



# ASX ANNOUNCEMENT

28 February 2023

## 2022 CORPORATE GOVERNANCE STATEMENT

**DRA Global Limited** (ASX: DRA) ('DRA' or 'the Company') is pleased to release its Corporate Governance Statement for the financial year ended 31 December 2022, and the accompanying Appendix 4G Key to Disclosures – Corporate Governance Principles and Recommendations.

- ENDS -

*This announcement was approved for release by Ben Secrett, Company Secretary.*

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### About DRA Global Limited

DRA Global Limited (ASX: DRA | JSE: DRA) (DRA or the Company) is an international multi-disciplinary engineering, project delivery and operations management group, focused on the mining, minerals and metals industry.

The Group has an extensive track record spanning almost four decades across a wide range of commodities. We have delivered more than 8,000 projects, studies and managed services solutions, and currently operate more than a dozen sites through our operations and maintenance division.

Our teams have deep expertise in the mining, minerals and metals processing industries, as well as related non-process infrastructure such as water and energy sustainability solutions. We deliver comprehensive advisory, engineering and project delivery services throughout the capital project lifecycle, from concept through to operational readiness and commissioning as well as ongoing operations, maintenance and engineering services. We do this with a focus on sustainability and assisting clients to achieve their ESG goals.

DRA covers all major mining centres with offices across Africa and the Middle East, North and South America, and the Asia-Pacific.

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# 2022 CORPORATE GOVERNANCE STATEMENT

## PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### Recommendation 1.1

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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.

DRA has adopted a written Board Charter, and it is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

The Board Charter provides a framework for the effective operation of the Board, which sets out:

- the Board's structure, role and responsibilities;
- the relationship and interaction between the Board and management; and
- the authority delegated by the Board to management and Board committees.

The Board's role is to:

- protect and optimise the Company's performance and build sustainable value for stakeholders in accordance with any duties and obligations imposed on the Board by law and the Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- represent and serve the interests of Shareholders by overseeing and appraising the Company's strategies, policies and performance. This includes overseeing the financial and human resources that the Company has in place to meet its objectives and reviewing management performance;
- set, review and monitor compliance with the Company's values and governance framework (including establishing and observing high ethical standards and demonstrating leadership); and

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- ensure stakeholders are kept informed of the Company's performance and major developments affecting its state of affairs.

While the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the Chief Executive Officer ("CEO") as directed by the Board (as at 31 December 2022 and the date of this Statement, the Company has a Chief Executive who is not also Managing Director). Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairperson or the Board as a whole.

## Recommendation 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.

The Board Charter (clause 6) and the Nomination and Governance Committee Charter (clause 3) detail the process for the appointment and induction of new Directors. The Board sets and reviews the criteria for appointment of new Directors having regard to the existing composition of the Board. The Board has established a Fit and Proper Person Guideline to ensure that individuals appointed to the Board and to roles reporting directly to the CEO ("CEO Direct Report") have the appropriate fitness and propriety to properly discharge their prudential responsibilities on appointment and during the course of their appointment. The following documentation, to the extent that it is available, is sought for each new Director appointment.

- National criminal record check.
- Corporate disqualification and due diligence check.
- Bankruptcy check.
- Evidence of relevant material qualifications and professional memberships.

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The following documentation, to the extent that it is available, is sought for each new CEO Direct Report appointment.

- National criminal record check.
- Evidence of relevant material qualifications and memberships.

Any new Director appointed during the year must stand for election by Shareholders at the next annual general meeting, and the Board Charter (clause 6) requires that Shareholders are provided with all available material information relevant to a decision on whether to elect or re-elect a Director.

## Recommendation 1.3

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A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

DRA Group has a written agreement with each of its Directors (a letter of appointment or service agreement) and CEO Direct Reports (an employment contract) which sets out the terms of their appointment.

## Recommendation 1.4

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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.

The Board Charter (clause 13) states that the Board is responsible for selecting, appointing, and removing the Company Secretary, and that the Company Secretary is accountable to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible, amongst other things, for:

- advising the Board and its Committees on governance matters;
- monitoring that Board and Committee processes are followed; and

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- ensuring that the business at Board and Committee meetings is accurately captured in the minutes.

## Recommendation 1.5

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A listed entity should:

- a. have and disclose a diversity policy;
- b. through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- c. disclose in relation to each reporting period:
  1. the measurable objectives set for that period to achieve gender diversity;
  2. the entity's progress towards achieving those objectives; and
  3. either:
    - 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
    - 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.

If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.



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DRA has adopted an Inclusion and Diversity Policy and Standard in order to, among other matters, actively facilitate a more diverse and representative management structure and workforce, as well as a culture of fairness, respect and inclusion for all. DRA's Inclusion and Diversity Policy is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

DRA seeks to create a work environment where individual differences are valued, and everyone can realise their potential and contribute to DRA's success. This commitment extends to all of the Company's employment practices, and includes the promotion of:

- an inclusive workplace that embraces individual differences;
- a workplace that is free from discrimination;
- attraction and retention of a diverse range of talent;
- equitable practices that limit potential for unconscious bias;
- equal employment opportunities based on capability and performance;
- awareness of the needs of different people; and
- the provision of flexible work practices to support people.

The DRA Board and Executive Committee is committed to promoting an inclusive workplace and implementing policies and practices that promote equitable and fair gender representation and achieve greater female participation in the Group's workforce. At a Group level, FY2022 was a defining year for DRA with the primary focus being on the stabilisation of the business through quality project management, execution, cost control and the rollout of a new operating model. As a result of some of the strategic decisions taken by the business, there were positive shifts in female representation in FY2022. The FY2023 specific measurable objective to achieve greater female participation in the Group's workforce will be defined and delivered through the People and Culture teams in the regional business units and measured in line with the specific targets of each jurisdiction.

The proportion of women on the board, in senior executive positions and across the whole workforce of the DRA Group (as at 31 December 2022) is detailed below. For this purpose, 'Senior Executive' is defined as the Chief Executive Officer and those executives who report directly to the Chief Executive Officer.

- Board – 20% (1 of 5)
- Senior Executive – 40% (2 of 5)
- DRA Group – 22% (898 of 4,017)

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DRA/DRA Group is a 'relevant employer' under the *Workplace Gender Equality Act 2012* (Cth) and reports its gender equality data to the Workplace Gender Equality Agency (WGEA) on an annual basis. DRA's 2022 Gender Equality public data (for the 12 months from 1 April 2021 to 31 March 2022) submitted to the WGEA is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>. DRA's 2023 Gender Equality Indicators public data (for the 12 months ending 31 March 2022) will be submitted to the WGEA and published in due course in accordance with the requirements of the *Workplace Gender Equality Act 2012* (Cth).

## Recommendation 1.6

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A listed entity should:

- a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board Charter (clause 9) requires that the Board conduct a formal review of the performance of the Board, its Committees, the Chairperson and individual Directors each year and report annually to Shareholders whether a performance review has been completed for the reporting period. The performance review process is designed with the assistance of the Nomination and Governance Committee, and includes an examination of the effectiveness and composition of the Board and its Committees and a review of the demonstrated leadership of the Board towards the development of DRA Group's culture. The process, which may be facilitated or assisted by external consultants, entails:

- Directors completing a self-assessment questionnaire;
- the Chairperson meeting with Senior Executives to discuss their views of the Board's performance;
- the Chairperson meeting with the Directors to discuss their individual performance; and
- the Board discussing the feedback about the Board's and their individual performance, and considering changes that can be made to improve the effectiveness and performance of the Board.

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The Board conducted a review of the Board, its Committees, the Chairperson and individual Directors in respect of the 2022 reporting period in accordance with the process detailed above. No material governance changes were required as a result of this review.

In addition to the annual formal review, throughout the reporting period the Chairperson regularly discusses with the other Directors the performance and effectiveness of the Board, DRA's performance and progress towards achieving DRA's strategic objectives.

## Recommendation 1.7

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A listed entity should:

- a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board Charter (clauses 3 and 9) states that the Board is responsible for overseeing the annual performance review of the Chief Executive Officer and approving the annual performance reviews of CEO Direct Reports (as at 31 December 2022 and the date of this Statement, the Company currently has a Chief Executive Officer who is not also Managing Director). The Board is responsible for establishing the performance criteria applicable to and, with the assistance of the Nomination and Governance Committee, conducting an annual performance review of, the Chief Executive Officer. The Chief Executive Officer conducts annual performance reviews of key management personnel and reports the results to the Board.

The performance review process entails the following.

1. Goals/KPIs are set and approved at the beginning of the performance period.
2. Regular feedback throughout the year and discussion regarding performance.
3. Formal measurement of performance against the goals/KPIs at the end of the performance period.
4. Final feedback and discussion to confirm performance outcomes.

A formal performance review of the Chief Executive Officer in accordance with the process detailed above was conducted in respect of the 2022 reporting period.





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## PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

### Recommendation 2.1

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The board of a listed entity should:

- a. have a nomination 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 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.



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The Board has established a Nomination and Governance Committee, and its Charter is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

The Charter details the manner in which the Committee will operate and the Committee's role and functions to assist the Board to discharge its responsibilities in relation to:

- the composition of the Board and the appointment, retirement, re-election, and performance of Directors;
- the appointment of the CEO, and performance review of the CEO at least annually;
- succession planning, renewal, and evaluation for the Board with a view to maintaining an appropriate balance of skills, experience, tenure, and diversity of the Board;
- induction and development programs for Directors;
- adopting the most appropriate corporate governance framework and practices that encourage an alignment of purpose, vision and strategy among Shareholders, Directors, and management; and
- assisting the Board to manage conflicts of interest and transactions or other dealings involving Directors, material Shareholders or related parties.

During the reporting period the Committee was chaired by an independent Director and constituted by three non-executive Directors who are all considered to be independent. Details of the attendance of members at Committee meetings held during the reporting period are disclosed on page 83 in the Directors' Report contained in DRA's 2022 Annual Report. The membership of the Committee at the end of the reporting period comprised the following Directors.

- Peter Mansell (Chairperson)
- Kathleen Bozanic
- Johnny Velloza

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## Recommendation 2.2

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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.

The Board sets and reviews the criteria for appointment of new Directors having regard to the existing composition of the Board, and aims to be comprised of Directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds which align with DRA's strategic objectives. The factors to be considered when assessing the Board's collective skills and expertise, or reviewing a potential candidate for appointment to the Board include:

- the expertise, skills, experience, perspectives and personal qualities and attributes that will best enhance Board effectiveness;
- the diversity of Board composition;
- the capability of the candidate to devote the necessary time and commitment to the role; and
- potential conflicts of interest and independence.

The Board also considers the attributes and personal qualities of Directors, including their commitment to DRA's values and Code of Conduct.

To assist it to achieve a membership with an appropriate balance of skills, knowledge, experience and diversity, the Board has developed and approved the following skills matrix which sets out the skills and experience desired for Directors to possess, while acknowledging that not all Directors will possess all skills or to the same levels of experience and competency.

1. Leadership – Demonstrated effective leadership and delivered sustainable business success and long term shareholder value in a senior executive role in a large and complex organisation (including a public listed company), and experienced in stakeholder/investor engagement.
2. Strategy and Innovation – Successful record of developing and implementing business strategy for long term value creation, expertise in monitoring organisational performance against strategic objectives over short, medium and long term, and an understanding of strategic transformation and innovation in the mining, minerals and metals sector.
3. Industry and Markets – Experience and expertise in consulting, engineering, project delivery and operations management services across the project lifecycle, and a strong understanding of technical issues and market dynamics in, the mining, minerals and metals and related markets in which DRA operates.

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4. Finance – Displays sophisticated financial acumen, and has proficiency in financial accounting, capital budgeting, reporting and controls, understanding the key drivers of financial performance, and evaluating the adequacy of financial risk controls. Possesses an understanding of corporate finance and capital markets, and relevant experience or professional qualifications.
5. Commercial – Experience in sales & marketing, new business development, legal and commercial matters and executing business transactions.
6. People and Culture – Experience in people management in large and complex global people-based organisations, including overseeing organisational design and succession planning, and setting remuneration frameworks and employee value proposition to attract and retain talented people and to promote the desired culture for an organisation whose value lie primarily in talent and teams.
7. Health and Safety – Comprehensive understanding of workplace health, safety and wellbeing issues, including proactive monitoring and control of related risks and experience in implementing WHS and wellbeing strategies.
8. ESG – Experience and understanding in sustainable business practices and management of environmental performance and social responsibilities, and a commitment to good and effective governance.
9. Risk and Compliance – Proven ability in understanding and managing material financial and non-financial risks, and experience in implementing and overseeing risk management frameworks, and regulatory and legal compliance, and ability to balance appropriate risk management with commercial imperatives.
10. International – Experience as a senior executive across multiple geographic, political, cultural, regulatory and business environments, including specific locations in which DRA operates, and an understanding of global mining, minerals and metals markets and economic drivers.

Where any gaps are identified in the skills possessed by the Board, Directors are encouraged to undertake continuing professional development, with costs borne by DRA, to maintain or acquire skills in addition to briefings on material developments in laws, standards, and regulations. The Board may also engage the assistance of external experts and consultants for particular matters.

The skills, experience and expertise held by each Director in office at the date of DRA's 2022 Annual Report are disclosed on pages 42-43 of DRA's 2022 Annual Report.

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## Recommendation 2.3

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A listed entity should disclose:

- a. the names of the directors considered by the board to be independent directors;
- 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
- c. the length of service of each director.

The Board Charter (clause 6) states that the Board will be comprised of a majority of independent Non-Executive Directors.

The Board assesses the independence of each Director at least annually with the assistance of a recommendation from the Nomination and Governance Committee, and while recognising that various principles and factors are relevant in determining independence, considers that true independence is a matter of judgement in the particular circumstances and will be determined by the Board with due recognition of the guidelines (which include the factors detailed in Box 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) set out in the Board Charter.

The Board considers that each Non-Executive Director is an independent Director, notwithstanding the following matters.

- During the reporting period each Non-Executive Director participated in an equity-based remuneration scheme to sacrifice the value of a proportion of their annual remuneration (excluding superannuation and any cash payments made in lieu of superannuation in jurisdictions in which superannuation is not paid) and receive that part of their remuneration through the issue of options. The proportion was 20% and was increased to 30% in November 2022 as part of a review of Non-Executive Director remuneration which resulted in a decrease in the remuneration paid to Non-Executive Directors (Details of Director remuneration is disclosed in the Remuneration Report contained in DRA's 2022 Annual Report from page 88). The reason for the Board's assessment is that participation in the scheme is designed to align the interests of the Board and Shareholders and promote share ownership by Non-Executive Directors, and doesn't result in these Directors holding an interest 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 DRA as a whole rather than in the interests of an individual security holder or other party.
- Les Guthrie was temporarily employed as Interim Chief Executive Officer for the period of 28 February to 10 March 2022 while the Managing Director and Chief Executive Officer at that time, together with four other executives, was temporarily stood aside. These executives were temporarily stood aside while the Board consulted with stakeholders regarding change management and significant differences of view at executive leadership level on the strategic direction and optimal

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operating model for DRA Group going forward. The reason for the Board's assessment is that the temporary assignment as an executive was for a short period as a steward while a particular issue was resolved, and did not constitute a long term ongoing employment relationship. Accordingly, no interest arose, from length of service, remuneration or otherwise, 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 DRA as a whole rather than in the interests of an individual security holder or other party.

The length of service of each Director as at the date of this Statement is listed below.

- Peter Mansell (Chairman) – appointed September 2019, length of service of 2 years 5 months
- Les Guthrie – appointed January 2020, length of service 2 years 2 months
- Paul Lombard – appointed May 2021, length of service 1 year 9 months
- Johnny Velloza – appointed January 2022, length of service 1 year 2 months

The Directors considered to be independent Directors and their length of service are also disclosed on pages 42-43 of DRA's 2022 Annual Report.

## Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

For most of the reporting period the Board was composed of 6 Directors, comprising a Non-Executive Chairperson and 4 Non-Executive Directors who are all considered to be independent, and a Managing Director and Chief Executive Officer who is not independent by virtue of being employed in an executive capacity. As at 31 December 2022 and the date of this statement, the Board comprises 5 Directors, being the Non-Executive Chairperson and 3 Non-Executive Directors who are all considered to be independent. Accordingly, the Board was composed of a majority of independent Directors during the reporting period and as at the date of this Statement.

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## Recommendation 2.5

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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 Chairperson of the Board, Peter Mansell, is a Non-Executive Director who is considered to be independent, and is not the same person as the Chief Executive Officer of DRA (as at 31 December 2022 and the date of this Statement, the Company currently has a Chief Executive Officer who is not also Managing Director).

## Recommendation 2.6

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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.

The Board Charter (clause 6) sets out the induction program for all new Directors, and includes:

- receipt of an appointment letter which sets out the terms and other administrative matters relevant to their appointment;
- meetings with the Chairperson, the Chief Executive Officer, each other Director and selected CEO Direct Reports (as at 31 December 2022 and the date of this Statement, the Company currently has a Chief Executive Officer who is not also Managing Director); and
- participation in site visits to improve Directors' understanding of the DRA Group's projects and operations, the risks faced by the DRA Group and to raise the profile of values and an ethical culture with employees and management (limited site visits have been possible for Directors during the reporting period due to COVID-19 related travel and quarantine requirements).

Following appointment, Directors are and expected to maintain or acquire the skills required to discharge their obligations as a Director, and are encouraged to undertake continuing professional development, with costs borne by DRA, to maintain or acquire skills in addition to briefings on material developments in laws, standards, and regulations.

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## PRINCIPLE 3 - INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

### Recommendation 3.1

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A listed entity should articulate and disclose its values.

DRA is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a written Code of Conduct that outlines how the DRA Group expects its employees, management and Directors to behave and conduct business in the workplace on a range of issues. The Company's contractors, agents, suppliers, partners, service providers and consultants are expected to adhere to the Code of Conduct when dealing with or acting on behalf of the Company.

The Code:

- describes how the DRA Group carries out business and behaves in an ethical manner, as we work together to fulfil our purpose;
- lays out our expectations for the behaviours of our directors, employees, and contractors;
- sets the expected standards of behaviour and establishes the foundation of DRA's culture; and
- communicates the consequences for not behaving in accordance with the Code of Conduct.

The DRA Group's core values are listed below.

- Safety – We live an actively caring culture.
- Trust – We deliver on our promises.
- People – Our people are the cornerstone of our business.
- Excellence – We strive to be better than yesterday.
- Integrity – We always do what is right.



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- Courage – We actively lead the change.

DRA's Code of Conduct, and it is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

## Recommendation 3.2

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A listed entity should:

- a. have and disclose a code of conduct for its directors, senior executives and employees; and
- b. ensure that the board or a committee of the board is informed of any material breaches of that code.

The Board has adopted a written Code of Conduct for all Directors, management and employees, and DRA Group contractors, agents, suppliers, partners, service providers and consultants are expected to adhere to the Code when dealing with, or acting on behalf of, the DRA Group. The Code is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>. The Board Charter (clause 18) also sets out a code of behaviour for Directors to promote responsible decision making and ethical behaviour.

DRA has established arrangements under its Speak-Up (Whistleblowing) Policy and Standard for breaches of the Code to be reported, with any material breaches or significant matters reported to DRA's Audit and Risk Committee (or other relevant Board Committees according to the nature of the report) and escalated to the Board as required.

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## Recommendation 3.3

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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.

The DRA Group's values and Code of Conduct set the expected standards of behaviour and establish the foundation of the DRA Group's culture, which is committed to conducting its business with honesty and integrity. Anyone who suspects misconduct within the DRA Group is encouraged to speak up as soon as possible, so that the matter can be investigated, and action taken as necessary. The Board, Chief Executive Officer (as at 31 December 2022 and the date of this Statement, the Company currently has a Chief Executive Officer who is not also Managing Director) and CEO Direct Reports are committed to ensuring that individuals can safely report information about misconduct without fear of reprisal or detrimental treatment and be assured that all reports made under this Standard are treated seriously.

The Board has adopted a written Speak-Up Policy and Standard (ie a whistleblower policy) to establish the processes and procedures for people to anonymously report suspected misconduct and for the DRA Group to handle and investigate such reports, and take appropriate action in response to proven cases of misconduct. Speak-up reports can be made through the dedicated speak-up reporting service, to the Speak-Up Protection Officer, or senior executives, human resources staff and an internal auditor either by phone, email or in-person. The Speak-Up Standard (clause 10) requires speak-up reports to be reported to the Audit and Risk Committee (or other relevant Board Committees according to the nature of the report) at least quarterly, with reports of bribery or corruption, potential material breaches of a law and complaints of detrimental treatment of disclosers reported immediately to the Chief Financial Officer and the Chief Executive Officer. The Board Charter (clause 3) requires material breaches of the DRA Group's Code of Conduct and Anti-Bribery and Corruption Policy, and any other significant matters raised under the Speak-Up Policy, to be escalated to the Board. The Speak-Up Standard was updated during the reporting period as part of a periodic review.

The Speak-Up Policy and Standard are available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

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## Recommendation 3.4

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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.

Integrity is fundamental to the DRA Group's core values and the way that the DRA Group conducts business. Bribery and corruption are inconsistent with the DRA Group's values, and the DRA Group does not tolerate any form of bribery – it is committed to conducting its business with integrity, honesty and transparency. Bribery and corruption can undermine legitimate business activities, distort competition and expose the DRA Group and its people to significant risks, including reputational risks, and employees must:

- act in the best interest of the DRA Group at all times;
- never engage in any acts of bribery or corruption, whether directly or indirectly;
- never give or receive gifts or hospitality that are excessive, inappropriate, or have the potential to improperly influence, or be perceived to improperly influence, a decision or outcome; and
- always comply with the requirements of sanctions regimes of the jurisdictions in which it operates, in accordance with the DRA Group's Sanctions Compliance Standard.

The Board has adopted a written Anti-Bribery and Corruption Policy and Standard to communicate its prohibition on Directors, employees, business partners and any other person or organisation acting for or on behalf of the DRA Group from engaging in activity that constitutes bribery and corruption, and to detail its processes and procedures for countering and responding to bribery and corruption. Bribery and corrupt behaviour can include fraud, facilitation payments or other improper payments (such as kickbacks or secret commissions), extortion, money laundering or other related improper conduct.

The Board or a Board Committee are informed of any material breaches of the Anti-Bribery and Corruption Policy and Standard in the same manner as detailed in respect of the Speak-Up Policy and Standard.

The Anti-Bribery and Corruption Policy and Standard are available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>

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## PRINCIPLE 4 - SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

### Recommendation 4.1

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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.

The Board has established an Audit and Risk Committee, and its Charter is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.



# 2022 CORPORATE GOVERNANCE STATEMENT

The Charter details the manner in which the Committee will operate and the Committee's role and functions to assist the Board to discharge its responsibilities in relation to:

- integrity of the Group's consolidated financial statements;
- oversight of the Board's financial reporting policies and controls;
- oversight of external audit and its effectiveness;
- oversight of systems of risk management, internal audit, and internal controls; and
- oversight of compliance with laws and regulations within the Committee's area of responsibility the appointment of the CEO, and performance review of the CEO at least annually;

During the reporting period the Committee was chaired by an independent Director and constituted by three non-executive Non-Executive Directors who are each considered to be independent. Details of the qualifications and experience of the Committee members and their attendance at Committee meetings held during the reporting period are disclosed on pages 42-43, 80 and 83 of DRA's 2022 Annual Report. The membership of the Committee at the end of the reporting period comprised the following Directors.

- Kathleen Bozanic (Chairperson)
- Paul Lombard
- Johnny Velloza

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 4.2

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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.

Before approving DRA's financial statements for a financial period, it is a requirement of the Audit and Risk Committee and Board Charters that the Board always receives a written declaration in accordance with section 295A of the Corporations Act 2001 (Cth) from the Chief Executive Officer and Chief Financial Officer in respect of the DRA Group's financial reporting processes that in their opinion:

- the financial records of the entity have been properly maintained;
- the financial statements comply with the appropriate accounting standards; and
- the financial statements give a true and fair view of the financial position and performance of DRA.

The declaration received by the Board also includes an assurance from the Chief Executive Officer and Chief Financial Officer that the declaration has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board received such a declaration before approving DRA's financial statements for the financial half year ended 30 June 2022 and the financial full year ended 31 December 2022.

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 4.3

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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.

DRA is committed to making timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material impact on the price or value of its securities, and to providing its shareholders with appropriate information to allow them to effectively exercise their rights as Shareholders.

DRA has a reporting verification process to ensure the accuracy of information contained in its periodic corporate reports which are not subject to audit or review by an external auditor. These reports include its annual and half year operating and Directors' reports, governance statements and sustainability disclosures. The annual and half-year financial statements and annual remuneration report are audited or reviewed by DRA's external financial auditor, BDO Audit (WA) Pty Ltd.

DRA's verification process involves:

- reports are prepared by, or under the supervision of, internal or external subject matter experts;
- material statements are reviewed by subject relevant staff and management, with reference to source material or supporting information where available, to ensure, to the best of their knowledge, that they are accurate and not misleading, and to ensure there are no material omissions;
- final review and approval is obtained from senior management, the relevant Committee, or the Board, as required under DRA's Market Disclosure and Communications Framework; and
- information relating to financial projections, statements as to future performance, and significant transactions and corporate actions are approved by the Board.

This process is intended to ensure that all applicable laws, regulations and DRA policies have been complied with, and that appropriate approvals are obtained before a report is released to the market.



# 2022 CORPORATE GOVERNANCE STATEMENT

## PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE

### Recommendation 5.1

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A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

DRA is committed to complying with its obligation to keep the market fully informed of any information that it becomes aware of concerning itself, which may have a material effect on the price or value of DRA's securities, subject to certain exceptions. To govern DRA's compliance with this obligation, the Board has adopted a written Market Disclosure and Communications Policy and Framework which sets out its processes and procedures to comply with its continuous disclosure obligations and to enable DRA to provide Shareholders with timely disclosure of material price sensitive information.

The Market Disclosure and Communications Policy and Framework are available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

### Recommendation 5.2

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A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Pursuant to the Market Disclosure and Communications Framework (clause 8), the Group Company Secretary is required to, and does, promptly provide the Board and selected senior management with a copy of all market announcements after they have been released to the ASX and the JSE.





# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 5.3

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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.

Pursuant to the Market Disclosure and Communications Framework (clause 9), DRA releases presentation materials to the ASX before a presentation is given to Shareholders, investors, market analysts or other financial market participants, unless the presentation materials have previously been released to the market.

# 2022 CORPORATE GOVERNANCE STATEMENT

## PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS

### Recommendation 6.1

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A listed entity should provide information about itself and its governance to investors via its website.

In addition to complying with its continuous disclosure obligations, DRA is committed to providing Shareholders and investors with information about the DRA Group's operations and governance and other matters which may affect or influence an investment decision in DRA. This information is available on DRA's website, and in particular on the following pages of the website, which are regularly reviewed and updated to maintain the currency of information.

- <https://www.draglobal.com/about/board-of-directors/> – information about the DRA Directors.
- <https://www.draglobal.com/about/corporate-governance/> – information about DRA's governance practices, including its Code of Conduct and other key governance documents.
- <https://www.draglobal.com/investors/> – information about the DRA Group's business, and information for Shareholders and investors including current share price, financial reports, investor presentations, a corporate calendar and share registry contact details.

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 6.2

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A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

DRA recognises the importance of facilitating effective two-way communication with Shareholders, investors and other market participants to ensure that they remain informed on a timely basis of material and non-material developments and information about the business and performance of the DRA Group. The Board has adopted a written Market Disclosure and Communications Policy and Framework to affirm its commitment to, and detail the way in which it, facilitates open and honest communication and provides clear, accurate and balanced information about the DRA Group.

DRA has established a communications and engagement program with Shareholders and market participants as set out in the Market Disclosure and Communications Framework (clause 9), which includes the following.

- Releasing important and price sensitive information to the ASX market announcements platform and the JSE Stock Exchange News Service
- Maintaining current information about the DRA Group's business and performance on DRA's website, <https://www.draglobal.com/>
- Engaging with business and industry media, and posting messages on social media, about DRA Group news and developments
- Conducting shareholder and investor briefings throughout the year, including following the release of periodic financial results
- Facilitating and encouraging Shareholder participation at general meetings by providing means for electronic attendance and participation, giving a management presentation and ensuring adequate time for questions to be asked of management and the external auditor

The Market Disclosure and Communications Policy and Framework are available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 6.3

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A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

DRA recognises the value and importance of general meetings as a forum for communication between DRA Group management and Shareholders. General meetings provide an opportunity for DRA management to assist Shareholders to better understand the DRA Group business and to discuss matters of interest and concern. DRA conducts general meetings in the following manner to ensure Shareholders obtain value from the meetings.

- Holding meetings with online access for attendees to ensure both Australian and South African Shareholders have a reasonable opportunity to attend and participate.
- Allowing Shareholders to view meeting proceedings online and submit questions during the Q&A session.
- Encouraging Shareholders to submit questions ahead of a meeting to ensure management can provide a considered response.
- Holding a Q&A session at each meeting for Shareholders to ask questions of management about the matters being considered at the meeting and the performance of the DRA Group business.

Providing adequate time for Shareholders to ask questions of the external auditor about the conduct of the audit of DRA's financial reports.

## Recommendation 6.4

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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.

DRA's Constitution permits resolutions at general meetings of Shareholders to be decided by way of a poll rather than a show of hands, and DRA's Market Disclosure and Communications Policy and Framework (clause 9) state that all voting on resolutions at general meetings will be decided by way of a poll.



# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 6.5

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A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

DRA encourages and provides Shareholders with the option to electronically receive communications from, and send communications to, DRA and its share registry (Computershare). Shareholders have the opportunity to elect to receive notices of meetings, annual reports and other communications by contacting DRA's share registry, and are encouraged in each registry communication to make such an election and keep their contact details current. Shareholders can contact DRA or its share registry, and sign up to receive communications from DRA, at <https://www.draglobal.com/investors/>, or contact DRA by email at [company\\_secretary@draglobal.com](mailto:company_secretary@draglobal.com) or [shareholders@draglobal.com](mailto:shareholders@draglobal.com).

# 2022 CORPORATE GOVERNANCE STATEMENT

## PRINCIPLE 7 - RECOGNISE AND MANAGE RISK

### Recommendation 7.1

---

The board of a listed entity should:

- a. have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

# 2022 CORPORATE GOVERNANCE STATEMENT

See the above response to Principle 4 Recommendation 4.1 regarding DRA having an Audit and Risk Committee which has oversight of systems of risk management, internal audit, and internal controls, and monitors and reviews financial and non-financial risks.

The Board has also established a Sustainability, Health, Safety, Environment and Community Committee, which reviews material health, safety, environment and community risks and assists the Audit and Risk Committee to manage those risks, and its Charter is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

The Committee Charter details the manner in which the Committee will operate and the Committee's role and functions to assist the Board to discharge its responsibilities in relation to:

- health and safety;
- the environment;
- community relations;
- climate change;
- human rights; and
- security and emergency management.

During the reporting period the Committee was chaired by an independent non-executive Director and constituted by three independent Non-Executive Directors. Details of the attendance of members at Committee meetings held during the reporting period are disclosed on pages 42-43, 80 and 83 of DRA's 2022 Annual Report. The membership of the Committee at the end of the reporting period comprised the following Directors.

- Paul Lombard (Chairperson)
- Les Guthrie
- Johnny Velloza

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 7.2

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The board or a committee of the board should:

- 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
- b. disclose, in relation to each reporting period, whether such a review has taken place.

The Audit and Risk Committee Charter (clause 2) requires the Committee to review and make recommendations to the Board, at least annually, on the overall structure, adequacy and effectiveness of the DRA Group's risk management policy and risk management framework. This review includes consideration of whether the DRA Group maintains an effective system to identify, assess and manage risks that are material to the achievement of the DRA Group's purpose and its strategy. See page xx of DRA's 2022 Annual Report for further details about DRA's risk management framework and practices. DRA's Risk Appetite and Strategic Risk Profile was reviewed during the reporting period.

All risks are reported to the Audit and Risk Committee which encompasses an assessment of the effectiveness of the company's risk management. A comprehensive review and update of DRA Group's risk management program is scheduled for 2023.

## Recommendation 7.3

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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.

DRA has established an internal audit function, and is committed to developing and resourcing the internal audit function to evaluate and continually improve the effectiveness of the DRA Group's governance, risk management and internal control processes.



# 2022 CORPORATE GOVERNANCE STATEMENT

The purpose of the internal audit function (whether utilising internal or external resources) is to add value to the DRA Group through the provision of independent assurance that the DRA Group's risk management, governance and internal control processes are operating effectively. The objectives of the function are to:

- adopt a systematic, disciplined approach to evaluate the effectiveness of the DRA Group's risk management, governance and internal control processes;
- provide insight and recommendations to management, based on analyses and assessments of data and business processes, to improve such processes; and
- provide objective, independent advice to management and the ARC on how to implement agreed actions.

The internal audit function is led by the Group Manager – Governance, Risk and Compliance, reporting directly to the Chairperson of the Audit and Risk Committee on all internal audit matters. Further, the Committee approves the annual internal audit plan and resourcing for the function. The Committee is responsible for reviewing all internal audit reports and monitoring management's responses to audit recommendations and the closure of audit findings.

## Recommendation 7.4

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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.

Given the inherent nature of DRA's business and operations, and its contracting methodology, and following the application of risk control measures, DRA does not have any known material exposure to environmental or social risks but is cognisant of its growing importance for shareholder value.

DRA is exposed to a range of market, financial, operational and geopolitical risks that have the potential to adversely impact DRA's operational and financial performance if not managed effectively. Further information about DRA's key risks is set out from page 74 of DRA's 2022 Annual Report.

# 2022 CORPORATE GOVERNANCE STATEMENT

## PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY

### Recommendation 8.1

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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.

The Board has established a People, Culture and Remuneration Committee, and its Charter is available from the Corporate Governance page of DRA's website at <https://www.draglobal.com/about/corporate-governance/>.

# 2022 CORPORATE GOVERNANCE STATEMENT

The Charter details the manner in which the Committee will operate and the Committee's role and functions to assist the Board to discharge its responsibilities in relation to:

- optimising the contributions of the Company's people to support and further corporate objectives, including development, diversity, and employee engagement;
- ensuring that conduct that is contrary to the Company's values or risk appetite, as determined and set by the Board, is not rewarded;
- promoting the desired culture of the Company;
- the establishment of remuneration strategies and practices that attract and retain high quality Directors and executives, and recognise and reward performance that is aligned with long-term stakeholder interests;
- the performance evaluation of Key Management Personnel (excluding the CEO); and
- the oversight of remuneration arrangements for the CEO and Key Management Personnel (including without limitation, incentives, share and other benefit plans and service contracts).

During the reporting period the Committee was chaired by an independent non-executive Director and constituted by at least three non-executive Directors who are all considered to be independent. Details of the attendance of members at Committee meetings held during the reporting period are disclosed on pages 42-43, 80 and 83 of DRA's 2022 Annual Report. The membership of the Committee at the end of the reporting period comprised the following Directors.

- Les Guthrie (Chairperson)
- Peter Mansell
- Johnny Velloza

# 2022 CORPORATE GOVERNANCE STATEMENT

## Recommendation 8.2

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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.

DRA has adopted the following policies and practices for Executive and Non-Executive remuneration.

### *Executive Director and KMP Remuneration*

The objectives of DRA's executive remuneration structure are to:

1. ensure fair and substantial reward for performance against agreed long and short term deliverables; and
2. align executive and shareholder interests by linking reward to sustained growth in shareholder wealth and other value drivers; and
3. attract and retain high caliber executives through market competitive remuneration; and
4. reflect good corporate governance aligned to the company's values and risk appetite.

Executive remuneration is comprised of both fixed and at-risk remuneration components. The at-risk remuneration component is delivered through the STI and the LTI plans. The quantum and proportion of fixed remuneration and variable remuneration is determined by the Board on recommendation from the People, Culture and Remuneration Committee, considering the position and responsibilities of each executive and are considered annually in comparison to a comparable market group.

### *Non-Executive Remuneration*

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role, and their fees and payments are reviewed annually by the People, Culture and Remuneration Committee. The Committee has established a review cycle pursuant to which it will receive advice from independent remuneration consultants every three years to ensure that Non-Executive Directors' fees and payments are appropriate and in line with the market, with no adjustments made in other years. However, during the reporting period, in response to Shareholder feedback, a review of Non-Executive remuneration was conducted which resulted in a 10% reduction in quantum and an increase from 20 per cent to 30 per cent in the proportion received in the form of zero-exercise price options in lieu of cash payment.



# 2022 CORPORATE GOVERNANCE STATEMENT

The Chairperson's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The aggregate Non-Executive Directors' remuneration limit is determined periodically by general meeting, and was set at \$900,000 at the annual general meeting held on 20 May 2021.

Full details of DRA's policies and practices for Executive and Non-Executive remuneration are set out in the Remuneration Report contained in DRA's 2022 Annual Report from page 88.

## Recommendation 8.3

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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.

DRA has established equity-based remuneration and incentive schemes to retain, attract and incentivise senior executives and other employees that may be invited to participate in the plan from time to time, and to align the interests of employees with the DRA Group's long-term objectives and Shareholder interests. DRA has a policy that participants in equity-based remuneration or incentive schemes are not permitted to enter into transactions which limit the economic risk of participating in such schemes.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

DRA GLOBAL LIMITED

ABN/ARBN

75 622 581 935

Financial year ended:

31 December 2022

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.draglobal.com/about/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 December 2022 and has been approved by the board on 28 February 2023.

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

Date: 28 February 2023

Name of authorised officer authorising lodgement: Ben Secrett, Group 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

The ASX Corporate Governance Council has developed Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) which set out recommended corporate governance practices for ASX listed entities to assist listed entities to achieve good corporate governance outcomes and meet investor expectations. The recommendations are not prescriptive, but guidelines – however DRA Global Ltd ('DRA' or 'Company') has complied with and followed each recommendation during the reporting period of 7 July 2021 (the date DRA was admitted to the official list of ASX) to 31 December 2021.

The Board approved this Corporate Governance Statement on 24 February 2022.

This Corporate Governance Statement should be read in conjunction with DRA's 2021 Annual Report. Further information about DRA's corporate governance practices and copies of key governance documents are available on DRA's website at <https://www.draglobal.com/about/corporate-governance/>

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.	✓ and we have disclosed a copy of our board charter at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<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>
1.4	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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.5	<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>	<input type="checkbox"/> and we have disclosed a copy of our diversity policy at: ..... <i>[insert location]</i> and we have disclosed the information referred to in paragraph (c) at: ..... <i>[insert location]</i> and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable  We have disclosed a copy of our Inclusion and Diversity Policy at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and we have disclosed the information referred to in paragraph (c) in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> noting that measurable objectives were not set in 2022 in respect of achieving gender diversity.



## 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>
1.6	<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>✓</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in:</p> <p>DRA's Board Charter (clause 9) and in DRA's 2022 Corporate Governance Statement, both of which are available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process in:</p> <p>DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>✓</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in:</p> <p>DRA's Board Charter (clause 9) and in DRA's 2022 Corporate Governance Statement, both of which are available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process in:</p> <p>DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## 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>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>✓</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in: the Director's Report which is contained in DRA's 2022 Annual Report on page 83.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p>✓</p> <p>and we have disclosed our board skills matrix in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## 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: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	✓ and we have disclosed the names of the Directors considered by the Board to be independent Directors in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and, where applicable, the information referred to in paragraph (b) in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and the length of service of each Director in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## 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>
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	✓ and we have disclosed our values in: DRA's Code of Conduct which is available from the Corporate Governance page of DRA's website at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	✓ and we have disclosed our code of conduct at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	✓ and we have disclosed our whistleblower policy at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	✓ and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>✓</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Director's Report which is contained in DRA's 2022 Annual Report on pages 42-43, 80 and 83.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>✓</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>✓</p>	<p><input type="checkbox"/> set out 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 <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 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.	✓ and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓ and we have disclosed information about us and our governance on our website at: <a href="https://www.draglobal.com/about/board-of-directors/">https://www.draglobal.com/about/board-of-directors/</a> <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> <a href="https://www.draglobal.com/investors/">https://www.draglobal.com/investors/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	✓ and we have disclosed how we facilitate and encourage participation at meetings of security holders in: DRA's Market Disclosure and Communications Framework which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	✓	<input 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>
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 type="checkbox"/> set out in our Corporate Governance Statement
<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>✓</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Director's Report which is contained in DRA's 2022 Annual Report on pages 42-43, 80 and 83.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>✓</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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>
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.	✓ and we have disclosed how our internal audit function is structured and what role it performs in: DRA's 2022 Corporate Governance Statement, which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a>	<input type="checkbox"/> set out 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.	✓ and we have disclosed whether we have any material exposure to environmental and social risks in: the Director's Report which is contained in DRA's 2022 Annual Report on pages 74-78 and 83.	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>✓</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in: the Director's Report which is contained in DRA's 2022 Annual Report on pages 42-43, 80 and 83.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>✓</p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in: the Remuneration Report which is contained in DRA's 2022 Annual Report on pages 88-108.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>✓</p> <p>and we have disclosed our policy on this issue or a summary of it in: DRA's Securities Trading Standard which is available at <a href="https://www.draglobal.com/about/corporate-governance/">https://www.draglobal.com/about/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

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