

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SHAPE AUSTRALIA CORPORATION LIMITED

ABN/ARN

14 654 729 352

Financial year ended:

30 June 2022\*

*\*this corporate governance statement covers the period from the date of admission to the official list (17 December 2021) to 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://investor.shape.com.au/>

The Corporate Governance Statement is accurate and up to date as at 25 August 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: 25 August 2022



Rebecca Weir  
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 <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>
<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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/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 <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>1.5 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"/> and we have disclosed a copy of our diversity policy at: <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>In the Company's FY22 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>
<p>1.6 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"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>In the Company's Performance Evaluation Policy which is at: <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>In the Company's FY22 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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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>In the Company's Performance Evaluation Policy which is at: <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>In the Company's FY22 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 <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>
<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"/> and we have disclosed a copy of the charter of the committee at: <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: In the Company's FY22 Annual Report.</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>
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: In the Company's FY22 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>
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: In the Company's FY22 Corporate Governance Statement. and, where applicable, the information referred to in paragraph (b) at: In the Company's FY22 Corporate Governance Statement. and the length of service of each director at: In the Company's FY22 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <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 <u>OR</u> <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: In the Company's Code of Conduct which is available at <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a>	<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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/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>	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/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://investor.shape.com.au/">https://investor.shape.com.au/</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: In the Company's FY22 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: In the Company's FY22 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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>	<input checked="" type="checkbox"/> 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: In the Company's FY22 Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

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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: In the Company's FY22 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://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: In the Company's FY22 Corporate Governance Statement.</p> <p>[If the entity complies with paragraph (b):]</p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p>[insert location]</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:</p> <p>In the Company's FY22 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>
8.3	<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:</p> <p>In the Securities Trading Policy, which is available at <a href="https://investor.shape.com.au/corporate-governance/">https://investor.shape.com.au/corporate-governance/</a></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 <u>OR</u> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <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 <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <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 <u>OR</u> <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.	Not Applicable	Not Applicable
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not Applicable	Not Applicable

## SHAPE Australia Corporation Limited

### Corporate Governance Statement

The Directors and management of SHAPE Australia Corporation Limited ACN 654 729 352 (**Company**) are committed to conducting business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Company's operations.

The Company has prepared this statement which sets out its corporate governance practices that were in operation from the date of the Company's admission to the official list (being 17 December 2022) and throughout the financial year ended 30 June 2022. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 25 August 2022 and has been approved by the Board of the Company.

The Company's corporate governance policies and charters are all available on the Company's website (<https://investor.shape.com.au/>) (the **Website**).

	ASX Recommendation	Compliance	Further information / explanation
<b>Principle 1 – Lay solid foundations for management and oversight</b> A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.			
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.	Yes	<p>The Board operates under a board charter (<b>Board Charter</b>), a copy of which is available on the Company's Website.</p> <p>The Board Charter sets out the respective roles and responsibilities of the Board and management, and a description of those matters that are expressly reserved to the Board and those delegated to management.</p> <p>To assist in the execution of the Board's responsibilities, the Board has established the following committees of the Board (<b>Board Committees</b>):</p> <ul style="list-style-type: none"> <li>• Nomination Committee</li> <li>• Remuneration and Human Resources Committee</li> <li>• Audit and Risk Committee</li> </ul> <p>The key responsibilities of each Board Committee are set out in their respective charters. Copies of those Board Committee charters are available on the Company's Website. The Board Committees do not take actions or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.</p>

	ASX Recommendation	Compliance	Further information / explanation
1.2	<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>	Yes	<p>The Constitution sets out the process of appointment, retirement and rotation of directors.</p> <p>In accordance with the Nomination Committee Charter, before a person is appointed as a director or put forward to shareholders as a candidate to be elected as a director, the Company will endeavour to ensure that appropriate checks are undertaken.</p> <p>In accordance with the requirements for listing on the ASX, the Company has undertaken background checks in respect of all of its directors.</p> <p>The Nomination Committee is responsible for reviewing potential candidates for directorship and making a recommendation to the Board. The Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a person as a director.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>The appointment of any new director of the Company and each senior executive will be made by, and in accordance with, a formal letter of appointment or services agreement setting out the key terms and conditions relevant to that appointment.</p> <p>Peter Marix-Evans, being the Company's only executive director, has entered into a services agreement with the Company. Each of the Company's non-executive directors has signed an appointment letter with the Company.</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.	Yes	In accordance with the Board Charter, the company secretaries of the Company are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The key roles and responsibilities of the company secretaries are set out in the Board Charter.
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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the</p>	Yes	<p>The Company has adopted a Diversity and Inclusion Policy, a copy of which is available on the Company's Website. The Company recognises that a diverse workforce achieved through merit-based decision-making is integral to building and sustaining a culture that fosters equal opportunity.</p> <p>The Board has set the following measurable diversity objectives:</p> <ol style="list-style-type: none"> <li>1. Retain at least 2 female Board members; and</li> <li>2. Establish future measurable objectives as part of the broader Board renewal program.</li> </ol> <p>SHAPE conduct an annual remuneration review to ascertain the existence of any gender pay gaps. The review will examine whether the compa-ratio the person is paid at matches their competence, experience and performance rating. Examination of career progression timeframes for male and females is also undertaken on an annual basis.</p>

	ASX Recommendation	Compliance	Further information / explanation
	<p>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>SHAPE also conduct an annual Diversity and Inclusion employee survey to identify any potential barriers to equal employment opportunities and this guides our decision making SHAPE also Review programmes that provide better flexibility for parents and expecting parents. These will include:</p> <ul style="list-style-type: none"> <li>• Flexible working arrangements and practices;</li> <li>• Competitive parental policies and practices; and</li> <li>• Promotion Employee Assistance Programmes.</li> </ul> <p>As at 30 June 2022, the Company has:</p> <ul style="list-style-type: none"> <li>▪ a total of 526 employees, of these 154 are female.</li> <li>▪ a total of 14 employees who are members of the Senior Leadership Team (SLT), of these, 2 are female.</li> <li>▪ a total of 8 Directors, of these 2 are female; and</li> <li>▪ a total of 2 Company Secretaries, of these 1 is female.</li> </ul> <p>The Company has defined "SLT" as persons who are in charge of a principal business unit or function.</p> <p>The Company is deemed a Relevant Employer under the Workplace Gender Diversity Equality Act 2012 and as such has received a Workplace Gender Diversity Equality Report for the 2020/2021 period, a copy of which is available on the Website.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company has a Performance Evaluation Policy, which is available on the Company's Website. This policy sets out the Company's process for evaluating the performance of the board, its committees and individual directors.</p> <p>At least once per year the Remuneration and Human Resources Committee will evaluate the performance of the Board, each Board Committee and each individual director against the relevant charters, corporate governance policies (including, without limitation, the Company's Performance Evaluation Policy), and agreed goals and objectives.</p> <p>A performance evaluation is to be completed during FY23.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance</p>	Yes	<p>The Company has a Performance Evaluation Policy, which is available on the Company's Website. This policy sets out the Company's process for evaluating the performance of its senior executives.</p> <p>Performance reviews for Executive Directors and senior executives will take place at least annually and were completed during FY22.</p>

	ASX Recommendation	Compliance	Further information / explanation
	evaluation was undertaken in the reporting period in accordance with that process.		The Company will endeavour to ensure that appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.
<b>Principle 2 – Structure the board to be effective and add value</b> 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	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director;</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 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>	Yes	<p>The Company has established a Nomination Committee, governed by the Nomination Committee Charter. A copy of the Nomination Committee Charter is available on the Company's Website.</p> <p>The Committee is comprised of Jane Lloyd, Jim Sloman and Craig van der Laan, all of whom are non-executive directors and independent directors. The Chair of the Committee is Jim Sloman, an independent director.</p> <p>The Committee reports the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information is made in the Annual Report.</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.	Yes	<p>The Board Skills Matrix establishes criteria that the Board believes provide the requisite collective experienced skillset to discharge its responsibilities.</p> <p>The current composition of the Board of directors bringing relevant experience and skills covering industry knowledge and experience, technical skills and experience, governance competencies and behavioural competencies. The Board, via the use of its Skills Matrix, has assessed the relevant level of each competency on the Board and although collectively some competencies and skills have a higher expertise or skill level than others, the Board is of the opinion that collectively it has an adequate skills level for all competencies to discharge its duties.</p> <p>The full biographies of all directors are included in the Directors' Report in the Annual</p>



	ASX Recommendation	Compliance	Further information / explanation
			<p>Report, including a summary of current directors' skills.</p> <p>Whilst the current Board composition meets the Company's needs, this skills analysis will assist to identify opportunities for director training and development and to inform skills gaps that may be addressed through future Board appointments.</p>
<b>2.3</b>	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position 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>	Yes	<p>The Board is comprised of 8 directors, Phillip Arnall, Michael Barnes, Jane Lloyd, Peter Marix-Evans, Gerard McMahon, Kathy Parsons, Jim Sloman and Craig van der Laan.</p> <p>The Board Charter sets out the criteria adopted by the Board for determining the independence of directors, in accordance with the guidelines provided by the ASX Recommendations. A director will be considered independent by the Company if he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole and its shareholders generally. The Board regularly reviews the independence of each Director.</p> <p>Phillip Arnall, Jane Lloyd, Kathy Parsons, Jim Sloman and Craig van der Laan are considered independent directors.</p> <p>Peter Marix-Evans is CEO and Managing Director and therefore is not considered to be independent.</p> <p>Gerard McMahon is not considered independent as a result of the size of his shareholding in the Company.</p> <p>Michael Barnes is not considered independent given he joined the Board immediately post his resignation from the position of CEO.</p> <p>The Board notes that both Jim Sloman and Phil Arnall have been on the Board for longer than 10 years and is of the view that this does not compromise the independence of these Directors and therefore they are considered independent.</p> <p>The length of service of each director is disclosed in the Company's Annual Reports.</p>
<b>2.4</b>	A majority of the board of a listed entity should be independent directors.	Yes	Five of the directors are independent directors and the remaining three directors are non-independent directors. Accordingly, the majority of the Board are independent directors.
<b>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	<p>The Chair of the Board, Phillip Arnall, is an independent director.</p> <p>The CEO of the Company is Peter-Marix Evans.</p>
<b>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	Yes	In accordance with the Nomination Committee Charter, the Committee is responsible for developing, implementing and reviewing director induction programs and director competencies and to update and enhance directors' continuing education measures to

	ASX Recommendation	Compliance	Further information / explanation
	needed to perform their role as directors effectively.		<p>enhance knowledge and skills in order to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p> <p>The Committee is in the process of implementing a program for inducting new directors, to endeavour to ensure that all new directors are acquainted with knowledge of the Company and the industry within which it operates.</p>
<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b> 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.	Yes	<p>SHAPE's values of Character, Integrity, Excellence and Intelligence work together with our vision and team charter to provide a strong foundation for our culture. Our values act as a compass to guide decision making at all levels of the organisation, from the Board down.</p> <p>All SHAPE team members have been provided training on our values and each person who joins SHAPE learns about them during our induction process. This includes a direct message by the CEO. Our values are available on the company Intranet and are set out in the Code of Conduct Policy which is available on the Company's Website.</p>
3.2	A listed entity should: (d) have and disclose a code of conduct for its directors, senior executives and employees; and (e) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	<p>The Company has adopted a Code of Conduct, a copy of which is available on the Company's Website. The Code of Conduct applies to all personnel of the Company and its subsidiaries (including all directors, senior executives, employees, contractors and consultants).</p> <p>Any material breaches of the Code of Conduct are reported to the Board by the Company's senior management.</p>
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.	Yes	<p>The Company has adopted a Whistleblower Policy, a copy of which is available on the Company's Website.</p> <p>The Company will endeavour to ensure that the Board is informed of any material incidents reported under the Whistleblower Policy.</p>
3.4	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	<p>The Company has adopted an Anti-bribery and Corruption Policy, a copy of which is available on the Company's Website.</p> <p>The Company will endeavour to ensure that the Board is informed of any material breaches of the Anti-bribery and Corruption 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.

<b>4.1</b>	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>	No	<p>The Company has established an Audit and Risk Committee, governed by the Audit and Risk Committee Charter. A copy of the Committee Charter is available on the Company's Website.</p> <p>The Committee is comprised of Michael Barnes, Gerard McMahon and Kathy Parsons all of whom are non-executive directors. Kathy Parsons is an independent director. The Board is of the view that it is prudent for Gerard McMahon and Michael Barnes to remain as members of the Audit and Risk Committee during the transition period to a listed entity based on their significant experience of the Company's operations and thorough knowledge of the Company's risk management and reporting framework. As disclosed in the Company's prospectus and subsequent ASX announcements, the Board restructure process will see the resignation of Gerard McMahon and the subsequent replacement of Gerard McMahon on the Audit &amp; Risk Committee.</p> <p>The Chair of the Committee is Kathy Parsons, an independent director.</p> <p>The relevant qualifications and experience of the Committee members are set out in the Company's Annual Report. The Board is satisfied that the composition of the Committee reflects an appropriate balance of skills and experience for the Company.</p> <p>The Committee reports the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information is made in the Annual Report.</p>
<b>4.2</b>	<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>Before the Board approves the Company's financial statements for a financial period, it receives from the Company's CEO and CFO a declaration that, in their opinion, the Company's financial reports have been properly maintained, and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance 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>
<b>4.3</b>	<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>The Company's full year reporting and half year reporting is audited and reviewed by an external auditor. Periodic reports are verified by the Board, which seeks documents and information from the Management and subject-matter experts where necessary.</p>

<b>Principle 5 – Make timely and balanced disclosure</b> 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.	Yes	<p>The Company has adopted a Continuous Disclosure and Market Communication Policy for complying with its continuous obligations under ASX Listing Rule 3.1 and the <i>Corporations Act 2001</i> (Cth) (<b>Act</b>). A copy of the Continuous Disclosure and Market Communication Policy is available on the Company's Website.</p> <p>The Company will immediately disclose to ASX any information concerning the Company that it is aware of which a reasonable person would expect to have a material effect on the price or value of the Company's securities.</p> <p>The Continuous Disclosure and Market Communication Policy establishes procedures to endeavour to ensure that that Company's directors, officers, employees and consultants are aware of, and fulfil their obligations in relation to, the Company's disclosure obligations under the ASX Listing Rules and the Act.</p> <p>The Company is committed to observing its disclosure obligations under the ASX Listing Rules and the Act. Information will be communicated to shareholders through the lodgement of all relevant financial and other information with the ASX. All market sensitive information is made available on the Company's Website following receipt of confirmation from ASX that the announcement is made on the ASX Market Announcements Platform.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company endeavours to ensure that the Board receives copies of all material market 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.	Yes	<p>In the event that the Company gives a new and substantive investor or analyst presentation, the Company releases a copy of the presentation materials to the ASX Market Announcements Platform ahead of the presentation.</p> <p>The Continuous Disclosure and Market Communication Policy provides that no new market sensitive information will be provided during presentations and briefings with investors or analysts. Questions at briefings that deal with price sensitive information not previously disclosed to the ASX will not be answered.</p>
<b>Principle 6 – Respect the rights of security holders</b> 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.	Yes	<p>The Company's Website is the primary means of providing information to all investors and other stakeholders, in addition to the lodgement of relevant financial and other information with ASX.</p> <p>The corporate governance section of the Company's Website will contain the following</p>

			<p>information:</p> <ul style="list-style-type: none"> <li>• information about the Company and its governance, including the names, photographs and brief biographical information about its Directors and executives;</li> <li>• copies of the Company's constitution and key corporate governance documents, including Board and Board Committee charters and corporate governance policies.</li> </ul> <p>The Company's ASX announcements, half and annual reports and financial statements will be available on the Company's Website.</p>
<b>6.2</b>	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company has adopted a Continuous Disclosure and Market Communications Policy which supports the Board's commitment to effective two-way communication with its shareholders, a copy of which is available on the Company's Website.</p> <p>The Company communicates with shareholders in a number of ways, including:</p> <ul style="list-style-type: none"> <li>• annual and half-yearly reports;</li> <li>• ASX market announcements in accordance with the Continuous Disclosure and Market Communication Policy;</li> <li>• announcements on the Company's Website;</li> <li>• any analyst and market briefings; and</li> <li>• presentations at general meetings.</li> </ul>
<b>6.3</b>	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Continuous Disclosure and Market Communications Policy set outs how the Company facilitates and encourages participation at shareholder meetings.</p> <p>At the Company's annual general meetings, shareholders will be invited to ask the Chair or any member of the Board questions about or comment on the results, operations, strategy and/or management of the Company. The Chair will provide shareholders present with a reasonable opportunity to ask questions and discuss proposals. The external auditor will also be available at the meeting to answer questions about the conduct of the audit and preparation and content of the auditor's report.</p>
<b>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	The Company will endeavour to ensure that all substantive resolutions at shareholders meetings are decided by poll rather than a show of hands.
<b>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	All shareholders will be able to communicate with the Company and its share registry electronically.

**Principle 7 – Recognise and manage risk**

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

<b>7.1</b>	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director;</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 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>	No	<p>The Board, through the Audit and Risk Committee endeavours to ensure, amongst other things, that the Company has a sound and effective risk management system in place to manage key risk areas. The Committee is governed by the Audit and Risk Committee Charter, a copy of which is available on the Company's Website.</p> <p>The Committee is comprised of Michael Barnes, Gerard McMahon and Kathy Parsons all of whom are non-executive directors. However only Kathy Parsons is an independent director. However, the Board is of the view that it is prudent for Gerard McMahon and Michael Barnes to remain members of the Audit and Risk Committee during the transition period to a listed entity based on their significant experience of the Company's operations and thorough knowledge of the Company's risk management and reporting framework. As disclosed in the Company's prospectus and subsequent ASX announcements, the Board restructure process will see the resignation of Gerard McMahon and the subsequent replacement of Gerard McMahon on the Audit &amp; Risk Committee.</p> <p>The Chair of the Committee is Kathy Parsons, an independent director.</p> <p>The Board is satisfied that the composition of the Committee reflects an appropriate balance of skills and experience for the Company.</p> <p>The Committee reports the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information is made in the Annual Report.</p>
<b>7.2</b>	<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 Audit and Risk Committee is required, at least annually, to review the Company's risk management framework and make recommendations to the Board, to ensure that the framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The Company is currently developing a risk appetite statement which will form part of the companies Risk Management Framework. This work will be completed in FY23.</p>
<b>7.3</b>	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function. Management periodically reviews the risk management framework and process to identify areas for consideration for improvement, including risk management and internal control processes for which the Company will review and implement where considered appropriate.</p>
<b>7.4</b>	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to</p>	Yes	<p>The Company does not currently have any material exposure to environmental or social risks. The Company is subject to risk factors specific to its business activities and that are</p>

	manage those risks.		of a more general nature. Specific risk disclosures are included in the Company's Prospectus dated 10 November 2021.
<b>Principle 8 – Remunerate fairly and responsibly</b> 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 interest with the creation of value for security holders and with the entity's values and risk appetite.			
<b>8.1</b>	The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (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.	Yes	The Company has established a Remuneration and Human Resources Committee, governed by the Remuneration and Human Resources Committee Charter. A copy of the Committee Charter is available on the Company's Website.  The Committee is comprised of Jane Lloyd, Jim Sloman and Craig van der Laan all of whom are non-executive directors and are independent directors. The Chair of the Committee is Craig van der Laan de Vries, an independent director.  The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company.  The Committee reports the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information is made in the Annual Report.
<b>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	Information on the Company's remuneration of non-executive directors and executive directors is detailed in the Company's remuneration report is included in the Annual Report.
<b>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	Under the Securities Trading Policy, a copy of which is available on the Company's Website, all directors and senior executives of the Company (and any other persons identified by the Board or the Company Secretary from time to time) are prohibited from entering into any transactions that operates to limit the economic risk of their shareholding in the Company.