

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SelfWealth Limited

ABN/ARBN

52 154 324 428

Financial year ended:

30 June 2023

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.selfwealth.com.au/investor-centre/#corporategovernance>

The Corporate Governance Statement is accurate and up to date as at 28 August 2023 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: 28 August 2023

Name of authorised officer authorising lodgement: Jonathan Swain, 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"/> We have disclosed a copy of our board charter at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	
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"/>	
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"/>	
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"/>	

<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>
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"/> set out in our Corporate Governance Statement.</p> <p>We have followed the recommendations in paragraphs (a) and (c)(3).</p> <p>We have disclosed a copy of our diversity policy at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a>.</p> <p>We have disclosed the information referred to in paragraph (c)(3)(A) in our Corporate Governance Statement.</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>We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement.</p> <p>We have disclosed whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>	

## 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>
1.7	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement.  We have disclosed whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a nomination committee which:               <ul 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:                   <ul 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> </ul> </li> </ul> </li> <li>(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.</li> </ul>		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement. Our nomination committee now follows recommendations (a)(1) and (a)(2), however it did not do so for the whole of the period.  We have disclosed a copy of the charter of the committee (known as the Nomination, Remuneration & HR Committee) at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .  We have disclosed the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) in our FY23 Annual Report available at <a href="https://www.selfwealth.com.au/investor-centre">https://www.selfwealth.com.au/investor-centre</a> under the heading ASX Announcements.
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.		<input checked="" 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>
2.3	A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(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</li> <li>(c) the length of service of each director.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed the names of the directors considered by the board to be independent directors and the length of service of each director in our Corporate Governance Statement.	
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement. The composition of our Board now follows this recommendation, however it did not do so for the whole of the period.
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"/> set out in our Corporate Governance Statement. The chair or the Board is now an independent director, however this was not the case for the whole of the period.
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"/> set out in our Corporate Governance Statement. We have a program for inducting new directors but not for reviewing director professional development needs.
<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"/> set out in our Corporate Governance Statement.
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed our code of conduct at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	

## 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>
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"/> We have disclosed our whistleblower policy at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	
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"/> We have disclosed our anti-bribery and corruption policy at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement. Our audit committee now follows recommendations (a)(1) and (a)(2), however it did not do so for the whole of the period. We have disclosed a copy of the charter of the committee (known as the Audit & Risk Committee) at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> . We have disclosed the information referred to in paragraphs (4) and (5) in our FY23 Annual Report available at <a href="https://www.selfwealth.com.au/investor-centre">https://www.selfwealth.com.au/investor-centre</a> under the heading ASX Announcements.

## 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>
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"/>	
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"/>	
<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"/> We have disclosed our continuous disclosure policy at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	
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"/>	
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"/>	
<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"/> We have disclosed information about the Company at <a href="https://www.selfwealth.com.au/about-us/">https://www.selfwealth.com.au/about-us/</a> and information about our governance at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> .	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	

## 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>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> We have disclosed this information 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"/>	
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"/>	
<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"/> set out in our Corporate Governance Statement.</p> <p>Our risk committee now follows recommendations (a)(1) and (a)(2), however it did not do so for the whole of the period.</p> <p>We have disclosed a copy of the charter of the committee (known as the Audit &amp; Risk Committee) at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a>.</p> <p>We have disclosed the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) in our FY23 Annual Report available at <a href="https://www.selfwealth.com.au/investor-centre">https://www.selfwealth.com.au/investor-centre</a> under the heading ASX Announcements.</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>		<input checked="" 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>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> 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 in our Corporate Governance Statement.	
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"/> We have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement.	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement. Our remuneration committee now follows recommendations (a)(1) and (a)(2), however it did not do so for the whole of the period. We have disclosed a copy of the charter of the committee (known as the Nomination, Remuneration & HR Committee) at: <a href="https://www.selfwealth.com.au/investor-centre/#corporategovernance">https://www.selfwealth.com.au/investor-centre/#corporategovernance</a> . We have disclosed the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) in our FY23 Annual Report available at <a href="https://www.selfwealth.com.au/investor-centre">https://www.selfwealth.com.au/investor-centre</a> under the heading ASX Announcements.

## 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 <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>
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.	<input checked="" type="checkbox"/> 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 in our FY23 Remuneration Report. This is contained in our FY23 Annual Report available at <a href="https://www.selfwealth.com.au/investor-centre">https://www.selfwealth.com.au/investor-centre</a> under the heading ASX Announcements.	
8.3	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.	<input checked="" type="checkbox"/> This is contained in the Rules of the Company's Rights Plan. The relevant restriction is disclosed in our Corporate Governance Statement.	
<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 checked="" type="checkbox"/> we do not have a director in this position 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 checked="" type="checkbox"/> we are established in Australia 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 checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable.

# Selfwealth Limited

## Corporate Governance Statement

### Year ended 30 June 2023

#### Introduction

The Board of the Company is responsible for implementing and overseeing the corporate governance practices of the Company.

The Company's corporate governance practices have been developed having regard to the recommendations set out in the 4<sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**) and the nature and scale of the Company's business and operations. The Company's corporate governance practices are supported by the Charters under which the Board and its Committees operate, the Company's Code of Conduct and the Policies referred to in this Corporate Governance Statement. All of these documents are available on the Company's website at <https://www.selfwealth.com.au/investor-centre/#corporategovernance>. The Company's FY23 Annual Report, which is referred to at various places in this Corporate Governance Statement, is also available from the Company's website at <https://www.selfwealth.com.au/investor-centre> under the heading ASX Announcements.

This Corporate Governance Statement reports against the 4<sup>th</sup> edition of the Principles and Recommendations for the financial year ended 30 June 2023.

During the reporting period, 9 different directors held office, with 5 directors appointed during the period and 6 directors resigning during the period. This high level of director turnover meant that a significant number of the Principles and Recommendations were not complied with during the whole of the reporting period. In particular, during the period from 16 February 2023 to 18 April 2023 the Board had no independent non-executive directors, and the Principles and Recommendations relating to the structure and composition of the Board and its Committees could not be complied with. Nevertheless, the Company's corporate governance practices were still consistent with a majority of the recommendations set out in the 4<sup>th</sup> edition of the Principles and Recommendations.

The current Board has commenced a process of reviewing the Company's compliance with the Principles and Recommendations and identifying areas for improvement during FY24.

Further details of the extent to which the Company complied with the Principles and Recommendations in the reporting period are set out below in the order of the Principles and Recommendations as they appear in the 4<sup>th</sup> edition.

This Corporate Governance Statement is current as at 28 August 2023 and has been approved by the Board.

#### Principle 1 – Lay solid foundations for management and oversight

The Board operates in accordance with the principles set out in the Company's Board Charter. The Board Charter is available on the Company's website. Under the Board Charter, the Board is responsible for setting the strategic direction of the Company and for overseeing and monitoring its

businesses and affairs including reviewing and approving the Company's business plans and guiding policies.

The Board Charter sets out a detailed list of the Board's responsibilities in the areas of:

- strategy and planning, budgeting and capital expenditure;
- monitoring of executive management and business performance;
- risk management, compliance and internal controls;
- personnel, remuneration and work health and safety; and
- overseeing the external audit and reporting to shareholders.

#### Roles and responsibilities of management

Under the Board Charter, the Board delegates day to day management of the Company's affairs and implementation of its strategy and policy initiatives to the Chief Executive Officer who, in turn, delegates to other senior executives.

The Board oversees and monitor the performance of executive management in this function. The Board relies on the senior executive team to provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to discharge its responsibilities.

#### Appointment of directors and senior executives

The Board ensures that the Company undertakes appropriate background checks before appointing a new director or senior executive. In particular, any director that is being considered for appointment to the Board will be subject to background and probity checks to verify their educational and employment history and to confirm that their skills and experience will contribute to the efficient operation and functioning of the Board.

Background checks were undertaken in respect of all directors and senior executives appointed during the reporting period prior to their appointment.

The Company will provide shareholders with all material information in its possession relevant to a decision at a general meeting on whether or not to elect or re-elect a director.

#### Written terms of appointment

The Company has written appointment letters or agreements with each director and senior executive individually, setting out the terms of their appointment including the duties and responsibilities of the relevant director or senior executive.

#### Company Secretary

The Board is responsible for the appointment of the Company Secretary. The company secretary is also the Company's representative for the purposes of ASX Listing Rule 12.6. The Board Charter provides that the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and sets out a list of specific responsibilities of the Company Secretary in discharging that accountability.

The name of the Company Secretary and details of his skills, experience and qualifications are contained in the Annual Report. All directors have direct access to the Company Secretary to discuss matters at any time.

## Diversity

The Company recognises that diversity occurs in many forms including gender, age, ethnicity and cultural background. The Company's Diversity Policy sets out the key principles underpinning the Company's approach to diversity. A copy of the Policy is available on the Company's website.

Under the Diversity Policy, the Board is responsible for setting measurable objectives for achieving gender diversity and may choose to establish such objectives in relation to other aspects of diversity. Due to the director turnover during the year, the Board did not formally set measurable objectives for achieving gender diversity during the reporting period, however it does monitor the level of gender diversity in the composition of the Board, senior executives and workforce generally. The table below sets out the gender diversity in each of those categories as at 30 June 2023.

Group	30 June 2023
Board	33% female, 67% male
Senior executives*	33% female, 67% male
Other employees	39% female, 61% male

\* Comprising the Chief Executive Officer and direct reports to the Chief Executive Officer.

The Company is an equal opportunity employer and aims to recruit staff at all levels from as diverse a pool of qualified candidates as reasonable possible based on their skills, qualifications, and experience. The Board believes that multicultural diversity and other diversity factors are equally important as gender diversity within the organisation. The Board has not set measurable objectives with regard to gender diversity as the Board is currently satisfied with the level of diversity within the company, noting the small number of personnel in the organisation of 68 employees at the end of this reporting period.

### Board performance evaluation

Given the director turnover during the reporting period, no evaluation of the performance of the Board, its committees or individual directors took place in the reporting period.

In respect of previous reporting periods, the Board has utilised an online, confidential questionnaire to review its performance. Due to the high level of director turnover during the period a performance review was not undertaken for the current reporting period. The Board intends to review the process for evaluating its performance and the performance of its committees and individual directors during FY24. Any changes to the process will be disclosed in the FY24 corporate governance statement. It is intended that an evaluation of the performance of the Board, its committees and individual directors will be undertaken in accordance with the agreed process during the FY24.

### Evaluation of performance of senior executives

The Board is responsible for the evaluating the performance of the Chief Executive Officer and the Chief Executive Officer is responsible for evaluating the performance of other senior executives. The Chief Executive Officer resigned in July 2023 and the Chief Financial Officer resigned with effect from May 2023. Performance evaluations in respect of the FY23 year were not conducted for either the Chief Executive Officer or the Chief Financial Officer prior to their respective resignations. On 7 July 2023 the Board appointed an Acting CEO. Evaluations of the performance of other senior executives

in respect of the FY23 year will be completed by the Acting CEO no later than the end of September 2023.

## Principle 2 – Structure the board to be effective and add value

### Overview of Board and Board Committees

The Board currently has 3 directors, comprising two independent non-executive directors, Christine Christian and Paul Clark, and one other non-executive director, Emanuel Datt, who is not considered independent. As noted above in the Introduction, the composition of the Board has changed a number of times during the year and, for part of the year, there were no independent directors on the Board.

The current Chair of the Board, Christine Christian, is an independent, non-executive director. Prior to Christine's appointment in April 2023, the Chair was Robert Edgley, a non-executive director who was not considered independent.

To assist the Board in meeting its responsibilities, the Board currently has the following committees:

- the Audit & Risk Committee (**ARC**); and
- the Nomination, Remuneration & HR Committee (**NRHRC**).

Each Committee has its own Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. Copies of the Committee Charters are available on the Company's website.

Details of the composition and the nomination responsibilities of the NRHRC are set out below. Details of the remuneration responsibilities of the NRHRC are set out below in the commentary on Principle 8.

Details of the composition and the audit responsibilities of the ARC are set out below in the commentary on Principle 4. Details of the risk responsibilities of the ARC are set out below in the commentary on Principle 7.

### Nomination, Remuneration & HR Committee

The NRHRC currently consists of the three non-executive directors, two of whom are independent. It is currently chaired by independent non-executive director, Christine Christian. The other members of the NRHRC are Paul Clark and Emanuel Datt. The composition of the NRHRC has changed a number of times during the year as a result of the director turnover referred to above in the Introduction. For part of the year there were no independent directors on the Board, and the composition requirements for a nomination committee set out in the Principles and Recommendations were not able to be met.

#### *Nomination responsibilities*

Under its Charter, the NRHRC supports and advises the Board on:

- the composition of the Board including in relation to diversity and the skills and experience required on the Board;
- succession planning for the Board and CEO; and
- review of the performance of the Board and individual directors.

The NRHRC Charter sets out a more detailed list of the NRHRC's responsibilities in these areas.

#### *Meetings and attendance*

The NRHRC meets as frequently as required to undertake its role effectively. The NRHRC met 4 times during the reporting period. The attendance of the members of the NRHRC at each meeting held during the reporting period is set out in the FY23 Annual Report.

#### **Board skills, experience and expertise**

The Board recognises the need to have directors with a range of skills, experience and expertise that is appropriate for the Company, its strategic objectives, its values and its size. The Board intends to adopt a revised board skills matrix during FY24 to identify the key skills and experience considered appropriate for the Board and to assist in identifying any gaps in the skills and experience of the current directors on the Board. The skills matrix will be disclosed in the FY24 corporate governance statement.

Details of the skills, experience and expertise of the current Directors is set out in the FY23 Annual Report.

#### **Independence**

A director is considered independent by the Board if the director is a non-executive director who is not a member of management and is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

The Board assesses whether each non-executive director is independent having regard to the criteria set out above and the factors relevant to assessing the independence of directors set out in the commentary to Recommendation 2.3 in the 4<sup>th</sup> edition of the Principles and Recommendations. Directors are required to provide all information to the Board which may be relevant to this assessment.

The Board considers that:

- each of Christine Christian and Paul Clark is independent when assessed in accordance with the criteria and factors outlined above; and
- Emanuel Datt is not independent by reason of his substantial shareholding in the Company.

Whilst the Board now meets the requirements of Recommendation 2.4 of the Principles and Recommendations that a majority of the Board should be independent directors, the Board will consider appointing one additional independent director during FY24.

The current directors were appointed on the following dates and have the following tenures as at the date of this Corporate Governance Statement:

<b>Director</b>	<b>Date of appointment</b>	<b>Tenure</b>
Christine Christian	19 April 2023	4 months
Paul Clark	19 April 2023	4 months
Emanuel Datt	16 February 2023	6 months

Further information on the other directors holding office during the year is set out in the FY23 Annual Report.

#### Director induction, training and professional development

New directors are offered a full briefing about the nature of the business, current issues, the corporate strategy and the expectations of the Company concerning performance of directors. Directors are individually responsible for maintaining relevant and up to date skills and knowledge.

#### Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

The Company is committed to the highest standards of honesty and ethical practices in all aspects of the Company's operations. The Board requires that management creates a culture within the Company which promotes ethical and responsible behaviour.

#### Values

As part of the Board's overall review of the Company's governance practices, the Board intends to work with the senior executive team to articulate a new set of Company values during FY24 and ensure that the senior executive team embeds those values across the business.

#### Code of Conduct

The Company's Code of Conduct sets out the standards of integrity, honesty, fairness, good corporate citizenship and workplace fairness that are required of directors, senior executives and other employees. The Code of Conduct is available on the Company's website.

#### Whistleblower Policy and Anti-Bribery and Anti-Corruption Policy

The Company has a Whistleblower Policy and an Anti-Bribery and Anti-Corruption Policy which are available on the Company's website.

The Company's Whistleblower Policy sets out procedures for reporting Unacceptable Conduct (as defined in the policy) and addresses the protection which is afforded to personnel who make a report in accordance with the policy.

The Company's Anti-Bribery and Anti-Corruption Policy sets out the responsibilities of employees to prevent bribery, facilitation payments and secret commissions, fraud and related improper conduct, including the offering and acceptance of gifts and hospitality.

#### Principle 4 – Safeguard the integrity of corporate reports

##### Audit & Risk Committee

The ARC currently consists of the three non-executive directors, two of whom are independent. It is currently chaired by independent non-executive director, Paul Clark. The other members of the ARC are Christine Christian and Emanuel Datt. The composition of the ARC has changed a number of times during the year as a result of the director turnover referred to above in the Introduction. For part of the year there were no independent directors on the Board, and the composition requirements for an audit committee set out in the Principles and Recommendations were not able to be met.

The qualifications of the directors on the ARC are set out in the FY23 Annual Report. The Board considers that the ARC is currently of an appropriate size and is sufficiently independent. Members of the ARC are considered to have the accounting and financial expertise, and sufficient

understanding of the industry in which the Company operates and the Company's internal control systems, to be able to discharge their audit responsibilities on the ARC.

#### ARC audit responsibilities

The ARC assists the Board in discharging its responsibilities in relation to:

- external financial reporting including accounting policies and the external audit process;
- other external reporting; and
- financial management, controls and procedures.

The ARC Charter sets out a more detailed list of the ARC's responsibilities in these areas.

The ARC meets as frequently as required to undertake its role effectively. The ARC met 3 times during the reporting period. The attendance of the members of the ARC at each meeting held during the reporting period is set out in the FY23 Annual Report.

#### CEO and CFO declaration and assurance

In accordance with the Principles and Recommendations, for both the half year ended 31 December 2022 and the financial year ended 30 June 2023, the Board received written declarations from the persons performing the roles of CEO and CFO at the relevant times that:

- in their opinion the financial records of the Company have been properly maintained and that the relevant financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance; and
- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### Process for verification of integrity of periodic corporate reports

Before the Company releases any periodic corporate report to the market that is not audited or reviewed by an external auditor, management reviews all material financial information and other data contained in the report to ensure it is accurate and consistent with the Company's audited financial statements and data held in internal management systems.

#### Principle 5 – Make timely and balanced disclosure

The Company is subject to continuous disclosure obligations under the ASX Listing Rules. Subject to some limited exceptions, under the continuous disclosure requirements, the Company must immediately notify the market, through the ASX, of any information which a reasonable person would expect to have a material effect on the price or value of the Company's shares.

#### Continuous Disclosure Policy

The Board has adopted a Continuous Disclosure Policy, which is available on the Company's website. The objectives of the Policy are to ensure that the Company complies with the continuous disclosure requirements outline and to set out a framework for co-ordinating disclosure of information to ASX, analysts, brokers, shareholders, the media and the public.

### Circulation of material market announcements to the Board

The Company Secretary is responsible for circulating to the Board copies of all material ASX announcements released by the Company promptly after they have been released on the ASX Market Announcements Platform.

### Investor and analyst presentations and shareholder briefings

All new and substantive investor and analyst presentations are released to the ASX Market Announcements Platform ahead of the presentation.

### Principle 6 – Respect the rights of security holders

The Company is committed to giving all shareholders timely and equal access to information about its activities so as to enable shareholders to make informed investment decisions and effectively exercise their rights as shareholders.

### Information on website

The Company's investor website contains information about the Company and its corporate governance arrangements including:

- all announcements lodged with the ASX, including annual and half-year financial results and the Annual Report;
- the Board and Committee Charters, the Company's constitution, and the key corporate governance policies referred to in this statement;
- information about the Company's AGM, including the notice of meeting, once available;
- historical market price of the Company's shares; and
- company and registry contact details for shareholders, analysts and the media.

The Company has a dedicated investor relations email address [shareholders@selfwealth.com.au](mailto:shareholders@selfwealth.com.au) to assist shareholders with any queries. This email address is included in any material ASX announcements.

### Investor relations activities

Management prepares investor presentations to accompany the release of half year and full year results. These are made available via the ASX platform. Shareholders, analysts and the media are also able to email the investor relations address noted above to ask questions.

### Participation and voting at shareholder meetings

Shareholders are encouraged to attend and participate in shareholder meetings. Shareholders who are unable to attend a meeting are invited to submit questions in advance of the meeting so that the Company can ensure those issues are addressed at the meeting. Shareholders who are unable to attend a shareholder meeting may vote directly before the meeting via an online facility or may appoint a proxy to vote for them at the meeting.

All substantive resolutions at shareholder meetings are determined by a poll rather than a show of hands. Important issues are presented to shareholders as separate resolutions.

### Electronic communications with shareholders

The Company's contact details are available on its investor website. Shareholders can submit questions to the Company via the email address set out above, via the website or via the Company's registry, Link Market Services. All shareholders may opt to receive communications from the Company and Link Market Services electronically.

### Dealings in securities by directors, officer and other employees

The Company has a Securities Trading Policy regarding dealings in the Company's securities by directors, officer and other employees and their related or associated entities. The Policy is available on the Company's website. Subject to the overriding restriction that persons may not deal in any securities when they are in possession of inside information, people to whom the policy applies may generally only buy or sell securities of the Company:

- outside of the closed periods described in the policy; and
- after obtaining approval from the Chair of the Board in accordance with the procedures set out in the policy.

## Principle 7 – Recognise and manage risk

### Risk oversight and management

The Board recognises that risk management is an essential element of good corporate governance and fundamental in enabling the Company to achieve its strategic and operational objectives. The Board is committed to the identification, assessment and management of risk throughout the Company's business activities.

### Board and ARC risk responsibilities

As set out in the Board Charter, the Board's primary functions include ensuring that business risks are identified, and approving systems and controls to manage those risks and monitor compliance.

Under the ARC charter, the ARC assists the Board in fulfilling its responsibilities in relation to:

- the Company's compliance and risk management systems, controls and procedures;
- business policies and practices; and
- corporate governance policy.

The ARC Charter sets out a more detailed list of the ARC's responsibilities in these areas.

Details of the composition of the ARC are set out above in the commentary on Principle 4. For part of the year there were no independent directors on the Board, and the composition requirements for a risk committee set out in the Principles and Recommendations were not able to be met.

Members of the ARC are considered to have sufficient understanding of the Company's structure, controls and typical transactions, and the industry in which the Company operates, to be able to discharge their risk responsibilities on the ARC.

### Risk management framework

The Company has established a risk management framework for risk oversight and management within the Company. The risk management framework provides a set of processes and technologies that enable the company to identify, assess and manage risk.

The ARC regularly reviews the risk management framework to confirm that it continues to be up to date, relevant and appropriate to manage the key risks faced by the Company. Key elements of the risk management framework, including the Company's risk register and its compliance framework were reviewed by the ARC during the reporting period.

### Internal audit function

The Board does not consider an internal audit function appropriate or necessary at this stage in the Company's development, having regard to the size and scale of the Company's operations. The Board will consider implementing a dedicated internal audit function if circumstances change so that such a function is warranted.

In the absence of an internal audit function, the Company evaluates and aims to continually improve the effectiveness of its governance, risk management and internal control processes through a combination of:

- regular quarterly risk and compliance reporting to the ARC and consideration by the ARC of identified higher risk areas and new and emerging risks; and
- regular reporting to the ARC and Board of complaints or incidents highlighting risk management issues or weaknesses in internal control process, and actions to be taken to address those complaint or incidents.

### Environmental and social risks

Material risks to the Company are included and categorised on the Company's risk register and are monitored by the ARC. The Board does not consider that the Company currently has any material exposure to environmental or social risks as those terms are used in the Principles and Recommendations.

## Principle 8 – Remunerate fairly and responsibly

### Remuneration oversight and management

The Board and the NRHRC are primarily responsible for the oversight of the Company's remuneration framework and policies.

Details of the composition of the NRHRC are set out above in the commentary on Principle 2. For part of the year there were no independent directors on the Board, and the composition requirements for a remuneration committee set out in the Principles and Recommendations were not able to be met.

### *NRHRC remuneration responsibilities*

Under its Charter, the NRHRC supports and advises the Board on:

- remuneration arrangements for non-executive directors;
- executive remuneration policy including reviewing remuneration by gender;

- recruitment, retention and termination policies and procedures; and
- all equity-based employee incentive plans.

The NRHRC Charter sets out a more detailed list of the NRHRC's responsibilities in these areas.

#### Remuneration policies and practices

The Company's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives are set out in the Remuneration Report which forms part of the FY23 Annual Report.

#### Restrictions on limiting the economic risk of equity-based remuneration

Under the Rules of the Company's Rights Plan all participants in the Plan are prohibited from entering into any arrangement that would have the effect of limiting their exposure to risk in relation to vested or unvested Rights issued under the Plan or Restricted Shares.