



Infragreen Group Limited ACN 668 228 742

Corporate governance statement

This statement was approved by the Board on 17 May 2025



Overview

As an ASX listed company, Infragreen Group Limited ACN 668 228 742 (**Infragreen** or the **Company**) is required to have regard to the ASX Corporate Governance Principles and Recommendations (**ASX Governance Principles**) and benchmark its corporate governance practices against the ASX Governance Principles (Listing Rule 4.10.3). Reporting is done on an 'if not, why not' basis, and any departure from the recommendations, and reasons why, is required to be disclosed in the prospectus issued by Infragreen and Infragreen SaleCo Limited ACN 686 282 842 (**Prospectus**) (referred to as a 'corporate governance statement'). Provision of a corporate governance statement to ASX is also a listing requirement. Post-listing, Infragreen will be required to annually report on its corporate governance practices as part of its annual reporting process.

The Directors and management of Infragreen are responsible for reviewing and maintaining the corporate governance principles of its group and ensuring that they do not materially differ from the principles set out in the ASX Governance Principles (**Recommendations**). The objective of the Company's board of directors (**Board**) is to enhance shareholder value. The Directors are responsible for reviewing and maintaining the corporate governance principles of the Company's group.

This statement identifies and provides reasons for some Recommendations not being followed.

This statement has been approved by the Board and the Company's corporate governance policies and charters will be available at the Company's website at <https://infragreen.au/> (**Website**).

No.	Recommendation	Status	Comments
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. 	Complying	<p>The Board has adopted a Board Charter that formalises the functions and responsibilities of the Board (including the process for evaluating the performance of the Board and its committees).</p> <p>The Board Charter requires that the Board comprise Directors with a range of experience, expertise, skills, diversity and contacts relevant to the Company and its business. The responsibilities of the Board are expressly set out in Section 2 of the Board Charter and authority delegated to the Chief Executive Officer / Managing Director is set out in Section 11 of the Board Charter. Certain responsibilities held by the Chair (including responsibility for leading the board, facilitating the effective contribution by all Directors and promoting constructive and respectful relations between Directors and between the Board and management) are set out in Section 3.1 of the Board Charter.</p> <p>The Board Charter also sets out that a Director can seek independent advice or other professional advice at the Company's expense after receiving approval from the Chair. Such approval may not be unreasonably withheld or delayed.</p> <p>A copy of the Board Charter will be available on the Website.</p>
1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Complying	<p>The Board has established the Remuneration and Nomination Committee which has the responsibility (among others) to make recommendations to the Board with respect to the appointment of new Directors to the Company.</p> <p>With regards to the nomination responsibilities, as set out in the Remuneration and Nomination Committee Charter, the Committee has the responsibility to develop a process for the nomination and selection of suitable candidates for appointment to the board and to undertake appropriate checks before making recommendations for the consideration of the Board.</p> <p>In accordance with the ASX listing requirements, the Company conducted background checks on all of its Directors, which including criminal history checks and bankruptcy checks for each country which a relevant director has resided in the past 10 years (noting that each of the Directors only resided in Australia in the past 10 years). The Company also conducted the same criminal history checks and bankruptcy checks over its Chief Executive Officer (as a senior executive).</p>

			<p>The Board has adopted a Shareholder Communications Policy which provides a framework for communications with securityholders. In particular, the Shareholder Communications Policy provides that the Company will, where practicable, adopt ASX Governance Principles guidelines for notices of meetings, which includes disclosure of material relevant on director elections which may include:</p> <ul style="list-style-type: none"> • in the event a Director seeks re-election at a general meeting, providing information to security holders about those Directors seeking re-election to enable them to make an informed decision on whether to re-elect that Director; and • in the event a person stands for election as a Director for the first time, the Company will provide sufficient background and material information to its security holders to allow them to make an informed decision.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complying	<p>All Directors and senior executives are engaged on written terms personally with the Company.</p> <p>The Board Charter specifies that the terms of appointment for all new Directors will be set out in a letter of appointment or service contract. In most cases, the appointment of an executive director will be dealt with in their employment or service agreement and a separate letter will not be required (as is the case for Declan Sherman).</p>
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.	Complying	<p>The Company Secretary is responsible for ensuring that Board procedures and policies are followed and provides advice to the Board including on matters involving corporate governance and the Corporations Act. Section 10 of the Board Charter includes certain responsibilities and accountabilities for the Company Secretary and confirms that decisions to appoint or remove the Company Secretary is made by the Board (at Section 2.1(f) of the Board Charter).</p> <p>As at the date of this statement, Jane Prior is the Company Secretary.</p>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; (c) disclose in relation to each reporting period: 	Partly Complying	<p>The Board and the Company's employees have diverse skills, backgrounds, perspectives and experiences and the Company is committed to promoting and fostering inclusion at all levels of its organisation by (amongst other things) actively promoting a corporate culture that supports diversity and inclusion in the workplace and in the composition of its Board and at all levels of the workforce.</p> <p>The Company has adopted a Diversity and Inclusion Policy which supports and facilitates this commitment. The Board is accountable for ensuring the Company's compliance with its diversity commitments including by:</p> <ul style="list-style-type: none"> • overseeing the Diversity and Inclusion Policy, including the review of its appropriateness and effectiveness from time to time;

	<div><div><div><div><div><div>(1)</div><div>the measurable objectives set for that period to achieve gender diversity;</div></div><div><div>(2)</div><div>the entity’s progress towards achieving those objectives; and</div></div><div><div>(3)</div><div>either:</div></div><div><div><div>(A)</div><div>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</div></div><div><div>(B)</div><div>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.</div></div></div></div></div><div><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></div></div></div>	<div><div><div><div><div><div><div><div><div></div><div>encouraging and promoting other initiatives, policies and processes considered appropriate from time to time to encourage and promote diversity; and</div><div></div></div><div><div></div><div>to the extent considered appropriate for the Company having regard to its circumstances at the relevant time, ensuring compliance with the ASX Governance Principles in respect of diversity.</div><div></div></div></div></div></div><div><p>The Board will also work with the Remuneration and Nomination Committee to ensure that recruitment and selection processes at all levels are appropriately structured so that a diverse range of candidates are considered and the Company’s diversity profile is taken into account in the selection and appointment of qualified employees, senior management and Board candidates. The Board may from time to time delegate responsibilities to the Remuneration and Nomination Committee to ensure that the Company’s Diversity commitments are implemented appropriately in relation to directors, executives and certain staff at other levels of the organisation.</p><p>Infragreen’s Diversity and Inclusion Policy also provides a process for the Board to decide measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals as appropriate for its operations. The Board, in consultation with the Remuneration and Nomination Committee, intends to develop and set meaningful and measurable objectives for achieving diversity, in particular gender diversity, within its business that are appropriate for the business from time to time. Any measurable objectives that are set by the Board will be used to measure the Company’s progress towards achieving its diversity goals over its future financial years.</p><p>The Board has not yet set measurable objectives for achieving diversity and the Board has made this election having regard to the size of the company and its operations.</p><p>Notwithstanding the absence of set measurable diversity objectives, the Company is, and will continue to be, cognisant of promoting an inclusive and diverse workforce and notes that the Remuneration and Nomination Committee Charter allows committee members to take into account diversity factors and any relevant diversity policy when making recommendations regarding nomination matters. Following its listing on the ASX, the Board intends to review its diversity policies, continue to assess the Company’s diversity levels and identify gaps, and look to develop and, where considered appropriate, set meaningful and measurable diversity objectives in the near future and will disclose the Company’s progress on these matters in subsequent reporting period disclosures.</p><p>As at 15 May 2025 (being prior to the date this statement was adopted), the respective proportions of men and women within Infragreen were as follows:</p></div><div><table><tr><td></td><td>Women</td><td>Men</td></tr><tr><td>Board representation</td><td>1</td><td>3</td></tr></table></div></div></div></div></div>		Women	Men	Board representation	1	3
	Women	Men						
Board representation	1	3						

				Senior executive team	0	2	
				Group representation (employees only)	2	1	
1.6	A listed entity should: (a) have and disclose a process for evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complying	The Board Charter sets out that the Board will review the performance of the Board, the Directors and its Committees. The Remuneration and Nomination Committee will assist the Board in ensuring that the performance of each Director is reviewed and assessed each year in accordance with procedures adopted by the Board. Section 7 of the Board Charter sets out the process for the performance review and evaluation of Directors and Section 12 provides that the Board will evaluate its Committees in accordance with the relevant committee charter.				
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complying	The Board Charter provides, under Section 7.8, that the Board may review and assess the performance of its senior executives in accordance with the same process for reviewing and evaluating its Directors. Senior executives may also be subject to performance reviews in accordance with their terms of engagement.				
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE							
The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.							
2.1	The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and	Complying	The Board has established a Remuneration and Nomination Committee pursuant to the terms of the Remuneration and Nomination Committee Charter. The required composition of the Remuneration and Nomination Committee is set out in Section 4 of the Remuneration and Nomination Committee Charter and provides that the Company intends on the				

	<p>(ii) is chaired by an independent director, 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; 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>Remuneration and Nomination Committee being comprised of not less than three members, a majority of whom are independent directors, with an independent director as chair.</p> <p>The Company's Remuneration and Nomination Committee currently comprises three members: Lindsay Ward (independent director and chair of Committee), Scott Ryall (independent director) and Courtney Black (independent director).</p> <p>The Remuneration and Nomination Committee Charter (under Section 4.4), provides that while the Company will aim to have a Committee that satisfies the recommendations, this may not always be practicable given the size of the Board and the circumstances of the Company. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.</p> <p>The composition of the committee may be reviewed and revised at the time in the event a new non-executive director is appointed.</p> <p>The Committee is required to meet at least twice during each financial year and more often as required and the Company will disclose in its annual report the number of times the Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>A copy of the Remuneration and Nomination Committee Charter will be available on the Company's website.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Partly Complying	<p>Infragreen notes the importance of a high performing and effective Board in ensuring proper governance of a listed entity. Whilst the Board has not yet adopted a formal board skills matrix, when structuring its board, Infragreen has taken into account the benefits of having a mix of members which bring a diverse set of skills, backgrounds, perspectives and experiences to the Board and considers that its Board is currently comprised of members with the appropriate mix of skills, expertise and experience to effectively govern the Company. Infragreen's Board will regularly review the skills, experience and attributes held by the directors and whether the board group as a whole possess the skills and experience required to fulfil their role on the board and relevant board committees. Where any gaps are identified, the Board will consider if additional appointments</p>

			<p>are necessary or whether training or development could be undertaken to fill those gaps provide resources or access to resources to help develop and maintain the skills and knowledge of its directors.</p> <p>As required by Infragreen's Board Charter, the Company will report in its annual report details about the use by the Company of a board skills matrix to identify any gaps in the skills, qualifications, diversity and experience of the Directors of the Board.</p>
2.3	<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. 	Complying	<p>The Company's Board Charter requires the Board to regularly assess whether each Director is an independent Director in the light of the interests disclosed by them and notes (at Section 5.2) that a Director should only be characterised as an independent Director if they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.</p> <p>In assessing the independent status of a Director, the Board will have regard to facts, information and circumstances that the Board considers relevant, including the ASX Governance Principles and in particular, the <i>'Factors relevant to assessing the independence of a Director'</i> as set out in the ASX Governance Principles.</p> <p>The Board has reviewed the position and associations of each of the four Directors in office and has determined that Lindsay Ward, Scott Ryall and Courtney Black are independent and they do not have any interest, position or relationship that compromises their capacity to exercise independent judgement or their ability to act in the best interests of Infragreen and its security holders. In making this determination, the Board has had regard to the independence criteria in the ASX Governance Principles, and other facts, information and circumstances that the Board considers relevant.</p> <p>The Board will continue to monitor the interests of its Directors and will review its assessment of independence at least annually, and as and when a Director's circumstances change in a manner that warrants reassessment.</p> <p>The Board assesses the independence of new Directors upon appointment and reviews their independence, and the independence of the other Directors as appropriate. Information with respect to potential issues of independence may be disclosed to the market but no formal policy exists to ensure such disclosure.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Complying	As at the date of this statement, the Infragreen Board comprises four directors, with three directors, Lindsay Ward, Scott Ryall and Courtney Black, being considered independent directors.
2.5	The chair of the board of a listed entity should be an independent director and, in	Complying	The Chair is Lindsay Ward, a non-executive director who is independent and is also not the CEO of Infragreen.

	particular, should not be the same person as the CEO of the entity.		
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.	Complying	<p>Section 8 of the Board Charter provides for new Directors to be provided with information about the Company as well for the continuing education and professional development of ongoing Directors to allow them to perform their role as directors effectively.</p> <p>The Company secretary also has the responsibility to help organise and facilitate the induction and professional development of the Directors.</p> <p>The Remuneration and Nomination Committee Charter outlines that the committee is responsible for making recommendations to the Board to ensure an effective induction program is in place for newly appointed directors and periodically reviewing (and making recommendations to the Board) whether there is a need for existing directors to undertake professional development.</p>
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.			
3.1	A listed entity should articulate and disclose its values.	Complying	The Code of Conduct sets out the Company's core values at Section 2.2.
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. 	Complying	<p>The Board has adopted a Code of Conduct, a copy of which will be available on the Website. The Code of Conduct applies to all Directors of the Company as well as officers, employees, contractors, consultants, secondees and other persons that act on behalf of the Infragreen group.</p> <p>The Code of Conduct encourages persons to report actual or suspected breaches of the Code of Conduct, including in respect of anti-bribery and corruption. The Company has also adopted a Whistleblower Policy (refer below) setting out a process by which breaches can be reported and protections available to persons reporting such breaches.</p>
3.3	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Complying	<p>The Board has adopted a Whistleblower Policy, that establishes a protected framework for the reporting of illegal, unacceptable, unethical or undesirable behaviour or conduct, including breaches of the Company's Code of Conduct or any other conduct that is considered to be 'reportable conduct'.</p> <p>The Whistleblower Policy applies to all directors of the Company as well as officers, employees, contractors, consultants, secondees and other persons that act on behalf of the Infragreen group. A copy of the Whistleblower Policy will be available on its Website and has been made available to all staff.</p>

			As noted above, the Whistleblower Policy suggests 'reportable conduct' is reported to an immediate supervisor or manager who is required to escalate the matter to a 'Protected Disclosure Officer' or directly to a 'Protected Disclosure Officer' and requires all reports of reportable conduct lodged in accordance with the Whistleblower Policy to be referred to an 'Investigations Officer' to be investigated in a fair, thorough, timely and objective manner.
3.4	<p>A listed entity should</p> <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Complying	<p>The Anti-Bribery and Corruption Policy outlines the Company's position on bribery and corruption and outlines the process for implementing this position.</p> <p>The Board has adopted an Anti-Bribery and Corruption Policy, a copy of which will be available on its Website and has been made available to all staff. The Anti-Bribery and Corruption Policy applies to all directors of the company as well as officers, employees, contractors, consultants, secondees and other persons that act on behalf of the Infragreen group and outlines the Company's zero tolerance approach to bribery and corruption and outlines a process for implementing this approach, including by encouraging persons to report concerns about suspicious activity in accordance with the reporting process in the Whistleblower Policy.</p>
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS A listed entity should have appropriate processes to verify the integrity of its corporate reports.			
4.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and 	Complying	<p>The Board has established an Audit and Risk Committee pursuant to the terms of the Audit and Risk Committee Charter.</p> <p>The required composition of the Audit and Risk Committee is set out in Section 6 of the Audit and Risk Committee Charter and provides that the Company intends on the Audit and Risk Committee being comprised of not less than three non-executive directors, a majority of whom are independent directors, with an independent director as chair (who must not be the chair of the Board).</p> <p>At the date of this statement, the Company's Audit and Risk Committee comprises of three members: Courtney Black (independent chair of the Committee), Scott Ryall and Lindsay Ward, all of whom are non-executive and independent directors.</p> <p>The Remuneration and Nomination Committee Charter (under Section 6.3), provides that while the Company will aim to have a Committee that satisfies the recommendations, this may not always be practicable given the size of the Board and the circumstances of the Company. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.</p> <p>The Board believe that the composition of the committee is of sufficient size and independence to effectively discharge its mandate effectively, having regard to the available members of the Board and the company's</p>

	<p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendees 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>operations. The composition of the committee may be reviewed and revised at the time in the event a new non-executive director is appointed.</p> <p>The Committee is required to meet at least four times during each financial year and more often as required and the Company will disclose in its annual report the number of times the Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Committee members are as set out in the Prospectus.</p> <p>A copy of the Audit and Risk Committee Charter will be available on the Company's Website.</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complying	<p>The Board is committed to ensuring the financial statements of the Company represent a true and fair view of the Company's financial position and performance.</p> <p>Under Section 2.1(k) of the Board Charter, the Board is responsible for approving and monitoring financial and other reporting of the Company.</p> <p>The Board has established the Audit and Risk Committee to assist the Board with the quality and reliability of financial information prepared by the Company and monitor an appropriate risk management and internal control framework.</p> <p>The CEO / MD and the CFO of the Company (if appointed) are also required to provide declarations under section 295A of the Corporations Act.</p>
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate	Complying	As stated in Section 2 of the Company's Shareholder Communications Policy, the Company will produce half yearly and yearly financial reports and annual reports in accordance with the Corporations Act, the Listing Rules and applicable accounting standards. The Company seeks to give balanced and understandable information



	report it releases to the market that is not audited or reviewed by an external auditor.		about the Infragreen group in its periodic reporting to investors and where a report or information is not audited or reviewed by an external auditor, the Company will undertake appropriate verification processes where considered necessary and/or appropriate to ensure the integrity of the information contained within any such reports.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complying	<p>The Board has adopted a Continuous Disclosure Policy and is committed to complying with all continuous disclosure obligations imposed by the ASX Listing Rules and otherwise as required by law. The Continuous Disclosure Policy establishes procedures and protocols aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price sensitive information.</p> <p>A copy of the Continuous Disclosure Policy will be available on the Website.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complying	The Board Charter and the Continuous Disclosure Policy outlines that the Board will receive copies of all announcements promptly after they have been made.
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	Complying	The Shareholder Communications Policy contains a requirement at Section 5 that copies of all new and substantive investor presentations made to analysts and media briefings will be lodged with the ASX and posted on the Company's website, and where appropriate, the Company will use webcasting or teleconferencing of these presentations and briefings. Where practicable, the Company intends to lodge a copy of such presentation material with the ASX (to be followed by the Company's website) ahead of the presentation, but if this is not practicable in the circumstances, subject at all times to any requirements under the ASX Listing Rules, the Company will endeavour to do so as soon as it reasonably can.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complying	Section 14.10 of the Board Charter provides that the Company will make available to security holders and investors information about the Company on its Website, including periodic reports, market announcements, notices of meetings and governance policies.

6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complying	<p>The Company intends to ensure that investors are kept fully up to date in relation to major developments and activities of the Company and has adopted a Shareholder Communication Policy to allow for effective communication between the Company and investors.</p> <p>A copy of the Shareholder Communication Policy will be available on the Website.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complying	<p>The policies and processes the Company has in place to facilitate and encourage participation at security holder meetings is set out in the Shareholder Communication Policy.</p> <p>In particular, the Company encourages its shareholders to attend the Company's annual general meeting (whether in person or by proxy) and, in accordance with the Corporations Act, will provide notice of the meeting to each shareholder. The Company believes that the AGM gives shareholders the opportunity to meet with the Board and intends to ensure the Chair allows adequate time to address queries or questions put by shareholders at general meetings.</p> <p>The Company will conduct general meetings in accordance with its constitution, the Corporations Act and the ASX Listing Rules (as applicable) and will consider the use of technology and other means to facilitate shareholder participation as appropriate.</p>
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.	Partly complying	As stated in Section 6.3 of the Company's Shareholder Communication Policy, the Board will consider whether any resolution put to security holders for consideration at a meeting of security holders (including any substantive resolutions) will be decided by a poll rather than a show of hands having regard to the specific circumstances applying to the resolution at the relevant time.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complying	<p>As provided under Section 14.11 of the Board Charter, the Company is committed to electronic communication with its shareholders, including through its website.</p> <p>Investors are able to communicate with the Company electronically through the Website and with the Company's share registry.</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	Complying	<p>The Board has established an Audit and Risk Committee comprising Courtney Black (chair of the Committee), Scott Ryall and Lindsay Ward, all of whom are independent.</p> <p>The principal role of the Audit and Risk Committee (from a risk perspective) is to:</p>

	<ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at 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>(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>		<ul style="list-style-type: none"> (a) establish and maintain an appropriate internal control framework; (b) assess corporate risk and compliance with internal controls; and (c) oversee new and emerging sources of risk and risk control and mitigation arrangements. <p>The Audit and Risk Committee is required to meet at least four times each year or more as required, and the number of times the Audit and Risk Committee has met as well as the attendees of members at those meetings will be disclosed in the Company's annual report.</p> <p>The Audit and Risk Committee Charter will be available on the Website.</p>
7.2	<p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and 	Complying	<p>The Audit and Risk Committee Charter delegates responsibilities to the Audit and Risk Committee, including a responsibility to oversee the establishment, implementation and effectiveness of the Company's internal strategic risk management and internal compliance and control systems and assess the effectiveness of those systems, and the responsibility to approve and recommend to the Board policies and procedures on risk oversight and management and appropriate and effective identification, monitoring, assessment and risk management systems.</p> <p>The Audit and Risk Committee Charter requires the committee to regularly review (at least annually), the risk profile and risk appetite of the Company's group, and review performance against the risk management framework, to satisfy itself (amongst other things) that it continues to be sound and whether it is operating within the risk appetite set by the Board.</p>

	(b) disclose, in relation to each reporting period, whether such a review has taken place.		<p>The Board has adopted a Risk Management Policy to outline the Board's responsibility and authority to oversee and manage the Company's risk. The Board has established the Audit and Risk Committee to assist the Board in day-to-day oversight of the Company's risk management program and the Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes.</p> <p>As set out in Sections 4 and 5 of the Risk Management Policy, the Board will review the effectiveness of the Company's risk management and internal control system annually, and may disclose the results of such review in its annual reports.</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; and</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Complying	<p>The Company does not have an express internal audit function. However, the Board has established the Audit and Risk Committee to perform internal functions as set out in Section 4 of the Audit and Risk Committee Charter, including monitoring and evaluating the Company's internal control and risk management framework. The Board has also adopted a Risk Management Policy to assist the Board and the Audit and Risk Committee in performing its internal control roles. Both the Committee's charter and the Risk Management Policy will be available on the Website.</p>
7.4	A listed entity should disclose whether it has any material exposure to environment or social risks and, if it does, how it manages or intends to manage those risks.	Complying	<p>A summary of significant key risks that may have an impact on the financial and operating performance of the Company, including environment or social risks, and the Company's ESG governance policy is set out in the Prospectus.</p> <p>The Company's ongoing disclosure obligation in respect of changes in its state of affairs is covered in Section 14 of the Board Charter.</p> <p>Section 3 of the Continuous Disclosure Policy sets out the obligation of the Company to immediately disclose 'price sensitive' information to ASX as is the requirement under the listing rules therefore the Company will update shareholders of material exposure to such risks as and when it arises.</p>

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

8.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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. 	Complying	<p>The Board has established a Remuneration and Nomination Committee currently comprising three members: Lindsay Ward (independent director and chair of Committee), Scott Ryall (independent director) and Courtney Black (independent director).</p> <p>The Remuneration and Nomination Committee Charter (under Section 4.4), provides that while the Company will aim to have a Committee that satisfies the recommendations, this may not always be practicable given the size of the Board and the circumstances of the Company. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.</p> <p>The composition of the committee may be reviewed and revised at the time in the event a new non-executive director is appointed.</p> <p>The Committee is required to meet at least twice during each financial year and more often as required and the Company will disclose in its annual report the number of times the Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>A copy of the Remuneration and Nomination Committee Charter will be available on the Company's website.</p>
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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.	Complying	<p>The Remuneration and Nomination Committee Charter specifies the Committee's responsibility to oversee the remuneration strategies and policies for the Company.</p> <p>The remuneration of each Director (both executive and non-executive) and key management personnel (being Infragreen's CEO / MD and CFO) are detailed in the Prospectus and will be disclosed in its annual report.</p> <p>The Company will distinguish the structure of Non-executive Directors' remuneration from that of Executive Directors and senior executives in compliance with Recommendation 8.2.</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>	Complying	<p>At the date of this statement, the Company has established an option share plan and a performance rights plan.</p> <p>A summary of the terms of the plans have been included in the Prospectus.</p> <p>Sections 2 and 3 of the Remuneration and Nomination Committee Charter sets out the scope of their review as including review of policies relating to equity participation and other incentive programs.</p> <p>The Company also has a Securities Trading Policy, which will be available on its Website, which outlines when key management personnel (including Directors) and other employees can trade Company securities.</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES The following additional recommendations apply to the entities described within them.			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	This recommendation is not applicable to Infragreen as it does not have any foreign directors, nor does it conduct board meetings in a language other than English.
9.2	A listed entity established outside Australia should ensure that meetings of security	N/A	This recommendation is not applicable to Infragreen as it is not a foreign registered entity.



	holders are held at a reasonable place and time.		
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	This recommendation is not applicable to Infragreen as it is not a foreign registered entity nor is it an externally managed entity.