

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Pacific Smiles Group Limited

ABN/ARBN

42 103 087 449

Financial year ended:

30 June 2022

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

- These pages of our annual report:
- This URL on our website: [www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au)

The Corporate Governance Statement is accurate and up to date as at 16 August 2022 and has been approved by the board.

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

Date: 16 August 2022

Name of authorised officer authorising lodgement: Belinda Cleminson, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

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

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

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <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>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p> <p>and we have disclosed the information referred to in paragraph (c) at: Corporate Governance Statement</p> <p>and if we were included in the S&amp;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.</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>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement</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>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Corporate Governance Statement</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>

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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><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):] and we have disclosed 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 at:</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: Corporate Governance Statement</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>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement and the length of service of each director at: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: our Code of Conduct <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p> <p>and the information referred to in paragraphs (4) and (5) at: In the Directors' Report in the Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></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><input checked="" type="checkbox"/></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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p> <p>and the information referred to in paragraphs (4) and (5) at: In the Directors’ Report in the Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at:</p> <p>Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: Corporate Governance Statement <i>[If the entity complies with paragraph (b):]</i> We have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Corporate Governance Statement	<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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p> <p>and the information referred to in paragraphs (4) and (5) at: In the Directors' Report in the Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></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	<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><input checked="" type="checkbox"/></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 at:</p> <p>In the Remuneration Report in the Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</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 <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<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 checked="" 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 checked="" 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 checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<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

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>
-	<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>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Corporate Governance Statement

Pacific Smiles Group Limited (“Pacific Smiles” or the “Company”) and the Board of Directors (Board) are committed to achieving and demonstrating the highest standards of corporate governance appropriate for the business. The Board continues to review the framework and practices to ensure they meet the interests of security holders.

A description of Pacific Smiles’ main corporate governance practices is set out below. All of these practices, a unless otherwise stated, were in place for the full financial year (“Reporting Period”), and they remain current as at 16 August 2022.

The following charters and policies can be found under the “Corporate Governance” section of the Investors tab on the Pacific Smiles corporate website at [www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au).

This Statement reports Pacific Smiles’ compliance with the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) (“Principles”) during the Reporting Period.

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

	Corporate Governance Council Recommendation	Compliance	Disclosure
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) The respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Complies	<p>The Board of Directors (<b>Board</b>) has adopted a Board Charter which sets out the way Pacific Smiles is directed and controlled, and in particular the responsibilities, composition and structure of the Board. The ultimate responsibility of the Board is to build sustainable value for shareholders whilst protecting the assets and reputation of Pacific Smiles. Additionally, the Board Charter seeks to maintain Pacific Smiles’ corporate governance culture, and in particular the leadership by the Board and senior executives which is critical to Pacific Smiles’ continuing success.</p> <p>The Company has also established the functions and powers delegated to senior management and has set out these functions in its Board Charter. In particular, the Board Charter provides for the delegation to the Chief Executive Officer of the authority and power in respect of the day-to-day management of the business of the Company and outlines the core leadership and strategic roles of the Chief Executive Officer.</p> <p>The Board has established a Nomination and Remuneration Committee which has a charter setting out the membership, authority, duties and responsibilities, reporting obligations, selection and appointment process, review of Committee performance and the claw back policy. This charter seeks to enable Pacific Smiles to attract and retain senior management and appropriately align their interests with those of key stakeholders.</p> <p>The Board has also established an Audit and Risk Management Committee which has a charter setting out the membership, authority, duties, responsibilities and reporting obligations of the Committee. The Audit and Risk Management Committee has the responsibility to maintain free and open communication with the external auditor and Pacific Smiles’ management.</p> <p>The Board has also established a Property Sub-Committee which is responsible for reviewing new dental centre development proposals, as well as refurbishment and relocation of existing dental centres. It has the delegated authority to approve the expenditure of capital for these purposes.</p>

1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complies	<p>Pacific Smiles has undertaken criminal and bankruptcy checks on all current Directors. Potential new Directors and senior executives will be subject to appropriate screening and background checks prior to appointment or putting forward a candidate for election as a Director. In addition, the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>Pacific Smiles has entered into written agreements with each of its Directors and senior executives setting out the terms of their appointment. The material terms of all employment, service or consultancy agreements with Directors or other related parties have been disclosed, to the extent required, in accordance with ASX Listing Rule 3.16.4.</p>
1.4	<p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Complies	<p>The Company Secretary is responsible for the day to day operations of the company's secretarial office, including the administration of Board and Committee meetings, overseeing Pacific Smiles' relationship with its share registrar and lodgements with the ASX and other regulators. The company secretary is accountable to the Board through the Board Chair, on all corporate governance matters.</p>

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>	Complies	<p>The Board has adopted a Diversity Policy which seeks to recognise, utilise and annually review the contribution of diverse skills and talent from its Directors, officers and employees. The Diversity Policy is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>.</p> <p>Pacific Smiles recognises that in order to have a diverse workplace, discrimination, bullying, harassment, vilification and victimisation cannot and will not be tolerated. The Diversity Policy outlines that diversity extends beyond gender and includes, but is not limited to issues of age, ethnicity, marital or family status, religious or cultural background, sexual orientation or preference, disability and mental impairment.</p> <p>The Board is responsible for annually setting and reviewing Pacific Smiles' objectives in relation to gender diversity, and where appropriate, other aspects of diversity. The Board has set an objective for gender diversity in relation to Board composition, but has not set specific targets in relation to other employee categories within the organisation. In relation to the composition of the Board of Directors, the Board has set an objective to prioritise female candidates for future Board appointments where other factors are equivalent between prospective Directors.</p> <p>Gender diversity within Pacific Smiles extracted from the Company's report to the Workplace Gender Equality Agency on 30 June 2022 was:</p> <table border="1" data-bbox="985 766 1590 957"> <thead> <tr> <th></th> <th style="text-align: center;"><u>Female</u></th> <th style="text-align: center;"><u>Male</u></th> </tr> </thead> <tbody> <tr> <td>Board of Directors</td> <td style="text-align: center;">14%</td> <td style="text-align: center;">86%</td> </tr> <tr> <td>Senior Executives<sup>1</sup></td> <td style="text-align: center;">0%</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>Managers</td> <td style="text-align: center;">89%</td> <td style="text-align: center;">11%</td> </tr> <tr> <td>Other Employees</td> <td style="text-align: center;">93.4%</td> <td style="text-align: center;">6.6%</td> </tr> </tbody> </table> <p>1 Senior Executives represent the key management personnel, as disclosed in the Company's Annual Report, excluding the Executive Director.</p> <p>As of 1 July 2022, Ms. Ciara Rocks was appointed Chief Operating Officer of the Company and will be disclosed as a key management personnel for FY23. As of 1 July 2022, the ratio for Executive Leadership Team including Key Management Personnel is as follows:</p> <table border="1" data-bbox="985 1181 1590 1292"> <thead> <tr> <th></th> <th style="text-align: center;"><u>Female</u></th> <th style="text-align: center;"><u>Male</u></th> </tr> </thead> <tbody> <tr> <td>Executive Leadership Team including Key Management Personnel<sup>2</sup></td> <td style="text-align: center;">50%</td> <td style="text-align: center;">50%</td> </tr> </tbody> </table> <p>2 Executive Leadership Team including Key Management Personnel, excluding the Executive Director.</p>		<u>Female</u>	<u>Male</u>	Board of Directors	14%	86%	Senior Executives <sup>1</sup>	0%	100%	Managers	89%	11%	Other Employees	93.4%	6.6%		<u>Female</u>	<u>Male</u>	Executive Leadership Team including Key Management Personnel <sup>2</sup>	50%	50%
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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>	Complies	<p>As stated in the Board Charter and the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee will regularly (at least annually) carry out a formal review of the performance of the Board, its committees, senior management and each Non-Executive Director.</p> <p>The Board conducted an internal performance review of the Board, its Committee and Directors during the reporting period.</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>	Complies	<p>The Nomination and Remuneration Committee Charter provides the process for periodically evaluating the performance of its senior executives. Performance evaluations have been completed for the senior executives in relation to the reporting period.</p>

**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,</p> <p>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</p>	Complies	<p>The Nomination and Remuneration Committee provides oversight of Pacific Smiles' remuneration, recruitment, retention and termination policies and procedures for Directors and senior executives.</p> <p>During the financial year, the Committee comprised of:</p> <ul style="list-style-type: none"> <li>• Ben Gisz (Non-Independent Non-Executive Director and Committee Chair) (<i>resigned as the Committee Chair on 23 November 2021</i>)</li> <li>• Zita Peach (Independent Non-Executive Director)</li> <li>• Hilton Brett (Independent Non-Executive Director), (<i>Appointed as the Committee Chair on 21 November 2021</i>)</li> <li>• Mark Bloom (Independent Non-Executive Director) (<i>Appointed and resigned as a Committee member on 23 November 2021 and 17 May 2022 respectively</i>)</li> <li>• Andrew Knott (Independent Non-Executive Director) (<i>Appointed as a Committee member on 17 May 2022</i>)</li> </ul>
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	<p>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>Ben Gisz and Hilton Brett are Non-Executive Directors but were not considered to be independent, for a period of time, according to ASX guidelines, because of their relevant interest in a substantial shareholding of the Company by virtue of his association with TDM Growth Partners Pty Ltd. TDM Growth Partners ceased to be a substantial shareholder on 13 December 2021. Following that change Hilton Brett is considered to be an Independent Non-Executive Director. During in the time that TDM Growth Partners was a substantial shareholder, the Board considered that Ben and Hilton exercised their duties sufficiently independently from management and had the appropriate skills and experience to Chair this Committee effectively.</p> <p>The number of meetings of the Committee and attendances by individual members is disclosed in the Directors' Report in Pacific Smiles' Annual Report. The Nomination and Remuneration Committee Charter is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> and is reviewed on annual basis.</p>
2.2	<p>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>	Complies	<p>The Board considers that the Directors appointed by Pacific Smiles will add value to the Board as they all have the appropriate skills and expertise relevant to the business. Collectively, the Board has an extensive range of commercial skills and other relevant experience which are vital for the effective governance of the business. Board members, including some who have experience as Directors of other ASX-listed companies, together have a combination of experience in the following areas:</p> <ul style="list-style-type: none"> <li>• marketing</li> <li>• business to consumer</li> <li>• professional services</li> <li>• technology and digital transformation</li> <li>• healthcare (ex dentistry)</li> <li>• dentistry</li> <li>• multi location rollout</li> <li>• property</li> <li>• private health insurance</li> <li>• work, health and safety</li> <li>• building high performing teams and strong culture</li> <li>• leading a business to 2x PSQ's current size</li> <li>• multiple boards experience</li> <li>• accounting</li> <li>• capital markets / corporate finance</li> <li>• investor relations</li> </ul> <p>With guidance from the Nomination and Remuneration Committee and, where necessary, external consultants, the Board will identify candidates and assess nominations of new Directors against a range of criteria including the candidate's background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.</p> <p>Director appointment criteria will be reviewed annually, and the Nomination and Remuneration Committee will regularly compare the skill base of existing Directors with that required for the future</p>

			strategy of Pacific Smiles to enable identification of attributes required in new Directors.																																												
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Complies	<p>The following table provides a summary of the required particulars for each Director.</p> <table border="1"> <thead> <tr> <th></th> <th>Length of Service</th> <th>Independent (Yes/No)</th> <th>Reason if No</th> </tr> </thead> <tbody> <tr> <td colspan="4"><b>Non-Executive Directors:</b></td> </tr> <tr> <td>Zita Peach</td> <td>5 years</td> <td>Yes</td> <td>-</td> </tr> <tr> <td>Simon Rutherford</td> <td>18 years</td> <td>Yes</td> <td>-</td> </tr> <tr> <td>Ben Gisz</td> <td>10 years</td> <td>No</td> <td>Relevant interest in substantial shareholding</td> </tr> <tr> <td>Hilton Brett</td> <td>4 years</td> <td>Yes</td> <td>-</td> </tr> <tr> <td>Mark Bloom</td> <td>2.5 years</td> <td>Yes</td> <td>-</td> </tr> <tr> <td>Scott Kalniz</td> <td>1.7 years</td> <td>Yes</td> <td>-</td> </tr> <tr> <td>Andrew Knott (appointed 7 February 2022)</td> <td>4 months</td> <td>Yes</td> <td>-</td> </tr> <tr> <td colspan="4"><b>Executive Directors:</b></td> </tr> <tr> <td>Philip McKenzie (Managing Director and CEO)</td> <td>4 years</td> <td>No</td> <td>Executive</td> </tr> </tbody> </table> <p>Although Simon Rutherford has served on the Board for 18 years, the Board has assessed this tenure as part of its determination of independence and does not consider that it interferes, or might reasonably be seen to interfere, with their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Pacific Smiles and its security holders generally.</p>		Length of Service	Independent (Yes/No)	Reason if No	<b>Non-Executive Directors:</b>				Zita Peach	5 years	Yes	-	Simon Rutherford	18 years	Yes	-	Ben Gisz	10 years	No	Relevant interest in substantial shareholding	Hilton Brett	4 years	Yes	-	Mark Bloom	2.5 years	Yes	-	Scott Kalniz	1.7 years	Yes	-	Andrew Knott (appointed 7 February 2022)	4 months	Yes	-	<b>Executive Directors:</b>				Philip McKenzie (Managing Director and CEO)	4 years	No	Executive
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2.4	A majority of the board of a listed entity should be independent directors.	Complies	<p>As of 16 August 2022, the Board comprised of seven Directors. Six Directors are considered by Pacific Smiles to be independent. The Independent Directors are Simon Rutherford, Zita Peach, Mark Bloom, Scott Kalniz, Hilton Brett and Andrew Knott.</p> <p>During the financial year the Directors who were not considered to be independent add significant value to Board deliberations with their considerable experience and skills. Each of these Directors brings objective judgement to the Board's deliberations. Furthermore, all Directors are entitled to seek independent professional advice as and when required. Notwithstanding their formal designation as non-independent, the Board considered Ben Gisz and Hilton Brett, in practice, exercise their duties independently from the management and business operations of the Company. Each of the Directors believes that they are able to effectively and appropriately analyse</p>																																												

			the issues before them in the best interests of all shareholders and in accordance with their duties as Directors.
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.	Complies	The Chair of the Board, Zita Peach, is an Independent Director. The role of Chair and CEO are exercised by different individuals, being Zita Peach and Philip McKenzie respectively.
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.	Complies	<p>The Board Charter requires that new Directors be briefed on their roles and responsibilities, and the minutes and papers of Board and Committee meetings be made available to them.</p> <p>Time is to be allocated at Board and Committee meetings for continuing education on significant issues facing the Company and changes to the industry and regulatory environments. This includes briefings by senior management and external consultants from time to time.</p> <p>The Board seeks to ensure that there is appropriate training for all Directors enabling them to remain up-to-date and abreast of changes and trends in economic, political, social, financial and legal climates, including governance practices.</p>

### **PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**

3.1	A listed entity should articulate and disclose its values.	Complies	The Company's Code of Conduct establishes a clear set of values.
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Complies	<p>Pacific Smiles has established a Code of Conduct which provides an ethical and legal framework for all Directors, officers, employees, contractors and certain other individuals in the conduct of Pacific Smiles' business to safeguard the confidence of Pacific Smiles' stakeholders.</p> <p>Pacific Smiles employees are obliged to familiarise themselves with, and comply with, Pacific Smiles' policies, frameworks and processes. The Code of Conduct is available on Pacific Smiles' corporate website at <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> and is reviewed on annual basis.</p>
3.3.	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any</p>	Complies	Pacific Smiles has established a Whistleblower Policy which applies to its Directors and employees. The Board is informed of any material incidents reported under that policy.

	material incidents reported under that policy.		
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Complies	Pacific Smiles has an Anti-bribery and Corruption Policy which applies to its Directors and employees. The Board is informed of any material breaches reported under that policy.

**PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING**

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Complies	<p>The Board has established an Audit and Risk Management Committee, which has its own charter that is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> and is reviewed on annual basis.</p> <p>The Committee is currently comprised of Simon Rutherford (Chair, Independent Non-Executive Director), Mark Bloom (Independent Non-Executive Director) and Scott Kalniz (Independent Non-Executive Director). Details of each Committee members' qualifications, experience and attendance at Committee meetings during the Reporting Period are set out in the Directors' Report in Pacific Smiles' Annual Report. As at 30 June 2022 the Company complies with the recommendation.</p> <p>The Chair of the Audit and Risk Management Committee may invite members of management and representatives of the external auditor to be present at meetings of the Committee and seek advice from external advisers. Each Director has the right to attend a meeting of the Audit and Risk Management Committee. The Audit and Risk Management Committee will regularly report to the Board about Committee activities, issues and related recommendations.</p>
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4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	<p>The Board receives confirmation from both the CEO and the CFO that their declarations for both the interim and full year financial reporting periods, made in accordance with section 295A of the Corporations Act 2001, are based upon a sound system of risk management and internal control and further that the system is operating effectively in all material respects in relation to financial reporting risk.</p> <p>This recommendation has been complied with in full during the financial year ended 30 June 2022 in respect of the Company's financial statements.</p>
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Complies	The Company's Board reviews all periodic unaudited report releases to the public through a review process that includes senior management requests for verification of provided information. Once satisfied with content and source of information the Board approves the report for release to the public.

#### **PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complies	<p>Pacific Smiles has adopted a Disclosure Policy. The Disclosure Policy establishes procedures to ensure Pacific Smiles complies with its continuous disclosure obligations under the Corporations Act 2001 and the ASX Listing Rules.</p> <p>Pacific Smiles has also adopted a Securities Trading Policy that imposes certain restrictions on officer, employees and related persons trading in the Company's securities.</p> <p>Both the Disclosure Policy and the Securities Trading Policy are reviewed on annual basis and are accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a></p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	All Board members receive copies of the market announcements as soon as they have been released with the ASX.
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	Complies	The Company issues presentations to the ASX Market Announcement Platform ahead of the presentation.

	Announcements Platform ahead of the presentation.		
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**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.	Complies	<p>Pacific Smiles' website contains information about the Company which assists an investor in making an informed decision as to whether they should invest in the Company.</p> <p>Additional information about the Company is available on its corporate website at <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>, including Pacific Smiles' governance policies, which are accessible via the Investors tab.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	<p>Pacific Smiles has adopted a Shareholder Communications Policy which seeks to promote effective two-way communication with shareholders and other stakeholders and to encourage and facilitate participation at Pacific Smiles' general meetings. Additionally, the Shareholder Communications Policy establishes the procedures that are in place to ensure enquiries of shareholders and other stakeholders are dealt with promptly.</p> <p>The Shareholder Communication Policy is reviewed on annual basis and is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	<p>The Shareholder Communications Policy seeks to encourage shareholder participation at meetings and requires that the Company's auditor be present at the Annual General Meeting to answer any questions that a shareholder may have.</p>
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.	Complies	<p>At any General Meeting any substantive resolutions will be decided by way of a poll.</p>
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.	Complies	<p>Pacific Smiles encourages shareholders to receive communications from it and its share registry electronically and provides details for shareholders to send electronic communications and to have them actioned appropriately. Relevant contact details are outlined in the Investors section of the Company's website, <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>.</p> <p>Pacific Smiles uses Automic Group to administer the security holder register. Automic Group provides the option for shareholders to receive and send communications electronically.</p>

**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,</p> <p>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>	Complies	<p>The role of the Audit and Risk Management Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing Pacific Smiles' financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes confirming the quality and reliability of the financial information prepared by Pacific Smiles, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.</p> <p>The Audit and Risk Management Committee provides advice to the Board and reports on the status and management of the risks to Pacific Smiles. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.</p> <p>The Committee comprises of Simon Rutherford (Chair, Independent Non-Executive Director), Mark Bloom (Independent Non-Executive Director) and Scott Kalniz (Independent Non – Executive Director). The number of meetings of the Committee and attendances by individual members during the Reporting Period is disclosed in the Directors' Report in Pacific Smiles' Annual Report.</p> <p>The Audit and Risk Management Committee Charter is reviewed on annual basis and is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complies	<p>The Board is responsible for overseeing the risk management strategies, policies, procedures and systems of Pacific Smiles, and is supported in this area by the Audit and Risk Management Committee. Pacific Smiles management is responsible for maintaining the Pacific Smiles' risk management framework. Pacific Smiles will regularly undertake reviews of its risk management procedures to ensure that it complies with its legal obligations, including assisting the Chief Executive Officer or Chief Financial Officer to provide the required declaration under section 295A of the Corporations Act 2001.</p> <p>A review has taken place in the reporting period.</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 governance, risk management and internal control processes.</p>	Complies	<p>Pacific Smiles does not have a formalised internal audit function, but has comprehensive processes for evaluating and continually improving the effectiveness of risk management and internal financial control processes.</p> <p>To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks. These processes are implemented, overseen and assessed by the management team, the Chief Executive Officer, the Chief Financial Officer and the Audit and Risk Management Committee.</p> <p>The Audit and Risk Management Committee also ensures that the systems of internal control are operating effectively in relation to reporting financial risks, and that these systems provide an adequate basis for the Chief Executive Officer and Chief Financial Officer to execute their certifications under s295A of the Corporations Act 2001.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Complies	<p>Pacific Smiles is subject to various risk factors, with some of these specific to its business activities and others of a more general nature. Pacific Smiles has not identified any specific, material exposure to the following long term risk factors:</p> <ul style="list-style-type: none"> <li>• environmental sustainability, being the ability of the Company to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long term; and</li> <li>• social sustainability, being the ability of the Company to continue operating in a manner that meets accepted social norms and needs over the long term.</li> </ul> <p>The Company has an internal Sustainability Committee which is tasked with ESG initiatives who meet monthly and reports findings to the Board.</p>

**PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**

<p>8.1</p>	<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,</p> <p>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>Complies</p>	<p>The role of the Nomination and Remuneration Committee is to review and make recommendations to the Board on remuneration packages and policies related to the Directors and senior executives and to ensure that the remuneration policies and practices are consistent with Pacific Smiles' strategic goals and human resources objectives. The Nomination and Remuneration Committee is also responsible for administering short term and long term incentive plans (including any equity plans) and reviewing Pacific Smiles' claw back policy in respect of performance-based remuneration. In addition, the Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its Committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). Independent advice will be sought where appropriate.</p> <p>During the financial year, the Committee comprised of:</p> <ul style="list-style-type: none"> <li>• Ben Gisz (Non-Independent Non-Executive Director and Committee Chair) (<i>resigned as the Committee Chair on 23 November 2021</i>)</li> <li>• Zita Peach (Independent Non-Executive Director)</li> <li>• Hilton Brett (Independent Non-Executive Director) (<i>Appointed as the Committee Chair on 21 November 2021</i>)</li> <li>• Mark Bloom (Independent Non-Executive Director) (<i>Appointed and resigned as a Committee member on 23 November 2021 and 17 May 2022 respectively</i>)</li> <li>• Andrew Knott (Independent Non-Executive Director) (<i>Appointed as a Committee member on 17 May 2022</i>)</li> </ul> <p>Ben Gisz and Hilton Brett are Non-Executive Directors but were not considered to be independent, for a period of time, according to ASX guidelines, because of their relevant interest in a substantial shareholding of the Company by virtue of his association with TDM Growth Partners Pty Ltd. TDM Growth Partners ceased to be a substantial shareholder on 13 December 2021. Following that change Hilton Brett is considered to be an Independent Non-Executive Director. During in the time that TDM Growth Partners was a substantial shareholder, the Board considered that Ben and Hilton exercised their duties sufficiently independently from management and had the appropriate skills and experience to Chair this Committee effectively.</p> <p>The number of meetings of the Committee and attendances by individual members during the Reporting Period is disclosed in the Directors' Report in Pacific Smiles' Annual Report.</p> <p>The Nomination and Remuneration Committee Charter is accessible with the Corporate Governance information via the Investors tab of <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a>.</p>
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8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	A Remuneration Report has been disclosed with Pacific Smiles' Annual Report, and contains remuneration policies, practices and amounts for each Director and senior executives considered key management personnel.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Complies	Pacific Smiles has adopted a Securities Trading Policy which restricts key management personnel and other nominated persons from entering into transactions that limit their economic risk in relation to Pacific Smiles securities they hold, which includes equity-based remuneration (such as performance rights) issued under its Performance Rights Plan.  The Securities Trading Policy is available on the Company's corporate website at <a href="http://www.pacificsmilesgroup.com.au">www.pacificsmilesgroup.com.au</a> .

Unless otherwise indicated, Pacific Smiles corporate governance practices were in place for the financial year ended 30 June 2022 and to the date of signing the Directors' Report.

Various corporate governance practices are discussed within this statement. For further information on corporate governance policies adopted by the Company, refer to our website [www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au).