth of their experience, each of the Directors is aware of and capable of acting in an independent manner and in the best interest of the shareholders.</p>

<p>Recommendation 2.5: The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>No</p>	<p>The Chairs for the reporting period, Mr Albert Cheok (1 July 2024 to 1 April 2025) and Mr Daniel Rootes (from 27 September 2024) were appointed Non-Executive Chairmen. Mr Cheok was considered an independent director and Mr Rootes as an interim non-executive chairman.</p> <p>The Board supports the separation of the role of the Chair from that of the CEO. OMG Group' CEO is Mr Alex Aleksic.</p>
<p>Recommendation 2.6: A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Yes</p>	<p>In accordance with the Company's Board Charter, each new Director will, upon appointment, participate in an induction program. This will include meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.</p> <p>The Board will, at least on an annual basis, evaluate the skills and knowledge of existing Directors and, where deemed necessary, require Directors to undertake training and professional development in order to be adequately equipped to deal with emerging business and governance issues and to remain aware of material developments to laws, regulations and accounting standards that may be relevant to the Company. At any other time, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Principle 3: Instil a culture of acting lawfully, ethically and responsibly A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.		
Recommendation 3.1: A listed entity should articulate and disclose its values.	Yes	OMG Group' core values are set out on its Corporate website under the "Company Information" section. OMG Group' core values are: - Provide quality, healthy food products that will satisfy and delight every customer. - Act with integrity and pure intent. - Ethical and sustainable sourcing. - Build long term genuine relationships in the food, farming and agriculture industries. - Create a challenging, rewarding and inclusive culture where everyone can contribute.
Recommendation 3.2: A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	OMG Group has adopted a Code of Conduct, a copy of which is available on OMG Group' Corporate Website. OMG Group's Code of Conduct applies to all personnel of OMG Group and its subsidiaries (including all directors, senior management, employees, contractors and consultants). Any material reports of unacceptable behavior will be reviewed by the Company Secretary and reported to the Board.
Recommendation 3.3: A listed entity should: (c) have and disclose a whistleblower policy; and (d) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	OMG Group has adopted a Whistleblower Policy, a copy of which is available on OMG Group' Corporate Website. The policy includes that the Board will be informed of any material incidents reported under the policy as appropriate.
Recommendation 3.4: A listed entity should: (e) have and disclose an anti-bribery and corruption policy; and (f) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	OMG Group' anti-bribery and corruption policies are included in its Code of Conduct, a copy of which is available on OMG Group' Corporate Website. Any material reports of unacceptable behavior will be reviewed by the Company Secretary and reported to the Board.

Principle 4: Safeguard the integrity of corporate reports

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

<p>Recommendation 4.1: The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none">(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, <p>and disclose:</p> <ul style="list-style-type: none">(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 <p>(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.</p>	No	<p>The Board fulfils the responsibilities of the Audit and Risk Committee and is responsible for monitoring, identifying and managing risks, and ensuring that these risk identification and management procedures are implemented and followed.</p> <p>The Board is governed by the Audit, Risk and Compliance Charter approved by the Board, a copy of which is available on OMG Group' Corporate Website. The Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Audit, Risk and Compliance Committee.</p>
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ASX Recommendation	Compliance (Yes/No)	Explanation
Recommendation 4.2: The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Before the Board approves OMG Group' financial statements for a financial period, it will receive from OMG Group' CEO and Finance Manager a declaration that, in their opinion, OMG Group' financial records have been properly maintained, and that the financial statements comply with the appropriate accounting standards and give a true and fair view of OMG Group' financial position and performance and that opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. OMG Group confirms that this process was followed in respect of its FY2025 Financial Statements.
Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any period corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	OMG Group has adopted a process for verifying the integrity of periodic corporate reports that are not audited or reviewed by an external auditor. Given the size of the Company and the scale of its operations, this verification work is undertaken by the Finance Manager and his team in respect to financial reporting undertaking standard accounting verification practices prior to submitting reports to the Board for approval.
Principle 5: Make timely and balanced disclosure A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	Yes	<p>OMG Group has adopted a Continuous Disclosure Policy for complying with its continuous disclosure obligations under the ASX Listing Rules (and the Corporations Act 2001 (Cth) (the Act)). A copy of the policy is available on OMG Group' Corporate Website.</p> <p>OMG Group will disclose to ASX any information concerning OMG Group which a reasonable person would expect to have a material effect on the price or value of OMG Group' securities.</p> <p>OMG Group' continuous disclosure policy establishes procedures to ensure that OMG Group' directors, members of management, employees, consultants or contractors are aware of, and fulfil their obligations in relation to, providing timely, full and accurate disclosure of material information to OMG Group' stakeholders and comply with OMG Group' disclosure obligations under the Act and the ASX Listing Rules.</p> <p>OMG Group is committed to observing its disclosure obligations under the ASX Listing Rules and the Act. Information will be communicated to shareholders through the lodgement of all relevant financial and other information with the ASX and continuous disclosure announcements will be made available on OMG Group' Corporate Website.</p>
Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	OMG Group' Continuous Disclosure Policy provides that the Company Secretary is responsible for distributing continuous disclosure announcements to the Board and senior managers by email immediately after they have been released to ASX.

<p>Recommendation 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.</p>	<p>Yes</p>	<p>OMG Group' Continuous Disclosure Policy provides that the Company must not release any Price Sensitive Information publicly before it is provided to the ASX, including in the following contexts:</p> <ul style="list-style-type: none"> - one-on-one briefings and speeches made to market participants, the financial community or institutional investors; - open briefing sessions, including public speeches (presentation materials for which will be disclosed to ASX prior to commencement of the briefing session); <p>The company secretary will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of any applicable presentation.</p>
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ASX Recommendation	Compliance (Yes/No)	Explanation
Principle 6: Respect the rights of security holders A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.		
Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>OMG Group has adopted a Communication Strategy. Under this strategy, OMG Group' Corporate Website will be the primary means of providing information to all investors (and other stakeholders), in addition to the lodgement of all relevant financial and other information with ASX (which will also be available on OMG Group' and ASX's websites).</p> <p>The "Corporate Governance" section on OMG Group' Corporate Website contains the following information for the benefit of OMG Group' security holders (and other stakeholders):</p> <ul style="list-style-type: none"> - information about OMG Group and its governance, including the names, photographs and a brief biographical information for each of its directors and senior executives; and - copies of OMG Group' governance documents, Board Charter, Board Committee charters and policies. <p>OMG Group' ASX announcements, annual reports and financial statements are available on the OMG Group Corporate Website.</p>
Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>OMG Group has adopted a Communication Strategy which supports the Board's commitment to effective communication with its shareholders, a copy of which is available on OMG Group' Corporate Website.</p> <p>OMG Group communicates with shareholders in a number of ways, including:</p> <ul style="list-style-type: none"> - annual and half-yearly reports; - ASX market disclosures in accordance with OMG Group's continuous disclosure policy; - updates on operations and developments; - announcements on OMG Group' website; - market briefings; and - presentations at general meetings. <p>In addition, shareholders are encouraged to attend and participate at general meetings. To facilitate this, meetings will be held during normal business hours at AGM's.</p>
Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>OMG Group' Communication Strategy (a copy of which is available on OMG Group' Corporate Website) provides that the company encourages full participation of shareholders at its AGM each year.</p> <p>As set out in OMG Group' Constitution, shareholders may attend meetings in person, appoint a proxy, attorney or representative to vote on their behalf or directly vote on the resolution(s) proposed at the relevant meeting. OMG Group' AGMs will be held during normal business hours at AGMs.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Recommendation 6.4: A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	OMG Group' Constitution (a copy of which is available on OMG Group' Corporate Website) provides that the chairperson may determine that any question to be submitted to a general meeting will be determined by a poll without first submitting the question to a show of hands. OMG Group will ensure that all substantive resolutions (as opposed to procedural resolutions) at shareholder meetings are decided by poll rather than a show of hands.
Recommendation 6.5: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The "Corporate Governance" section on OMG Group' Corporate Website contains a link enabling shareholders to register to receive communications and shareholder materials from OMG Group and its security registry electronically. Where permissible, shareholders will be given the option to send communications to OMG Group and its security registry electronically.
Principle 7: Recognise and manage risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
Recommendation 7.1: The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	No	<p>The Board fulfils the responsibilities of the Audit and Risk Committee and is responsible for monitoring, identifying and managing risks, and ensuring that these risk identification and management procedures are implemented and followed.</p> <p>The Board is governed by the Audit, Risk and Compliance Charter approved by the Board, a copy of which is available on OMG Group' Corporate Website. The Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Audit, Risk and Compliance Committee.</p>

<p>Recommendation 7.2: The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board, through the Audit, Risk and Compliance Committee ensures, amongst other things, that OMG Group has an effective risk management system in place to manage key risk areas.</p> <p>The Audit, Risk and Compliance Committee is required, at least annually, to review OMG Group' risk management framework and to identify any changes to material risks and whether they remain within the risk appetite set by the Board.</p> <p>This review was undertaken during the FY25 year.</p>
<p>Recommendation 7.3: A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>OMG Group does not currently have an internal audit function, however it has adopted processes for evaluating and continually improving the effectiveness of its risk management and internal control processes as set out in the Audit, Risk and Compliance Committee Charter. For example, the Audit, Risk and Compliance Committee can engage external auditors, compliance staff and other experts and consultants, as relevant, to review and evaluate the effectiveness of OMG Group' risk management framework.</p>
<p>Recommendation 7.4: A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>OMG Group is subject to risk factors that are both specific to its business activities and that are of a more general nature. Risk disclosures are included in in the Company's 2025 Annual Report.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Principle 8: Remunerate fairly and responsibly A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.		
Recommendation 8.1: The board of a listed entity should: (a) have a remuneration committee which: <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> (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.	No	<p>The Company does not have in place a separately constituted remuneration committee due to the size of current operations of the Company.</p> <p>In accordance with the Board Charter, the Board carries out the duties that would ordinarily be carried out by the remuneration committee, including the following processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <ul style="list-style-type: none"> The determination of a Director's remuneration is considered and determined by the Board (in the absence of that relevant director) having regard to the input and value to the Company of the contribution by that Director. <p>The Board may award additional remuneration to directors called upon to perform extra services or make special exertions on behalf of the Company.</p>

ASX Recommendation	Compliance (Yes/No)	Explanation
Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	Information on OMG Group' remuneration of non-executive directors and the remuneration of executive directors and other senior executives is detailed in the remuneration report section of its FY25 Annual Report.
Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (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. 	Yes	OMG Group established an equity-based remuneration scheme during FY25. The Board has adopted a Securities Dealing Policy, a copy of which is available on OMG Group' Corporate Website. Under this policy, employees, directors, officers, senior management, consultants and contractors of OMG Group must not enter into any arrangements that operate to limit the economic risk associated with holding securities in OMG Group. Securities in OMG Group which are acquired under an equity plan operated by the company must never be hedged prior to vesting.

