

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

<b>AUTOSPORTS GROUP LIMITED</b>
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ABN/ARBN

<b>54 614 505 261</b>
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Financial year ended:

<b>30 June 2022</b>
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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:

<http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 24 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: 24 August 2022

Name of authorised officer      **Caroline Raw, Company Secretary**  
authorising lodgement:

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</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.

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</a>            and we have disclosed the information referred to in paragraph (c) in our 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) in our Corporate Governance Statement            and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our 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>

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) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our 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>

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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 The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a nomination committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> </ul> </li> <li>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee in Our Corporate Governance Statement and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement	<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
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement	<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
2.3 A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</li> <li>(c) the length of service of each director.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement and the length of service of each director in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4 A majority of the board of a listed entity should be independent directors.	<input 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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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>
2.5	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 in our Corporate Governance Statement and at: <a href="http://investors.autosportsgroup.com.au/investors/?page=corpo-governance">http://investors.autosportsgroup.com.au/investors/?page=corpo-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="http://investors.autosportsgroup.com.au/investors/?page=corpo-governance">http://investors.autosportsgroup.com.au/investors/?page=corpo-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="http://investors.autosportsgroup.com.au/investors/?page=corpo-governance">http://investors.autosportsgroup.com.au/investors/?page=corpo-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="http://investors.autosportsgroup.com.au/investors/?page=corpo-governance">http://investors.autosportsgroup.com.au/investors/?page=corpo-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="http://investors.autosportsgroup.com.au/investors/?page=corpo">http://investors.autosportsgroup.com.au/investors/?page=corpo</a> governance</p> <p>and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement</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>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input 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="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</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 in our 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



Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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 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> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <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="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement</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 in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out 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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="https://investors.autosportsgroup.com.au/investors/?page=corporate-governance">https://investors.autosportsgroup.com.au/investors/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our 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>
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"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement (and in the Remuneration Report in our 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"/> and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement and at <a href="http://investors.autosportsgroup.com.au/investors/?page=corporate-governance">http://investors.autosportsgroup.com.au/investors/?page=corporate-governance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

# Autosports Group Limited

## CORPORATE GOVERNANCE STATEMENT

2022

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# Overview

The Board is committed to conducting the business of Autosports Group Limited (**Autosports Group, Group or Company**) in accordance with high standards of corporate governance and with a view to creating and delivering value for Autosports Group's shareholders. To this end, the Board maintains a system of risk management processes and corporate governance policies and practices which are designed to support and promote the responsible management and conduct of Autosports Group.

This Corporate Governance Statement sets out the key features of Autosports Group's governance framework and reports against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council (**ASX Principles and Recommendations**).

In accordance with the ASX Principles and Recommendations, Autosports Group's policies and charters referred to in this statement are available on the corporate governance section of Autosports Group's website: <http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

This Corporate Governance Statement is current as at 24 August 2022 and has been approved by the Board of Autosports Group.

# 1. The Board and management

## 1.1 The role of the Board and management

The Board is responsible for overseeing the governance of Autosports Group. Its role is to:

- represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and operational performance;
- protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution;
- set and monitor compliance with the Company's governance framework;
- ensure shareholders and other stakeholders are kept informed of the Company's performance and major developments;
- select, appoint and evaluate the performance of the Chief Executive Officer (**CEO**);
- review the performance of the CEO, Company Secretary and Key Management Personnel (**KMP**);
- oversee capital management including dividend and distribution payments; and
- consider Board succession planning and monitor Board performance.

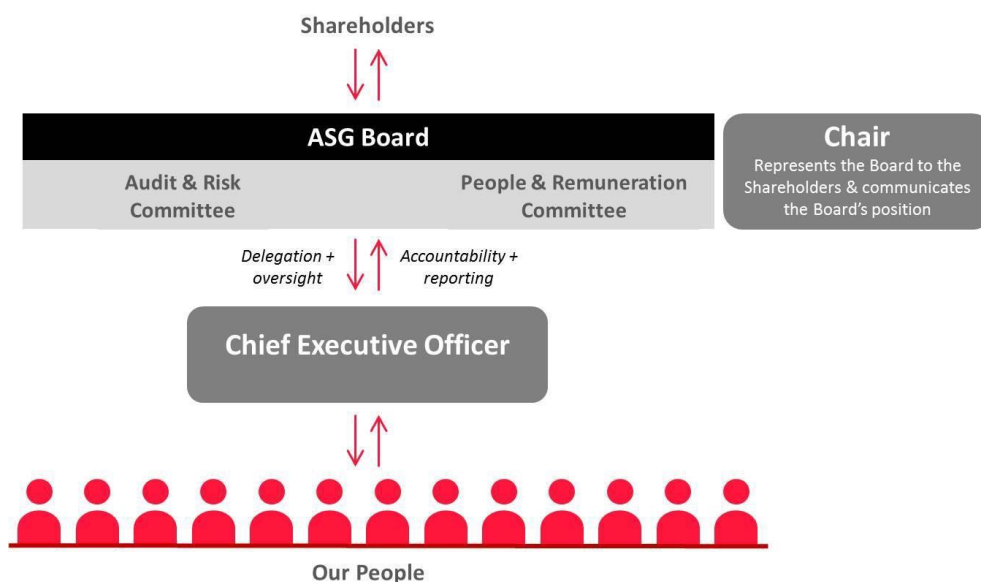
The Company maintains a Delegation of Authority Policy which:

- defines authorities delegated by the Board to the Audit and Risk Committee, the People and Remuneration Committee and to management, in order to make binding decisions on behalf of Autosports Group; and
- clarifies the powers that are reserved to the Board.

The Board maintains a Board Charter which provides an overview of:

- the Board's structure, composition and responsibilities, and
- the relationship and interaction between the Board, Board Committees and management.

The diagram below summarises Autosports Group's governance framework.

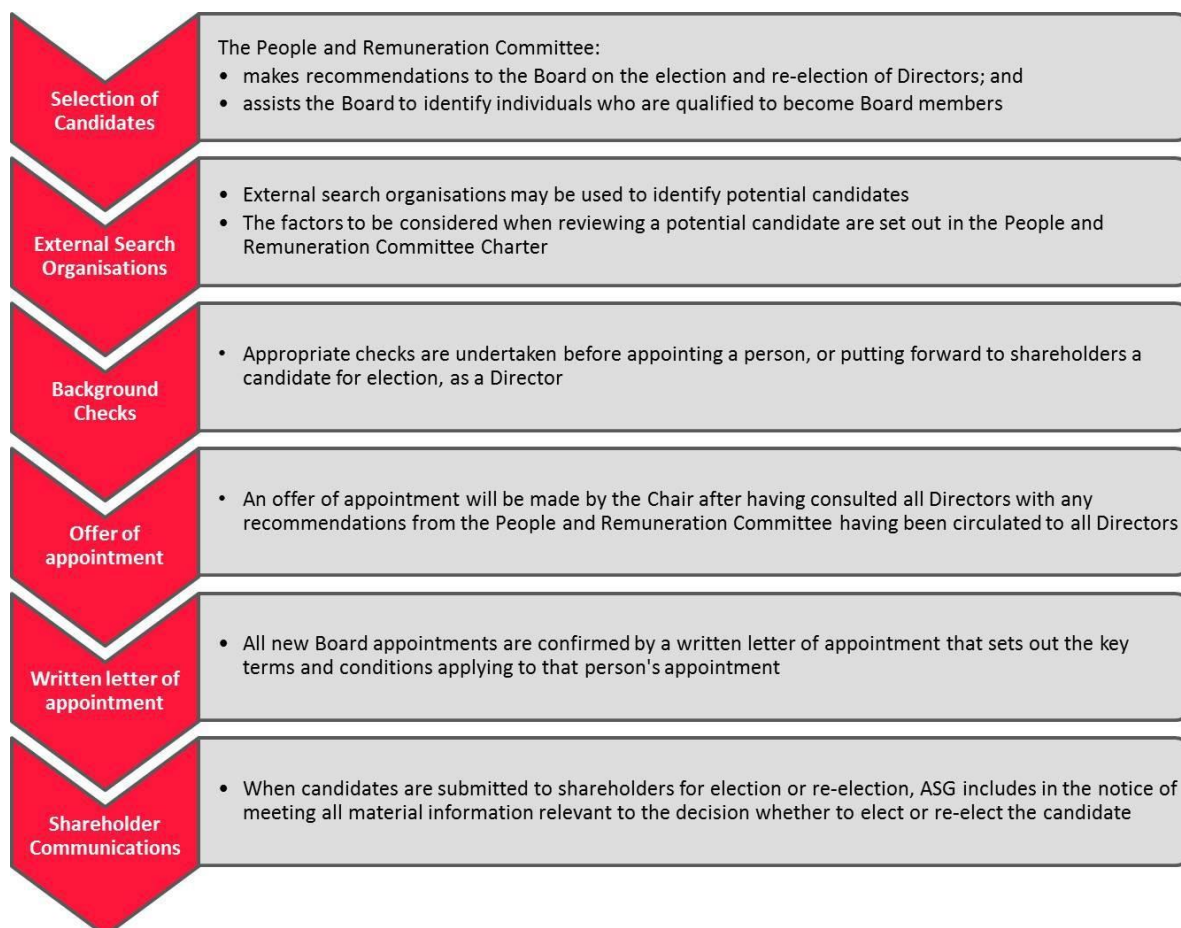




## 1.2 Director selection and succession planning

The Board seeks to ensure that it is comprised of directors with a broad range of skills, expertise, experience and backgrounds. The Board, with the assistance of the People and Remuneration Committee, regularly reviews its membership.

A brief overview of the process for the selection and appointment of directors is set out below.



## 1.3 Agreements with Board and senior executives

Each Non-Executive Director has signed a letter of appointment in relation to their appointment to the Board. The Company has entered into employment agreements with Nick Pagent and Ian Pagent who are employed in an executive capacity. The Company also has written employment agreements with each of its senior executives.

## 1.4 Director independence

The Board maintains guidelines set out in the Board Charter which are used to guide independence assessments. These guidelines are based on the definition of independence listed in the ASX Principles and Recommendations.

Director	Position	Appointed	Independent
James Evans	Chairman and Independent Non-Executive Director	5 August 2021	Yes
Nick Pagent	Managing Director and Chief Executive Officer	29 August 2016	No. Nick Pagent is employed in an executive capacity and is a substantial shareholder.
Ian Pagent	Executive Director	29 August 2016	No. Ian Pagent is employed in an executive capacity and is a substantial shareholder.
Robert Quant	Independent Non-Executive Director	29 August 2016	Yes
Marina Go	Independent Non-Executive Director	28 October 2016	Yes
Tom Pockett	Chairman and Independent Non-Executive Director	29 August 2016 (appointed) 30 November 2021 (retired)	Yes

## 1.5 Induction and professional development

Upon appointment, each Director receives a letter of appointment and is provided with the Company's core corporate governance policies. Directors are also given opportunities to meet with senior executives and managers. Management briefs the Board on relevant industry, regulatory and legal developments at each Board meeting and is available for additional support where required. Directors are also able to attend ongoing professional development and training programs to enable them to develop and maintain their skills and knowledge.

## 1.6 Company secretary

The Company Secretary is accountable to the Board on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary and vice versa. A decision to appoint or remove the Company Secretary requires Board approval.

## 2. People & Remuneration

### 2.1 People and Remuneration Committee

The Board has established a People and Remuneration Committee. The table below sets out the composition and key responsibilities of the People and Remuneration Committee.

Composition	Members	Responsibilities
<ul style="list-style-type: none"><li>• Only Non-Executive Directors</li><li>• A majority of independent Directors</li><li>• An independent Chair</li><li>• A minimum of 3 members</li></ul>	<ul style="list-style-type: none"><li>• Marina Go (Chair)</li><li>• Robert Quant</li><li>• James Evans (appointed 5 August 2021)</li><li>• Tom Pockett (retired 30 November 2021)</li></ul>	<p>The Committee's key responsibilities include overseeing Autosports Group's:</p> <ul style="list-style-type: none"><li>• remuneration framework;</li><li>• succession planning for the Board and key management personnel; and</li><li>• people and culture strategies.</li></ul>

The Board maintains a People and Remuneration Committee Charter. A copy of the charter is available at <http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

The People and Remuneration Committee met seven times during the financial year. All members of the Committee attended each meeting.

### 2.2 Diversity

#### Diversity Policy

The Board understands that gender diversity is an essential component of the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality service to its customers, and continue to grow the business profitably.

The Board has a Diversity Policy which sets out the Company's commitment to gender diversity by:

- setting measurable objectives to achieve gender diversity;
- broadening the field of potential candidates for senior management and Board appointments;
- increasing the transparency of the Board appointment process; and
- embedding the extent to which the Board has achieved the objective of the Diversity Policy in the evaluation criteria for the annual Board performance evaluation.

The Policy specifically provides that each year the Board will set measurable objectives with a view to achieving gender diversity and the People and Remuneration Committee will assess annually both the objectives and the Company's progress in achieving them.

## FY2022 Measurable Objectives

The Group progressed each of the diversity measurable objectives for the FY2022 period to the extent set out below:

- Retain and continue to grow the number of women in target category roles (General Managers, Sales Consultants and Technical roles) subject to merit against role requirements:

	Target	Achieved
General Managers	18.37%	21.05%
Sales Consultants	22.66%	20.75%
Technician and Trades	4.7%	6.11%
Organisational Composition	22%	20%



- Share gender diversity statistics in agreed target areas across the business monthly – commenced;
- Build gender diversity KPIs into all leadership positions – commenced;
- Create a Diversity and Inclusion Council with a broad group of ASG employees to drive initiatives nationally – complete;
- Develop a Diversity Strategy that is communicated internally – complete;
- Develop Unconscious Bias training to use for all Managers to assist in the retention and attraction of greater diversity. This is to include training on Flexible Working Hours, Working from Home Arrangements, Diversity and Parental Leave – commenced;
- Review our recruitment tools and resources to ensure we are attracting a diverse mix of applicants – commenced; and
- Ensure an annual review by the Board and diversity policy and gender diversity measurable objectives – commenced.

## Workplace Agenda Equality Agency (WGEA) Report

According to the Workplace Gender Equality Agency (WGEA) Report prepared during the financial year Autosports Group reported an overall growth in female managers and non-managers. In comparison to the 2021 reporting period, female managers increased by 2% and females in sales positions also increased by 2%. Information from the Company's WGEA Report is available at <https://data.wgea.gov.au/organisations/5799>.

## 2.3 Board skills matrix

The People and Remuneration Committee developed a board skills matrix setting out the mix of skills, expertise, experience, and diversity that the Board currently has and to identify any potential gaps in the skills and experience of the Board.

Skills	Description	Evaluation
<b>Managing Growth</b>	Experience in the development, implementation, oversight, and delivery of strategic operational activities for an organisation with the scale and complexity of ASG.	
<b>Business/Commercial Acumen</b>	Ability to understand business issues and operations and the factors that determine a company's performance.	
<b>Mergers and Acquisitions</b>	Experiences in either investment banking, funds management, M&A, capital raising and/or buying and selling businesses by way of share purchase/sales, business purchase/sales or public takeover.	
<b>Franchising</b>	Experience with a franchised business model.	
<b>HR/Remuneration/Talent Development</b>	Board Remuneration Committee membership or management experience in remuneration, incentive programs, and legislative and contractual framework governing remuneration. Also, experience in people matters, including culture, performance management and succession.	
<b>Strategy</b>	Ability to think strategically, identify and critically assess strategic opportunities and threats, and develop effective business strategies.	
<b>Board of Directors Experience</b>	Experience as a director of a company, preferably of a listed company, and an understanding of ASX Listing Rules and listed company compliance requirements.	
<b>Corporate Governance</b>	Knowledge and experience in best practice corporate governance structures, policies and processes.	
<b>Senior Management Experience</b>	Experience as a C-suite executive and/or managing a large-scale organisation in a senior role.	
<b>Risk Management</b>	Experience identifying, assessing and managing risks, setting and monitoring risk appetite and building risk culture.	
<b>Technology</b>	Experience in technology strategies and innovation.	
<b>Government/Public Policy/Regulation</b>	Experience in public and regulatory policy such as interaction with government and regulators.	
<b>Marketing/Public Relations</b>	Experience in marketing and/or developing key customer/stakeholder relationships.	
<b>Industry experience</b>	Experience and knowledge with respect to the automotive or retailing industries.	
<b>Finance</b>	(1) Qualifications and/or experience in accounting or finance; or (2) the ability to understand fundamental financial statements; assess financial viability and performance; contribute to strategic financial planning; oversee budgets and the efficient use of resources; and/or oversee funding arrangements.	
<b>Environmental Governance</b>	Former or current role in an executive or non-executive capacity with responsibility for environmental impact and sustainability; knowledge and/or experience of environmental management and compliance; or membership on a sustainability committee (or similar).	

Legend

 Limited Proficiency  Medium Proficiency  High Proficiency

## 2.4 Remuneration of non-executive directors

Autosports Group's remuneration policy for non-executive directors aims to ensure that Autosports Group can attract and retain suitably qualified and experienced Directors having regard to:

- the level of fees paid to non-executive directors of other major Australian companies;
- the size and complexity of Autosports Group's operations; and
- the responsibilities and work requirements of Board members.

Non-executive directors receive a fixed amount of fees for their services.

## 2.5 Remuneration of executive directors

The Board maintains a remuneration framework for the Company appropriate for the listed environment that aligns with the Company's strategy. The Company's remuneration framework for the executive team comprises the following three key components:

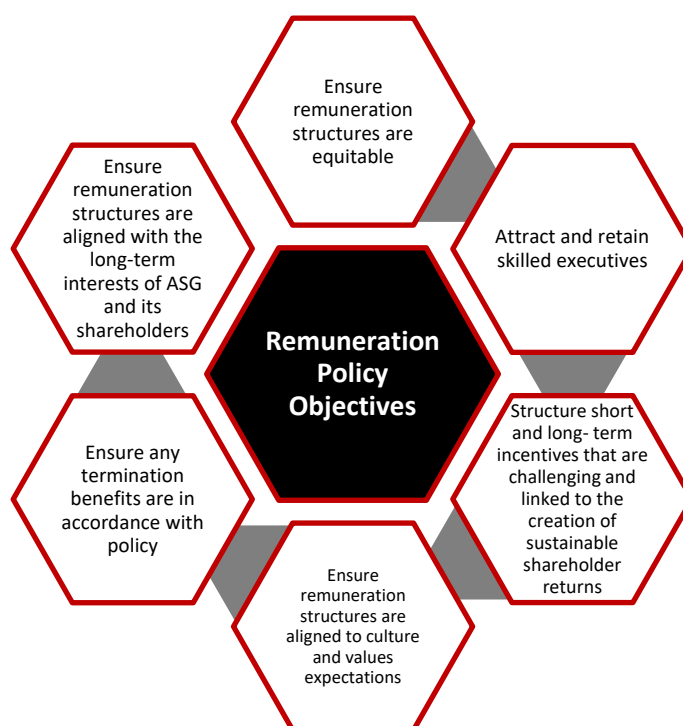
- **fixed remuneration** - comprising base salary, superannuation contributions and other benefits;
- **short term incentive (STI)** – an 'at risk' component of remuneration where, if individual and Group performance measures are met, senior executives are awarded performance rights which are deferred for one year and are subject to performance hurdles; and
- **long term incentive (LTI)** - an 'at risk' component of remuneration where senior executives are awarded performance rights which are subject to an earnings per share (EPS) performance condition and a service condition.

Further information about the Company's remuneration framework is included in the Remuneration Report in the 2022 Financial Report.

In accordance with section 206J of the Corporations Act, the key management personnel are not permitted to enter into transactions designed to limit the economic risk of participating in the Group's equity incentive scheme.

## 2.6 Remuneration of senior executives

In considering executive remuneration, the Board and the People and Remuneration Committee are guided by the following policy objectives:



These objectives ensure that the level and composition of remuneration is appropriate, and also that there is a clear link between pay and performance. The remuneration structure includes both cash and equity components to align the interests of senior executives with those of shareholders.

## **2.7 Minimum shareholding policy**

The Group maintains a Minimum Shareholding Policy which is designed to align the interests of non-executive directors, executive directors and senior management with the interests of the Company's shareholders. The policy requires the non-executive directors, executive directors and the executive team to build a minimum shareholding in the Company and maintain that shareholding during their tenure.

## **2.8 Board performance evaluation process**

Under the Board Charter, the Directors undertake performance evaluations of the Board, its Committees and individual Directors. The Company has established the following performance evaluation processes for the Board, Committees and individual Directors:

- the Chairman undertakes a continuous review of the performance and contribution of individual Directors;
- on an annual basis, Directors provide feedback in relation to the performance of the Board, its Committees and individual Directors;
- all attendees of Committee and Board meetings (including senior executives) are required to review the performance of the Committee/Board and the performance of the Chair through a survey process; and
- the results of the surveys are presented to each Committee/Board with recommendations to improve Committee/Board process in subsequent years.

The Board conducted an evaluation of board performance in respect of the financial year in accordance with the process.

## **2.9 Senior executive performance evaluation process**

The CEO's key performance indicators (**KPIs**) are reviewed and set annually by the Board at the commencement of the financial year. The Board then carefully evaluates the CEO's performance against those KPIs.

The performance of the senior executive team is done in a similar manner with a combination of financial and non-financial KPIs recommended by the CEO and endorsed by the Board. At the end of each financial year, the CEO conducts performance reviews with each senior executive and measures performance against KPI's and makes recommendations to the Board in relation to each executive's performance accordingly.

A performance evaluation for all senior executives, including the CEO, took place during the financial year in accordance with this process.

## 3. Audit & Risk

### 3.1 Audit & Risk Committee

The Board has established an Audit and Risk Committee. The table below sets out the composition and key responsibilities of the Audit and Risk Committee.

Composition	Members	Responsibilities
<ul style="list-style-type: none"> <li>• Only non-executive directors</li> <li>• A majority of independent directors</li> <li>• An independent Chair who is not Chair of the Board</li> <li>• A minimum of 3 members</li> </ul>	<ul style="list-style-type: none"> <li>• Robert Quant (Chair)</li> <li>• Marina Go</li> <li>• James Evans (appointed 5 August 2021)</li> <li>• Tom Pockett (retired 30 November 2021)</li> </ul>	<p>The Committee's key responsibilities include overseeing Autosports Group's:</p> <ul style="list-style-type: none"> <li>• financial reporting process;</li> <li>• relationship with the external auditor and the external audit function generally;</li> <li>• relationship with the internal audit function (if any, recognising that the internal audit function may be provided by an internal or external provider);</li> <li>• financial controls and systems;</li> <li>• processes for monitoring compliance with laws and regulations; and</li> <li>• processes for identifying and managing risk.</li> </ul>

Non-Committee members, including members of management and the external auditor, may attend meetings of the Committee by invitation of the Committee Chair. The Committee has rights of access to management and auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

The qualifications and experience of each member of the Audit & Risk Committee are set out in the 2022 Financial Report. The Audit and Risk Committee met ten times during the financial year, and all committee members were present at those meetings.

The Audit & Risk Committee maintains an Audit and Risk Charter, a copy of which is available at <http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

### 3.2 Risk Management Framework

Autosports Group recognises that risk management is an essential element in the framework of good corporate governance. The Group has a risk appetite statement setting the Group's attitude towards risk taking in different areas of the business.

The risks relevant to the Group were recorded on a risk register with the corresponding internal control strategies to mitigate each risk. These controls will be implemented through a series of actionable tasks carried out periodically throughout the year.

Senior management and the Board regularly review the Group's risk profile.

A review of the Group's risk management framework was undertaken during the period.

### 3.3 Internal audit

The Group has an internal audit function that undertakes an audit process of key risks identified by the Audit & Risk Committee. The internal audit function works to a Board approved internal audit plan and presents its findings and recommendations to the Audit & Risk Committee at the conclusion of the audit. Management is required to respond to and develop a plan in response to the findings and recommendations proposed by internal audit. Management reports to the Audit & Risk Committee on its progress with each plan.



### 3.4 Economic, environmental and social sustainability

The Group's key risk areas and controls to mitigate the risks are set out below:

- **Supply chain** – Structural under supply exacerbated by the pandemic and external factors causes shortages to the supply of new vehicles across the automotive industry. This risk is mitigated through high consumer demand and careful inventory management.
- **COVID-19** – The flow-on effects of the pandemic continues to impact supply chains throughout the automotive industry and the availability of staff. ASG is equipped to quickly adapt to changing public health regulations and has developed better ways to continue operating in a COVID-19 safe manner including sales through click and collect and contactless service operations.
- **Macroeconomic Risks** – As the products sold by ASG are discretionary for many customers, Autosports Group's financial performance can be impacted by current and future economic conditions which it cannot control. Autosports Group stays abreast of these conditions and focuses on its internal controls to help manage this risk. Higher inflation and interest rates can impact purchasing power on the one hand but can also improve gross margins on the other.
- **Privacy and Data Breach** – The Group handles personal and sensitive information. ASG is dedicated to keeping its workforce appropriately trained and updated with privacy and data breach training and initiatives. During the year, Autosports Group conducted an internal audit on Data Privacy and is a supporter of the OAIC's annual Privacy Awareness Week.
- **OEM risk** – The automotive industry is experiencing a change in OEM business models including some manufacturers adopting an agency model. The Group's supportive and collaborative approach to its relationships with OEMs has cultivated the Group's excellent reputation amongst OEMs.
- **Work, Health and Safety ('WHS')** – The Group has a zero-risk tolerance for serious safety incidents. During the financial year the Group continued to improve its WHS practices by using the existing safety culture across the business to continue to develop and train its workforce on WHS matters. The Group regularly reports on safety matters to the Board.
- **Reliance on key personnel** – The Group engaged in activities during the year to develop the skills and experience of potential successors as part of its succession planning initiatives.
- **Regulatory compliance** – ASG is subject to a number of Australian laws and regulations such as consumer protection laws, consumer finance laws, laws relating to the sale of insurance products, importation laws, privacy laws and those relating to workplace health and safety. The Group monitors the regulatory landscape for regulatory change.
- **Changes to market trends** – The Group continues to monitor market trends to prepare itself for changes to consumer preferences and new technologies.
- **Cybersecurity and IT Infrastructure** – During the year the Group progressed its cybersecurity maturity uplift program to improve cybersecurity resilience.

### 3.5 Chief Executive Officer and Chief Financial Officer declaration

The CEO and CFO have provided a written certificate to the Board in respect of the half year and full year statutory accounts of the Company that:

- in their opinion, the financial records of the Company have been properly maintained and the statutory accounts comply with the relevant accounting standards and other mandatory reporting requirements, and give a true and fair view of the financial position and performance of the Company; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Since 30 June 2022, nothing has come to the attention of the CEO or CFO that would indicate any material change to any of the statements made above.

Whilst these statements are comprehensive in nature, they provide a reasonable but not absolute level of assurance about risk management, internal compliance and control systems.

### 3.6 Corporate Reporting

The Group's annual directors' reporting and annual or half year financial statements are subject to audit or review by the Company's external auditor.

# 4. Governance policies

## 4.1 Autosports Group Values

Autosports Group's values are the guiding principles and norms that define the type of organisation we aspire to be. We expect the highest standards of conduct and behaviour from our people to fulfill our purpose and meet our objectives.



### Strive for excellence

We set goals with clear direction and defined outcomes

-

We hold ourselves to account

-

We are proactive in our approach

-

Exceeding expectations in everything we do

-

We make decisions with consideration of our key stakeholders – employees, customers, shareholders, community & manufacturers



### Village

We are united in purpose through people

-

We coach and mentor our people to be their best

-

We are visible, approachable and connected across the Group

-

We embrace diversity and inclusion

-

We are part of a large Group retaining a family feel

## VALUES



### Care

We demonstrate care towards our customers and their experience

-

We invest in our people for training and development

-

We recognise the role you play – everyone is important to our success

-

We do what is right by our people, customers and communities

-

We are eager to help each other and create a safe environmental for our people



### Leading change

We leverage our scale and collective intelligence to drive change

-

We deliver the changes required for growth

-

We embrace the use of technology to deliver the optimum experience for our customers and stakeholders

-

We move with the times – taking into account tomorrow, today

-

We are resilient and embrace change

## 4.2 Disclosure Policy

Autosports Group is committed to complying with its disclosure obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of Autosports Group's securities.

The Group maintains a Disclosure Policy which establishes procedures to ensure that the Company fulfils its obligations in relation to the timely disclosure of material price-sensitive information. A copy of the Disclosure Policy is available at <http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

Under the Disclosure Policy, the Company has established a Disclosure Committee consisting of the CEO, CFO and Company Secretary. All potentially material information must be reported to the Disclosure Committee, even if management is of the view that it is not 'material'. The Disclosure Committee will determine whether information is material and requires disclosure.

Board approval and input will only be required in respect of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance to the Company. The Company maintains a rapid response process to ensure the timely disclosure of price sensitive announcement that would ordinarily require board approval.

The Group's investor presentations and other disclosures which include information not previously released are lodged with ASX prior to the commencement of the presentations. Management internally verifies periodic corporate reports that are not otherwise audited or reviewed by Deloitte prior to release to ASX.

## 4.3 Privacy Policy and Data Breach Response Plan

The Group maintains a Privacy Policy and has a Data Breach Response Plan in response to the *Privacy Amendment (Notifiable Data Breaches) Act 2017*(Cth).

## 4.4 Code of Conduct

The Group is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation.

The Code of Conduct is designed to:

- provide a benchmark for professional behaviour throughout the Company;
- support the Company's business reputation and corporate image within the community; and
- make Directors and employees aware of the consequences if they breach the Policy.

A copy of the Code of Conduct is available at <http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

## 4.5 Anti-Bribery and Corruption

The Group maintains an Anti-Bribery and Corruption Policy within the Code of Conduct to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that business is conducted in a socially responsible manner. Employees, officers and non-executive directors must not engage in any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

## 4.6 Whistleblower Policy

The Group maintains a Whistleblower Policy and external whistleblowing service. The Group is committed to ensuring that there is no disadvantage or discrimination against any person for reporting unacceptable behaviour. Generally, and when specifically requested by an eligible whistleblower, the Group will ensure communications are dealt with confidentially and the whistleblower's identity is protected. The purpose of this is to:

- uphold the commitment of the Group to a culture of corporate compliance and high ethical behaviour;
- encourage eligible whistleblowers including officers, employees and suppliers of Autosports Group and their relatives, dependants and spouses to raise concerns over any alleged improper conduct they encounter;
- provide the statutory protections available to eligible whistleblowers who report allegations or concerns; and

- provide a secure means by which allegations or concerns can be thoroughly investigated and acted on where necessary.

A copy of the Whistleblower Policy is available at:

<http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

#### **4.7 Modern Slavery**

Autosports Group implemented a plan to address the risk of modern slavery practices occurring in its telco, IT/Data and marketing-related IT system suppliers. Autosports Group prepared a Modern Slavery Statement in respect of the 2022 financial year which is available at

<http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>.

#### **4.8 Reporting Incidents**

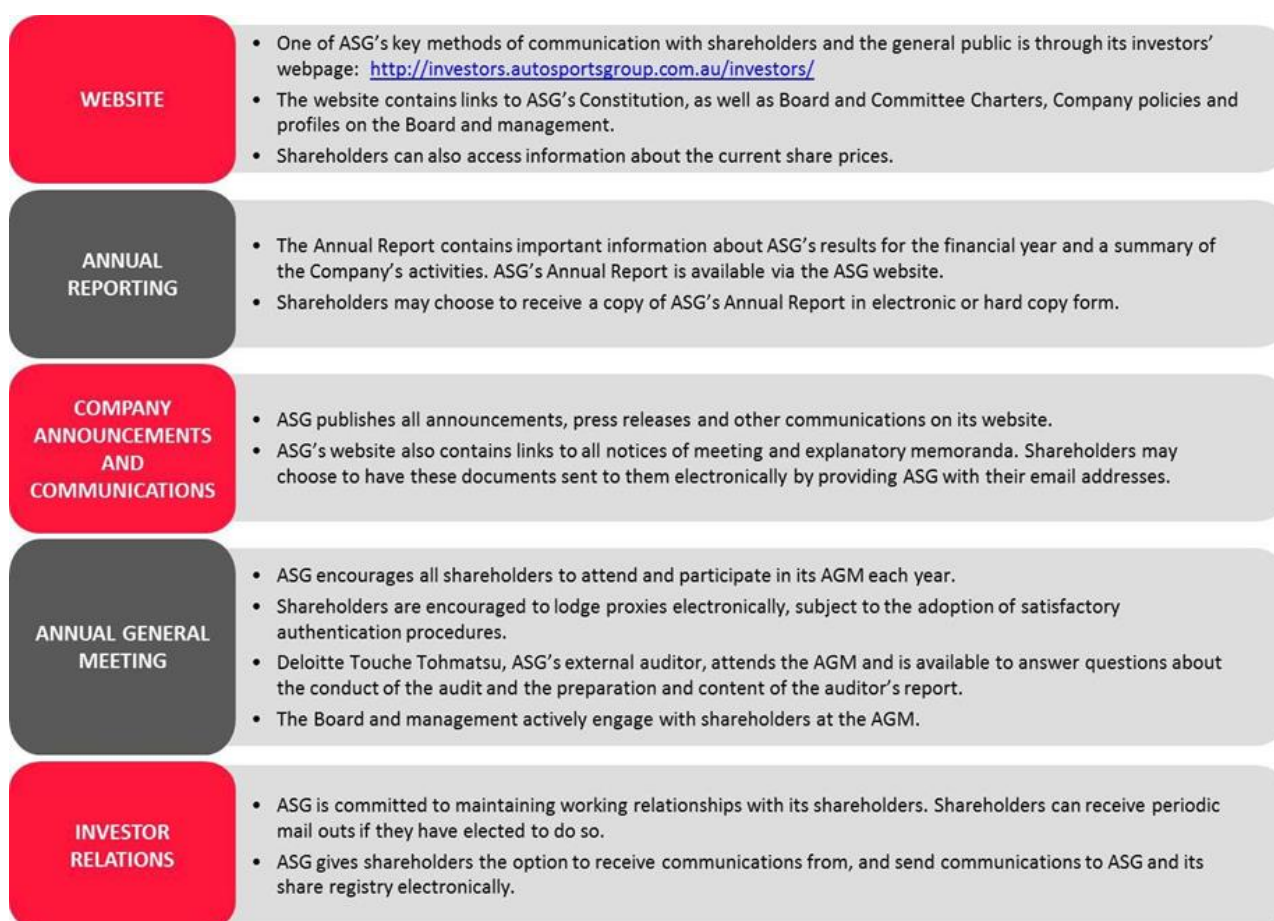
Management reports to the Board in relation to any material whistleblowing incidents, breaches of the Code of Conduct, Anti-Bribery and Corruption Policy and Notifiable Data Breaches.

## 5. Communication with shareholders

The Company communicates information regularly to shareholders and other stakeholders through a range of forums and publications. One of the Company's key communication tools is its website.

Autosports Group upholds Communication Standards which set out a commitment to:

- communicating openly and in a timely manner with its shareholders;
- keeping shareholders informed of all major developments affecting the state of affairs of the Company; and
- providing the market and other interested stakeholders with access to information about the Company from time to time.



The Company communicates information regularly through a range of platforms and publications. The diagram above contains more detailed information regarding some of the key platforms and publications. A copy of Autosports Group's Communication Standards is available at:

<http://investors.autosportsgroup.com.au/investors/?page=corporate-governance>