

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

GenusPlus Group Ltd

ABN/ARBN

86 620 283 561

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://www.genus.com.au/who-we-are/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 20 October 2022 and has been approved by the board.

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

Date: 20 October 2022

Name of authorised officer authorising lodgement: Damian Wright, Company Secretary

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

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	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: www.genus.com.au/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <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
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.genus.com.au/who-we-are/corporate-governance and we have disclosed the information referred to in paragraph (c) at: 2022 Corporate Governance Statement and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input 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>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: www.genus.com.au/who-we-are/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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>www.genus.com.au/who-we-are/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: www.genus.com.au/who-we-are/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: Directors Report section in the Annual Report 2022</p> <p>[If the entity complies with paragraph (b):]</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>Not applicable</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"/> and we have disclosed our board skills matrix at: 2022 Corporate Governance Statement.</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>
2.3	<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: 2022 Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>Not applicable</p> <p>and the length of service of each director at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<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
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"/>	<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
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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: www.genus.com.au/who-we-are/about-us/	<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: www.genus.com.au/who-we-are/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: www.genus.com.au/who-we-are/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: www.genus.com.au/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.genus.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Directors Report section in the Annual Report 2022</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>Not applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.genus.com.au/who-we-are/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: www.genus.com.au/who-we-are/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: www.genus.com.au/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
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

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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: www.genus.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Directors Report section in the Annual Report 2022</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>Not applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <p><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: 2022 Corporate Governance Statement</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: Not applicable</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: 2022 Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at: 2022 Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: www.genus.com.au/who-we-are/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: Directors Report section in the Annual Report 2022</p> <p>[If the entity complies with paragraph (b):]</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>Not applicable</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: www.genus.com.au/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement

GenusPlus Group Ltd (ACN 620 283 561) (Company)

2022 Corporate Governance Statement

GenusPlus Group Ltd is committed to conducting its business activities governing the company in accordance with the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant ASX Recommendation.

The Company has adopted a range of charters and corporate governance policies that are available in the “Who We Are” section of the Company’s website www.genus.com.au. These documents are reviewed by the Board in conjunction with management to ensure that they continue to reflect any changes in governance practises and the law.

This Corporate Governance Statement (**Statement**) was approved by a resolution of the board and is current as at 20 October 2022. This Statement should be read in conjunction with the 2022 Annual Report.



Principles and Recommendations	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>	
Recommendation 1.1 A listed entity should review and disclose a board charter setting out: <ul style="list-style-type: none"> (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. 	<p>The Company complies with this ASX Recommendation.</p> <p>The Board Charter sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company.</p> <p>Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.</p> <p>Clause 5 of the Board Charter set out the responsibilities delegated to the Chairman, Managing Director, management and the company secretary.</p> <p>The Board Charter is disclosed on the Company's website.</p>
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> (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. 	<p>The Company complies with this ASX Recommendation.</p> <p>The Board undertakes appropriate checks (including checks in respect of character, experience, education, directorships or executive commitments and any conflicts of interest) before appointing a person or putting forward for election.</p> <p>The Remuneration and Nomination Committee is responsible for:</p> <ul style="list-style-type: none"> • considering and recommending to the Board the process for identifying and selecting candidates for appointment as a Director; and • ensuring that all material information in its possession relevant to a decision on whether to elect or re-elect a Director is provided to security holders in the notice of meeting containing the resolution to elect or re-elect a Director.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a written agreement with each director and senior executive setting out the terms of their appointment.</p>

Principles and Recommendations	Compliance by the Company
<p>Recommendation 1.4</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 5.4 of the Board Charter provides that the company secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>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 to 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"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) 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 	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a Diversity Policy which is disclosed on the Company's website.</p> <p>Under Clause 3 of the Diversity Policy, the Board is responsible for, among other things, annually setting measurable objectives to promote gender diversity in the composition of its Board, senior management and workforce and assessing annually the Company's progress in achieving them.</p> <p>The following measurable objectives for achieving gender diversity has been set by the board in accordance with the diversity policy:</p> <ul style="list-style-type: none"> • Subject to the identification of suitable qualified candidates to increase the percentage of senior executive positions and management positions occupied by women to 15% by 30 June 2023; • Promote awareness in the Company about the importance of diversity and inclusion; • Review and monitor parity of working conditions and pay across the organisation; • Ensure recruiting processes generate a diverse pool of talent based on merit; and • Regularly analyse the ratio of women to men in the workforce. <p>The Board continues to work towards meeting these objectives and continues to foster a workplace environment and recruitment policies designed to achieve greater female participation in the company's workforce.</p> <p>The Board has adopted a diversity policy which is designed to support the company's commitment to diversity which extends beyond professional skills, competencies, gender and includes, but is not limited to marital or family status, sexual orientation, gender identity, age, disabilities, religious belief, cultural background, socio-economic background, perspective and experience. The company has a diverse workforce Australia.</p> <p>The company recognises that the infrastructure construction industry has been historically male dominated in many of the operational sectors and the pool of female candidates with appropriate skills and experience has been limited in some instances.</p>

Principles and Recommendations	Compliance by the Company															
(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 the Act.	<p>The respective proportions of men and women on the board, in senior management positions and across the whole organisation are set out in the following table. The definition of “Senior Executive” for these purposes means a person who is a Key Management Employee. “Management” for these purposes includes Senior Executives, General Managers and other members in Management positions.</p> <table><tr><td></td><td>Male</td><td>Female</td></tr><tr><td>Board</td><td>4 (100%)</td><td>- (0%)</td></tr><tr><td>Senior Executives</td><td>7 (70%)</td><td>3 (30%)</td></tr><tr><td>Management</td><td>88 (89%)</td><td>11 (11%)</td></tr><tr><td>Whole Organisation</td><td>795 (84%)</td><td>147 (16%)</td></tr></table>		Male	Female	Board	4 (100%)	- (0%)	Senior Executives	7 (70%)	3 (30%)	Management	88 (89%)	11 (11%)	Whole Organisation	795 (84%)	147 (16%)
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<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 6 of the Board Charter (available on the Company's website) contains the process for regular review of the performance of the Board and each director.</p> <p>Clause 9 of the Remuneration and Nomination Committee Charter (available on the Company's website) contains the process for regular review of the performance of the Committee.</p> <p>Clause 11 of the Audit and Risk Committee Charter (available on the Company's website) contains the process for regular review of the performance of the Committee.</p> <p>In the 2022 financial year, the board undertook a Board Evaluation Process which was completed by Directors in accordance with the process set out in the Board Charter.</p>															

Principles and Recommendations	Compliance by the Company
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 2 of the Board Charter requires the Board (with guidance from the Remuneration and Nomination Committee) to review annually the performance of the Managing Director and other senior executives against guidelines approved by the Board.</p> <p>In the 2022 financial year, the Remuneration and Nomination Committee and the board undertook a performance evaluation of the Managing Director. The performance of other senior executives was reviewed by the Managing Director during the year.</p>
<p>Principle 2 – Structure the board to add value</p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>	
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual 	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a Remuneration and Nomination Committee. The Remuneration and Nomination Committee Charter (RNC Charter) sets out the roles and responsibilities of the Remuneration and Nomination Committee.</p> <p>Clause 2 of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the Remuneration and Nomination Committee should comprise a minimum of three members, a majority of whom are independent directors and be chaired by an independent director.</p> <p>The members of the Remuneration and Nomination Committee are José Martins (Chair), Paul Gavazzi and David Riches.</p> <p>The RNC Charter is disclosed on the Company's website.</p> <p>At the end of each reporting period the Company will disclose in its annual report, the number of times the Remuneration and Nomination Committee met throughout the period and the individual attendances of the members at those meetings.</p>

Principles and Recommendations	Compliance by the Company
<p>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>Recommendation 2.2</p> <p>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>	<p>The Company complies with this ASX Recommendation.</p> <p>Under Clause 4 of the RNC Charter, the Remuneration and Nomination Committee is responsible for developing a board skills matrix setting out the mix of skills and experience that the Board currently has or is looking to achieve in its membership.</p> <p>The RNC and the Board are of the opinion that the current mix of skills on the board an appropriate mix given a stage in the company's business. Neither the RNC and the Board are of the view that there is any gap in the skills and experience of the directors on the Board at this time.</p> <p>The current board skills matrix that has been adopted by the Company is set out in Attachment A.</p>
<p>Recommendation 2.3</p> <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 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</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Board currently considers Simon High, Paul Gavazzi and José Martins to be independent directors of the Company.</p> <p>In accordance with the Company's Board Charter, directors must disclose their interests, positions, associations or relationships and the independence of the directors is regularly assessed by the Board in light of such disclosures.</p> <p>The Board does not consider that any of the current independent directors has an interest, position, association or relationship of the type described in Box 2.3 of the recommendations which in the opinion of the board would compromise the independence of a director.</p> <p>The Directors in office as at the date of this Corporate Governance Statement have served continuously since their respective dates of appointment which are as follows:</p>

Principles and Recommendations	Compliance by the Company
<p>explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<ul style="list-style-type: none"> • Simon High – appointed as a Director effective 23 October 2017 • Paul Gavazzi – appointed as a Director effective 27 November 2017 • José Martins – appointed as a Director effective 3 January 2018 • David Riches – appointed as a Director effective 6 July 2017
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company complies with this ASX Recommendation. Of its four Directors, 3 Directors are considered independent - Simon High, Paul Gavazzi and José Martins. David Riches is not considered to be independent.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 5 of the Board Charter requires the chair of the Board to be an independent director. The Chair of the Board is Simon High who is an independent non-executive director.</p>
<p>Recommendation 2.6</p> <p>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 opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Under Clause 2 of the Board Charter, the Board is responsible for the Company's induction program for new directors and periodic review and facilitation of ongoing professional development for directors.</p> <p>Clause 5 of the Board Charter requires the company secretary, together with the guidance of the Board's Remuneration and Nomination Committee and assistance of the Board, to organise all such training and professional development. The Remuneration and Nomination Committee is responsible for reviewing the Company's induction program and ensuring continuing directors are provided with appropriate opportunities to develop and maintain the skills and knowledge needed to perform their role.</p> <p>Clause 4 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and time will be allocated at Board and committee meetings for continuing education on significant issues facing the Company and changes to the regulatory environment.</p>

Principles and Recommendations	Compliance by the Company
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i>	
Recommendation 3.1 A listed entity should articulate and disclose its values	The Company complies with this ASX Recommendation. The Company's website includes a section dedicated to its culture, including its values. The Company's values are: <ul style="list-style-type: none"> • Integrity • Collaboration • Innovation • Safety • Mateship
Recommendation 3.2 A listed entity should: <ol style="list-style-type: none"> have a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breach of that code. 	The Company complies with this ASX Recommendation. The Company has a Code of Conduct Policy which applies to, among others, its directors, senior executives and employees. Clause 15 requires that, where appropriate, the Board will be informed of material breaches of the Code of Conduct Policy.
Recommendation 3.3 A listed entity should: <ol style="list-style-type: none"> have and disclose a whistleblower policy; and ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	The Company complies with this ASX Recommendation. The Company has a Whistleblower Policy which is disclosed on the Company's website. Clause 14 of the Whistleblower Policy provides for quarterly reporting to the Board, where appropriate, on all active whistleblower matters. The Board must also be kept informed of material incidents reported under the Whistleblower Policy.

Principles and Recommendations	Compliance by the Company
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure the board or a committee of the board is informed of any material breaches of that policy. 	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has an anti-bribery and corruption policy (ABC Policy), which is disclosed on the Company's website.</p> <p>Under Clause 8 of the ABC Policy, the Board will be informed of incidents of bribery or corruption or any material breaches of the ABC Policy.</p>
<p>Principle 4 – Safeguard integrity in corporate reporting</p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports</i></p>	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee 	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has an Audit and Risk Management Committee. The Audit and Risk Management Committee Charter (ARC Charter) sets out the Audit and Risk Management Committee's roles and responsibilities.</p> <p>Clauses 2 of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, have at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and the Committee should be chaired by an independent director who is not the chair of the Board.</p> <p>The members of the Audit and Risk Management Committee are Paul Gavazzi (Chair), José Martins and Simon High.</p> <p>The ARC Charter is disclosed on the Company's website.</p> <p>The relevant qualifications and experience of the Risk and Audit Committee members are available on the Company's website and set out in in the Company's annual report each year.</p> <p>At the end of each reporting period the Company discloses in its annual report, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.</p>

Principles and Recommendations	Compliance by the Company
<p>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>Recommendation 4.2</p> <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>The Company complies with this ASX Recommendation.</p> <p>Clause 4.1 of the ARC Charter provides that the Audit and Risk Management Committee will oversee and review the financial statements after review with management and its external auditor.</p> <p>Clause 4.1 of the ARC Charter requires the Managing Director and the CFO to provide a sign off on these terms. The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year. The Audit and Risk Management Committee is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Managing Director and CFO provide the recommended declarations in relation to the Company's financial statements.</p>
<p>Recommendation 4.3</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 4.4 of the ARC Charter requires the Audit and Risk Management Committee to ensure that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p>

Principles and Recommendations	Compliance by the Company
Principle 5 – Make timely and balanced disclosure <i>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.</i>	
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	The Company complies with this ASX Recommendation. The Company has a Disclosure Policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1, which is disclosed on the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Company complies with this ASX Recommendation. Under Clause 4 of the Company's Disclosure Policy, the Disclosure Committee is required to provide the Board with copies of all material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation material on the ASX Market Announcements Platform ahead of the presentation.	The Company complies with this ASX Recommendation. Clause 9 of the Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
Principle 6 – Respect the rights of security holders <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i>	
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	The Company complies with this ASX Recommendation. Information about the Company and its governance can be found on the Company's website (www.genusplusgroup.com.au).

Principles and Recommendations	Compliance by the Company
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication with investors:</p> <ul style="list-style-type: none"> • through the Company's AGM, where shareholder participation is actively encouraged and facilitated; and • by providing security holders with information via the "Investors" section of the Company's website and the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Security holders are encouraged to participate at all general meetings and AGMs of the Company.</p> <p>The Company's Shareholder Communication Policy is disclosed on its website.</p>
<p>Recommendation 6.4</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 6 of the Company's Shareholder Communication Policy provides that all substantive resolutions at a meeting of security holders will be decided by a poll rather than a show of hands.</p>
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Under Clause 2 of the Company's Shareholder Communication Policy, security holders are encouraged to register with the Company's share registry to receive company information electronically.</p>

Principles and Recommendations	Compliance by the Company
Principle 7 - Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>	
Recommendation 7.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has an Audit and Risk Management Committee. The ARC Charter sets out the Committee's roles and responsibilities.</p> <p>Clauses 2 of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, have at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and the Committee should be chaired by an independent director who is not the chair of the Board.</p> <p>The members of the Audit and Risk Management Committee are Paul Gavazzi (Chair), José Martins and Simon High.</p> <p>The ARC Charter is disclosed on the Company's website.</p> <p>The Company discloses in its Annual Report the number of times the Audit and Risk Management Committee met throughout the period and the individual attendances of the members at those meetings.</p>


Principles and Recommendations	Compliance by the Company
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place. 	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 4.5 of the ARC Charter require the Audit and Risk Management Committee to review at least annually and monitor the effectiveness of the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The Company has established and implemented an integrated management system, which is certified to ISO 9001, 45001 & 14001, and provides the framework for how risks are managed and controlled. The risk framework forms the basis of the Company's risk management activities.</p> <p>The Board reviews the Company's the Risk Management Policy, risk framework and corporate risk register at least annually to ensure that the Company's material risks are being managed effectively.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<p>The Company complies with this ASX Recommendation.</p> <p>The ARC Charter provides for the Risk and Audit Committee Management Committee to manage audit arrangements.</p> <p>The Company has an internal audit function responsible for managing the internal audit process across its operations and providing assurance to the business units, evaluating, reporting on and refining risk management processes. The internal audit program uses a risk-based approach to audit planning. Where required, the Company will engage independent advisers to support the internal audit function.</p> <p>Internal audit results are provided to the business units and key actions and outcomes are reported to the board.</p>

Principles and Recommendations	Compliance by the Company
<p>Recommendation 7.4</p> <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>The Company complies with this ASX Recommendation.</p> <p>Clause 4.5 of the ARC Charter requires the Risk and Audit Management Committee to identify and appropriately manage the risks facing the Company's business including material exposure to environmental or social risks.</p> <p>The Company has established and implemented an integrated management system, which is certified to ISO 9001, 45001 & 14001, and provides the framework for how risks are managed. The risk framework forms the basis of the Company's risk management activities.</p>
<p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain 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.</i></p>	
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director. <p>and disclose:</p> <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) 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>The Company complies with this ASX Recommendation.</p> <p>The Company has a Remuneration and Nomination Committee. The charter of the Remuneration and Nomination Committee (RNC Charter) sets out the roles and responsibilities of the Remuneration and Nomination Committee.</p> <p>Clause 2 of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the Nomination and Remuneration Committee should comprise a minimum of three members, a majority of whom are independent directors and be chaired by an independent director.</p> <p>The members of the Remuneration and Nomination Committee are José Martins (Chair), Paul Gavazzi, and David Riches.</p> <p>The RNC Charter is disclosed on the Company's website.</p> <p>The Company discloses in its Annual Report the number of times the Remuneration and Nomination Committee met throughout the period and the individual attendances of the members at those meetings.</p>

Principles and Recommendations	Compliance by the Company
<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>Recommendation 8.2</p> <p>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>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 2 of the Board Charter and Clause 4 of the RNC Charter provide for the evaluation and approval by the Board (with the assistance of the Remuneration and Nomination Committee) of the remuneration packages of non-executive directors, executive directors and other senior executives (including in relation to the administration of short-term and long-term incentive plans and engagement of external remuneration consultants).</p> <p>The remuneration of any executive director will be decided by the Board, without the affected executive director participating in that decision-making process. In addition, subject to any necessary regulatory or Shareholder approvals, a director may be paid fees or other amounts as the directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. Directors are also entitled to be paid reasonable travel and other expenses incurred by them during the performance of their duties as directors.</p> <p>The Board reviews and approves the Company's remuneration policies and practices to ensure the Company is able to attract and retain executives and directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant director's time, commitment and responsibility.</p>
<p>Recommendation 8.3</p> <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>The Company complies with this ASX Recommendation</p> <p>Clause 4 of the Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles and family members) and certain other employees from trading securities that limit the economic risk of security holdings that are unvested or which are subject to a holding lock (eg, hedging arrangements).</p> <p>A copy of the Company Securities Trading Policy is available on the Company's website.</p>

Principles and Recommendations	Compliance by the Company
(b) disclose that policy or a summary of it.	
Principle 9 – Additional recommendation that apply only in certain cases	
Recommendation 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 be disclosed the processes it had in place to ensure the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents.	This is not applicable.
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	This is not applicable.
Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has a AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	This is not applicable.

Attachment A Board Skills Matrix

					
	Key:				
	Skill	High	2		
		Medium	1		
Low		0			
Board Skills matrix					
	SH	DR	JM	PG	Total
Industry knowledge / experience					
Industry experience	2	2	2	2	8
Knowledge of sector	2	2	1	1	6
Knowledge of broad public policy direction	1	1	1	1	4
Understanding of Government legislation / legislative process	1	1	1	2	5
Technical skills / Experience					
Accounting	1	1	2	1	5
Finance	1	1	2	1	5
Law	1	0	1	2	4
Marketing experience	1	1	1	1	4
IT	0	0	2	1	3
Public Relations	1	2	1	1	5
Experience in developing and implementing risk management systems	2	2	2	2	8
HR management	2	1	0	2	5
CEO / Senior management experience	2	2	2	2	8
Strategy development and implementation	2	1	2	2	7
Governance competencies					
Director medium organisation (10-99 employees)	2	1	2	1	6
Director large organisation (100+ employees)	2	1	1	2	6
Financial Literacy	1	1	2	2	6
Strategic thinking/planning from a governance perspective	2	1	2	2	7
Executive performance management - management of the CEO	2	2	1	1	6
Governance related risk management experience	2	1	2	2	7
Compliance focus	2	1	2	2	7
Profile / reputation	1	1	2	2	6
Behavioural Competencies					
Team player/collaborative	2	2	1	2	7
Ability & Willingness to challenge and probe	2	2	2	2	8
Common sense and sound judgement	2	2	2	2	8
Integrity and high ethical standards	2	2	2	2	8
Mentoring abilities	2	1	1	2	6
Interpersonal relations	2	1	2	2	7
Listening skills	2	2	2	2	8
Verbal communication skills	2	1	2	2	7
Understanding of effective decision making processes	2	1	2	2	7
Willingness and ability to devote time and energy to the role	2	2	2	2	8