

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Select Harvests Limited

ABN/ARBN

87 000 721 380

Financial year ended

30 September 2022

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

☐ these pages of our annual report: _____

☒ this URL on our website: <http://www.selectharvests.com.au/governance> _____

The Corporate Governance Statement is accurate and up to date as at 22 November 2022 and has been approved by the board.

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

Date here: _____ 22 November 2022 _____

Sign here:



~~Director~~/Company secretary

Print name: Brad Crump _____

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

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

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

² “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity’s corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p> <p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so 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>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so 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>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so 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>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
<p>2.1 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>[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Committee Membership section of the Directors' Report which is contained in the 2022 Annual Report.</p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Directors' Report contained in the 2022 Annual Report.</p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Directors' Report contained in the 2022 Annual Report.</p> <p>... the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Directors' Report contained in the 2022 Annual Report.</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so 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 provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<u>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</u>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at this location: http://www.selectharvests.com.au/governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Directors' Report contained in the 2022 Annual Report.</p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
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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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable</p>
<u>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</u>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<u>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</u>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<u>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</u>			
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; <u>OR</u></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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Committee Membership section of the Directors' Report which is contained in the 2022 Annual Report.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

		<input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so 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; <u>OR</u></p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... 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: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at this location: <p>In the Operating and Financial Review section of the Directors' Report which is contained in the 2022 Annual Report.</p> <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>In the Committee Membership section of the Directors' Report which is contained in the 2022 Annual Report.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.selectharvests.com.au/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<u>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</u>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Select Harvests Limited

ABN 87 000 721 380



Corporate Governance Statement

for the financial year ended 30 September 2022

This Corporate Governance Statement describes the key corporate governance policies and practices of Select Harvests Limited. The Company has followed the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations throughout the financial year ended 30 September 2022.

Corporate governance statement

These principles are:

Principle 1 – Lay solid foundations for Management and Oversight

Principle 2 – Structure the Board to be effective and add value

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

Principle 4 – Safeguard the Integrity of Corporate Reports

Principle 5 – Make timely and balanced disclosure

Principle 6 – Respect the Rights of Security Holders

Principle 7 – Recognise and Manage Risk

Principle 8 – Remunerate Fairly and Responsibly

The following statements address each of these principles.

Principle 1 – Lay solid foundations for Management and Oversight

1.1 Roles and Responsibilities of the Board and Management

The Board of Select Harvests Limited (SHV) is responsible for the overall corporate governance of the Company. The Board guides and monitors the business and affairs of SHV on behalf of the shareholders by whom they are elected and to whom they are accountable. The Board's Charter is located in the governance section of the Company's website.

<http://www.selectharvests.com.au/governance/>.

The Board represents the interests of shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board and ensuring appropriate control mechanisms are in place to adequately manage those risks.

The Board has delegated responsibility for the operation and administration of the Company to the Managing Director and the Executive team. The Board ensures that this team is appropriately qualified and experienced to carry out its responsibilities and has in place procedures to assess the performance of the Managing Director and the Executive team. The Board holds management accountable for the performance of its delegated functions. In doing so, the Board constructively challenges management's proposals and decisions and seeks to instil a culture of accountability throughout the business.

1.2 Director and Executive Selection

To ensure that the Board is well equipped to carry out its responsibilities it has established guidelines for the selection of Directors and Executive team members. Several channels are used to source candidates to ensure the Company can benefit from a diverse range of individuals during the selection process.

The composition of the Board and Executive team ensures that all essential skills are in place to operate, manage and govern the business.

1.3 Directors and Executive Agreements

The Directors and Executive team have a written agreement with the Company setting out the terms of their appointment. The key terms of these agreements are published in the Remuneration Report.

1.4 Company Secretary

The Company Secretary is accountable to the Board through the Chair and provides advice and support to the Board. They are responsible for all matters to do with the proper functioning of the Board. All Directors can communicate directly with the Company Secretary and vice versa.

Corporate governance statement

1.5 Inclusion and Diversity

SHV recognises that an inclusive and diverse workforce supports our goals of achieving business success through the diversity, talent, passion and skill of our people. We appreciate that each employee brings their own unique capabilities, experiences and characteristics to work.

The Company is proud of its ongoing achievements in employing a diverse range of over 568 permanent, casual and seasonal workforces employed in both regional and metropolitan Australia.

The Company's diversity includes the employment of people from many different ethnicities. Based on what our people have disclosed, approximately 44% come from diverse ethnic backgrounds. SHV is proud to partner with Indigenous and Islander education and employment programs, in addition to engaging people from various other regions around the world.

The Company also recognises that gender diversity is of critical importance in sustaining and growing a successful business. Our 2030 target is 40% female participation at all levels across the Company. Plans have been put into place to achieve this goal including recruitment and shortlist targets.

This is reflected in the targets we have set to maintain a focus on these two important characteristics of diversity:

	Female Participation	Ethnicity*
Targets	=>33%	=>33%

**Ethnicity Definition – the fact or state of belonging to a social group that has a common national or cultural tradition (Oxford Dictionary)*

Performance against the Diversity goals for 2021/2022 are as follows:

	Female Participation**	Ethnicity*
Target	=>33%	=>33%
Actual	33%	44%

**Based on what our people have disclosed*

*** WGEA Report Year Ended 31st March 2022*

Workplace Gender Equality Agency (WGEA) Diversity Report 2021/2022

						Variance from FY 2020/21	
Year Ended 31 March 2022	Male	Female	Total	% Male	% Female	% Female	Female Participation Target
Board (incl CEO)	4	2	6	67	33%	0%	=>33%
Senior Executive	5	2	7	71	29%	-4%	=>40%
Senior Managers	26	3	29	90	10%	-5%	=>33%
Other Managers	63	16	79	80	20%	-1%	=>33%
Non-Managerial Roles	463	248	711	65	35%	+2%	=>33%
Total	561	271	832	67	33%	+2%	=>33%

Corporate governance statement

The following table details the progress made in 2021/2022 against the goals and outlines the new goals for 2022/2023:

GOAL	2021/2022 MEASURABLE ACTIONS	2021/2022 PROGRESS	2022/2023 MEASURABLE ACTIONS
Culture and Values Program	<ul style="list-style-type: none"> Incorporate SHV's core Values and Behaviours into policies and processes including recruitment, performance management, Town Hall Announcements, etc Implement company-wide behaviours training supporting SHV's Values and Behaviours Implement at least 2 Company improvement initiatives arising from the 2021 Culture Survey Increase focus and measurement on Community volunteer days 	<ul style="list-style-type: none"> Simplified SHV's core Values and Behaviours as displayed on company-wide screensavers. Values now incorporated into all SHV Policies, Position Descriptions, and some teams consistently discuss a specific value at weekly meetings and Town Hall Announcements Implemented Business Unit Manager lead culture focus groups to share results from the 2021 Culture survey and commit to Business Unit culture initiatives Leadership Development training (influential leadership) rolled out to >100 senior middle and emerging leaders with a focus on modelling our values and calling out non-compliant behaviours Culture Survey for 2022 completed including more detailed demographics this year enabling us to target specific work teams Low uptake of company-sponsored community service/volunteer days due to ongoing impacts of COVID over last 12 months 	<ul style="list-style-type: none"> Continue to promote SHV values & behaviours in Leadership training, team meetings, recruitment & onboarding of new employees Build core values into SHV's Performance Review & Development Process Mental Health: identify potential psychosocial risks for our employees Implement targeted culture improvement focus groups for lower-result teams
Recruit, develop and retain talent, including females, to increasing gender participation across the Company	<ul style="list-style-type: none"> Host a 'Women in Agribusiness' Event for the industry Implement the Recruitment and Performance Management modules of new Human Resources Information System (HRIS) support SHV's Talent Management Framework Implement a High-Potential program and Graduate program to attract and retain talent, with a continued focus on attracting and retaining high-performing female talent Activate Women in Select Council to be Chaired by GM People, Safety and Culture Assess methods for delivering TAFE certified 	<ul style="list-style-type: none"> 'Women in Agribusiness' event not implemented due to COVID restrictions Built the Performance Management and Recruitment module within the HRIS Successfully promoted and created business opportunities for 54 high-potential employees (6 females and 48 males) Two male graduates successfully recruited in a difficult regional market. No female applications received Of the 289 new employees hired during the WGEA reporting period, 38% of these were female (109 females) Work experience placement of female student studying Ag Science at Adelaide Uni interested in a career with SHV Appointed 6 females into leadership roles across the Company during WGEA reporting period 'Women in Select Council' not implemented due to competing business demands and resource reallocation to manage COVID complexities, Leadership 	<ul style="list-style-type: none"> Host a 'Women in Agribusiness' Event for the industry Build the remaining modules of the HRIS including Learning & Development, Career & Succession Planning & Compensation to support SHV's Talent Management framework Development plans designed and implemented for Key Executive & emerging leaders within the business, with a focus on developing females across all levels of the business Establish shortlist quotas approach to hiring females and track and encourage the promotion of females

Corporate governance statement

GOAL	2021/2022 MEASURABLE ACTIONS	2021/2022 PROGRESS	2022/2023 MEASURABLE ACTIONS
	programs in Horticulture and Processing Divisions	<p>Development Program and the new HRIS build</p> <ul style="list-style-type: none"> SHV partnered with Sunraysia TAFE to build a 3-module certified Leadership Development Program which is currently being rolled out from May 2022 – Dec 2022 across Horticulture, Processing and Corporate Divisions Invited females across the business to participate in Agribusiness scholarship and sponsored industry events at University of Adelaide to attract female Grads People, Safety & Culture Team (PS&C) have presented to school groups touring the Carina West Processing Facility (CWPF) to advise of career options within SHV, highlighting career opportunities across all areas of the business including traineeships and apprenticeships for both males and females. 	
Build a flexible workplace	<ul style="list-style-type: none"> Commitment to ongoing flexible workplace post COVID-19. Where possible, implement flexibility of work hours to attract and retain talent, for example, longer hours in fewer days with effectiveness assessed by output Evaluate purchased leave option and make recommendation 	<ul style="list-style-type: none"> Flexible work offered throughout COVID and post COVID with Corporate office adopting a 3/2 Office/WFH approach, including flexibility of choice of day for 3rd day Developed and implemented a WFH Policy for office-based employees Flexible work hours offered where possible to attract employees within current highly competitive market including compacted work weeks, permanent part-time, etc in order to attract talent into the business New Paid Parental Leave Policy implemented including company-funded leave and return-to-work bonus New Community Service Leave Policy implemented including company funded leave to support community participation during work time During the period, over 80 office staff across the business were relocated to working from home, due to COVID-19 restrictions. A diverse range of flexible arrangements were successfully set up to cater for unique needs Purchased leave option was not evaluated due to competing business demands and will be put onto the 2023 agenda 	<ul style="list-style-type: none"> Evaluate purchased leave option and make recommendation Ongoing commitment and proactive management of Hybrid work arrangements for office staff Explore flexible work arrangements for Production and Horticulture staff

Corporate governance statement

GOAL	2021/2022 MEASURABLE ACTIONS	2021/2022 PROGRESS	2022/2023 MEASURABLE ACTIONS
Regular and accurate reporting of diversity	<ul style="list-style-type: none"> Update SHV's Inclusion and Diversity Policy to include wider definition of Diversity Update SHV's recruitment Policy to incorporate wider definition of Diversity Commence Diversity reporting once this capability has been implemented within the HRIS in accordance with new definition 	<ul style="list-style-type: none"> Diversity definition broadened as per new Diversity, Equity & Inclusion (DEI) Policy ratified by the Board in Sep 2022 Recruitment Policy updated in accordance with new DEI Policy Completed WGEA reporting on-time and received compliance notification 	<ul style="list-style-type: none"> Commence Diversity reporting once this capability has been implemented within the HRIS Complete WGEA report on time and receive compliance notification
Workplace Fair Treatment	<ul style="list-style-type: none"> Introduce new Grievance Policy Update Whistleblower Policy Implement a company-wide initiative around Psychological Safety 	<ul style="list-style-type: none"> New Grievance Policy is under development Whistleblower Policy was reviewed/updated Zero bullying and harassment claims lodged at Fair Work Australia New Diversity, Equity and Inclusion (DEI) Policy created and published on SHV's Website WHS and Well Being Policy was reviewed/updated RUOK?Day initiative was implemented across the Company, with HSRs, GMS and/or WHS Officers leading a conversation about Psychological Health at company funded breakfasts and morning teas across all sites 	<ul style="list-style-type: none"> Refresher training for all Supervisors and Managers on all safety compliance policies and processes including harassment, discrimination and bullying, code of conduct, fair treatment, occupational violence, drugs & alcohol, etc

1.6 Board Performance and Evaluation

The Chair of the Board evaluates the performance of each Board member regularly. The performance of the Board is reviewed against the Board Charter and any specific objectives set by the Board for the Company. The Board reviews its performance and the performance of the Committees against their Charters annually. The performance evaluation of the Board was undertaken for the 2021/2022 financial year.

1.7 Executive Performance and Evaluation

Executive Performance is evaluated at least annually. The performance and measures of the Executive Team are published in the Remuneration Report.

Principle 2 – Structure the Board to be effective and add value

2.1 Board Processes

To assist in the execution of its responsibilities, the Board established a Remuneration & Nomination

Corporate governance statement

Committee, an Audit and Risk Committee and a Sustainability Committee. These Committees have written Charters, which are reviewed on a regular basis and are located on the Company's website. The Board has an established framework for the management of the Company.

The full Board holds at least eleven scheduled meetings each year, plus any additional meetings at such other times as may be necessary to address any specific matters that may arise. Details of the attendances at meetings of Board and Committees during the reporting period are set out in the Directors' Report (Annual Report for the financial year ended 30 September 2022).

The agenda for Board meetings is prepared and includes the Managing Director's & Chief Financial Officer's reports, financial reports, Workplace Health and Safety (WHS), people and sustainability reporting, business divisional reports, strategic matters, business culture, governance, risk and compliance reporting. Papers are circulated in advance. Executives are involved in Board discussions where appropriate, and Directors have other opportunities, including visits to operations, for contact with a wider group of employees.

Development and succession plans for the Executives of SHV are reviewed annually by the Remuneration and Nomination Committee. Director rotation and renewal is part of the Remuneration and Nomination Committee's workplan on an annual basis.

2.2 Board Skills Matrix

The composition of the Board is determined in accordance with the following ASX principles:

- The Board should comprise at least four Directors;
- The Board should maintain a majority of independent Non-Executive Directors;
- The Chair must be a Non-Executive Director; and
- The Board should comprise Directors with an appropriate range of qualifications, skills and experience

The Company website contains the Board responsibility, skills and experience matrix, setting out the mix of capability of the current Board in key areas - <http://www.selectharvests.com.au/governance/>.

2.3 Director Experience

The names of the Directors of the Company in office at the date of this report, together with key biographical data, are set out in the Directors' report published in the 30 September 2022 Annual Report and on the Company Website. <http://www.selectharvests.com.au/>.

If a Non-executive Director has an interest, position, affiliation or relationship with a third party which may give rise to a conflict-of-interest, but the board are of the opinion that it does not compromise the independence of the Director then the nature of the interest, position or relationship, including how the conflict is managed, is noted in the Related Party notes of the Company's financial statements.

2.4 Director Independence

All current Non-Executive Directors are independent. The Board assesses the independence of each Director considering interests known to the Board, as well as those disclosed by each Director. Directors' interests are updated at the commencement of each Board Meeting. Should a conflict arise the individual director will declare the conflict. This will be noted in the minutes and the Director will leave the meeting, if appropriate, and will not participate in discussion of the item. Each Director has the right of access to all relevant company information and to the Company's Executives and, subject to prior consultation with the Chair, may seek independent professional advice at the Company's expense.

2.5 Chair Independence

The Chair is a Non-Executive Director and is independent.

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2.6 Director Review, Induction and Education

The Company has a policy and process in place to induct and educate new Directors as well as address the ongoing education and development of its existing Directors. The policy objectives are to ensure that the Directors are equipped to provide effective oversight, as outlined in the SHV Board Skills Matrix.

The Chair is responsible for new Director inductions. Additionally, in each financial year, each Director is expected to attend one external program and all internal briefings, to keep abreast of current issues.

Directors can visit Company facilities at any time and meet with management to gain a better understanding of business operations. The Board Education and Training Policy is on the Company website: <http://www.selectharvests.com.au/governance/>

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

3.1 SHV's Values

The Board and Executive at SHV recognise the critical part that culture plays in driving successful outcomes and creating a work environment that motivates and retains our talented people. A Culture Survey was conducted in August 2022, which showed improvement in all qualities, with Food Safety, Innovation, People and Collaboration showing the greatest increase as compared to the previous year. The results will be collated and shared across the business in the first quarter of the new Financial Year.



The above values underpin SHV's Culture and, along with relevant Company policies, set expectations around acting ethically and responsibly and complying with applicable law and regulation, in everything we do. The relevant policies include:

- Code of Conduct
- Ethical Sourcing Policy
- Fraud, Anti-Bribery and Corruption Policy
- Whistleblower Policy
- Workplace Fair Treatment Policy
- Conflict of Interest Policy

In addition to the above we made improvements to our Parental Leave Policy and introduced a company-sponsored Community Service Leave Policy.

These policies can be found on the Company Website - <http://www.selectharvests.com.au/governance/>.

3.2 Code of Conduct

All Directors, managers and other employees are expected to act in accordance with the Company's values and behaviours. These Values are incorporated in the Company's Code of Conduct which was reviewed and updated in 2021. Material breaches of the Code of Conduct are required to be reported to the Board and a declaration is required to be signed by all new employees, declaring any conflicts of interest.

Corporate governance statement

3.3 Whistleblower Policy

The Whistleblower Policy was reviewed and updated during 2022. The policy is extensive and provides a mechanism to report issues to an external third party. Whistleblower incidents are required to be reported to the Board. The Whistleblower Policy is located on the governance section of the Company's website <http://www.selectharvests.com.au/governance/>.

3.4 Fraud, Anti-Bribery and Corruption

The Fraud, Anti Bribery and Corruption Policy was reviewed in 2022 and is published on the Corporate website. Bribery and corruption incidences are required to be reported to the Board. The Fraud, Anti-Bribery and Corruption Policy is located on the governance section of the Company's website. <http://www.selectharvests.com.au/governance/>.

Principle 4 – Safeguard the Integrity of Corporate Reports

4.1 Audit and Risk Committee

The Audit and Risk Committee has a documented Charter, approved by the Board. All three members of the Committee are Non-Executive Directors with a majority being independent, and the Chair of the Audit and Risk Committee is not the Chair of the Board of Directors.

The members of the Audit and Risk Committee during the financial year are disclosed in the Directors' Report. The Committee meets at least four times a year and the Committee members' attendance record is disclosed in the table of Directors' meetings published in the 30 September 2022 Annual Report.

The Audit and Risk Committee is committed to ensuring that it carries out its functions in an effective manner. Accordingly, it reviews its Charter at least once a year and the Company's risk register has been established in accordance with ISO standards. A copy of the Audit and Risk Committee Charter outlining the committee's duties and responsibilities is available on the governance section of the Company's website. <http://www.selectharvests.com.au/governance/>

4.2 Managing Director and Chief Financial Officer Declarations

The Managing Director and the Chief Financial Officer have provided declarations to the Board that:

- a) In their opinion, the financial report and notes set out in the Financial Report of Select Harvests Limited for the financial year ended 30 September 2022:
 - i. are in accordance with the *Corporations Act 2001*;
 - ii. give a true and fair view of the Group's financial position as at 30 September 2022 and of its performance for the financial year ended on that date as required by Section 305 of the *Corporations Act 2001*; and
 - iii. comply with applicable Australian Accounting Standards as required by Section 304 of the *Corporations Act 2001*; and
- b) In their opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- c) In their opinion, the financial records of the Company have been properly maintained in accordance with section 286 of the *Corporations Act 2001*, and
- d) In their opinion, the above statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that Select Harvests' risk management and internal compliance and control is operating efficiently and effectively in all material respects in relation to financial reporting risks.

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4.3 Integrity of Reporting

The external auditors, the Managing Director and Chief Financial Officer are invited to Audit and Risk Committee meetings at the discretion of the Committee, and the external auditor also meets with the Audit and Risk Committee during the year without management being present.

The Company's external auditor, PricewaterhouseCoopers, attends the AGM and is available to answer questions from shareholders relevant to the audit.

Principle 5 – Make timely and balanced disclosure

5.1 Continuous Disclosure Policy

The Company has a written policy and associated procedures to ensure compliance with its disclosure obligations under both the ASX Listing Rules and the Corporations Act. This policy is reviewed regularly with the Company's legal advisers and was most recently amended in September 2021. This is published on the Company website: <http://www.selectharvests.com.au/governance/>.

5.2 Board and Market Announcements

SHV's Company Secretary ensures that Directors are engaged in discussion, and approve, material market announcements before they are made.

5.3 Substantive Investor or Analyst Presentations

SHV's Company Secretary ensures compliance with the Company's continuous disclosure obligations, and provision of information to the Australian Stock Exchange. The continuous disclosure policy aims to ensure that timely and accurate information is communicated to all shareholders and market participants, consistent with the Company's commitment to continuous disclosure.

Principle 6 – Respect the Rights of Security Holders

6.1 Company Website

The SHV website provides comprehensive information about itself and its governance to investors. The website is <http://selectharvests.com.au>

6.2 Investor Communication

Following the release of SHV's financial results (half and full year) the Managing Director and Chief Financial Officer complete an extensive program of interactions with institutional investors and market analysts. Ad hoc interactions also occur with retail investor groups, proxy advisors and the financial media. These interactions allow investors and other financial market participants to gain a greater understanding of SHV's business, governance, financial performance and prospects. Matters of concern or interest can also be raised.

In addition, SHV's Managing Director and/or Chief Financial Officer attend and/or present at various industry and stakeholder events.

Queries or concerns raised are conveyed to the Board or relevant Executive.

6.3 Shareholder Meetings

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of the Company's strategy, objectives and performance. Shareholders have the opportunity to attend the meeting, ask questions from the floor, participate in voting and meet the Board and Management in person. Shareholders have the opportunity to submit written questions and comments to the Company and the auditor prior to the meeting.

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6.4 Shareholder Voting

Shareholder voting takes place at the Annual General Meeting and is conducted by poll.

Shareholders are encouraged to vote. If necessary, shareholders are able to vote on resolutions by appointing a proxy via the proxy form accompanying the Notice of Meeting.

6.5 Shareholder Communications

SHV gives shareholders the option to receive and send communication to the entity (info@selectharvests.com.au) and its security registry (Computershare) electronically.

All shareholder information is set out to be easily readable electronically and includes printer-friendly capability.

Principle 7 – Recognise and Manage Risk

7.1 Risk Management

The Company outsources its internal audit function and commissions specific reviews to assess the internal controls implemented to mitigate key risks. The Board oversees the Company's risk management framework, which it reviews at least annually to ensure its effectiveness. The Company's areas of focus in respect of risk management practices include, but are not limited to, product safety, workplace health and safety, environment, property, financial reporting and internal control.

The Board is responsible for the overall risk management and internal control framework but recognises that no cost-effective risk management and internal control system will preclude all errors and irregularities.

7.2 Board Risk Review

The Board has the following procedures in place to monitor performance and to identify areas of concern:

- Strategic planning: The Board is involved in formulating, reviewing and approving the strategic plan that encompasses the Company's strategy, designed to meet the stakeholders' needs and manage business risk. The strategic plan is dynamic, and the Board is actively involved in developing and approving initiatives and strategies designed to ensure the continued growth and success of the Company;
- Risk management framework: The Company's risk management framework provides a mandate and commitment to risk management, includes the Company's policy that sets out the Company's risk objectives and intentions, embeds risk management within business processes, defines accountabilities and responsibilities, outlines a risk reporting schedule and provides mechanisms for monitoring and continuous improvement;
- Financial reporting: The Board reviews actual results against budgets approved by the Directors and revised forecasts prepared during the year;
- Functional reporting: Key areas subject to regular or periodical reporting to the Board include, but are not limited to, operational, treasury (including foreign exchange), environmental, occupational health and safety, insurance, and legal matters;
- Continuous disclosure: A process is in place to identify matters that may have a material effect on the price of the Company's securities and to notify them to the ASX;
- Investment appraisal: Guidelines for capital expenditure include annual budgets, appraisal and review procedures, and due diligence requirements where businesses or assets are being acquired or divested;
- Workplace Safety: The Board and Executive provide a monthly update of workplace safety hazards, incidents, risk mitigation and remedial actions taken; and
- Environmental/Sustainability reporting: The Board reviews material impacts on the economy, environment, and people, including effects on their human rights, determined using the GRI Standards 2021 as part of the annual sustainability reporting process. The Board recognises these impacts may be (or become) financially material in the future.

Corporate governance statement

The Managing Director and Chief Financial Officer have provided a statement in writing to the Board that the declaration made in respect of the Company's financial reports is founded on a system of risk management and internal compliance and control which reflects the policies adopted to date by the Board, and that the Company's risk management and internal control and compliance system is operating effectively in all material respects.

7.3 Exposure to Environmental and Social Risk

This year unprecedented local and global events have impacted Select Harvests' business and its people. The COVID-19 pandemic continued into its third year, the Varroa Mite virus entered Australia impacting our bee populations, we have experienced extreme weather events in the form of increased rain and flooding and Russia invaded Ukraine impacting global supply chains.

The focus from the Executive and key leaders has been on ensuring all employees are safe and well and continuing to operate the business, to drive the best possible outcomes in a challenging social, environmental and economic landscape. Regular company communications and legislative updates are shared with employees including ongoing support to our Employment Assistance Program to support staff through these unprecedented times.

The Company has looked to build on the long-term direction of our sustainability strategy, by aligning our reporting with the revised Global Reporting Initiative (GRI) Standards 2021 as well as the United Nations Sustainable Development Goals (SDGs), both providing a global framework that helps guide our goals and objectives as a business. The Company's 2022 Sustainability Report, to be released in February 2023, lists key targets and progress against material topics identified through our materiality assessment guided by the GRI Standards.

We have taken steps to align the disclosure of our climate-related risks and opportunities with the Taskforce on Climate Related Financial Disclosures (TCFD) in our Annual Report.

There is a shortage of healthy food globally and, as a grower and marketer of nutrient dense food products, we are well positioned to help meet this growing demand. To capitalise on this demand, we need to set our goals and targets with a long-term lens as we operate in an industry that requires commitment and up to 25 years of foresight when expanding almond operations.

It is imperative that sustainability be embedded into everything we do, which is why we recognise it as a core value supporting the delivery of our business strategy. This sustainable approach to running our business is essential to delivering on our key strategic objectives:

- Optimise the almond base
- Grow our brands
- Expand strategically

We are motivated to meet increasing expectations to address complex global social and environmental challenges, such as managing our resources efficiently, creating a safe working environment that ensures inclusiveness and diversity and compliance to laws within our operations and supply chain, whilst reducing our impact on the environment. To achieve this, we need to execute on the business fundamentals, along with receiving the social and environmental mandate from the communities within which we operate.

The Company is committed to minimising any negative impact its operations have on the economy, environment, and people. Our key focus areas in 2021/2022 were:

- Ensuring the safety of our people, by preventing injuries before they occur. The aim of the Select Harvests Zero Harm Safety and Wellbeing strategy is to improve our safety performance by 15% per annum until we operate in a zero-harm environment
- Securing future water supply whilst being a leader in the market for water efficiency. We aim to manage our water efficiency through best practice water delivery systems, water optimisation

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- technology such as soil water monitoring, plant based monitoring and high-resolution imagery
- Reducing our impact on the environment across all aspects of the business. This is achievable through the further investment in sustainable projects (i.e. liquid fertiliser pilot plant, whole orchard recycling), bee stewardship, promoting a 'recycle first' culture and transitioning to greener inputs used throughout the value chain
- Inhouse compost generation from waste biomass products
- Completing a comprehensive carbon footprint for our operations
- Creating a Sustainability and Environment Manager role to drive sustainability initiatives
- Aligning the responsibility for sustainability strategy and implementation to a stand-alone Board Sustainability Committee.

We are cognisant of the potential impact we have on our environment and the impact that climate change has on our business. We seek to mitigate the risks and capitalise on the opportunities that occur across the business through sensible and responsible management.

Risks and opportunities related to the impacts of climate change on our business are considered regularly throughout the year. Key areas that are reviewed, monitored and mitigation strategies put in place are water management and ownership, global orchard plantings and removals (impact on almond pricing), energy consumption and production (through use of Biomass technology), regeneration of orchards through compost production and internal liquid fertiliser opportunities to minimise reliance on external fertiliser production and supply.

This coming year, we will:

- Identify opportunities to achieve our carbon neutral by 2050 or earlier target
- Explore external "Bee friendliness" certification
- Continue investing in our "closed-loop" compost and fertiliser initiatives.

Principle 8 – Remunerate Fairly and Responsibly

8.1 Remuneration and Nomination Committee

The main objectives of the Remuneration and Nomination Committee are to:

- 1) Ensure that the Board's responsibilities in relation to compensation of the Company's Directors and Executives are fulfilled.
- 2) Recommend parameters for the setting and approval of remuneration, Short Term Incentive Plan (STIP) and Long-Term Incentive Plan (LTIP) for Company Executives and any incentive scheme for other employees.
- 3) Ensure that the composition of the Board of Directors is appropriate for the purpose of fulfilling its responsibilities to shareholders in accordance with the law and current governing guidelines issued by the Australian Securities Exchange and other regulatory bodies.

The Committee evaluates the performance of the Managing Director as well as its key management personnel on an annual basis. It is responsible for reviewing the share option schemes, incentive performance packages, superannuation entitlements and fringe benefits policies. Remuneration levels are reviewed annually, and the Committee may obtain independent remuneration information for comparative purposes on the appropriateness of remuneration packages.

The Managing Director is invited to Remuneration and Nomination Committee meetings as required to discuss Executives' performance and remuneration packages. Further details of how the Company assesses the performance of the Managing Director and its key management personnel are disclosed in the Remuneration Report.

The members of the Remuneration and Nomination Committee comprise at least 3 independent Directors and is chaired by an independent Director, who is not the Chair of the Board. Membership details are disclosed in the Directors' Report. The Remuneration and Nomination Committee meets at least two times a year, with membership details and attendance disclosed in the table of Directors'

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meetings.

Further details of the Remuneration and Nomination Committee's Charter are available on the governance section of the Company's website <http://www.selectharvests.com.au/governance/>

8.2 Remuneration Policies

Remuneration levels are set to attract, retain and motivate an appropriately qualified and experienced Managing Director and Executives. The Remuneration and Nomination Committee may obtain independent advice on the appropriateness of remuneration packages, given trends in the marketplace. Remuneration packages include a mix of fixed remuneration, performance-based remuneration and equity-based remuneration. There is a minimum Workplace Health and Safety (WHS) tollgate standard that needs to be met for any incentive payments.

The Managing Director and Executives may receive short term incentives based on achievement of specific business objectives, initiatives and performance indicators, which include financial, cultural and operational targets relevant to performance at the consolidated entity level, divisional level, or functional level, as applicable, for the financial year.

8.2 Equity Based Remuneration

In addition, the consolidated entity offers the Managing Director and Executives' participation in the long-term incentive scheme involving the issue of performance rights under the Executive Long Term Incentive Plan (LTIP). The LTIP provides performance rights to participating employees with a three-year expiry period, exercisable at the market price. The performance rights vest over three years on achievement of the financial performance hurdles. Furthermore, the LTIP provides that participants are not permitted to hedge any shares issued to them whilst those shares are held in trust. The LTIP performance conditions are published in the Remuneration Report.

In 2022, an equity component was added to the Short-Term Incentive Plan (STIP) for Executives.

Non-Executive Directors do not receive any performance related remuneration.