

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Mighty Kingdom Limited

ABN/ARBN

39 627 145 260

Financial year ended:

30 June 2022

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.mightykingdom.com/investors-corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 27 October 2022 and has been approved by the board.

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

Date: 27 October 2022

Name of authorised officer  
authorising lodgement: Kaitlin Smith  
Company Secretary

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

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

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

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

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

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

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

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



**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:  <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>  and we have disclosed the information referred to in paragraph (c) at:  2022 Corporate Governance Statement  and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:  2022 Corporate Governance Statement  and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:  2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>2022 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: 2022 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: 2022 Corporate Governance Statement and the length of service of each director at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement



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



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.mightykingdom.com">https://www.mightykingdom.com</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out 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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: 2022 Corporate Government</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: 2022 Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement



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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: 2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



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



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



**MIGHTY KINGDOM LIMITED**  
**ACN 627 145 260**  
**(Company)**  
**CORPORATE GOVERNANCE STATEMENT**

The Board of Directors of Mighty Kingdom Limited ('Mighty Kingdom') aims to achieve appropriate standards of corporate governance and has established corporate governance policies and procedures, where practicable, consistent with the ASX Corporate Governance Council's *'Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (ASX Principles or Recommendation)*.

In ensuring appropriate standard of ethical behaviour and accountability, the Board has included in its corporate governance policies those matters contained in the ASX Recommendations where applicable. However, the Board also recognises that full adoption of the above ASX Recommendations may not be practical nor provide the optimal result given the particular circumstances and structure of the Company. The Board is, nevertheless, committed to ensuring that appropriate Corporate Governance practices are in place for the proper direction and management of the Company. This statement outlines the main Corporate Governance practices of the Company disclosed under the ASX Recommendations, including those that comply with best practice and which unless otherwise stated, were in place during the whole of the period to the date of this statement.

Details have been included in this statement setting out the ASX Best Practice Recommendations with which the Company has and has not complied in the reporting period. This Corporate Governance Statement is current as at 27 October 2022 has been approved by the Board on that date.

Details of the Company's corporate governance practices are set out below.



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board is governed by:</p> <ul style="list-style-type: none"> <li>the Corporations Act 2001 (Cth),</li> <li>its formal constitution, and</li> <li>by the ASX Listing Rules.</li> </ul> <p>The Board's primary accountability is to the shareholders for the performance of the company. The Board is also accountable to relevant regulators, clients, customers, and the broader community for Mighty Kingdom to be a good corporate citizen.</p> <p>A copy of the Company's Board Charter is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a></p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>The successful induction of new directors contributes to a high performing Board. Mighty Kingdom will ensure a timely and effective induction that enables new directors to feel confident about their knowledge of the business, make a strong contribution, and improve their ability to govern.</p> <p>The Board is primarily responsible for identifying potential new directors but has the option to use an external consulting firm to identify and approach possible new candidates for directorship. The Directors may at any time appoint a person to be a director, but the total number of Directors must be not less than three and may not at any time exceed the maximum number specified in the Constitution of the Company (currently nine) and any Director so appointed holds office only until the next following Annual General Meeting when they are eligible for re-election. The Company will disclose all material information in its possession relevant to a decision on whether or not to re-elect a director.</p> <p>The Board undertakes appropriate background checks and requires existing and potential directors to provide evidence of their qualifications, police clearances and solvency checks.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The roles and responsibilities of Directors have been formalised in letters of appointment which each Director has entered in to. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, and insurance and indemnity entitlements.</p> <p>The Company appoints senior executives via the execution of an Executive Employment Contract. The contract terms of senior executives, who are Key Management Personnel, will be summarised in the Remuneration Report of the Company's 2022 Annual Report.</p>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary is accountable to the Board through the Chair on all matters relating to the proper functioning of the Board. All directors have access to the Company Secretary.</p> <p>The appointment or removal of the Company Secretary is a matter for the Board. Details of the Company Secretary's experience and qualifications are set out on the company's 2022 Annual Report.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either:</li> </ul> </li> </ul>	Yes	<p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent. Accordingly, the Company has established a diversity and inclusion policy which is provided to all staff with responsibility for recruitment.</p> <p>This diversity and inclusion policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. The Board is required to develop measurable objectives for gender diversity, and to review them annually. At the date of</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION																																								
<p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>the current policy version the measurable objectives for achieving gender diversity are as follows:</p> <table><tr><th rowspan="3"></th><th colspan="3">Actual</th><th colspan="3">Objective</th></tr><tr><th colspan="3">30 June 2022</th><th colspan="3">30 June 2023</th></tr><tr><th>Women %</th><th>Men %</th><th>Any Gender %</th><th>Women %</th><th>Men %</th><th>Any Gender %</th></tr><tr><td>Board</td><td>60</td><td>40</td><td>-</td><td>40</td><td>40</td><td>20</td></tr><tr><td>Senior executive positions</td><td>60</td><td>40</td><td>-</td><td>40</td><td>40</td><td>20</td></tr><tr><td>Employees in the company</td><td>40</td><td>56.3</td><td>3.8</td><td>40</td><td>40</td><td>20</td></tr></table> <p>The Board is of the view that the measurable objective is appropriately achieving gender diversity within Board, Executive and employee levels. As vacancies become available within the organisation the Company undertakes recruitment processes to ensure an appropriately diverse candidate pool is available to select successful applicants based on appropriate skills, experience and qualifications.</p> <p>The Company’s diversity and inclusion policy is available to be viewed on the Company’s website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a></p>		Actual			Objective			30 June 2022			30 June 2023			Women %	Men %	Any Gender %	Women %	Men %	Any Gender %	Board	60	40	-	40	40	20	Senior executive positions	60	40	-	40	40	20	Employees in the company	40	56.3	3.8	40	40	20
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<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p>	Yes	<p>A high performing Board is critical to the success of Mighty Kingdom. The Board will strive for governance improvement through identifying board performance improvement opportunities and governance framework gaps.</p> <p>Evaluation of the Board as a whole and committees may include:</p> <ul style="list-style-type: none"><li>Compliance with its Charter.</li></ul>																																								



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
(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.		<ul style="list-style-type: none"> <li>• Suitability of the structure and skills.</li> <li>• Quality of decisions.</li> <li>• Effectiveness of monitoring and supervision.</li> <li>• Relationship with the Managing Director and senior executives.</li> <li>• Teamwork and culture.</li> <li>• Role clarity.</li> </ul> <p>The evaluation method is:</p> <ul style="list-style-type: none"> <li>• Internal evaluations will be conducted annually with an external evaluation at least every five years.</li> <li>• Each director and committee member will complete a self-assessment of their own performance and the performance of the Board or committee being evaluated.</li> <li>• The Chair of the Board or committee will meet one on one with each member of the governance body to review the self-assessment.</li> <li>• The Chair of the Board will meet one on one with each member of the senior executives to gain their feedback on the performance of the Board, committees, and individual members.</li> <li>• The Chair of the Board or committee will provide a report to the Board on their findings and the board will consider these reports.</li> <li>• A non-executive director will evaluate the Chair.</li> </ul> <p>The Company intends to conduct a performance evaluation of the Board, its committees and members of the Board in FY23 in accordance with the process described above.</p> <p>The Company has a Board Evaluation Policy.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The evaluation of senior executives may include evaluation of:</p> <ul style="list-style-type: none"> <li>• Knowledge of the business.</li> <li>• Performance of the business.</li> <li>• Competence and judgement.</li> <li>• Relevant knowledge and experience.</li> <li>• Integrity, ethics and values.</li> <li>• Initiative, preparation and contribution.</li> <li>• Attendance.</li> <li>• Behaviour.</li> </ul> <p>The Board has delegated the operation and administration of the group to the Managing Director and the senior executive team. Their performance is assessed formally by the Board on an annual basis.</p> <p>The Company has conducted a performance evaluation of the Managing Director/Chief Executive Officer and the senior executive team during the reporting period, in accordance with the process described above.</p>
<b>Principle 2: Structure the board to be effective and add value</b>		
<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> </ol>	Yes	<p>The Company has a Remuneration and Nomination Committee (the 'Committee') that undertakes the role of the nomination committee. The Remuneration and Nomination Committee has a charter. The role of the committee is to assist and advise the board of directors on matters relating to:</p> <ul style="list-style-type: none"> <li>• The compensation, bonuses, incentives and remuneration issues of the directors, Managing Director and staff.</li> <li>• The structure and composition of the board, Managing Director and senior executive selection and performance, and other matters as required.</li> </ul>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<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 role of the committee regarding nomination and recruitment includes to:</p> <ul style="list-style-type: none"> <li>• Ensure that the Board is an appropriate size and collectively has the skills, commitment and knowledge of Mighty Kingdom and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</li> <li>• Ensure that appropriate Managing Director, senior executive and Board evaluation occurs.</li> <li>• Ensure that appropriate Managing Director, senior executive and Board succession planning occurs.</li> <li>• Lead searches for a new Managing Director and Board members.</li> </ul> <p>Ms Michelle Guthrie stepped down as a member of the Remuneration and Nomination Committee on 21 September 2022.</p> <p>The Company has formed a Remuneration and Nomination Committee with the following membership:</p> <ul style="list-style-type: none"> <li>• Gabriele Famous (Chair)</li> <li>• Megan Brownlow</li> <li>• Melanie Fletcher</li> <li>• Ian Hogg</li> </ul> <p>The Directors' qualifications and experience are included in the Company's 2022 Annual Report. The Committee had seven meetings for the year ended 30 June 2022.</p> <p>The Company's Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION																																															
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>The following table outlines the experience and skills of the Board.</p> <table><tr><th rowspan="2">Attributes</th><th colspan="3">No. of members with attribute</th></tr><tr><th>Board</th><th>ARC</th><th>RNC</th></tr><tr><td>Total number of members</td><td>7</td><td>4</td><td>4</td></tr><tr><td></td><td></td><td></td><td></td></tr><tr><td>Strategy &amp; planning</td><td>7</td><td>4</td><td>4</td></tr><tr><td>Accounting &amp; finance</td><td>2</td><td>1</td><td>1</td></tr><tr><td>Risk &amp; compliance</td><td>3</td><td>3</td><td>1</td></tr><tr><td>M&amp;A/Capital markets</td><td>3</td><td>3</td><td>1</td></tr><tr><td>Entertainment and Global media/IP</td><td>6</td><td>3</td><td>3</td></tr><tr><td>Corporate governance</td><td>4</td><td>4</td><td>2</td></tr><tr><td>Games and production industry</td><td>6</td><td>3</td><td>3</td></tr><tr><td>People, culture and conduct</td><td>5</td><td>2</td><td>2</td></tr></table> <p>Committee abbreviations:</p> <ul style="list-style-type: none"><li>• ARC is the Audit and Risk Committee</li><li>• RNC is the Remuneration and Nominations Committee</li></ul>	Attributes	No. of members with attribute			Board	ARC	RNC	Total number of members	7	4	4					Strategy & planning	7	4	4	Accounting & finance	2	1	1	Risk & compliance	3	3	1	M&A/Capital markets	3	3	1	Entertainment and Global media/IP	6	3	3	Corporate governance	4	4	2	Games and production industry	6	3	3	People, culture and conduct	5	2	2
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RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	<p>Yes</p>	<p>The Board of Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. In the context of director independence, “materiality” is considered from both the Company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount.</p> <p>Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangement governing it and other factors that point to the actual ability of the director in question to shape the direction of the Company’s loyalty.</p> <p>The ASX Corporate Governance Council identifies factors relevant to assessing the independence of a director. These include:</p> <ul style="list-style-type: none"> <li>• the length of service of each director;</li> <li>• employment in an executive capacity by the entity;</li> <li>• has a material business relationship or is a provider of material professional services to the entity;</li> <li>• is a substantial shareholder of the entity;</li> <li>• has a material contractual relationship with the entity; or</li> <li>• a close family tie with any person within any of the categories described above.</li> </ul>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION																																
		<p>In accordance with the definition of the independence above, and the materiality threshold set, refer to below for the assessment of independence of each Director of Mighty Kingdom:</p> <table><thead><tr><th>Name</th><th>Position</th><th>Appointment Date</th><th>Independence</th></tr></thead><tbody><tr><td>Ms Michelle Guthrie</td><td>Non-Executive Director &amp; Chair</td><td>17 Dec 2020</td><td>Independent</td></tr><tr><td>Ms Megan Brownlow</td><td>Non-Executive Director</td><td>17 Dec 2020</td><td>Independent</td></tr><tr><td>Ms Gabriele Famous</td><td>Non-Executive Director</td><td>21 Apr 2021</td><td>Independent</td></tr><tr><td>Mr Philip Mayes</td><td>Executive Director</td><td>28 Jun 2018</td><td>Not Independent</td></tr><tr><td>Mr Ian Hogg</td><td>Non-Executive Director</td><td>10 Aug 2022</td><td>Independent</td></tr><tr><td>Ms Melanie Fletcher</td><td>Non-Executive Director</td><td>10 Aug 2022</td><td>Independent</td></tr><tr><td>Mr David Butorac</td><td>Non-Executive Director</td><td>10 Aug 2022</td><td>Independent</td></tr></tbody></table> <p><b>Independent professional advice</b></p> <p>With the prior approval of the Chair, each Director has the right to seek independent legal and other professional advice at the Company’s expense concerning any aspect of the Company’s operations or undertakings in order to fulfil their duties and responsibilities as Directors.</p>	Name	Position	Appointment Date	Independence	Ms Michelle Guthrie	Non-Executive Director & Chair	17 Dec 2020	Independent	Ms Megan Brownlow	Non-Executive Director	17 Dec 2020	Independent	Ms Gabriele Famous	Non-Executive Director	21 Apr 2021	Independent	Mr Philip Mayes	Executive Director	28 Jun 2018	Not Independent	Mr Ian Hogg	Non-Executive Director	10 Aug 2022	Independent	Ms Melanie Fletcher	Non-Executive Director	10 Aug 2022	Independent	Mr David Butorac	Non-Executive Director	10 Aug 2022	Independent
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Mr David Butorac	Non-Executive Director	10 Aug 2022	Independent																															
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>As per the assessment of Director independence above, the Board currently consists of seven directors (six independent Non-Executive Directors and one executive Director).</p>																																



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Recommendation 2.5</b>  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.	Yes	The Board requires that the Chair be an independent director and that the role of Chair of the Board is separate from that of the Managing Director who is responsible for the day-to-day management of the Company. The role of the Chair has been fulfilled by Ms Michelle Guthrie, who is an independent Director and the role of Managing Director has been fulfilled by Mr Philp Mayes.
<b>Recommendation 2.6</b>  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 a Director effectively.	Yes	An induction process including appointment letters exists to promote early, active and relevant involvement of new members of the Board. Mighty Kingdom will ensure a timely and effective induction that enables new directors to feel confident about their knowledge of the business, make a strong contribution, and improve their ability to govern.  All Mighty Kingdom directors are encouraged to further their knowledge through ongoing professional development through professional industry, governance and government bodies.
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<b>Recommendation 3.1</b>  A listed entity should articulate and disclose its values	Yes	Mighty Kingdom strives to be a diverse and inclusive workplace, with clear and stated values that support the wellbeing of the team as a whole. <ul style="list-style-type: none"> <li>• Ambition - Committing to achieve the best results, maximise our strengths and exceed expectations.</li> <li>• Collaboration - Listening to others, being open-minded and displaying humility.</li> <li>• Creativity - Thinking out of the box, bring imagination in the day to day.</li> <li>• Agility - Being ready to pivot and adapt, display resilience.</li> <li>• Courage - Walking off the beaten tracks, forging new paths and leading the way.</li> </ul>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>Yes</p>	<p>The Company has a Code of Conduct for Directors, senior executives and employees. A copy of the Code of Conduct is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>.</p> <p>All directors have signed agreements with the Company which require them to comply with all the obligations of a director under the Corporations Act 2001. Directors are required to disclose to the Board any material contract in which they may have an interest. In accordance with Section 195 of the Corporations Act 2001, a director having a material personal interest in any matter to be dealt with by the Board, will not be present when that matter is considered by the Board and will not vote on that matter, subject to the discretion of the Board.</p> <p>All Directors are required to provide the Company with details of all securities registered in the Director's name or an entity in which the director has a relevant interest.</p> <p>Directors, officers and employees are not permitted to trade in securities of the Company at any time whilst in possession of price sensitive information not readily available to the market. The Corporations Act also prohibits the acquisition and disposal of securities where a person possesses information that is not generally available, and which may reasonably be expected to have a material effect on the price of the securities if the information was generally available.</p> <p>Material breaches of the Code of Conduct are reported to the Board.</p> <p>A copy of the Company's Securities Trading Policy is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a></p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Recommendation 3.3</b>  A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company's Whistleblower Policy is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .  Material incidents of the Whistleblower Policy are reported to the Board.
<b>Recommendation 3.4</b>  A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Anti-Bribery and Corruption Policy is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .  Material breaches of the Anti-Bribery and Corruption Policy are reported to the Board.
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b>  The board of a listed entity should: (a) have an audit committee which: <ol style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board, and disclose: <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>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</li> </ol> </li> </ol>	Yes	The Company has an Audit and Risk Committee ('Committee') that undertakes the role of the audit committee.  Mr David Butorac joined the Audit and Risk Committee on 21 September 2022.  The Company has formed an Audit and Risk Committee with the following membership: <ul style="list-style-type: none"> <li>• Megan Brownlow (Chair)</li> <li>• Michelle Guthrie</li> <li>• Gabriele Famous</li> <li>• David Butorac</li> </ul> The Audit and Risk Committee has a formal charter, which is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
(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>The Committee will oversee the internal and external audit process, facilitate resolution of any conflicts, and manage communication between the auditor and the Board.</p> <p>The Board has no formal procedures for the selection, appointment or rotation of its external auditor and internal audit function but reviews this matter on an ongoing basis and implements changes as required.</p> <p>The Directors' qualifications and experience are included in the Company's 2022 Annual Report. The Committee had seven meetings for the year ended 30 June 2022.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The person who performs the Managing Director and Chief Financial Officer roles are required to provide written declarations under s295A of the Corporations Act that, in their opinion;</p> <ul style="list-style-type: none"> <li>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 a fair view of the financial position and performance of the entity; and</li> <li>that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul> <p>The managing director, Philip Mayes and the chief financial officer, Amy Guan have provided their declarations to the board in relation to the 2022 annual report.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>A periodic corporate report includes an entity's annual directors' reports, quarterly activity reports, quarterly cash flow reports and, in some cases, integrated reports (if prepared as a separate annual report) and sustainability reports.</p> <p>The preparation of public corporate reports is a similar methodology to the preparation of reports that are audited or reviewed by an external auditor. At all times the Company strives to satisfy itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
		<p>The originator of the report ensures that all statements and financial information or calculations are supported by source documentation or factual evidence and have a reasonable basis. All assumptions within a document or financial model are disclosed and considered for appropriateness. Material accuracy, appropriate information and balanced reporting is achieved by layers of review undertaken within the organisation by senior managers, peer reviews, CEO review, Company Secretary review and final review and approval is undertaken by the Board. A majority of Directors' approval is required prior to the release of the document to the ASX.</p> <p>If there is any uncertainty regarding the materially accuracy of a corporate report, the Company will seek external advice or review of the document. Any errors or misleading information that may be published is corrected by the Company via a separate release as soon as the Company becomes aware of the error.</p>
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rules 3.1.</p>	Yes	<p>The Company has in place a Continuous Disclosure Policy, a copy of which is provided to all Company officers and employees who may from time to time be in the possession of undisclosed information that may be material to the price or value of the Company's securities.</p> <p>The Continuous Disclosure Policy aims to ensure timely and effective continuous disclosure of market sensitive information protects investors and the reputation of the market. Mighty Kingdom will provide investors with equal access to timely, accurate, balanced, and effective disclosures of market sensitive information. The Company will comply with its legal obligations and, where possible, strive to achieve best practice.</p> <p>At least once in every 12-month period, the Board will review the Company's compliance with this Continuous Disclosure Policy and update it from time to time, if necessary.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
		The Company's Continuous Disclosure Policy is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .
<b>Recommendation 5.2</b>  A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All Directors of the Company receive the ASX confirmation of the lodgement of an ASX Announcement by email from the ASX Market Announcements platform.
<b>Recommendation 5.3</b>  A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	In accordance with the Company's Continuous Disclosure Policy, a copy of any presentation materials used by the Company must first be released on the ASX Market Announcements Platform ahead of the presentation, to ensure a fully informed market.
<b>Principle 6: Respect the rights of security holders</b>		
<b>Recommendation 6.1</b>  A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Company operates under the continuous disclosure requirements of the ASX Listing Rules and aims to ensure that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website following release to the ASX.</p> <p>The Mighty Kingdom website has a separate corporate governance section that includes:</p> <ul style="list-style-type: none"> <li>• The constitution and the board and committee charters.</li> <li>• Governance policies.</li> <li>• Names, photos, and brief biographical information for directors.</li> <li>• Annual reports and corporate governance statements.</li> <li>• ASX announcements.</li> <li>• Media releases.</li> </ul>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
		<ul style="list-style-type: none"> <li>• Annual general meeting notices, the Chair of the Board's address to the meeting, any other presentations.</li> <li>• A link to the share registrar.</li> <li>• Contact us details.</li> </ul> <p>Refer to <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitate effective two-way communication with investors.</p>	Yes	<p>The Company has in place an Investor Relations Policy, a copy of which is provided to all Company officers and employees. This policy sets out how Mighty Kingdom communicates and engages with investors.</p> <p>Two-way communication with the Company's investors is facilitated through the Company's website, share register and external advisors.</p> <p>Mighty Kingdom's electronic communication with the public includes social media (Twitter, Instagram, Facebook and LinkedIn) plus its website and email. Investors and others are invited to connect via these channels.</p> <p>Shareholders are given the option to receive communications from Mighty Kingdom, including its share registry, by email. This is encouraged as it reduces impact on the environment and costs.</p> <p>ASX announcements are a key element in Mighty Kingdom meeting its continuous disclosures obligations as set out in the Continuous Disclosure Policy.</p> <p>The Board reviews this policy and compliance with it on an ongoing basis.</p> <p>The Company has an Investor Relations Policy.</p> <p>The Company encourages two way communication with its investors through <a href="mailto:investorrelations@mightykingdom.com">investorrelations@mightykingdom.com</a></p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Recommendation 6.3</b>  A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.	Yes	The Company actively engages with investors at the Annual General Meeting and General Meetings, provides periodic operational updates to the market and responds to enquiries. Important issues are presented to the Shareholders as single resolutions and Shareholder discussion of the resolutions is encouraged.
<b>Recommendation 6.4</b>  A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All substantive resolutions at a meeting of security holders put the vote at a general meeting will be decided on a poll.
<b>Recommendation 6.5</b>  A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Board aims to ensure that Shareholders are given the opportunity to engage with the Company as conveniently as possible. Shareholders are able to receive communications from the Company electronically via the Company's share registry, Computershare Investor Services. Shareholders are also able to contact the Company via its public email address <a href="mailto:investorrelations@mightykingdom.com">investorrelations@mightykingdom.com</a> and the share registry via its online portal, Investor Centre – Australia <a href="https://www-au.computershare.com/Investor">https://www-au.computershare.com/Investor</a>
<b>Principle 7: Recognise and manage risk</b>		
<b>Recommendation 7.1</b>  The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> and disclose: <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol>	Yes	The Company has an Audit and Risk Committee ('Committee') that undertakes the role of the risk committee.  The Company has formed an Audit and Risk Committee with the following membership: <ul style="list-style-type: none"> <li>• Megan Brownlow (Chair)</li> <li>• Michelle Guthrie</li> <li>• Gabriele Famous</li> <li>• David Butorac</li> </ul> Meetings are held as required by the Audit Committee to discuss the Company's ongoing risk activities and to discuss, where appropriate, any proposed changes prior



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.		<p>to the risk management framework and implementation and to seek advice in relation thereto.</p> <p>The Directors' qualifications and experience are included in the Company's 2022 Annual Report. The Committee had seven meetings for the year ended 30 June 2022.</p> <p>The Audit and Risk Committee's charter is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>.</p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company maintains a risk management framework. Mighty Kingdom recognises that risk is inherent in all its business strategies and operations. Therefore, risk management is integrated into all aspects of the business including setting strategy and objectives, decision making, and business operations. Risk management is not focussed just on the adverse impacts of risk, it also includes avoiding missing beneficial opportunities.</p> <p>The Audit and Risk Committee will evaluate the effectiveness of the risk management framework against its purpose, implementation plans, indicators and expected behaviour.</p> <p>A review of the Company's risk management framework has taken place in the year ended 30 June 2022.</p>
<p><b>Recommendation 7.3</b></p> <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>No</p> <p>Yes</p>	<p>The Company does not have an internal audit function and does not believe that the size and nature of the Company warrants establishment of said function at this time.</p> <p>Procedures have been established at the Board and Management levels that are designed to safeguard the assets and interests of the Company, and to ensure the integrity of reporting. These include accounting, financial reporting and internal control policies and procedures. To achieve this, the Non-Executive Directors perform the</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
(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>following procedures:</p> <ul style="list-style-type: none"> <li>• ensure appropriate follow-up of significant audit findings and risk areas identified;</li> <li>• review the scope of the external audit to align it with Board requirements; and</li> <li>• conduct a detailed review of published accounts.</li> </ul>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Board recognises that there are inherent risks associated with the Company's operations. The Board endeavours to mitigate such risks by continually reviewing the activities of the Company in order to identify key environmental and social risks and ensuring that they are appropriately assessed and managed.</p> <p>In particular, the Board perceives that there may be social risk associated with Mighty Kingdom's operations in the context of the development of games and content targeted at children. The potential consequences of failure to effectively manage such risks include exposure to fines and other sanctions for non-compliance with applicable industry and data privacy regulations and potential damage to Mighty Kingdom's brand and reputation.</p> <p>The Board endeavours to mitigate social risks by ensuring that Mighty Kingdom has a policy of only working with reputable third-party advertisers that are subject to the same global advertising and privacy regulations. Mighty Kingdom also works with consultants to assist with the development of appropriate compliance policies. To aid compliance with applicable data privacy regulations, Mighty Kingdom has proprietary analytics software that allows it to control the data it collects and how it is stored.</p> <p>The Board and Management do not consider that the entity has any material exposure to environmental risks.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Principle 8: Remunerate fairly and responsibly</b>		
<b>Recommendation 8.1</b>  The board of a listed entity should: <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>The Company has a Remuneration and Nomination Committee ('Committee') that undertakes the role of the remuneration committee.</p> <p>The role of the committee regarding remuneration includes to:</p> <ul style="list-style-type: none"> <li>• Ensure that Director remuneration is sufficient to attract and retain high quality directors, and is fair, and responsible.</li> <li>• Ensure that Managing Director and senior executive remuneration is sufficient to attract, retain and motivate high quality personnel and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</li> </ul> <p>The Company has formed a Remuneration and Nomination Committee with the following membership:</p> <ul style="list-style-type: none"> <li>• Gabriele Famous (Chair)</li> <li>• Megan Brownlow</li> <li>• Melanie Fletcher</li> <li>• Ian Hogg</li> </ul> <p>The Directors' qualifications and experience are included in the Company's 2022 Annual Report. The Committee had seven meetings for the year ended 30 June 2022.</p> <p>The Company's Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Recommendation 8.2</b>  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.	Yes	Non-Executive Directors will be remunerated by cash, director's fees or share benefits alone and may not include retirement benefits, other than statutory superannuation contributions. Executive Directors and Executives may be remunerated by both fixed remuneration and equity performance-based remuneration plus statutory superannuation contributions, but no termination payments will be agreed other than a reasonable period of notice of termination as detailed in the executive's employment contract.
<b>Recommendation 8.3</b>  A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	Participants in any equity-based remuneration scheme are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.  The Company's Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a> .