

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

SRG Global Limited

ABN / ARBN

81 104 662 259

Financial year ended:

30 June 2020

Our corporate governance statement² for the above period above can be found at:³

This URL on our website: <https://srgglobal.com.au/who-we-are/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 25 August 2020 and has been approved by the board.

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

Date: 25 August 2020

Roger Lee

Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

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 rule 4.10.3.

² "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.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management)	
1.2	A listed entity should: (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 in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

⁴ 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		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) 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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at https://srgglobal.com.au/who-we-are/corporate-governance/</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> at https://srgglobal.com.au/who-we-are/corporate-governance/</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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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PRINCIPLE 2 - STRUCTURE THE BOARD TO 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>[The entity complies with paragraph (a) (2-5) and (b)]</p> <p>... the fact that we do not have a nomination committee in accordance with paragraph (a) (1) 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> https://srgglobal.com.au/who-we-are/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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>[The entity complies with paragraph (a) (2-5) and (b)]</p> <p>... the fact that we do not have a audit committee in accordance with paragraph (a) (1) and the processes we employ that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> https://srgglobal.com.au/who-we-are/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement and 2020 Annual Report</p>	
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>A 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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> 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.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at https://srgglobal.com.au/who-we-are/corporate-governance	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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>... the information referred to in paragraphs (b):</p> <p><input checked="" type="checkbox"/> 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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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>[The entity complies with paragraph (a) (2-5) and (b)]</p> <p>... the fact that we do not have a audit committee in accordance with paragraph (a) (1) 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><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at https://srgglobal.com.au/who-we-are/corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement and 2020 Annual Report</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>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

2020 CORPORATE GOVERNANCE STATEMENT



○ Engineer ○ Construct ○ Sustain

**MAKING THE
COMPLEX
SIMPLE**

Table of Contents

The board and its role	3
Board composition	4
Board independence	4
Tenure	5
Director selection and succession planning	5
Induction and professional development	6
Conflicts of interest	6
Access to information and advice	6
Board committees	6
Performance evaluation	7
Board skills matrix	8
Remuneration	9
Non-executive director remuneration	9
Senior executive remuneration	9
Risk identification and management	9
Role of the board	9
Role of management	9
Business and sustainability risks	10
Governance Policies	11

Corporate Governance Statement

SRG Global Limited ('**SRG Global**' or the '**Company**') has adopted the 3rd edition of the ASX Corporate Governance Principles and Recommendations released in March 2014 ('**ASX Principles and Recommendations**').

As required by ASX Listing Rule 1.10.3, SRG Global is required to report compliance with the ASX Principles and Recommendations on an "if not, why not" basis in an Appendix 4G and annual corporate governance statement.

The Board has established a framework for managing SRG Global, including adopting corporate governance practices, internal controls and risk management processes that it considers appropriate for its business as summarised in this Statement.

Except as otherwise stated, the Company has followed the ASX Principles and Recommendations during the reporting period.

This Statement was approved by the Board of SRG Global and is current as at 25 August 2020. It should be read in conjunction with information on SRG Global's website (<https://srgglobal.com.au>) including the 2020 Annual Report.

- Reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance;
- Monitoring corporate performance and implementation of strategy and policy;
- Approving acquisitions and divestitures, and monitoring capital management;
- Monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting; and
- Developing and reviewing corporate governance principles and policies.

The diagram below (Image 1) on page 4, summarises SRG's governance framework and the functions reserved for the Board in accordance with the Board Charter.

The Board and Its Role

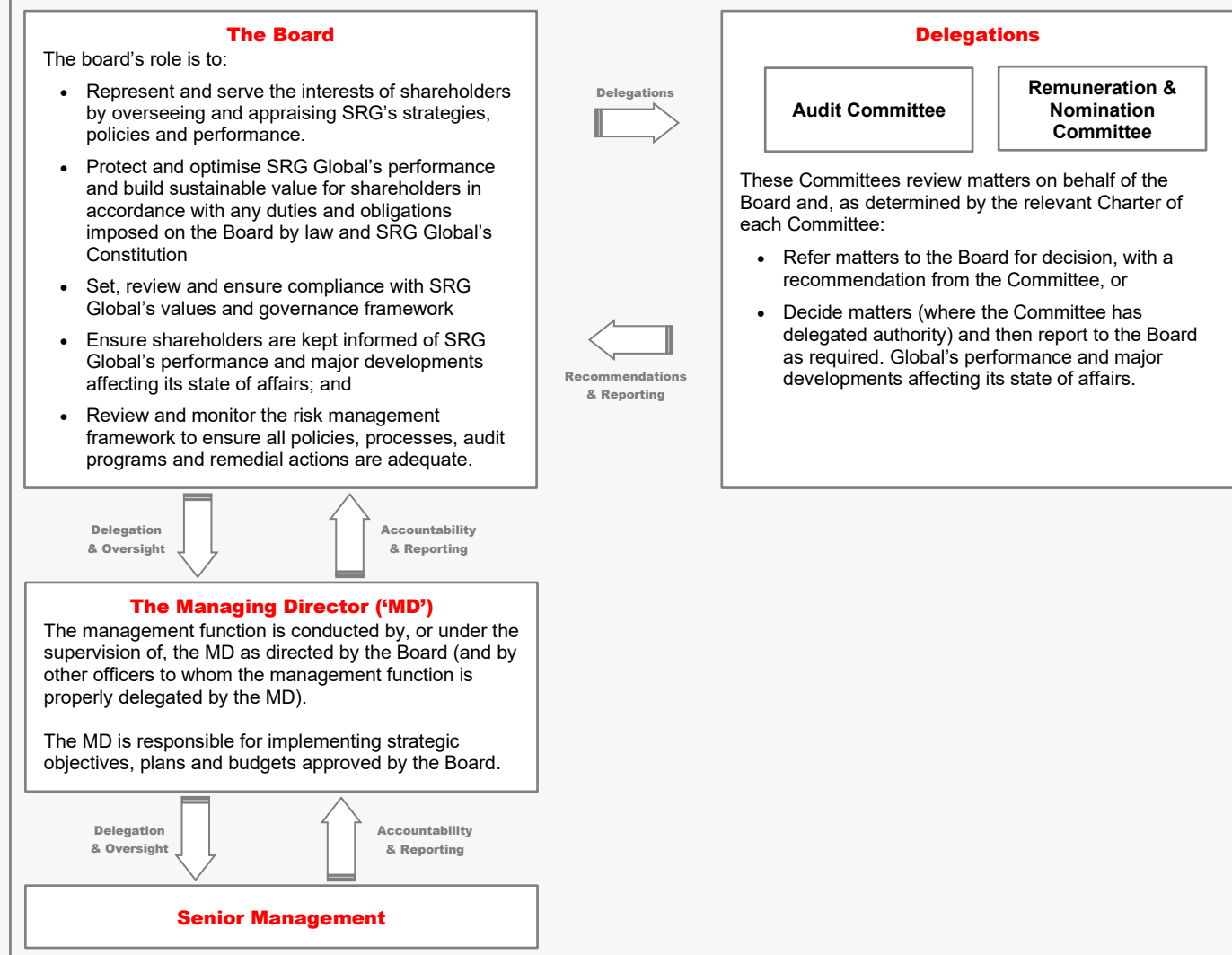
The Board

The Board remains responsible for the overall governance and performance of SRG Global. The Board delegates to the Managing Director ('**MD**') and the executive management team matters involving the implementation of corporate strategy and management of SRG Global's business.

This Charter sets out the Board's role, powers and duties and establishes the functions reserved for the Board and those which are delegated to management. The Board's responsibilities as set out in the Board Charter remain as follows:

- Selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the MD;
- Contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;

Image 1: SRG Global Governance Structure



Board Composition

Board composition is determined in accordance with SRG Global's Constitution, the Board Charter and the Remuneration and Nomination Committee Charter.

The composition of the Board is set out below.

Position	Director
Non-executive Chairman	Mr Peter McMorro
Managing Director	Mr David Macgeorge
Non-executive Director	Mr Michael Atkins
Non-executive Director	Mr Peter Brecht

The qualifications and experience of the members of each Board Committee can be found in the 2020 Annual Report.

Details of the number of Board and Committee meetings held, and attendance at those Board and Committee meetings during the reporting period can be found in the 2020 Annual Report.

Board Independence

The independence of a Director is considered by the Board as 'independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment'.

Guidelines remain as previously adopted by the Board, set out in the Board Charter, which are used to guide independence assessments and are based on the definition of independence set out in the ASX Principles and Recommendations.

The Board generally considers, in accordance with the guidelines, a director to be independent if they are not members of management and they:

Are not employed in an executive capacity by the Company or another group member, and where they were previously employed in such a capacity, there has been a period of at least three years between ceasing such employment and serving on the Board;

- Have not within the last three years been a partner, director or senior employee of a provider of material professional services to the Company or another group member;
- Have not within the last three years been in a material business relationship (eg as a supplier or customer) with the Company or other group member or an officer of or otherwise associated directly or indirectly someone with such a relationship;
- Are not a substantial shareholder of the Company, or officer of, or otherwise associated directly or indirectly with, a substantial shareholder of the Company;
- Have no material contractual relationship with the Company or another group member, other than as a director of the Company;
- Do not have close family ties with any person who falls within any of the categories described above;
- Have not been a director of the Company for such a period that his or her independence may have been compromised; and
- Are free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

The materiality of a director's interests, position, association or relationship is considered by the Board on a case by case basis.

Having regard to these criteria, the Board considers that three of its four members of the Board are independent, as set out below.

Director	Independent
Mr Peter McMorro	Yes
Mr Michael Atkins	Yes
Mr Peter Brecht	Yes

The Board considers that Mr David Macgeorge (Managing Director) is not independent on the basis that he holds an executive position with the Company.

The Board assesses the status of each Director annually to determine if they remain independent.

Tenure

In accordance with SRG Global's Constitution, and as required by ASX Listing Rules, a director must not hold office (without re-election) past the third Annual General Meeting following the meeting at which the director was last elected or re-elected.

Directors who retire by rotation are eligible for re-election. When a vacancy is filled by the Board during a year, the new director must stand for election at the next Annual General Meeting.

The requirements relating to retirement from office do not apply to the MD.

Each director's suitability for re-election will be considered on a case-by-case basis, having regard to individual performance.

Director Selection & Succession Planning

Board succession planning is based on the objective that the Board comprise directors with a broad range of skills, expertise and experience from a range of backgrounds.

A brief overview of the process for the selection and appointment of new directors is set out below.

Policy in relation to selection and appointment of new directors

Factors to be considered when reviewing a potential director candidate include the skills, experience, expertise and personal qualities that will best complement Board effectiveness, the existing composition of the Board, the capability of the candidate to devote the necessary time and commitment to the role and potential conflicts of interest.

The identification of potential director candidates may be assisted by the use of external search organisations as appropriate. Appropriate background checks are conducted before appointing a director or putting forward to shareholders a candidate.

Remuneration and Nomination Committee Recommendation

The Remuneration and Nomination Committee has responsibility for making recommendations to the Board on matters such as succession plans for the Board and suitable candidates for appointment to the Board.

Appointment

An offer of a Board appointment must be made by the Chairman only after having consulted all directors, with

any recommendations from the Remuneration, and Nomination Committee having been circulated to all directors.

At the time of appointment of a new Non-executive Director, the key terms and conditions relevant to that person's appointment are set out in a letter of appointment. All current Non-executive Directors have been provided with a letter setting out the terms of their appointment.

Shareholder Communications

When candidates are submitted to shareholders for election or re-election, SRG Global includes in the notice of meeting all information in its possession that is material to the decision whether to elect or re-elect the candidate.

Induction & Ongoing Professional Development Opportunities

Under its Charter, the Remuneration and Nomination Committee is responsible for ensuring that an effective director induction process is in place, and for regularly reviewing its effectiveness. An induction program is currently in place.

The Company also offers appropriate professional development opportunities for directors to ensure that they are kept up to date with developments in the industry both locally and at an international level. Management also briefs the Board on relevant industry, regulatory and legal developments.

SRG Global recognises the importance of directors receiving the information and support that they require to effectively discharge their role and responsibilities as directors.

In addition to updates from management on issues affecting the SRG Global business and the industries and markets within which it operates, SRG Global is supportive of directors attending external training and information sessions to supplement the education they receive internally and appointing specialist advisors where required.

Conflicts of interest

Directors are required, in accordance with the Corporations Act, to declare the nature of any interest they have in business to be dealt with by the Board. Except as permitted by the Corporations Act, directors with a material personal interest in a matter being considered by the Board may not be present when the matter is being considered and may not vote on the matter.

Access to Information & Independent Advice

Each director individually as well as the Board collectively, has the right to seek independent professional advice, subject to written approval of the Chairman, at SRG Global's expense.

The Company Secretary, who is accountable to the Board through the Chairman, provides advice and support to the Board and is responsible for all matters to do with the proper functioning of the Board.

Board Committees

Committees are established from time to time by the Board to streamline the discharge of its responsibilities.

The permanent standing Committees of the Board, and their key responsibilities, are set out below. All standing Committees have a formal Charter which sets out their role and responsibilities, membership requirements and administrative matters.

Audit Committee

The primary responsibilities of the Audit Committee are:

- Assess financial controls and systems
- Financial reporting
- Overseeing the appointment, administration and removal of the external auditor
- Overseeing the relationship with the external auditor

The current members of the Audit Committee are:

Director	Position
Mr Michael Atkins	Chair
Mr Peter McMorrow	Member

The Chair and members of the Audit Committee are considered to be independent.

The Committee met three times during the reporting period.

The Company Secretary keeps Minutes of meetings of the Committee and, after approval by the Committee chair, are presented at the next Board meeting.

The Committee has rights of access to management and auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

SRG Global's external auditor is BDO. The Audit Committee provides a link between the external auditors, the Board and management. It also has the responsibility (subject to Corporations Act requirements) for the appointment and remuneration of the external auditor, as well as for evaluating its effectiveness and independence.

Remuneration and Nomination Committee

The primary responsibilities of the Audit Committee are:

- Assess remuneration policy
- Review employee incentive plans
- Non-executive director remuneration
- Executive directors and senior executive remuneration
- Board composition
- Director succession planning
- Board, committee and director performance evaluations
- Diversity

The current members of the Remuneration and Nomination Committee are:

Director	Position
Mr Peter Brecht	Chair
Mr Peter McMorro	Member

The Chair and member of the Remuneration and Nomination Committee are considered to be independent.

The Committee met four times during the reporting period.

Minutes of meetings of the Committee are kept by the Company Secretary and, after approval by the Committee chair, are presented at the next Board meeting.

The Committee makes recommendations to the full Board on the size and composition of the Board and the criteria for Board membership, assists the Board as required in relation to the performance evaluation of the Board, its committees and individual directors and is responsible for oversight of the Diversity and Inclusion Policy and reviewing diversity metrics.

The Committee also reviews key aspects of SRG Global's remuneration structure and arrangements and make recommendations to the Board.

Performance Evaluation

The Company has established performance evaluation processes for the Board, Committees, individual directors and senior executives. These are summarised below.

Board, Committees and Directors

On at least an annual basis, directors provide feedback in relation to the performance of the Board and its Committees.

The MD will also provide feedback from senior management in connection with any relevant issues. Feedback will be discussed by the Board, and consideration given as to whether any steps should be taken to improve performance. Where appropriate, assistance may be obtained from third party advisers.

MD and senior executives

The performance of the MD and senior executives is monitored against the Group's consolidated business plan and relevant divisional business plans throughout the year and a performance evaluation of all senior executives is undertaken annually with their respective manager and, in the case of the MD, the Board.

The performance of the MD is reviewed at the non-executive session of each Board meeting and then feedback is provided to the MD via the Chairman post the conclusion of the Board meeting.

The terms of the employment of SRG Global's senior executives are set out in an employment contract. The performance evaluation process is conducted having regard the expectations and responsibilities associated with the executive's role, as well as any relevant contractual provisions.

Performance evaluations took place during the reporting period in accordance with the processes described above.

Board Skills













SRG's directors cumulatively have a broad range of industry, financial and other skills and extensive experience and knowledge.

Set out below are the skills, experience and diversity of the directors in office as at the date of this Statement.

Board Skills Matrix

The following table sets out the current board skills matrix which measures quantitative and qualitative skills relevant to the nature of the Company and the industries in which it operates.

Any development opportunities are taken into account in the Company's professional development initiatives for the Board.

Skill & Description	Board	Skill & Description	Board
Executive Leadership Experience Evaluating the performance of senior management, overseeing strategic human capital planning, industrial relations, organisational change management programmes and sustainable success in business at a senior level.		Major Projects Contract negotiations, project management, projects involving large-scale outlays and projects with long-term investment horizons.	
Finance, Commerce & Accounting Financial accounting and reporting, commercial accumen, internal financial controls and corporate finance.		Capital Markets Expertise in capital markets including commitment to sustainability initiatives, social responsibility, and investor engagement.	
Legal & Corporate Governance Experience in corporate governance principles, working in a legal and/or regulatory environment and/or dealing with legal and regulatory matters in an executive role in an organisation, and identifying key issues and developing appropriate policy parameters.		Risk Management & Compliance Applying broad based risk management frameworks in various regulatory or business environment, identifying key risks to an organisation related to key areas of operations, monitoring risk and compliance.	
Health, Safety & Environment Workplace health and safety and environmental experience, implementing health safety and wellbeing strategies, proactive identification and prevention of health, safety and environmental risks.		Strategy Identifying and critically assessing strategic opportunities and threats to the organisation and, developing and implementing successful strategies in context to an organisation's policies and business objectives.	
Legend:  Expert  Extensive  Sufficient  Somewhat			

Remuneration

Non-executive Director Remuneration

Non-executive Directors receive a fixed amount of fees for their services, determined having regard to:

- The level of fees paid to non-executive directors of other comparable companies;
- The size and complexity of SRG Global's operations; and
- The responsibilities and work requirements of Board members.

Senior Executive Remuneration

The Board has adopted a policy that senior executive remuneration will:

- Encourage executives to improve SRG Global's overall performance and to enhance shareholder value;
- Motivate executives by providing the opportunity to be rewarded for the achievement of financial performance and safety outcomes;
- Reward superior performance; and
- Ensure remuneration is competitive by market standards.

The intention of the Board is to align executive reward to the performance of the Company. To achieve this, the "at risk" element is linked directly to achieving business results.

Under SRG Global's Securities Trading Policy (discussed in further detail below), senior executives are not permitted to hedge their exposure in respect of unvested equity-based rewards they receive as part of their remuneration.

Further information relating to the remuneration of the Non-executive Directors and senior executives is set out in the Remuneration Report included in the 2020 Annual Report, available on the Company's website.

Risk Identification & Management

Role of the Board

The Board is responsible for satisfying itself that a sound system of risk management exists and that internal controls are effective.

The Board has reaffirmed its position to not establish a separate risk committee at this time. While the Audit Committee's role extends to the identification and management of financial risk, the full Board retains responsibility for setting SRG's risk framework and

overseeing the identification and management of risk across the business as a whole.

The Board believes this is appropriate in SRG Global's circumstances having regard to the size of the Company and the Board. This will be reassessed in 12 months to determine whether this approach remains suitable.

In fulfilling its risk-related functions, the Board will monitor whether:

- SRG Global's ongoing risk management program effectively identifies areas of potential risk;
- Adequate policies and procedures have been designed and implemented to manage identified risks;
- A regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
- Proper remedial action is undertaken to redress areas of weakness.

In line with the ASX Principles and Recommendations, SRG Global's risk management framework will be reviewed annually by the Board.

Role of Management

Responsibility for the implementation of the risk management framework rests with the MD, who delegates responsibility for day-to-day risk management activities to the appropriate level of management within the Group.

Risk management and internal control processes that have been put in place by management include:

- Annual budgeting and monthly reporting systems for all business units, which enable progress against the strategy and annual plan to be monitored, trends to be evaluated and variances to be acted upon;
- Tendering and new business procedures and limits of authority;
- Procedures relating to capital expenditure, asset and liability management;
- Appropriate due diligence procedures for corporate acquisitions and disposals;
- Safety, quality and environment policies;
- Reports by the Chairman of the Audit Committee to the Board of the minutes of each meeting held by this committee;
- A comprehensive Group-wide insurance program.

SRG does not currently have a dedicated internal audit function at this time, although it will re-assess whether it is appropriate to establish a dedicated function as the size and scale of the organisation increases.

In the absence of an internal audit function, the Board and management are both conscious of the need to evaluate and continually improve the effectiveness of SRG Global's risk management and internal control processes.

Enhancements to the existing risk management processes and internal control processes described above that have been approved by the Board (and which management is making progress towards implementing) include:

- The development of a company-wide Risk Register process that will be used both as an effective tool in identifying and mitigating key risks to the business (which will build on the similar Critical Risk Process already in existence for OHSE);
- Introduction of a standard on effective contract risk management; and
- Targeted employee training covering the code of conduct and key contract risk areas.

The Executive Committee provides additional resources in order to ensure that the risks associated with its operational sites and domestic and international locations are effectively managed. The Committee focuses on key operational issues and the development of strategy for the Company. This Executive Committee meets monthly.

Business and Sustainability Risks

SRG Global's management of material risks and the systems SRG Global has in place to manage these risks include the following.

Occupational Health Safety and Environment

This risk is categorised as environmental, social and economic risk and is managed through the critical risk registry and the establishment of Zero Harm leadership team.

The loss of life, injury or impact on health to person or effect on the environment is not only a key risk but a core value of SRG Global to prevent these risks.

The establishment of critical risks registry, the national zero harm leadership team and clear company objectives and procedures to reduce the number of incidents, mitigate critical risks and take proactive measures to drive zero harm are all company initiatives that have been implemented to mitigate this risk.

Project Risk

This risk is categorised as environmental, social and economic risk and is managed through monthly project

reporting and reviews, introduction and adherence to corporate governance policies and processes, a global insurance program, contracting standard, SRG Global's Code of Conduct and contract risk training.

A rigorous and structured approach to the selection, the execution and the close out of a project is critical to ensure its success.

Policies, processes and procedures assist to identify the risks from bid stage through contract negotiation and contract administration.

The assessment and evaluation of the risks includes, amongst other things, the right selection of project, client, partners, suppliers and people.

Ongoing assessment and if necessary, treatment of the risk involves tender reviews and monthly/quarterly reviews.

Financial Risk

This risk is categorised as economic risk and is managed through detailed budgeting and forecasting, monthly reporting systems, delegation of authority matrix with limits of authority and a global insurance program.

Financial risk including internal cost overruns, increasing debtors, external market conditions and the existence of legacy matters are all risks to the objectives of delivering sustainable returns for shareholders and securing growth.

Comprehensive budgeting, monthly reporting and authority matrix are some of the many risk management tools which ensure the highest level of due diligence in assessing and managing financial risk to SRG Global as a company.

Country Risk

This risk is categorised as social and economic risk and is managed through corporate services review of international operations and engagement of external (internationally experienced) advisors for audit, advice and assistance.

SRG Global has both the benefit and the risk of operating globally. With operations in other countries SRG Global must ensure both local regulatory and customary requirements are complied with.

SRG Global has sourced and engaged local experts, is conducting reviews and ensuring the management of risk is dealt with through a number of processes, policies, procedures, audits and other systems which serve to identify, evaluate and treat the risk.

Board Reviews

The Board reviews operational and key financial risks at regular Board meetings including presentations from the senior management.

Managing Director and CFO Declaration

The MD and the Chief Financial Officer ('CFO') provide a declaration to the Board that, in their opinion, SRG Global's financial records have been properly maintained and the financial reports comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of SRG, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The MD and the CFO have provided this declaration to the Board for the year ended 30 June 2020.

Governance Policies

Code of Conduct

Continued maintenance of the highest standards of ethical conduct within the Company is a commitment of SRG Global.

Accordingly, the Board adopted a formal Code of Conduct which defines the professional standards of behaviour required in the conduct of the Company's affairs, and emphasises that its people are expected to comply with the law, act honestly and with integrity, not place themselves in situations which result in divided loyalties, use the Company's assets responsibly and be responsible and accountable for reporting and investigating unethical practices.

The Code is designed to ensure SRG Global strives towards its commitment to corporate responsibility and sustainable business practice and is built around SRG Global's core values:

SRG Global's Code of Conduct is available on its website at <https://srgglobal.com.au/who-we-are/corporate-governance/>.

Diversity & Inclusion

SRG Global has established a Diversity and Inclusion Policy to actively facilitate a more diverse and representative management and leadership structure.

The gender diversity statistics for SRG Global for the reporting period can be found within the Workplace Gender Equality Report which is available on the Company's website.

The Board is aware that the nature of the industries that SRG Global operate in have traditionally attracted a significant higher number of men to woman in the workforce.

SRG Global's Diversity and Inclusion Policy and the most recent Workplace Gender Equality Report are available on the Company's website at <https://srgglobal.com.au/who-we-are/corporate-governance/>.

Securities Trading Policy

SRG Global has a Securities Trading Policy that provides guidance on trading in company securities.

Directors, Senior Executives and certain employees are restricted to times and circumstances in which they may buy or sell shares in the Company under the Policy.

Directors must advise the Company Secretary, who in turn advises ASX, of any transactions conducted by them in the Company's securities within five business days after the transaction occurring.

Margin lending arrangements by directors is prohibited under the Policy.

SRG Global's Securities Trading Policy is available on its website at <https://srgglobal.com.au/who-we-are/corporate-governance/>.

Continuous Disclosure

SRG Global is committed to complying with its disclosure obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of SRG Global's securities.

Recognising the importance of these obligations, the Board adopted a Continuous Disclosure Policy to formalise the arrangements in place to ensure compliance with the obligations.

SRG Global's Continuous Disclosure Policy is available on its website at <https://srgglobal.com.au/who-we-are/corporate-governance/>.

Communications with shareholders

SRG Global's policy is to promote effective two-way communication with shareholders so that they are kept informed of all major developments affecting the state of affairs of SRG Global.

The processes that the Company has in place to communicate and engage with its shareholders, and to facilitate their participation at annual general meetings, are set out below.

Website

The Company's website, located at <https://srgglobal.com.au/> contains a range of information on the Company and its activities. This website is regularly reviewed and updated. The website provides information on significant developments, including in relation to key projects.

Important information about SRG Global can be found under the section marked 'Who we are' / 'Corporate Governance' on its website.

The website also contains an 'Investor Relations' section for shareholders to view a live feed from the

ASX and company announcements and view SRG Global's financial reports and presentations.

Annual Reporting

SRG Global's Annual Report is available on its website and contains important information about the Company's activities and results for the previous financial year.

Shareholders can elect to receive the Company's Annual Report as an electronic copy or in hard copy through the mail.

Company Announcements

All ASX announcements, including annual and half year financial results are available on the Company's website.

Annual General Meeting ('AGM')

The Company places the full text of all notices of meetings and explanatory material on its website.

SRG Global encourages full participation of shareholders at its AGM each year.

BDO, SRG Global's external auditor, attends the AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. BDO also has a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act.