



ASX Announcement

TOTAL PAGES: 28

31 October 2022

Corporate Governance Statement and Appendix 4G

In accordance with ASX Listing Rules 4.7.3, 4.7.4 and 4.10.3, Wellard Limited (**Wellard**) has released its 2022 Corporate Governance Statement and Appendix 4G.

Wellard's corporate governance policies can be found on its website, available at: <https://www.wellard.com.au/corporate/corporate-governance/>.

For further information:

Company

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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Wellard Limited

ABN/ARBN

53 607 708 190

Financial year ended:

30/06/2022

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.wellard.com.au/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 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: 31 October 2022

Name of authorised officer
authorising lodgement:

Michael Silbert – 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.



Wellard

Corporate Governance Statement

For the Financial Year Ending 30 June 2022

1 About

This Corporate Governance Statement is dated 31 October 2022 and has been approved by the Board of the Wellard Limited (ABN 53 607 708 190) (**Company**).


This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2022, followed the recommendations set by the ASX Corporate Governance Council in its publication, Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practises were adopted in lieu of the recommendation during that period.

The Company has adopted various Corporate Governance Policies, which provide the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Policies are available on the Company's website at <http://www.wellard.com.au>

2 Board & Sub-committee Composition

The Company has not appointed any new Directors in FY2022. The Board comprises 4 Directors:

 <p>John Klepec Executive Chairman</p>	<p>As reported in the Company's 2020 Corporate Governance Statement, on 3 August 2018 Mr. Klepec was appointed to the position of Executive Chairman. He remains in that position as at the date of this report. Mr. Klepec had formerly been a non-executive independent Director of the Board of Wellard Limited.</p> <p>APPOINTED 16 November 2016 (Director) 3 August 2018 (Executive Chairman)</p> <p>STATUS Non-Independent, Executive Director.</p> <p>QUALIFICATIONS - B.Comm</p>
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John Stevenson
Non-Executive Director

Mr Stevenson has been a Director since 6 August 2018, and also held the role of Group CFO until 22 November 2019. Accordingly, Mr. Stevenson ceased being an executive director and became a non-executive director on 22 November 2019. The Board believes that Mr. Stevenson exercises independent thought and analysis in his approach to Wellard matters. He is not the board appointee of any shareholder. Mr Stevenson assumed Chairmanship of the Audit & Risk Committee on 1 July 2021.

Mr. Stevenson has over 25 years' experience in Executive and Finance leadership roles in Australia and Asia within the publicly listed and private sectors, as well as with private equity funds. He has extensive executive experience in the agribusiness and livestock sectors having previously been the Chief Financial Officer of Consolidated Pastoral Company and Wellard Limited.

Mr. Stevenson is currently the Chief Executive Officer of Namoi Cotton Limited (ASX: NAM).

APPOINTED

28 October 2016 – 22 November 2019 (CFO)
1 July 2020 (Director)

STATUS

Independent, Non-Executive

QUALIFICATIONS - FCA, GAICD, FGIA, BBus.

John is a Fellow of the Chartered Accountants of Australia and New Zealand as well as the Governance Institute of Australia and a graduate of the Australian Institute of Company Directors.



Philip Clausius
Non-Executive Director

Mr. Clausius is currently the only independent, non-executive Board Member. Accordingly, neither the Board nor any Board sub-committees comprise a majority of independent directors. Mr. Clausius does not hold shares in Wellard and does not represent any shareholder. He exercises independent thought and analysis in matters relating to Wellard.

Mr. Clausius is the Founder & Managing Partner of Singapore based Transport Capital Pte. Ltd., an investment management and advisory firm focused on the global marine transport, aviation, and offshore industries. Prior to this, he was Co-Founder and CEO of the FSL Group, a Singapore-based provider of leasing services to the international shipping industry where he oversaw the acquisition and financing of approximately US\$1 billion in maritime assets as well as the IPO of FSL Trust in March 2007, which raised about US\$330 million in equity proceeds in a globally marketed offering.

As well as a Non-Executive Director of Wellard, Philip currently serves as Director and CEO of Nasdaq OMX Copenhagen listed Nordic Shipholding. He is also the Chairman of the Singapore War Risks Mutual and holds directorships in the Standard Club, Standard Asia and Bengal Tiger Line.

APPOINTED

19 November 2015 (Director)

STATUS

Independent, Non-Executive

QUALIFICATIONS - BA (Hons) Business Administration

Mr. Clausius graduated from the European Business School, Germany in 1992 with the “Diplom-Betriebswirt” (Business Administration) degree.

 <p>Kanda Lu Executive Director Business Development Manager China</p>	<p>Mr Lu is Business Development Manager China and has been a Director since 15 May 2017.</p> <p>Mr. Lu possesses considerable expertise in commerce and financial institutions. His most recent prior position was Vice President for Morgan Stanley China GCM. Mr. Lu currently runs his own boutique asset management firm in Hangzhou China.</p> <p>In addition to his Executive Director role, Mr. Lu is responsible for the development and growth of Wellard's entry into the Chinese market and other business initiatives</p> <p>APPOINTED 15 May 2017 (Director & Head Of China Initiatives)</p> <p>STATUS Non-Independent, Executive Director.</p> <p>QUALIFICATIONS B. Comm., M. International Relations with M. Commercial Law, Macquarie University</p>
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As previously reported, Wellard completed an operational, financial, and strategic balance sheet restructure during FY20, resulting in a smaller overall business. The Company continues to believe that there is no appropriate justification for the cost of a larger Board or sub-committees. The Board and each sub-committee conduct careful and constant reviews of any conflicts of interest and has in place a Board Charter with rigorous guidelines in this regard. The Company will consider the appointment of new independent directors if there is sufficient justification, and when opportunity arises.

The Company does not comply fully with some ASX Recommendations, including 1.5 (setting and reporting on measurable objectives for achieving gender diversity); 2.4 (majority independent membership of the Board); 2.5 (Independent Chairman); and 7.3 (internal audit function) for the financial year ending 30 June 2022 as set out in this 2022 Corporate Governance Statement.

Wellard runs combined committees for (i) Remuneration and Nomination; and (ii) Audit and Risk. Note that questions in relation to these functions are answered separately in this report. Each Board sub-committee is chaired by an Independent Director and comprises one other independent Director and one executive Director.

For convenience, the membership of Wellard's Board and sub-committees is set out below.

BOARD MEMBER	STATUS	BOARD	NOMINATION & REMUNERATION COMMITTEE	AUDIT & RISK COMMITTEE	CONFLICTS OF INTEREST COMMITTEE (ad hoc)
John Klepec	Executive / Non-Independent	Chairman	Member	Member	Chairman
Philip Clausius	Non-Executive / Independent	Member	Chairman	Member	Member
Kanda Lu	Executive / Non-Independent	Member	Invitee	Invitee	Member
John Stevenson	Non-Executive / Independent*	Member	Member	Chairman	Member

*As stated previously, the Board has taken into account the guidance contained in its Board Charter relating to the assessment of a Director's independence and considers that Mr. Stevenson exercises independent thought and analysis. He is a non-executive director who is not a member of management and is free from any business or other relationship that could materially interfere (or could reasonably be perceived to materially interfere) with the independent exercise of his judgment as a director. On 19 November 2022, 3 years will have elapsed since Mr. Stevenson left the executive role of Wellard CFO.

Note that due to its small size, the Company combines various functions in its (i) Audit and Risk Committee; and (ii) its Remuneration and Nomination Committee.

3 Summary of Policies

Recommendation	Comply	Comment
Principle 1: Lay solid foundations for management oversight		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	Yes	<p>The Company's Board Charter is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following matters expressly reserved to the Board:</p> <ul style="list-style-type: none"> - appointing the Board's Chair and the Company's Chief Executive Officer; - setting and monitoring the Company's strategic objectives; - approving and monitoring strategic and financial plans; - approving and monitoring annual budgets and business plans; - approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of securities; - approving financial reports and material external communications and reports in accordance with the Company's Continuous Disclosure Policy; - overseeing the integrity of accounting and corporate reporting systems, including the external audit; - appointing, re-appointing and removing the Company's external auditors and approving the auditor's remuneration, upon recommendation from the Company's Audit, Risk & Compliance Committee; and

Recommendation	Comply	Comment
		- determining the Company's dividend policy.
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director. 	Yes	The Company notes the following: <ul style="list-style-type: none"> - potential directors are required to complete a standardised process to confirm that candidate's qualifications, experience, history, and character are suitable for the Company; and - information concerning each current Director's qualifications, experience, other material directorships, terms of appointment and all other relevant material information are included in the Company's 2022 Annual Report.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	Yes	
Recommendation 1.5 A listed entity should: <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 	Partially	The Company notes the following: <ul style="list-style-type: none"> - the Company has a diversity policy in accordance with the Recommendation; - the Company's Diversity Policy is available at https://www.wellard.com.au/corporate/corporate-governance/.

Recommendation	Comply	Comment
<p>Board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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 the Workplace Gender Equality Act.</p>		<ul style="list-style-type: none"> - the Company did not set any measurable objectives for achieving gender diversity during FY2022; - accordingly, the Company has not disclosed measurable objectives for achieving gender diversity in accordance with the Recommendation; - the Company is not a 'relevant employer' under the Workplace Gender Equality Act and the Company is no longer of sufficient size to require WGE reporting; and - the Board considers diversity to encompass a range of factors, including (but not limited to) gender, age, race, and an individual's culture, background and location.
<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>	N/A	

Recommendation	Comply	Comment
<p>Recommendation 1.6</p> <p>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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Remuneration and Nomination Committee is responsible for scheduling formal performance reviews of the Board and its committees every financial year; - the Committee then makes a recommendation to the Board, which undertakes an evaluation process to review its own performance; and - in light of the Company's size and resources, the Company did not carry out a formal performance review of the Board and its committees in FY2022. The composition of the Board has not changed since 2019.
<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 was undertaken in the reporting period in accordance with that process during or in respect of that period. 	Yes	<p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Executive Chairman is responsible for assessing the performance of the Executive Management Team on an annual basis by measuring performance against key performance indicators; - for certain matters the Executive Chairman makes a recommendation to the Nomination and Remuneration Committee, which then considers and, where necessary, approves or denies those recommendations.

Recommendation	Comply	Comment
Principle 2: Structure the Board to be effective and add value		
<p>Recommendation 2.1</p> <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,</p> <p>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.</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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>The charter of the Company's Remuneration & Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Remuneration & Nomination Committee comprised Mr Philip Clausius (Chair), Mr John Stevenson, and Mr John Klepec. - The Committee includes a majority of independent Directors. - the Company's Remuneration and Nomination Committee is chaired by Mr Philip Clausius (Independent Director). - see the Company's 2022 Annual Report for the number of times the committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Remuneration & Nomination Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. <p>The Committee Chairman has access to external independent professional advice should it be required</p>

Recommendation	Comply	Comment
<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>Yes</p>	<p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Board recognises that each Director will not necessarily possess experience in all areas relevant to the Company's operations, and so seeks to ensure that its membership includes an appropriate mix of directors with skills, knowledge and experience in agriculture, shipping, other relevant industry sectors, general management, legal and finance; and - set out in Schedule 1 is the Board Skills Matrix, which provides a summary of the skills and experience of the Directors.
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director. 	<p>Yes</p>	<p>The Company notes the following:</p> <ul style="list-style-type: none"> - Mr Philip Clausius is considered to be an independent director; - Mr Stevenson is considered to be an independent Director; - The Board has reviewed its Charter guidelines regarding the standards to be taken into account when assessing a Director's independence and considers them to be adequate and appropriate; and - the length of service of each Director is set out in the Company's 2022 Annual Report.

Recommendation	Comply	Comment
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	No	<p>The Board comprises 4 members – 2 independent and 2 non-independent. It does not include a majority of independent Directors.</p> <p>The Company is continuing to evaluate its Board composition and may appoint additional non-executive directors should the size and nature of the business justify it, and if appropriate candidate can be identified.</p>
Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	No	<p>The Executive Chairman, Mr. John Klepec, is not independent, and is currently functioning as CEO.</p>
Recommendation 2.6 A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Company's Board charter is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Executive Chairman, together with the Company Secretary, include educational materials in the majority of the Board's meeting materials. - The Executive Chairman consistently evaluates the skills and experience of the Company's directors and considers whether additional professional development programs are required to ensure the Board has an adequate mix of skills and experience; and - the Company Secretary is responsible for the induction program for new directors.

Recommendation	Comply	Comment
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	<p>WELLARD'S VISION AND VALUES:</p> <p><i>Wellard has built its business on passion, commitment and the courage to innovate.</i></p> <p><i>Our company is dedicated to the efficient, sustainable and compassionate production and export of protein throughout the world.</i></p> <p><i>We want to pioneer and achieve best practice, create opportunities for our business partners and assist both our stakeholders and communities in which we operate wherever possible.</i></p> <p>The Company's employees and Board are all provided with copies of its Code of Conduct, which contains the above Vision and values, and have received training on its meaning and contents.</p>
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives, and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	<p>The Company's Code of Conduct can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p>

Recommendation	Comply	Comment
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a whistle-blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes	<p>The Company's Whistleblower Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/</p> <p>The Board is informed on any material incidents reported under the Company's whistle-blower policy.</p>
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	<p>The Company's Anti-Bribery and Corruption Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/</p> <p>The Board is informed on any material incidents reported under the Company's Anti Bribery and Corruption policy.</p>
Principle 4: Safeguard integrity in corporate reports		
Recommendation 4.1 The Board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: (b) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (c) is chaired by an independent Directors, who is not the Chair of the Board, 	Yes	<p>The Company's Audit and Risk Compliance Committee Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Audit, Risk & Compliance Committee comprised Mr John Stevenson (Chair), Mr Philip Clausius and Mr John Klepec. - This Committee includes a majority of independent Directors.

Recommendation	Comply	Comment
<p>and disclose:</p> <ul style="list-style-type: none"> (d) the charter of the committee; (e) the relevant qualifications and experience of the members of the committee; and (f) 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 (g) 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. 		<ul style="list-style-type: none"> - the Company's Audit, Risk & Compliance Committee was chaired until 30 June 2021 by Mr John Klepec. Mr John Stevenson has assumed the Chair of this committee effective from 1 July 2021. - The Company's FY2022 annual report includes a summary of the Audit, Risk & Compliance Committee Members' qualifications and experience, and a summary of the number of times the Company's Audit, Risk & Compliance Committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Audit, Risk & Compliance Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman holds qualifications and has experience which the Board considers appropriate and suitable for the role, and has access to external independent professional advice should it be required.

Recommendation	Comply	Comment
<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 the financial records of the entity 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 efficiently.</p>	<p>Yes</p>	<p>The Board received the appropriate declarations from its Executive Chairman (CEO-equivalent) and CFO. The Board believes this is appropriate and that the recommendation is met.</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>Yes</p>	<p>The Company has made Appendix 4C quarterly activity and cash flow reports to the ASX until 31 March 2022 (released to ASX on 27 April 2022), after which ASX no longer required quarterly reports from Wellard.</p> <p>The Company's auditors review the cash flow components of these quarterly reports prior to release.</p> <p>The Company does not make any other periodic corporate report to the market except its standard full-year and half-year financial results, both of which are externally audited.</p>

Recommendation	Comply	Comment
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company's Continuous Disclosure Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/ .
Recommendation 5.2 A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made	Yes	The Board's directors receives all market announcements made by the Company via an automated email service.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	No new or substantive investor or analyst presentations have been made in FY22.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company has a well maintained and informative website at: www.wellard.com.au The Company's Corporate Governance Policies are available at https://www.wellard.com.au/corporate/corporate-governance/ .
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company places significant importance on effective communication with shareholders and is committed to keeping them informed of all major developments that affect the Company. This information is communicated through:

Recommendation	Comply	Comment
		<ul style="list-style-type: none"> - The Company's Quarterly Reports (NB Not required by ASX after March 2022); - the Company's Annual Report and Half-Year Financial Report; - the Company's announcements, which comply with continuous disclosure obligations in accordance with ASX Listing Rules; - market briefings to assist shareholders and stakeholders to understand key issues (none have been required in FY20); - communications posted on the Company's website; - the Chairman's address at the Company's Annual General Meeting; - other Shareholder meetings
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.</p>	Yes	<p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's website has a dedicated 'Investors' section that is updated regularly for the purpose of displaying all pertinent Company information, including media releases and presentations; - the Company facilitates and encourages participation at meetings of shareholders and all shareholders are encouraged to attend in person; and - the Company provides adequate opportunity for shareholders to post questions in advance of a meeting or ask questions at the end of each meeting. - At its 2021 AGM, Shareholders passed a resolution amending Wellard's constitution requiring future shareholder meetings to be conducted as "Hybrid" meetings – taking place both on-line and in person. This expands the participatory reach of such meetings.

Recommendation	Comply	Comment
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All resolutions put to shareholders are decided by poll.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its share registry electronically.	Yes	Shareholders wishing to receive communications from and send communications to the Company and its share registry electronically should contact the Company's Share Registry, Link Market Services, on +61 1300 554 474. The Company periodically sends correspondence to Shareholders via its share registry encouraging shareholders to receive all communications electronically.

Recommendation	Comply	Comment
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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.</p> <p>(b) If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p>	<p>The Company's Audit, Risk & Compliance Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Audit, Risk & Compliance Committee comprises Mr John Stevenson (Chair), Mr John Klepec and Mr Philip Clausius. - The Committee includes a majority of independent Directors. - Mr Stevenson assumed the chair of this committee from 1 July 2021, and is considered to be an independent Chairman. - The Company's FY2022 annual report for a summary of the Audit, Risk & Compliance Committee Members' qualifications and experience, and a summary of the number of times the Company's Audit, Risk & Compliance Committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Audit, Risk & Compliance Committee. - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman holds qualifications and has experience which the Board considers appropriate and suitable for the role, and has access to external independent professional advice should it be required.

Recommendation	Comply	Comment
Recommendation 7.2 The Board or a committee of the Board should: <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. 	Yes	<p>The Company's Audit, Risk & Compliance Committee Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - a role of the Audit, Risk & Compliance Committee is to oversee risk; and - the Audit, Risk & Compliance Committee undertook a review of the Company's risk management plan to ensure it is appropriate.
Recommendation 7.3 A listed entity should disclose: <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 risk management and internal control processes. 	Partial	<p>In light of the Company's size and resources, the Company has adopted an internal audit policy that utilises external consultants when required.</p> <p>There is currently no dedicated internal audit person or team employed by the Company.</p> <p>The Company is audited externally by Moore Australia Audit (WA) Pty Ltd, in Australia (assisted by Moore Stephens, Singapore), and the audit process allows for the identification of systems or processes that may present opportunities for improvement.</p>
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>The Company has included a comprehensive summary of the material risks relevant to the Company's business in various of its publicly released documents, including its 3 April 2017 offer document, and all of the Company's Annual Reports up to 2022</p>

Recommendation	Comply	Comment
Principle 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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.</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>	Yes	<p>The charter of the Company's Remuneration & Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Remuneration & Nomination Committee comprised Mr Philip Clausius (Chair), Mr John Stevenson, and Mr John Klepec. - The Committee includes a majority of independent Directors. - the Company's Remuneration and Nomination Committee is chaired by Mr Philip Clausius (Independent Director). - see the Company's 2022 Annual Report for the number of times the committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Remuneration & Nomination Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman has access to external independent professional advice should it be required

Recommendation	Comply	Comment
<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>	Yes	<p>The Company's current Remuneration policy is summarised in its FY2022 Annual Report, and contained in the charter of the Company's Remuneration and nomination Committee.</p> <p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	Yes	<p>The Company's Employee Share Option Plan and Securities Trading Policy is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes that participants are not permitted to enter into transactions that limit the economic risk of participating in the Company's equity based-remuneration scheme.</p>
<p>9. Additional recommendations that apply only in certain cases</p>		
<p>Recommendation 9.1</p> <p>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</p>	N/A	<p>The principal language of the Board and its papers is English. All Directors have excellent English language skills.</p>

Recommendation	Comply	Comment
meetings and understands and can discharge their obligations in relation to those documents.		
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	Not relevant for Wellard Limited
Recommendation 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.	N/A	Not relevant for Wellard Limited

Schedule 1 – FY2022 Board Skills Matrix

Set out below is a summary of the relevant skills and experience of the Board.

