

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

NRW Holdings Ltd

ABN/ARBN

95 118 300 217

Financial year ended:

30 June 2022

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://nrw.com.au/about-us/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 June 2022 and has been approved by the board.

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

Date: 19 October 2022

Name of authorised officer authorising lodgement: Kimberly William Hyman



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://nrw.com.au/about-us/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.

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
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <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 checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://nrw.com.au/about-us/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at: within our Corporate Governance Statement, and within our Workplace Gender Equality Report published on our website www.nrw.com.au/about-us/corporate-governance/</p> <p>We were included in the S&P / ASX 300 Index at the commencement of the reporting period and our measurable objective for achieving gender diversity in the composition of our board is not less than 30% of our directors of each gender within the specified period.</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>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: within our Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: within our Corporate Governance Statement.</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>

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<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"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>within our Corporate Governance Statement and on pages 16 - 28 of the Directors Report contained within the 2022 Annual Report</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>within our Corporate Governance Statement and on pages 16 - 28 of the Directors Report contained within the 2022 Annual Report</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>

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 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"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>https://nrw.com.au/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>within our Corporate Governance Statement, and page 5 of the Directors Report contained within the 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p> <p>.....</p> <p><i>[insert location]</i></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"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>pages 4 – 5 of the Directors Report contained within the 2022 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>

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
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: within our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>.....</p> <p>.....</p> <p>[insert location]</p> <p>and the length of service of each director at: pages 4 – 5 of the Directors Report contained within the 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<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>
2.5	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 checked="" type="checkbox"/>	<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>
2.6	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"/>	<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>

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 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://nrw.com.au/people-careers/vision-values/	<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://nrw.com.au/about-us/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://nrw.com.au/about-us/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://nrw.com.au/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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 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 checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>https://nrw.com.au/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>within our Corporate Governance Statement, and pages 4 – 5 of the Directors Report contained within the 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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
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
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://nrw.com.au/about-us/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://nrw.com.au/about-us/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"/>	<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: within our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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
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 checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>https://nrw.com.au/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>within our Corporate Governance Statement, and page 5 of the Directors Report contained within the 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p>.....</p> <p><i>[insert location]</i></p>	<input 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>within our Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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
7.3	<p>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>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i> 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: within our Corporate Governance Statement, and pages 29 – 32 of the Corporate Governance and Risk Management section of the 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>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>	<p><input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: pages 29 – 32 of the Corporate Governance and Risk Management section of the 2022 Annual Report</p> <p>and, if we do, how we manage or intend to manage those risks at: within our Sustainability Report on pages 17 – 60 of the 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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 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 checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>https://nrw.com.au/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>within our Corporate Governance Statement, and page 5 of the Directors Report contained within the 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p>.....</p> <p><i>[insert location]</i></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>
8.2	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 at:</p> <p>within our Corporate Governance Statement, and our Remuneration Report on pages 14 - 28 of the 2022 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>

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
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: within the Terms and Conditions of the NRW Holdings Performance Rights Plan Rules disclosed at https://nrw.com.au/about-us/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>
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.	<p><input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have a director in this position 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>
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are established in Australia 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>
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.	<input type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable</p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL 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>	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<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>	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement



NRW HOLDINGS PTY LTD CORPORATE GOVERNANCE STATEMENT FOR FY22

CONTENTS PAGE

03	CORPORATE GOVERNANCE STATEMENT
04	GOVERNANCE FRAMEWORK
08	GOVERNANCE PRINCIPLES
09	LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT
13	STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE
15	INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY, AND RESPONSIBLY
17	SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS
18	MAKE TIMELY AND BALANCED DISCLOSURE
19	RESPECT THE RIGHTS OF SECURITY HOLDERS
20	RECOGNISE AND MANAGE RISK
22	REMUNERATE FAIRLY AND RESPONSIBLY
24	DIVERSITY AND INCLUSION

CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

The Board of Directors (Board) of NRW Holdings Limited (NRW or Company) is responsible for the corporate governance of NRW and its subsidiary companies (together, the NRW Group). The Board governs all matters relating to the strategic direction, policies, practices, management and operations of the NRW Group.

The Australian Securities Exchange (ASX) Corporate Governance Council sets out best practice recommendations, including corporate governance practices and suggested disclosures, through the ASX Corporate Governance Principles and Recommendations (the ASX Principles and Recommendations). Pursuant to ASX Listing Rule 4.10.3, NRW is required to disclose the extent to which it has followed the ASX Principles and Recommendations during the reporting period. Where a recommendation has not been followed, the fact must be disclosed, together with reasons for departure from the recommendation and what, if any, alternate governance practices it adopted in lieu of the recommendation during that period. In addition, a number of the recommendations require the disclosure of specific information in the corporate governance statement.

The Board endorses the ASX Principles and Recommendations, and is committed to ensuring that its systems, procedures and practices reflect high standards of corporate governance.

COMPLIANCE

This Corporate Governance Statement describes NRW's corporate governance framework for the year ended 30 June 2022. It is structured with reference to the ASX Principles and Recommendations and should be read in conjunction with Company's 2022 Annual Report lodged with the ASX on 19 October 2022.

This statement has been approved by the NRW Board and is dated 19 October 2022.

NRW Holdings Limited concludes that it has complied with each of the ASX Principles and Recommendations throughout the 2022 financial year.

GOVERNANCE FRAMEWORK

The Board believes that adopting and applying high standards of corporate governance enhances the Company's performance and creates long-term shareholder value. The Board is therefore committed to implementing and maintaining the highest standards of corporate governance and business conduct, and promoting a culture of ethical corporate behaviour which is aligned to the NRW values and ultimately evidenced through the way the company operates.

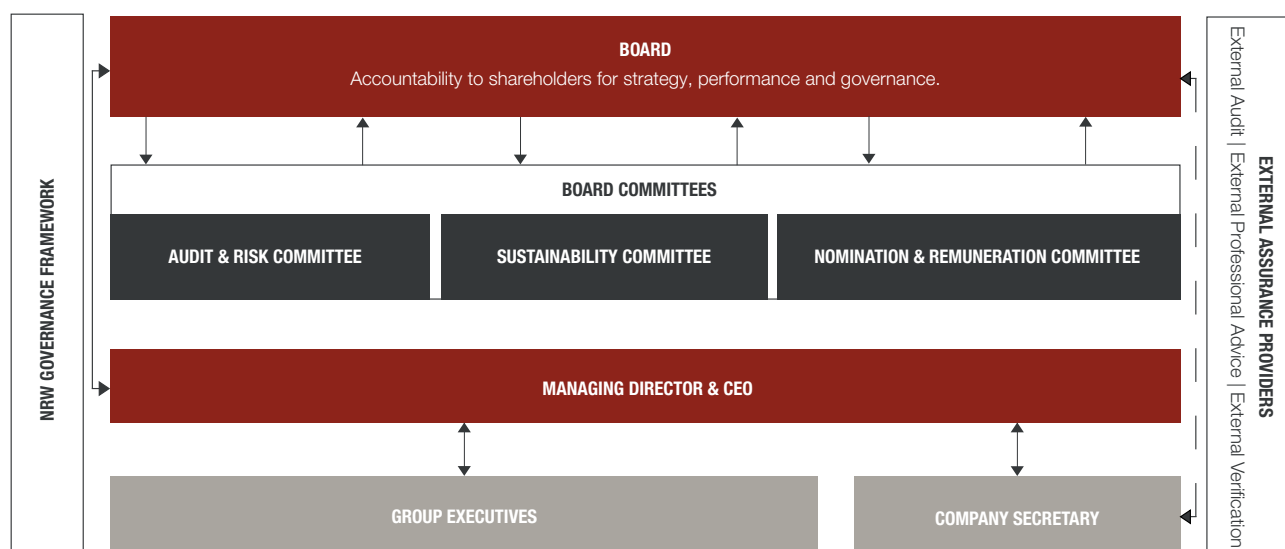
The Board is ultimately responsible for the governance, risk and compliance frameworks of the Company. The Board's approach to corporate governance is underpinned by a documented and robust Corporate Governance Framework. This framework provides the platform from which NRW's Board provides strategic direction for the responsible and sustainable growth of the company. It also drives a culture that promotes high ethical standards and personal integrity.

The Company's governance framework details the structure through which business objectives are set, performance is monitored, and risks are assessed and managed. It includes a framework for decision making across the business and provides guidance on the standards of behaviour expected of our people. The Board regularly reviews the Company's governance framework and corporate governance policies to ensure they comply with current legislative requirements, reflect best practice, and adhere to stakeholder expectations.

NRW's commitment to good corporate governance is evidenced through the Board's endorsement of the ASX Recommendations which have been fully adopted by the Company for the year ended 30 June 2022, unless otherwise indicated. The key aspects of the Company's governance framework and main governance practices for the year ended 30 June 2022 are outlined in this Corporate Governance Statement.

ORGANISATIONAL STRUCTURE OF THE CORPORATE GOVERNANCE FRAMEWORK

Under our governance framework, NRW's management is accountable to the Board, and the Board is accountable to shareholders for the operations, performance and growth of the company.



Legend:

↓ Delegation ↑ Accountability/Responsibility

BOARD OF DIRECTORS

The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company. The NRW Board is made up of the following Directors.



MICHAEL ARNETT
Chairman



JULES PEMBERTON
Chief Executive Officer and
Managing Director



JEFF DOWLING
Non-executive Director



PETER JOHNSTON
Non-executive Director



FIONA MURDOCH
Non-executive Director

EXECUTIVE MANAGEMENT TEAM

The Executive Management Team review and implement the corporate governance processes. In addition to the Chief Executive Officer and Managing Director, Jules Pemberton, the Executive Management Team is made up of the following employees.



BRETT MCINTOSH
Executive General Manager
HSE & Sustainability



TANYA EALES
Executive General Manager
People & Culture



RICHARD SIMONS
Chief Financial Officer



KIM HYMAN
Company Secretary

BOARD SUB-COMMITTEES

The Board has the following sub-committees established to assist it in carrying out its primary role of guiding NRW's strategic direction.

Committee	Oversight & Objectives of the Committee
Audit and Risk Committee	Audit Matters The purpose of the Audit and Risk Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities by monitoring and reviewing the integrity of financial statements, the effectiveness of internal financial controls, the independence, objectivity and competency of internal and external auditors, and the policies on risk oversight and management. In addition, the Audit and Risk Committee is responsible for making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement.
	Risk Matters The purpose of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company. The Committee is responsible for providing the Board with advice and recommendations regarding the ongoing development of enterprise-wide risk oversight and management policies that set out the roles and respective accountabilities of the Board, the Committee, management and the internal audit function. The policies should cover the areas of oversight, risk profile, risk management, compliance and control and assessment of effectiveness.
Nomination & Remuneration Committee	Nomination Matters The purpose of the Nomination and Remuneration Committee is to provide advice, recommendations and assistance to the Board with respect to identifying nominees for directorships and other key executive appointments, the composition of the Board, ensuring that effective induction and education procedures exist for new Board appointees and key executives, and ensuring that appropriate procedures exist to assess and review the performance of the Chair, executive and non-executive directors, senior management, Board committees and the Board as a whole.
	Remuneration Matters The purpose of the Nomination and Remuneration Committee is to provide advice, recommendations and assistance to the Board with respect to putting in place remuneration policies which are designed to attract and retain senior managers and directors with the expertise to enhance the performance and growth of the Company, and ensuring that the level and composition of remuneration packages are fair, reasonable and adequate and, in the case of executive directors and senior managers, display a clear relationship between the performance of the individual and the performance of the Company.
Sustainability Committee	The purpose of the Sustainability Committee is to provide advice, recommendations, and assistance to the Board with respect to sustainability primarily in relation to environmental, social and corporate governance matters and eliminate related risks or identify related opportunities. This includes adoption of a climate change strategy that maps the Company's pathway to a practical and appropriate level of decarbonisation for the business.

CHARTER DOCUMENTS

The Charter Documents which govern our Board and Board Committees are listed below:

Charter	Revision Date
NRW Holdings Limited Company Constitution	November 2019
Board Charter	January 2007
Audit and Risk Committee Charter	January 2021
Nomination and Remuneration Committee Charter	January 2021
Sustainability Committee Charter	May 2022
Statement of Delegated Authority	January 2021

CORPORATE GOVERNANCE POLICIES

NRW's corporate governance framework is affected through a suite of policies and procedures and are listed below:

Corporate Governance Document	Revision Date
Code of Conduct for Directors and Key Officers	January 2021
Code of Conduct	December 2019
Shareholder Communication Policy	January 2021
Anti Fraud, Bribery and Corruption Policy	July 2022
Continuous Disclosure Policy	January 2021
Securities Trading Policy	March 2020
Whistleblowing Policy	February 2020
Sustainability Policy	July 2022
Diversity Policy	July 2022
Modern Slavery Statement	December 2021
Climate Position Statement	July 2022
NRW Holdings Performance Rights Plan Rules	November 2019

Both the Board and Committee Charter documents and NRW's corporate governance policies are published on the NRW website (www.nrw.com.au/about-us/corporate-governance).

GOVERNANCE PRINCIPLES

Companies have embraced a principles-based approach to corporate governance as an important tool to enhance board and management accountability to stakeholders. In Australia, these best practice principles are set by the ASX Corporate Governance Council. The Council's "Corporate Governance Principles and Recommendations 4th Edition" articulates eight core corporate governance principles, with commentary about implementation of those principles in the form of recommendations.

The Board is NRW's highest governing authority and instils a culture of accountability, integrity, transparency, and compliance. The Board considers lawful, ethical and responsible business practices essential to achieving sustainable performance and creating shareholder value. Therefore, the Company conducts its business in a manner consistent with these principles.

We recognise that our values shape our culture and guide our behaviour. NRW strives to apply the above principles to the way we work to achieve our mission to be the Contractor of Choice through the following core values.

OUR VALUES

SAFETY

*A Safe Day,
Every Day*

- Safety takes uncompromised priority when we work
- We take care of each other's safety
- We are always alert and proactive about safety

TEAMWORK

*We work together
as a team*

- We genuinely help and support each other
- We value loyalty and see ourselves as part of the NRW team
- We take ownership of challenges and work together to achieve great outcomes

ASSURANCE

*We do what
we say*

- We always deliver on our promises
- We take personal responsibility for our commitments
- We will earn the right to be a partner of choice

RESPECT & CARE

*Are important
to us*

- We care about the communities in which we work and give back in a tangible way
- We take pride in ourselves, our work, our workplaces and our equipment
- We respect our environment and look to leave a positive legacy

EXCELLENCE

*We deliver right
the first time*

- We strive for excellence in every aspect of our business
- We continually improve all aspects of our work and the way we deliver it
- We are proud of our reputation to deliver

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.

BOARD OF DIRECTORS

The names of the current Directors as at the date of this Statement, together with details of their position, independence, appointment date and Board Committee Memberships are set out in the table below. The Directors' qualifications, skills, experience and other details are provided in the Directors' Report within NRW's 2022 Annual Report, including Board and Committee Meetings held and Director attendance.

Name	Position	Independent	Appointed	Board Sub-Committee		
				Audit and Risk	Nom and Rem	Sustainability
Michael Arnett	Chairman and Non-Executive Director	Yes	27 July 2007 (appointed Chairperson 9 March 2016)		M	M
Jules Pemberton	Chief Executive Officer and Managing Director	No	7 July 2010			
Jeff Dowling	Non-Executive Director	Yes	21 August 2013	C	M	
Peter Johnston	Non-Executive Director	Yes	1 July 2016	M	C	M
Fiona Murdoch	Non-Executive Director	Yes	24 February 2020	M	M	C

M - Member of the Board Sub-Committee

C - Chair of the Board Sub-Committee

GOVERNING BOARD CHARTER

The Board operates pursuant to a formal Board Charter, which sets out matters of corporate governance including the composition, functions and responsibilities of the Board and matters affecting Directors in execution of their duties.

The Board Charter is published on the NRW website (www.nrw.com.au/about-us/corporate-governance).

ROLES AND RESPONSIBILITIES OF THE BOARD

The role of the Board is to provide strategic guidance and leadership to NRW, to guide and monitor the management, business and affairs of the Company and to promote a culture which supports its guiding principles. The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company.

The Board Charter recognises that the Board is elected to represent shareholders' interests in the direction and management of the Company and in the interests of its employees, clients, and other stakeholders. In this regard, the Board strives to deliver sustainable value to its shareholders, while taking into account the interests of all other stakeholders. The Board recognises its responsibility to act honestly, fairly and diligently and in accordance with the law, and to instil these values throughout NRW.

ROLE OF THE CHAIR

The Board elects the Chair in accordance with the Company Constitution and Board Charter which state that the Chair will be an independent director who is selected based on the person's achievements and record as a leader. The Chair is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, and for the briefing of all directors in relation to issues arising at Board meetings. Further details on the role of the Chair are set out in the Board Charter.

The Directors have elected Michael Arnett as Chair of the Board. Mr Arnett is an independent Non-executive Director. Mr Arnett's qualifications, skills, experience and other details are provided in the Directors' Report within NRW's 2022 Annual Report.

BOARD COMMITTEES

To facilitate achieving its objectives, the Board has established the following Board Committees comprising members of the Board.

Each of these committees operate under a formal Charter approved by the Board that outline the committee's roles and responsibilities and the authorities delegated to it by the Board. These charters can be found on the Corporate Governance section of the NRW website (www.nrw.com.au).

Board Committees report to and make recommendations to the Board. In accordance with the Board and Committee Charters, the committees do not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board. The Chair of each Committee reports to the Board after each meeting, and the Committee papers are made available to all Directors should they request it. Details of the number of meetings of each Committee held during the year and of each Committee member's attendance at those meetings is included in NRW's 2022 Annual Report.

The main roles and responsibilities for each committee is outlined below.

Composition	Key Responsibilities
Audit and Risk Committee	
<ul style="list-style-type: none"> Minimum Three Members Only Non-executive Directors, the majority of which are independent Directors Chair must be a Non-executive Director who is not the Chair of the Board 	<p>The Audit and Risk Committee is responsible for:</p> <p>Risk Matters</p> <ul style="list-style-type: none"> Risk Oversight and Management Policies Risk Management and Risk Profile <p>Audit Matters</p> <ul style="list-style-type: none"> Internal Auditors and the Internal Audit Function External Auditors Review of Financial Reports
Nomination and Remuneration Committee¹	
<ul style="list-style-type: none"> Minimum Three Members Only Non-executive Directors Chair must be an independent Director 	<p>The Nomination and Remuneration Committee is responsible for:</p> <p>Nomination Matters</p> <ul style="list-style-type: none"> Nomination, Appointment and Removal of Directors and Executives Director Competencies Board Composition Board Commitment Election of Directors Induction and Education Procedures Director and Executive Evaluation and Review <p>Remuneration Matters</p> <ul style="list-style-type: none"> Executive Remuneration Policy Executive Remuneration Packages and Incentive Schemes Non-Executive Remuneration Termination Payments
Sustainability Committee	
<ul style="list-style-type: none"> Minimum Three Members Only Non-executive Directors, the majority of which are independent Directors Chair must be an independent Non-Executive Director who is not the Chair of the Board 	<p>The Sustainability Committee is responsible for:</p> <ul style="list-style-type: none"> Strategic Sustainability Objectives Sustainability Performance Management of Environment, Social and Governance Risks and Opportunities (in accordance with Audit and Risk Committee strategy and systems) Climate Change Strategy and Climate Related Metrics and Targets. Compliance with Environmental, Social and Governance obligations Providing Recommendations to the Board regarding Sustainability Disclosure Promoting a culture in which all employees, subcontractors and business partners share in these commitments.

1. The Board is of the view that due to the nature and size of the Company's operations, the functions normally performed by a nomination committee can adequately be performed jointly with remuneration. This view is reviewed annually.

ROLES AND RESPONSIBILITIES OF THE MANAGING DIRECTOR AND GROUP EXECUTIVE TEAM

The Managing Director is appointed by the Board. The Board has delegated to the Managing Director and his Executive Management Team responsibility for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board.

The Managing Director is responsible for the day-to-day management of the Company and is supported in this function by delegating authority to the appropriate Group Executive. This authority is governed by a formal Statement of Delegated Authority which is approved by the Board.

The Managing Director and his Executive Management Team are responsible for providing the Board and Board Committees with accurate, timely and clear information on the Company's operations. This includes information on NRW's compliance with material legal and regulatory requirements. Management's discharge of their responsibilities is monitored through regular Board reporting by the Managing Director and performance evaluations of the Managing Director and Executive Management Team.

The Managing Director's qualifications, skills, experience and other details are provided in the Directors' Report within NRW's 2022 Annual Report.

ROLE OF THE COMPANY SECRETARY

The Company Secretary is appointed by the Board in accordance with the Constitution and Board Charter, and is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board. The Company Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The Company Secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.

The Company Secretary's qualifications, skills, experience and other details are provided in the Directors' Report within NRW's 2022 Annual Report.

DIRECTOR NOMINATION, APPOINTMENT, RETIREMENT AND RE-ELECTION

The Nomination and Remuneration Committee assists the Board in fulfilling its oversight responsibilities in relation to the Board's composition. Further information on the responsibilities of the Nomination and Remuneration Committee can be found in the Nomination and Remuneration Committee Charter.

Nomination

The Company maintains a set of criteria to assist in identifying the skills, knowledge, experience and capabilities required of the Board to meet the Company's strategic objectives. These include in addition to those skills which would normally be required to act as a Company Director (for example financial acumen and an understanding of the regulatory and governance requirements commensurate with the position) and relevant industry experience.

The Nomination and Remuneration Committee regularly review the skills represented by the Directors on the Board and considers whether the composition of the Board meets the necessary and desirable competencies required for the Company.

Appointment

Before the Board appoints a new Director or puts forward a candidate of election, the Board undertakes appropriate checks which include but are not limited to reviewing the persons character, experience, education and criminal record. Interviews with the potential candidates are conducted by existing Directors to ensure the appropriate fit for the strategic direction of the Company. Appropriate third party discussions are also undertaken where considered necessary to the appointment.

Appointments to the Board are based against the criteria to maintain an appropriate balance of skills and experience. In considering the appointment of new Board Members, consideration is also given to the appointee's ability to contribute to the Board's ongoing effectiveness, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role and to contribute to the development of the Company's strategic direction.

Any Director who has been appointed during the year must stand for election at the Company's next Annual General Meeting. Shareholders are provided with all material information in this Company's possession relevant to their decision as to whether to elect the new Director.

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of the appointment to the position of Director at the Company.

Retirement and Re-election

In accordance with the Company's Constitution, at the Annual General Meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to but not exceeding 1/3, retire from office. A retiring Director is eligible for re-election without the necessity of giving any previous notice of his intention to submit himself for re-election.

The Board's recommendation in respect of the re-election of an existing Director is based on their past performance and contribution to the Company, and the current and future needs of the Board and the Company. Shareholders are provided with all material information in this Company's possession relevant to their decision as to whether to re-elect the Director.

PERFORMANCE EVALUATION

Board and Board Committees

The Chair of the Board is responsible for commencing the annual process of Board and Director evaluation. The performance of the Board, its committees and its individual Directors is reviewed on a regular basis to ensure measurable improvements and overall efficiency.

The Board conducts an internal Board review process on an annual basis while reserving the option of an external review were considered necessary. The internal review process consists of objective discussions involving an assessment of individual performances of the Chairman and individual Directors and an assessment of the Board against the Board's objectives and responsibilities as set out in the Board Charter. The Board confirms an informal Board performance review was undertaken in FY22.

The process for evaluating the performance of Board Committees involves an internal review of their performance against their objectives and responsibilities as set out in the relevant committee charters in conjunction with the Board review. The Board, and each of the Committees, confirms informal Board Committee reviews were undertaken during FY22.

Managing Director and Executive Management Team

The Nomination and Remuneration Committee is responsible for commencing the annual process of Managing Director performance evaluation. The Managing Director's performance is reviewed against agreed key performance indicators. The Board has over-arching discretion to ensure remuneration outcomes are appropriately aligned to performance, including safety, financial and strategic outcomes.

The performance of the broader Executive Management Team is reviewed annually by the Managing Director and is measured against agreed key performance indicators relevant to each Executives work area. As above, the Board retains over-arching discretion to ensure remuneration outcomes are appropriately aligned to performance, including safety, financial and strategic outcomes.

A performance review was conducted in FY22, and the performance outcomes of the Managing Director and the Executive Management Team are outlined in the Remuneration Report contained within the Director's Report in NRW's 2022 Annual Report (available at <https://nrw.com.au/investors/annual-reports/>).

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.

BOARD COMPOSITION

The composition of the Board is designed to include Directors that bring complementary skills and experience to ensure sustained delivery of value to shareholders in a manner that is consistent with NRW's values, supports management and the business, and protects the interest of shareholders.

The Company's Constitution provides that the Board should comprise of between 3 and 9 Directors. The Board Charter provides that the Chairman of the Board shall be an independent, Non-executive Director and majority of the Board must be independent and Non-executive Directors.

The Board currently has 5 Directors, 4 of whom are independent, Non-executive Directors.

DIRECTORS SKILLS AND EXPERIENCE

The Company is committed to ensuring that the composition of the Board continues to include Directors who bring an appropriate mix of skills, experience, and expertise to Board decision-making

The Directors have a broad and diverse range of experience and skills across a number of business areas. To the extent that any skills are not directly represented on the Board, they are released through management or external advisors.

The Board skills matrix is considered by the Board to guide its assessment of the skills and experience of new and existing Directors and to identify any gaps in the collective decision-making process of the Board for the purposes of Board succession planning and elections. For an overview of the current Board's skills and experience, please see pages 4 – 5 of the Annual Report.

DIRECTOR INDEPENDENCE

The Company recognises that having a majority independent Directors helps to ensure that the decisions of the Board reflect the best interest of the Company and its shareholders generally. In this regard, Directors are expected to bring independent views and judgement to the Board's deliberations.

The Board Charter requires that at least one half of Directors be Non-executive (preferably independent) Directors and that the Chair will be a Non-Executive Director.

A Director is considered to be independent where they are a Non-Executive Director, are not a member of management and are free of any relationship that could, or could reasonably be perceived to, materially interfere with the independent exercise of their judgment.

The existence of the following relationships may affect the independent status of a Director:

- is a substantial shareholder of NRW or an officer of, or otherwise associated directly with a substantial shareholder of NRW (as defined in section 9 of the Corporations Act 2001 (Cth));
- is employed, or has previously been employed in an executive capacity by the Group, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- has within the last three years been a principal of a material professional adviser or a material consultant to the Group, or an employee materially associated with the services provided;
- is a material supplier or customer of the Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- has a material contractual relationship with the Group other than as a Director.

To facilitate independent judgement in decision-making, and in accordance with the Board Charter, Directors must declare immediately to the Board any potential or active conflicts of interest and the Board will determine whether to declare to the market any loss of independence.

The Board regularly review the independence of each Non-executive Director in accordance with the ASX Recommendations and Principles. The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each Directors individual circumstances. The Board will assess the independence of new Directors upon appointment and will continue to assess the independence of Directors, as appropriate.

INDUCTION OF NEW DIRECTORS

Upon appointment, each new Director is provided with information in the way of Board Minutes and papers covering the Company's financial position, strategies, operations and risk management policies for review and consideration. In addition, each new Director meets with the Board Chair, Managing Director, and other Group Executives to gain valuable insight into relevant operational and corporate matters.

CONFLICTS OF INTEREST

Directors are required to disclose all interests that may conflict with the appropriate discharge of their Directors duties. Conflicts of Interests are dealt with within the Code of Conduct for Directors and Key Officers. The code of conduct makes it clear that Directors and Key Officers owe their first duty to the Company.

Pursuant to this document, Directors and Key Officers must fully disclose any business interest (public or private) and any other matters which may lead to potential or actual conflicts of interest, in accordance with such policies adopted by the Company. Directors have the opportunity to do this at the beginning of each Board Meeting, or any other time through advising the Chairman or Company Secretary directly.

In circumstances where other roles or interests potentially conflict with the Company's interests, the Director or Key Officer must advise and seek approval from the Chairperson.

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.

The Company believes consistent and proper business conduct creates loyalty and trust with our stakeholders and contributes to long-term sustainable value. Therefore, we are committed to promoting a culture of ethical corporate behaviour throughout our business. The Board recognises its role in setting the tone and standards of the Company and its responsibility in monitoring and developing a corporate culture which aligns to our Company values.

The Company endeavours to be recognised as an organisation committed to the highest ethical standards in business. The Company expects all directors, officers and employees act lawfully, ethically and responsibly, and always strive to contribute positively to NRW's reputation and performance.

The following section sets out the policies that NRW has in place to promote lawful, ethical, and responsible business practices within the organisation.

The corporate governance section of the company's website (<https://nrw.com.au/about-us/corporate-governance/>) contains access to all relevant corporate governance information, including Board and committee charters, and Group policies referred to below.

CODE OF CONDUCT

NRW's Code of Conduct defines the Company's expectations with regards to director, officer and employee conduct, and is aligned to the Company's values. This document represents our commitment to upholding the highest standards of ethics within our business practices.

The Code of Conduct requires the Company's Directors, employees and contractors to observe the highest standards of behaviour and business ethics in respect to its operations. This Code reflects our high standards of professional conduct and ethics in dealing with all of our stakeholders and our commitment to complying with all applicable state, national and international laws.

The Company is firmly committed to compliance with the Code and the Company's employees, consultants and suppliers (to the extent relevant) are required to comply with it.

NRW encourages employees to speak up about any conduct that may be in violation of the Code or other policies of the Company, by reporting via the various channels set out in the Company's Whistleblowing Policy (or that of the relevant subsidiary of the Company). The Company does not permit any form of adverse treatment against any person who reports known or suspected violations of the Code or any other Company policy.

ANTI-FRAUD, BRIBERY AND CORRUPTION

Fraud, bribery and corruption adversely affect the business environment by undermining legitimate business activities. The Company is committed to conducting business in accordance with the highest ethical and legal standards, and avoiding bribery, corruption, and fraud.

The Company has an Anti-fraud, Bribery and Corruption policy which sets out NRW's 'zero tolerance' towards fraud, bribery and corruption. Specifically, the Company prohibits facilitation payments and the giving and receiving of gifts or entertainment in connection with its business and business activities which go beyond common courtesies associated with general commercial practice. The Company policy makes it clear that any conduct falling within the definition of fraud, bribery or corruption will be thoroughly investigated and the Company will seek to take disciplinary and/or legal action against those who perpetrate, are involved in, or assist with fraudulent or other improper activities in any of our operations.

No material breaches to the Company's Anti-fraud, Bribery and Corruption policy have been reported to the Board as at the date of this report.

SECURITIES TRADING POLICY

The Company has adopted a Securities Trading Policy which details the Company's policy regarding the sale and purchase of Company securities by Directors and employees. The policy prohibits Directors and employees from buying or selling securities in the Company when they are in possession of price sensitive information which is not generally available to the market. It is contrary to the policy for Directors or employees to be engaged in short term trading of Company securities. In addition, trading in the Company's securities is not permitted by Directors and employees during closed periods which are the period from the end of the financial year or half financial year to the time of release of the annual or half year results.

The Board is satisfied that the Company has complied with its securities trading policy as at the date of this report.

CONTINUOUS DISCLOSURE

The Board mandates timely and equal access to material information concerning the Company. This is affected through NRW's Continuous Disclosure Policy which imposes obligations and procedures on all directors, employees and consultants of the Company to ensure the timely and balanced disclosure of all material matters.

This Policy ensures the Company is able to meet its continuous disclosure obligations arising from legislation and under the ASX Listing Rules. NRW's Disclosure Officer is the Company Secretary.

The Board is satisfied that it is up to date with its continuous disclosure obligations as at the date of this report.

WHISTLEBLOWING

The Company's approach to unethical, illegal, corrupt, fraudulent, or undesirable conduct involving our business is outlined within its Whistleblowing Policy. This policy was developed having regard to the Whistleblower Protection Laws, to the ASIC Regulatory Guide 270 (Whistleblower policies) and to the ASX Principles and Recommendations.

As outlined within this policy, the Company expects and encourages the reporting of any suspected or actual unethical, illegal, corrupt, fraudulent or undesirable conduct involving our business, and prohibits any form of punishment, disciplinary or retaliatory action being taken against anyone for raising or helping to address a business conduct concern. The Whistleblowing Policy outlines the ways stakeholders can report matters they genuinely believe are in breach of the Code or are illegal (Reportable Matters). Please see our Whistleblowing Policy for guidance on what behaviour the Company considers to be a Reportable Matter.

We encourage employees to speak up about a Reportable Matter. NRW is committed to ensuring that employees and stakeholders who speak up about Reportable Matters may do so without fear of intimidation, disadvantage, or reprisal. The Company has several different channels for the reporting of such conduct, including via an independent service provider.

Reportable Matters can be reported through internal and external reporting channels. The Company ensures continued accessibility to our independent external whistleblowing service, which is widely communicated to employees and contractors.

MODERN SLAVERY

The Company acknowledges its inherent responsibility to act ethically and do our part to respond to social and human rights issues, including modern slavery. The Company seeks to integrate respect for human rights into the way we operate to continuously improve our business and the way we deliver work. This commitment is reflected in our Code of Conduct, which was updated to include an express commitment regarding the Modern Slavery Act.

The Company publishes an annual Modern Slavery Statement which outlines the steps the Company has taken to trace, monitor and address modern slavery risks in our operations and supply chains. The Modern Slavery Statement is prepared having regard to the requirements of the Modern Slavery Act 2018 (Cth) and to the 'Commonwealth Modern Slavery Act 2018 – Guidance for Reporting Entities'.

The Company has a dedicated Modern Slavery Working Group to assist the Company in meeting its modern slavery reporting obligations, and to focus on continuously improving our understanding of modern slavery risks in our operations and supply chains. The Group works to raise awareness of the issue throughout our operations and supply chains and thereby support efforts to combat it by tracing, monitoring, and addressing the risk of modern slavery practices.

SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

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

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

The Board is responsible for overseeing that appropriate financial monitoring and reporting mechanisms are in place. It has established the Audit and Risk Committee to assist in discharging this responsibility.

INTEGRITY OF FINANCIAL REPORTING

The Audit and Risk Committee meets at least four times per year, including immediately prior to the release of the half year and full year financial statements. The Audit and Risk Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2022 and is satisfied that the Company's financial reports comply with Australian accounting standards and give a true and fair view of the Company's financial condition and operational results.

Prior to the half year and full year financial statements being approved by the Board, the Chief Executive Officer and Chief Financial Officer are each required to provide a written declaration of their opinion as to whether:

- the financial records for the relevant reporting period have been properly maintained;
- the financial statements and notes for the relevant reporting period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of NRW; and
- their opinion has been formed on the basis of a sound risk management system and internal controls which are operating effectively.

This declaration is provided to the Board in accordance with Section 295A of the Corporations Act (Cth) 2001, and recommendations 4.2 of the ASX Principles and Recommendations.

The Board received these written declarations for the Company's half year and full year reporting periods in FY22.

EXTERNAL AUDITOR

The Company has appointed Deloitte Touche Tohmatsu (Deloitte) as the Group's external auditor. Deloitte's policy is to rotate the lead audit partner every five years.

The Audit and Risk Committee is responsible for engaging the Company's external auditor and overseeing the relationship with Deloitte. The external auditor's responsibilities include the provision of an independent opinion on whether, amongst other things, the Groups' financial statements provide a true and fair view of the Group's financial position and performance. Deloitte provided the Board with an annual and half year opinion confirming its continued independence during FY22.

To assist with maintaining auditor independence, NRW does not engage (except where required) Deloitte to perform non-audit services. The value of payments made to Deloitte for all audit and non-audit services (if any) are disclosed in NRW's 2022 Annual Report.

Deloitte will attend at the Company's Annual General Meeting (AGM) and will be available to answer questions from shareholders relevant to the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by NRW in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

VALIDATION OF PERIODIC CORPORATE REPORTS

The Company has processes in place to verify the integrity of all Company announcements and unaudited periodic reports released to the market to ensure that they are complete, accurate and provide investors with appropriate information to make informed investment decisions.

To ensure that all applicable laws, regulations and policies are complied with, reports are prepared by, or under the supervision of, subject matter experts and any material statements in the reports are reviewed for accuracy by the Executive Management Team.

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.

The Company recognises that transparency and disclosure are vital to enabling current and future shareholders to make informed investment decisions and exercise their rights. Therefore, the Board are committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear, and balanced way.

CONTINUOUS AND PERIODIC DISCLOSURE

The Board mandates timely and equal access to material information concerning the Company through NRW's Continuous Disclosure Policy which imposes obligations and procedures on all directors, employees and consultants of the Company to ensure the timely and balanced disclosure of all material matters. This Policy ensures the Company is able to meet its continuous disclosure obligations arising from legislation and under the ASX Listing Rules. NRW's Disclosure Officer is the Company Secretary.

Pursuant to this policy, all management and staff must inform the Chief Executive Officer (or in their absence, the Company Secretary, or another Director) of any potentially material information as soon as practicable after the person becomes aware of that information. In accordance with ASX

Listing Rule 3.1, the Chairman and Chief Executive Officer must immediately notify the market of any information concerning the Company that they believe a reasonable person would expect to have a material effect on the price or value of shares in the Company. The Company Secretary is the authorised officer for ASX Listing Rule purposes and is responsible for oversight and disclosure of information to the ASX.

The Board are advised of any proposed market releases and electronically receive a copy of any release made on the ASX platform. All new or substantive presentations are released to the ASX Market Announcements Platform before trading on the day the presentation is to be made.

Key periodic shareholder communications include the Company's Annual Report, and its full year and half year financial statements.

RESPECT THE RIGHTS OF SECURITY HOLDERS

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.

SHAREHOLDER ENGAGEMENT

The Company recognises the importance of providing shareholders with access to up-to-date, high-quality information, participate in shareholder decisions of the Company, and avenues for two-way communication between the Company, the Board and shareholders. The Company is therefore committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication mediums.

The Company maintains a website which contains information regarding the Group, Directors and management, business operations and corporate governance policies adopted by the Company. It also includes a dedicated 'Investors and Media' centre at <https://nrw.com.au/investors-2/> where all stakeholders can readily access information including ASX announcements, investor presentations, annual reports, financial results and limited media information.

INVESTOR RELATIONS

The Company maintains an investor relations program to facilitate effective two-way communication with institutional investors, market analysts and brokers. The aim of this program is to allow investors, market analysts and brokers to understand NRW's business, governance, financial performance, and prospects.

Through a number of channels and technologies, including email, webcasts and social media, the Company allows shareholders and investors to participate and have their enquiries heard. The Company Secretary is responsible for investor relations activities with the assistance of the broader Executive Management Team.

The Company hosts investor briefings at half year and full year to discuss the information released to the market via the ASX and to provide background information to further assist their understanding of the Company's business. The Company does not disclose or discuss any price sensitive information unless it has already been released to the market via the ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation and accompanying materials to the ASX.

ELECTRONIC COMMUNICATION

The Company gives shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Link Market Services, electronically. This includes the Company's Annual Report.

The Share Registry also gives securityholders the option to update their details electronically via their website, including change of address and any changes to bank details for the payment of dividends.

ANNUAL GENERAL MEETINGS

The Board recognises the importance of shareholder participation in general meetings. The Board actively encourages shareholders to attend and participate in the Annual General Meeting of the Company, which is typically held in November of each year, by lodging questions to be responded to by the Board and to appoint proxies.

Shareholders who are unable to attend the Annual General Meeting are still able to, before the meeting, appoint a proxy or vote by way of direct voting facility. Securityholders are also invited to submit questions in advance of the Annual General Meeting so that the Company can appropriately address these questions either before or during the meeting.

Shareholders are entitled to vote on significant matters impacting on the business of the Company, including the election and remuneration of Directors, approval of annual financial statements and amendments to the constitution of the Company.

It is the Company's policy that at a meeting of Shareholders any substantive resolutions are decided by a poll.

RECOGNISE AND MANAGE RISK

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

Risk is an inherent part of NRW's business and management of those risks is therefore critical to the Company's performance and financial strength, and ultimately our ability to deliver sustainable shareholder returns.

The Company recognises the importance of risk management and has a specific policies and procedures in place to standardise its focus and approach in this area, which includes alignment with ISO 31000:2018 as well as the ASX Principles and Recommendations.

RISK OVERSIGHT

The Board is responsible for setting the Company's risk appetite and must be satisfied that significant risks faced by the Group are being managed appropriately and that the system of risk management within the Group is robust enough to respond to changes in the Group's business environment. It is responsible for satisfying itself that management has developed and implemented a sound system of risk management and internal control. The Board has established the Audit and Risk Committee to assist in discharging this responsibility.

The Audit and Risk Committee advises the Board on risk management and is tasked with reviewing the effectiveness of the Group's approach to risk management. The Audit and Risk Committee review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board. The Audit and Risk Committee are governed by a Committee Charter which is available on the Company's website.

In order to discharge its duties, the Audit and Risk Committee obtains regular reports from the Executive Management Team, external auditors and other areas of the Company (as required) and has access to the Company's records, management, employees, external auditors and advisors in fulfilling its responsibilities.

The Managing Director and Group Executive Team implement the Board approved risk management framework and management the Company's operations within the Company's approved risk appetite. This group is responsible for identifying, managing, monitoring, mitigating and reporting on risks. The Company has effective internal capability to support the ongoing execution of the risk management framework which includes regular identification and assessment of key risks (both financial and non-financial) and mitigating controls, as well as strategies to appropriately manage current and emerging risks across the Company.

THE ROLE OF INTERNAL AUDIT

The Company's Risk and Commercial section is tasked with ongoing evaluation of risk profiles across the business. The Company does not have a dedicated internal audit function but does engage independent experts who are appropriately qualified auditors to key risk areas within the business,

when considered necessary. These independent experts are engaged by, and report directly through the Audit & Risk Committee on all matters concerning the engagement.

RISK MANAGEMENT FRAMEWORK

The Company's risk management framework is an important element of its corporate governance structure and is in place to identify risks and implement mitigation plans to eliminate or reduce the impact to the Company in meeting its objectives. The framework encompasses (along other matters) the risk governance structure, risk culture and behaviours, and supporting frameworks and processes governing risk identification, assessment, monitoring and reporting. The objective of the Company's risk management framework and controls is to:

- have risk management policies and procedures in place to provide for early identification of business risks and to monitor the mitigation of those risks across all aspects of the business.
- ensure integration to all areas of the business including operations, health, safety, environment, reputation, regulation, contract, human resources, finance, information, and strategy.
- link the identification and management of risk to the achievement of business objectives.
- systematically identify and proactively manage risk.
- implement effective internal controls for identifying, disclosing, and managing conflicts of interest.
- ensure legal and regulatory compliance.
- ensure employees are equipped with the tools and resources to take responsibility for managing risk and be trusted to make risk management decisions.
- have in place effective systems to monitor and manage risks.
- ensure reporting systems and process controls are dynamic, iterative, and responsive to change and facilitate continual improvement and enhancement of NRW risk mitigation strategies.

INTEGRITY OF RISK MANAGEMENT FRAMEWORK

The Audit and Risk Committee is of the view that the Company's risk management framework and internal control systems are operating effectively for the management of material business risks within the risk appetite set by the Board.

MATERIAL RISKS

There are a number of risk factors both specific to the Company and of a general nature which may impact the future operating and financial performance of the Company. The performance of the Company is also influenced by a variety of different general economic and business conditions, including interest rates, exchange rates, access to debt and capital markets, and government policies.

Material risks that could adversely affect the Company have been identified and disclosed, along with commentary on the risk and mitigating actions. The risks are not listed in order of significance nor are they all encompassing, rather they reflect the most significant risks identified at an enterprise-wide or consolidated level. The Company's key business risks include, but as not limited to:

- Workplace Health and Safety
- Market Risk
- Loss of Contracts/Reduction in Contract Scope
- Delivery Performance
- Access to Resources
- Engineer Design Risk
- Environmental, Social and Governance Responsibility
- Climate Related Risks
- Regulatory Compliance
- Intellectual Property
- Global Pandemic

Further information on the Company's material risks is provided in the Corporate Governance and Risk Management section of NRW's Annual Report (refer pages 29 – 32 of the 2022 Annual Report).

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.

REMUNERATION OVERSIGHT

The Company's remuneration strategy is aimed at motivating the Managing Director and Executive Management Team to pursue the long-term growth and success of the Company and demonstrate a clear relationship between performance and remuneration.

Remuneration Guiding Principles

Alignment	Attract and Retain	Motivate	Appropriate
Alignment of the remuneration strategy with the interests of the Company's shareholders.	The remuneration framework across NRW has been established and is regularly reviewed to ensure that the Company can attract and retain appropriate talent across our workforce.	Remuneration plans are structured to ensure that our top talent are rewarded for achieving both short and long-term business objectives. The Company's short and long-term variable reward is directly aligned to performance.	Remuneration packages are established and reviewed regularly to ensure that they reflect contemporary trends in sectors and regions relevant to the operations of NRW.

The Board reviews, and as appropriate, approves the remuneration practices within the Company. The Board is responsible for the remuneration and remuneration outcomes for the Managing Director and Non-Executive Directors. The Board has established the Nomination and Remuneration Committee to assist it in discharging this responsibility.

The Nomination and Remuneration Committee are governed by a Committee Charter which is available on the Company's website. The Nomination and Remuneration Committee assists the Board in its oversight of the Company's remuneration policies and practices by making recommendations to the Board on the employment arrangements of the Managing Director and Executive Management Team, including their remuneration. The Board expects that the remuneration structure implemented will result in the Company being able to attract and retain high quality Executives. The remuneration strategy and framework must also provide Executives with the necessary incentives to work towards growing long-term shareholder value.

The Managing Director makes recommendations to the Nomination and Remuneration Committee regarding the remuneration of the broader Executive Management Team.

REMUNERATION POLICIES AND PRACTICES

Information regarding the Company's remuneration framework is set out in the Remuneration Report in the Company's Annual Financial Statements. The Remuneration Report includes a summary of the Company's practices for determining the nature and amount of remuneration for Non-Executive Directors, the Managing Director and broader Executive Management Team, and the relationship between those policies and Company Performance.

Shareholders are invited to consider and approve the Remuneration Report at each Annual General Meeting of the Company.

NON-EXECUTIVE DIRECTORS

The Nomination and Remuneration Committee provide assistance and recommendations to the Board relating to the remuneration of Non-Executive Directors of NRW. The Nomination and Remuneration Committee ensure that:

- There is a clear distinction between the structure of Non-Executive Directors' and Executive Directors' remuneration; and
- Non-executive Directors do not participate in remuneration schemes designed for Executive Directors or receive equity-based payments, bonus payments, retirement or termination benefits other than statutory superannuation.

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board by remunerating Directors fairly and appropriately with reference to relevant market conditions.

The remuneration packages of Non Executive Directors are fee based. In accordance with the Company's Constitution and Listing Rule 10.17, the Company must not increase the total fee amount of non-executive Directors' remuneration payable by it without members' approval at a general meeting. The current maximum aggregate fees available to be paid to Non-Executive Directors is \$1,500,000, last approved at the 2021 Annual General Meeting.

Further information on NRW's remuneration framework, including the financial components of the Non-Executive Director's appointment, is contained in the Remuneration section of the Director's Report in NRW's 2022 Annual Report.

MANAGING DIRECTOR AND EXECUTIVE MANAGEMENT TEAM

The Managing Director and the Executive Management Team have clearly defined objectives, accountabilities and employment contracts which set out their terms of employment, duties, rights and responsibilities, and entitlements on termination of employment.

The Nomination and Remuneration Committee review the Executive remuneration packages by reference to Company performance, individual performance and comparable information from industry reports. All Executives receive a base salary plus superannuation and performance incentives. The fixed component, base salary, is determined based on the position requirements, skills, experience, and expectations. The variable component, performance incentives, is linked to specified performance targets. The payment of bonuses, equity-based payments such as performance rights and other incentives are reviewed by the Nomination and Remuneration Committee periodically as part of the review of Executive remuneration.

Further information on NRW's remuneration framework, including the financial components for the Managing Director and Executive Management Team, is contained in the Remuneration section of the Director's Report in NRW's 2022 Annual Report.

The Company's Terms and Conditions of the Performance Rights Plan provides that participants in equity-based remuneration plans are not permitted to enter into transactions that would limit the economic risk of options or other unvested entitlements.

ENGAGEMENT OF INDEPENDENT CONSULTANTS

NRW seeks to engage external advisors to provide information on remuneration related issues, including with regards to benchmarking and market data. The Nomination and Remuneration Committee is mandated to engage external and independent remuneration advisors who do not have a relationship with or advise NRW management.

EMPLOYMENT TERMS

Prior to the appointment of any Executive Management Team member, background checks are conducted to determine if the candidate has the capabilities needed and is fit and proper to undertake the responsibilities of the role.

DIVERSITY AND INCLUSION

NRW's philosophy is that diversity contributes to business success. NRW recognises the benefits of having a diverse workforce and seeks to create an inclusive workplace environment where people's diverse experiences, perspectives, and backgrounds are valued and utilised in our business. NRW aims to provide a work environment that promotes equal opportunity and diversity, allowing employees to reach their potential, in an environment that is free from discrimination, harassment and bullying through our Diversity Policy. This policy is available on our website (<https://nrw.com.au/about-us/corporate-governance/>).

The Company has a diverse workforce in various geographic regions across Australia comprising employees from varied ethnic backgrounds, age groups, races and gender. NRW does not discriminate in its business practices including based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training and development opportunities and annual remuneration reviews.

NRW's objective is to increase participation across a range of demographics to ensure the Company recruits and retains a skilled workforce and endorse a safe and productive working environment. NRW is particularly focused on maintaining and increasing diversity in the following key areas:

- Continuing to incrementally grow the number of women performing senior roles within the Company; and
- Continuing to assist Aboriginal and Torres Strait Islander Peoples to access employment opportunities in NRW's operations.

GENDER DIVERSITY

Gender Diversity Target

The ASX Principles and Recommendations provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P/ASX 300 Index (such as the Company) should be to have not less than 30% of its directors of each gender within a specified time period.

The Nomination and Remuneration Committee are responsible for setting, reviewing, and monitoring specific measurable objectives for achieving gender diversity. The Board has set a board gender diversity target of 33.33% female representation on the Board of Directors to be achieved by 31 December 2023.

Gender Diversity Progress

The Board receives reports on the status of gender diversity across the organisation monthly. The following statistics outlines the percentage of females employed throughout the Company for the current and previous financial year.

Diversity Metric	FY22	FY21
Female Board Participation Rate	20%	20%
Females in Senior Management Positions	6.74%	- ¹
Females in Workforce	15.65%	12.89%

(1) Data not available for FY21 comparative period.

Workplace Gender Equality Reporting

NRW is a "relevant employer" under the Workplace Gender Equality Act. The Company lodges its Workplace Gender Equality Report and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency annually. The Company's most recent report is located at <https://nrw.com.au/about-us/corporate-governance/>, and also publicly available on the Workplace Gender Equality Agency website.