



ECOFIBRE

CORPORATE GOVERNANCE **2019**
STATEMENT

2019 CORPORATE GOVERNANCE STATEMENT

The Ecofibre Limited (Ecofibre, Company) Board of Directors is pleased to present Ecofibre's Corporate Governance Statement for 2019. This statement outlines Ecofibre's principal corporate governance practices in place since official quotation of its securities commenced on the Australian Securities Exchange (ASX) on 29 March 2019 through to the end of the 2019 financial year.

Copies of all governance documents referred to in this statement can be found in the 'Corporate Governance' section of ecofibre.com/investors/corporate.

Our Commitment

The hemp industries in Australia and the United States are relatively new and still emerging from decades of misunderstanding and prohibition.

In this environment, successful hemp businesses will increasingly be defined by strong governance standards and processes.

The Board and executive team of Ecofibre are committed to high standards of governance as part of our commitment to maximise value for shareholders, and to responsibly take into account the legitimate interests of all our stakeholders, both today and for future generations.

Our governance framework is robust and fit for purpose, promoting timely and effective decision-making, strong risk management and active shareholder engagement.

Central to the Board's governance approach is a determination to keep building Ecofibre's culture of acting lawfully, ethically and responsibly.

Yours sincerely



Barry Lambert
Chairman

ASX Corporate Governance Principles and Recommendations

Section Reference

<i>Principle 1 – Lay solid foundations for management and oversight</i>	1,2
<i>Principle 2 – Structure the Board to add value</i>	1,4
<i>Principle 3 – act ethically and responsibly</i>	3
<i>Principle 4 – safeguard integrity in financial reporting</i>	4,5
<i>Principle 5 – make timely and balanced disclosure</i>	4,6
<i>Principle 6 – respect the rights of security holders</i>	6
<i>Principle 7 – recognise and manage risk</i>	4,5
<i>Principle 8 – remunerate fairly and responsibly</i>	4,7

CONTENTS

2 | The Board of Directors

5 | Operation of the Board

8 | Diversity

6 | Corporate Responsibility

9 | Risk Management and Financial Reporting

10 | Market Disclosure

11 | Securities Trading

ASX Recommendations

To the extent applicable, the Company has adopted the 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

We will continue to review Ecofibre's corporate governance practices in response to changes in market conditions, ASX Listing Rules or recognised best practices, including careful consideration of recent changes to the ASX Corporate Governance Principles and Recommendations.

1. The Board of Directors

Relevant Governance Documents

Board Charter

Role of the Board

The Board is responsible for the corporate governance of the Company. The Board develops strategic objectives for the Company, reviews and approves strategies and monitors performance against those objectives.

The Board has a formal charter documenting its membership, operating procedures and the allocation of responsibilities between the Board and management.

The Board has delegated the day-to-day management of Ecofibre, and the implementation of approved business plans and strategies, to the Managing Director, who in turn may further delegate to senior management. In addition, a detailed delegations policy sets out the decision powers which may be exercised at various levels of management.

The Board has delegated specific authority to the Audit, Risk and Compliance Committee (ARCC). A description of that committee and its responsibilities is set out in Section 5 of this statement.

Ecofibre has entered into a written agreement with each director and senior executive setting out the terms of their appointment and their respective roles and responsibilities.

The Company Secretary ensures that Board and committee procedures are adhered to and advises the Board and its committees on governance matters. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All directors have access to the Company Secretary for advice and services. The Board approves any appointment or removal of the Company Secretary.

Directors are entitled to access independent professional advice at Ecofibre's expense to assist them in fulfilling their responsibilities.

Details of Board meetings held during the year and individual director's attendance at these meetings can be found in our 2019 Directors' Report.

Board Composition

Throughout the year there were three directors on the Board. Each director, their length of service and their status as an independent or non-independent director is set out in the following table.

Director	Length of service (30 June 2019)	Status
Barry Lambert	1 year, 8 months	Non-independent, non-executive director
Jon Meadmore	1 year, 8 months	Independent, non-executive director
Eric Wang	3 years, 7 months	Non-independent, executive director

Director Independence

The Board considers an independent director to be independent of management and free of any interest, position, association or relationship that could, or could reasonably be perceived to, materially interfere with the exercise of their unfettered and objective judgement.

Information about any such interests or relationships, including any related financial or other details, is assessed by the Board to determine whether the interest, position, association or relationship could, or could reasonably be perceived to, materially interfere with the exercise of a director's unfettered and independent judgement. As part of this process, the Board takes into account each of the factors relevant to assessing the independence of a director set out in the ASX Corporate Governance Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant.

In determining whether an interest or relationship is considered to interfere with a director's independence, the Board assesses the materiality of the interest or relationship.

The Board assesses the independence of new directors upon appointment, and makes an annual assessment of each non-executive director to determine whether it considers the director to be independent.

The Board has determined that one of its non-executive directors, Mr Jon Meadmore, is independent and was independent for the duration of the reporting period. He and his associated entities have a relatively small shareholding in the Company.

Mr Meadmore is a director of Colin Biggers & Paisley Lawyers (CBP). CBP is one of the legal advisers to the Company, and a partner of Mr Meadmore's undertook considerable work in relation to the recent fundraising and listing. He did not undertake any legal work within CBP for the listing. The legal fees for the listing are not material to the practice and CBPs business and represents an immaterial proportion of CBPs revenue. Mr Meadmore is considered to be independent based on the shareholding and professional service provider role being immaterial.

The Chairman of the Board, Mr Barry Lambert, is a non-independent director. Mr Lambert and his associated entities are major security holders, which is a factor to be considered when assessing his independence (ASX Corporate Governance Council Principles and Recommendations, Box 2.3). However the vast majority of those securities were acquired prior to him becoming a director, and none of the other examples cited in Box 2.3 apply.

The responsibilities of the Chairman are described in the Board Charter. The roles of the Chairman and the Managing Director are exercised by separate individuals.

Fixed tenure limits for directors have not been set. Tenure remains a matter for the Board's discretion on a case-by-case basis and according to the needs of the Company.

Nomination and Appointment of Directors

The Company's constitution requires that, at the close of each annual general meeting, one-third of the Directors (excluding the Managing Director) must retire. Directors are to retire by rotation depending on who has been longest in office since their last election.

At the November 2018 annual general meeting, Mr Lambert retired by rotation and was unanimously re-elected as director.

No new Directors were appointed during the financial year.

As the Company’s activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company ensures that appropriate checks are undertaken before the appointment of a Director.

Skills, Experience and On-going Development

Board members are able to access ongoing professional development and education opportunities designed to give directors further insight into the operation of Ecofibre’s business, and to provide opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.

As part of this program, directors regularly visit Ecofibre’s facilities, including all major operating sites in the United States and Australia.

The Board will maintain an appropriate mix of skills and, over time, diversity in its membership. This includes range of skills, experience and background in the industry, international business, finance and accounting and management.

The following Board skills matrix describes the combined capabilities of the Board across a range of general and specialist areas. The Board considers that collectively the directors have the appropriate range of skills and experience necessary to direct Ecofibre’s businesses and achieve Ecofibre’s strategic objectives.

Board Capability Matrix	Board Representation
General Experience	
<i>Managing and Leading</i> – success in a rapidly growing, medium sized business at a senior level	Yes
<i>Global Experience</i> – senior executive or similar exposure to a range of political, cultural, regulatory and business environments	Yes
<i>Strategy</i> – track record or developing and implementing successful strategies	Yes
<i>Governance</i> – commitment to high standards of governance, including experience with medium and large business enterprises which are subject to rigorous governance standards	Yes
General Experience	
<i>Industry-specific knowledge</i> – senior executive experience in the hemp industry across food, nutraceuticals and fibre technologies	Yes
<i>Finance/Legal/Risk Management</i> – experience in financial accounting and reporting, corporate finance, internal financial controls or the provision of legal services to medium and large businesses	Yes
<i>Marketing</i> – senior executive experience in branding, channel strategy and positioning	Yes
<i>Health, Safety and Environment</i> – experience related to health, safety, environment and social responsibility with medium and large businesses	Yes
<i>Human Resources and Remuneration</i> – experience relating to human resource management and remuneration, including incentive programs	Yes
<i>Government Affairs</i> – experience liaising with government and experience with public and regulatory policy	Yes
<i>Research and Development / Product Development</i> – experience in managing the development and delivery of innovative, customer-centric products	Yes
<i>Manufacturing / Quality</i> – experience in manufacturing and quality operations in food or health related industries	Yes

2. Operation of the Board

Relevant Governance Documents

Board Charter

ARCC Charter

As previously described, Ecofibre has established one Board committee, the Audit Risk & Compliance Committee (ARCC).

The Board has not established a separate Nomination Committee or Remuneration Committee due to the current size of the Company and the Board. The Board periodically reviews succession issues, and considers the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Details of each Board and Committee meeting held during the year and individual director's attendance at these meetings can be found in the Directors Report. The Board periodically reviews succession issue, and considers the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Remuneration of Directors and key Executives

Ecofibre offers competitive remuneration and human resources practices that offer appropriate and fair rewards and incentives to directors and employees in the countries in which they are employed. Ecofibre also seeks to align the interests of senior management and shareholders.

Details of Ecofibre's remuneration policies and practices are set out in the Remuneration Report in the 2019 Directors' Report. This includes a summary of the remuneration of directors and key management personnel of Ecofibre, and details of Ecofibre's incentive plans.

Performance Evaluation

The Board annually reviews its performance, the performance of the ARCC and individual directors. The effectiveness of the Board and ARCC are assessed against the roles and responsibilities set out in the relevant charter. The performance of individual directors are assessed against their individual contracts and in the context of the overall skills matrix for the Board.

The Board is responsible for periodically evaluating the performance of the Managing Director, who in turn evaluates the performance of all other senior executives and makes determines their remuneration. These evaluations are based on specific criteria, including Ecofibre's overall business performance, whether the Company's long term strategic objectives are being achieved, and the achievement of individual performance objectives.

Annual performance evaluations were conducted in the 2019 financial year.

3. Corporate Responsibility

Relevant Governance Documents

Code of Conduct
Anti-Bribery and Anti-Corruption Policy
Whistleblower Policy
Health Safety and Environmental Policy

Ecofibre's approach to corporate responsibility is guided by the Ecofibre Group Values, Code of Conduct and other policies.

Ecofibre has developed a set of values (Group Values) common to the diverse business units that form the Ecofibre Group. The Group Values serve as the foundation for everyday decision-making, and are centred on each of the company's key stakeholder groups: our Customers, our Company, Ourselves, our Family & Community, our Industry, and our Environment. These values are set out in the 2019 Annual Report.

Ecofibre's Code of Conduct outlines the company's commitment to responsible business practices and ethical standards. The Code sets out the rights and obligations that all directors, senior executives and employees, including honesty and integrity, conflicts of interest or duty, gifts benefits and entertainment, confidentiality, fair dealing, protection and proper use of assets, community environment and politics, legal compliance, safety and other matters.

Ecofibre is committed to ensuring that employees, contractors, suppliers and partners are able to raise concerns regarding any illegal conduct or malpractice and to have such concerns properly investigated. This commitment is implemented through Ecofibre's Whistleblower Policy, which sets out the mechanism by which employees, contractors, suppliers and partners can confidently, and anonymously if they wish, voice such concerns in a responsible manner without being subject to victimisation, harassment or discriminatory treatment.

The Board has adopted an Anti-Bribery and Anti-Corruption Policy. This policy builds on the Code of Conduct and supports the Board's broader focus on ensuring that Ecofibre is acting with integrity at all times. The Board has a 'zero tolerance' approach to bribery and corrupt business practices at any level within Ecofibre's operations.

Environmental Stewardship

Sustainably Focused: Ecofibre's business changed significantly in 2019, both in size and scope. From becoming a public company in Australia, significantly increasing cropping areas in Australia, and breaking ground on a new facility in the United States, we are committed to grow in a way that is commercially, socially and environmentally sustainable.





Value 00 – Our Environment: our Environment is one of Ecofibre's Group Values, underscoring our commitment to maintaining and improving the environments around us. It reads:

“WE ALWAYS STRIVE TO LEAVE OUR ENVIRONMENTS BETTER THAN HOW WE FOUND THEM. All facets of our operations are dependent on the environments with which we interact, whether on a micro or macro scale and as such we will always treat these environments with the utmost respect”

We chose to make this value 00 because we recognized that sustainability is common theme across all our values.

B Corporation Certification: Certified B Corporations represent a new kind of business that balances purpose and profit. B Corporations are legally required to consider the impact of their decisions on their workers, customers, suppliers, community, and the environment. Ecofibre will be pursuing certification for all of Ecofibre's companies. While we are in the early stages of the process, our subsidiary Hemp Black, is leading the effort and has already achieved the B Corporation Pending Certificate.

www.bcorporation.net

Leadership in Energy and Environmental Design: LEED or Leadership in Energy and Environmental Design, is the most widely used green building rating system in the world. Available for virtually all building, community, and home project types, LEED provides a framework to create healthy, highly efficient and cost-saving green buildings. LEED certification is a globally recognized symbol of sustainability achievement.

Ecofibre's new facility in Kentucky is designed to achieve the highest standard for green building design and construction, LEED Platinum. The LEED rating system considers impact in seven categories: Location and Transportation, Sustainable Sites, Water Efficiency, Energy and Atmosphere, Materials and Resources, Indoor Environmental Quality, and Innovation. Once constructed, the building's external and internal functions will fully benefit from the surrounding environments located on and around the site. Through the use of sustainable materials, green infrastructure, daylighting principles, and the harvesting of renewable energy, our new facility will reduce its energy need and water consumption while providing a safe and healthy working environment.

<https://new.usgbc.org/leed>

Renewable Energy: We have the ability to produce renewable solar power energy for our facilities due to half of our operations being located in Australia. Ecofibre installed a 30kW solar array at our Brisbane offices, which reduced the site's energy consumption by more than 50% and has increased shading on the roof, helping to reduce daytime temperatures in the warehouse and air-conditioning loads in the offices.

Establishing a Baseline: As Ecofibre continues to grow, we aim to establish a baseline for the ongoing measurement of our sustainability performance.

4. Diversity

Relevant Governance Documents

Diversity Policy

At Ecofibre, diversity refers to the unique backgrounds, beliefs and experiences that our people possess. We define diversity in the broadest of terms, including gender, nationality, ethnicity, disability, sexual orientation, generation/age, socioeconomic status, religious beliefs, professional and educational background, and global and cultural experiences.

Ecofibre is committed to building a workplace where employees can fulfil their career aspirations, realise their potential and be part of a purpose-driven company with a values-based culture. This goal requires us to have a culture of inclusion where all employees are respected, valued and able to freely share their perspectives, experiences and ideas.

We believe diversity and inclusion are crucial to strong business growth and performance. Specifically, diversity and inclusion help us to better understand and connect with our customers, attract, develop, retain and engage the talent needed to sustain our long-term success, foster creativity and innovation, and improve the quality of our decisions.

Given the current stage of the Company's operations, and the number of its employees, Ecofibre does not currently set and report on measurable diversity objectives. Ecofibre will re-assess this as the Company grows.

5. Risk Management and Financial Reporting

Relevant Governance Documents

ARCC Charter
Risk Management Policy and Risk Appetite Statement

The ARCC is focussed on overseeing the integrity of financial reporting, the effectiveness of risk management and compliance systems and internal control framework, and the external audit function.

At present, all non-executive directors are members of the ARCC.

The ARCC chairman holds regular meetings with the external auditors without management or executive directors present.

Risk Framework

Ecofibre has adopted and follows a structured Risk Framework to ensure that risks in the Ecofibre Group are identified, evaluated, monitored and managed.

Our assessment and management of risk includes any material exposure to economic, environmental and social sustainability risks.

This Risk Framework sets out the risk management processes and internal compliance and control systems, the roles and responsibilities for different levels of management, the matrix of risk impact and likelihood for assessing risk, and risk management reporting requirements.

The risk management processes and internal compliance and control systems are made up of various Ecofibre policies, processes, practices and procedures that have been established by management and/or the Board to provide reasonable assurance that:

- established corporate and business strategies are implemented, and objectives are achieved;
- any material exposure to risk is identified and adequately monitored and managed;
- significant financial, managerial and operating information is accurate, relevant, timely and reliable; and
- there is an adequate level of compliance with policies, standards, procedures and applicable laws and regulations.

Ecofibre has adopted an internal 'Risk Appetite Statement' which is implemented throughout the Ecofibre Group. Ecofibre's risk appetite is integral to the Company's overall risk management processes and the Risk Appetite Statement sets forth the types and extent of risk that Ecofibre is willing to accept in pursuit of its global strategic objectives, while adhering to Ecofibre's core values and reinforcing its commitment to corporate responsibility.

Auditor

One of the chief functions of the ARCC is to review and monitor the appointment, performance and independence of the external auditor. Ecofibre's external auditor for the financial year was William Buck, who were appointed by shareholders at the 2018 Annual General Meeting.

Due to the size and stage of development of the Company, Ecofibre does not have an internal audit function.

Integrity in Financial Reporting and Regulatory Compliance

The Board is committed to ensuring the integrity and quality of its financial reporting, risk management and compliance and control systems.

Prior to giving their directors' declaration in respect of the annual and half-year financial statements, the Board requires the Managing Director and the Chief Financial Officer to each sign a written declaration to the Board that, in their opinion:

- Ecofibre's financial records for the relevant period have been properly maintained in accordance with the Corporations Act;
- the financial statements and associated notes comply with the International Financial Reporting Standards (IFRS) Accounting Standards as required by the Corporations Act, the Corporations Regulations and the Company's accounting policies;
- the financial statements and associated notes give a true and fair view of the financial position as at the relevant balance date and performance of Ecofibre for the relevant period then ended as required by the Corporations Act;
- they have established and maintained an adequate risk management and internal compliance and control system to facilitate the preparation of a reliable financial report and the maintenance of the financial records, which, in all material respects, implements the policies adopted by the Board, and the statements made above are based on that system, which is operating effectively.

This written declaration was received by the Board prior to its approval of the financial statements for the financial year ended 30 June 2019.

6. Market Disclosure

Relevant Governance Documents

Continuous Disclosure Policy
Shareholder Communications Policy

Ecofibre's Shareholder Communications Policy is designed to facilitate the Company's compliance with its obligations under the ASX Listing Rules and the Corporations Act by:

- providing guidance as to the types of information that may require disclosure, including examples of practical application of the rules;

- providing practical guidance for dealing with market analysts and the media;
- identifying the correct channels to pass on potentially market-sensitive information as soon as it comes to hand;
- establishing regular occasions at which senior executives and directors are actively prompted to consider whether there is any potentially market-sensitive information which may require disclosure; and
- allocating responsibility for approving the substance and form of any public disclosure and communications with investors.

In addition to its formal disclosure obligations under the ASX Listing Rules and the Corporations Act, the Board uses several additional means of communicating with shareholders and investors. These include:

- the half-year and annual report;
- posting media releases, public announcements, notices of general meetings and other investor related information on ecofibre.com; and
- annual general meetings

Ecofibre has a dedicated Investor page on ecofibre.com, which supplements the communication to shareholders in the annual report regarding the Company's corporate governance policies and practices.

7. Securities Trading

Relevant Governance Documents

Securities Trading Policy

By promoting director and employee ownership of shares, the Board hopes to encourage directors and employees to become long-term holders of Ecofibre securities, aligning their interests with those of Ecofibre.

Ecofibre has a comprehensive Securities Trading Policy which applies to all directors and employees. The policy aims to inform directors and employees of the law relating to insider trading and provide them with practical guidance for avoiding unlawful transactions in Ecofibre securities.

Ecofibre does not condone short-term or speculative trading in Ecofibre securities by directors and employees, nor does the Company permit directors or employees to enter into any price protection arrangements with third parties to hedge such securities or margin loan arrangements in relation to Ecofibre securities.

A copy of Ecofibre's Securities Dealing Policy has been lodged with the ASX in accordance with Listing Rule 12.9.



ECOFIBRE

CORPORATE GOVERNANCE **2019**
STATEMENT

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Ecofibre Limited

ABN / ARBN:

140 245 263

Financial year ended:

30 June 2019

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

- These pages of our annual report:
- This URL on our website: <https://ecofibre.com/investors/corporate/>

The Corporate Governance Statement is accurate and up to date as at 14 August 2019 and has been approved by the board.

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

Date: 14 August 2019

Name of Director or Secretary authorising lodgement: Jonathan Brown, Company Secretary



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

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

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

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

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/ ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> the Board Charter located which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/ ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/ ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/ ... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://ecofibre.com/investors/corporate/ ... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>Paragraph (b) is not applicable</p>	<p><input checked="" type="checkbox"/> an explanation why we have an Audit Risk & Compliance Committee that does not fully comply with paragraph 1 is in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://ecofibre.com/investors/corporate/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>Paragraph (b) is not applicable</p>	<p><input type="checkbox"/> an explanation why we have an Audit Risk & Compliance Committee that does not fully comply with paragraph 1 is in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The entity complies with paragraph (b)</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement which is available at https://ecofibre.com/investors/corporate/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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