

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

PEXA Group Limited (ASX:PXA)

ABN/ARBN

23 629 193 764

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- This URL on our website: [Investor Centre | PEXA](#)

The Corporate Governance Statement is accurate and up to date as at 25 August 2022 and has been approved by the **Board**.

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

Date: 25 August 2022

Name of authorised officer author lodgement:

Andrew Metcalfe,
Company Secretary

¹ "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.

² 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.

³ 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, ⁴ 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: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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: Investor Centre PEXA (Board Charter)	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a 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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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/”).

⁵ 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, ⁴ 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: ⁵
<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&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"/> and we have disclosed a copy of our diversity policy at: Investor Centre PEXA (Diversity and Inclusion Policy)</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement at Investor Centre PEXA (Corporate Governance Statement)</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period, our measurable objective for achieving gender diversity in the composition of its board is 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 OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: Investor Centre PEXA (Corporate Governance Statement)</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: Investor Centre PEXA (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for 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: Investor Centre PEXA (Corporate Governance Statement)</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: Investor Centre PEXA (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

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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: Investor Centre PEXA (Corporate Governance Statement)</p> <p>and, where applicable, the information referred to in paragraph (b) at: NOT APPLICABLE and the length of service of each director at: Investor Centre PEXA (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	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"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	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"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Investor Centre PEXA (PEXA Values)	<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: Investor Centre PEXA (Code of Conduct and Ethics Policy)	<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: Investor Centre PEXA (Whistleblower Policy)	<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: Investor Centre PEXA (Anti-Bribery and Corruption Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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: Investor Centre PEXA (Audit and Risk Committee Charter)</p> <p>and the information referred to in paragraphs (4) and (5) at: Investor Centre PEXA (Annual Report)</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>

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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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: Investor Centre PEXA (Continuous Disclosure Policy)	<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
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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: Investor Centre PEXA	<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: Investor Centre PEXA (Shareholder Communications Policy)	<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

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><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: Investor Centre PEXA (Audit and Risk Committee Charter) and the information referred to in paragraph (4) at: Investor Centre PEXA (Corporate Governance Statement) and the information referred to in paragraph (5) at: Investor Centre PEXA (Annual Report)</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: Investor Centre PEXA (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 at: Investor Centre PEXA (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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: Investor Centre PEXA (Corporate Governance Statement)	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><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:</p> <p>Investor Centre PEXA (Remuneration, Nomination and People Committee Charter)</p> <p>and the information referred to in paragraph (4) at:</p> <p>Investor Centre PEXA (Corporate Governance Statement)</p> <p>And the information referred to in paragraph (5) at:</p> <p>Investor Centre PEXA (Annual Report)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><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>Investor Centre PEXA (Remuneration, Nomination and People Committee Charter) and in the Remuneration Report on pages 64 to 79 of the 2022 Annual Report at:</p> <p>Investor Centre PEXA (Annual Report)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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8.3	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.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Investor Centre PEXA (Securities Trading Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
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 OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <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 OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <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 OR <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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ 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: ⁵	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><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 2022



PEXA Group Limited
ACN 629 193 764



Corporate Governance Statement 2022

The Board of Directors of PEXA Group Limited (“PEXA” or the “Company”) recognises that a strong corporate governance culture underpins sustainable value creation for shareholders.

This Corporate Governance Statement sets out the Company’s compliance with the fourth edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (“Principles and Recommendations”). The information contained in this statement covers the period commencing on 1 July 2021 to the date of approval by the Board.

The Company has adopted a program to continuously review and improve its charters, policies and procedures to ensure its corporate governance framework remains current and compliant with best corporate practice.

This Corporate Governance Statement reports in detail the Company’s progress in adopting, implementing and adhering to the specifics of the ASX Principles and Recommendations. The Company’s Charters and Policies for the Board and its committees referred to in this Corporate Governance Statement are available in the Corporate Governance section of the Company’s website at [Investor Centre | PEXA](#).

This statement was approved by the Board on 25 August 2022.

Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
1.1 A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> 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. 	Yes	<p>The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website at Investor Centre PEXA. There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon officers of the Company.</p> <p>Pursuant to the Board Charter, the Board delegates to the CEO & Managing Director authority to manage the Company and its business within the limits of authority specified by the Board from time to time. The CEO & Managing Director has delegated certain aspects of his authority and power to senior executives, however the CEO & Managing Director remains accountable to the Board for the day-to-day management of the Company.</p>
1.2 A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration, Nomination and People Committee Charter, a copy of which is available on the Company's website Investor Centre PEXA.</p> <p>The Remuneration, Nomination and People Committee is responsible for making recommendations to the Board on the process for recruiting a new director, including evaluating the balance of skills, knowledge, diversity and experience of the Board and, in light of the evaluation, to determine the role and capabilities required for appointment.</p> <p>The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director and before appointing senior executives.</p> <p>In the Notice of Annual General Meeting sent to shareholders in relation to items of business for the election or re-election of directors, 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 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a formal letter of appointment and/or employment agreement (as applicable) setting out the terms of appointment, duties, responsibilities and remuneration.

Principles and Recommendations	Comply (Yes/No)	Explanation								
1. Lay solid foundations for management and oversight										
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The company secretaries are Andrew Metcalfe and Naomi Dawson. The company secretaries report directly to the Chair of the Board. The role of the company secretary is outlined in the Board Charter, a copy of which is available on the Company's website at Investor Centre PEXA.</p> <p>Andrew Metcalfe also acts as the Company's representative for the purpose of ASX Listing Rule 12.6 and is responsible for communication with the ASX in relation to Listing Rule matters.</p>								
<p>1.5 A listed entity should:</p> <ol style="list-style-type: none"> have and disclose a diversity policy; 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 disclose in relation to each reporting period: <ol style="list-style-type: none"> the measurable objectives set for that period to achieve gender diversity; the entity's progress towards achieving those objectives; and either: <ol style="list-style-type: none"> 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 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>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	Yes	<p>The Company has adopted a Diversity & Inclusion Policy, a copy of which is available on the Company's website at Investor Centre PEXA.</p> <p>The Company's Diversity & Inclusion Policy requires the Board to measure the effectiveness of policies that have been established to assist the Company in achieving gender diversity in the composition of its Board, senior executives and workforce generally, and provides for delegation to the Remuneration, Nomination and People Committee to review the Company's progress in meeting these objectives.</p> <p>The diversity objectives adopted for the FY22 reporting period and the progress towards achieving those objectives is set out below.</p> <table border="1" data-bbox="804 1305 1426 1603"> <thead> <tr> <th data-bbox="804 1305 1070 1361">Diversity objective</th> <th data-bbox="1075 1305 1426 1361">Progress</th> </tr> </thead> <tbody> <tr> <td data-bbox="804 1361 1070 1442">At least 30% female directors on the Board</td> <td data-bbox="1075 1361 1426 1442">37.5% of directors on the PEXA Board are female.</td> </tr> <tr> <td data-bbox="804 1442 1070 1523">At least 40% female senior executives*</td> <td data-bbox="1075 1442 1426 1523">44.4% of senior executives are female.</td> </tr> <tr> <td data-bbox="804 1523 1070 1603">At least 40% female workforce</td> <td data-bbox="1075 1523 1426 1603">42.2% of the PEXA workforce are female.</td> </tr> </tbody> </table> <p>* Senior executive is defined as a direct report of the CEO & Managing Director.</p> <p>Further information regarding the Company's diversity targets and progress against achieving those targets is included in the Annual Report which is available at Investor Centre PEXA (Annual Report).</p> <p>The Company was not included in the S&P/ASX 300 index at the commencement of the reporting period or at the date of this statement.</p>	Diversity objective	Progress	At least 30% female directors on the Board	37.5% of directors on the PEXA Board are female.	At least 40% female senior executives*	44.4% of senior executives are female.	At least 40% female workforce	42.2% of the PEXA workforce are female.
Diversity objective	Progress									
At least 30% female directors on the Board	37.5% of directors on the PEXA Board are female.									
At least 40% female senior executives*	44.4% of senior executives are female.									
At least 40% female workforce	42.2% of the PEXA workforce are female.									

Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
1.6 A listed entity should: <ul style="list-style-type: none"> a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>Pursuant to the Board Charter, the Board is required to, at least annually, review and evaluate the performance of the Board, its Committees, and individual directors against the relevant charters, corporate governance policies, and agreed goals and objectives (as applicable). Following each review and evaluation, the Board is required to consider how to address any issues raised.</p> <p>A performance evaluation of the Board, Committees and individual directors was undertaken in accordance with that process during the reporting period.</p>
1.7 A listed entity should: <ul style="list-style-type: none"> a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>Pursuant to the Board Charter, the Board is responsible for reviewing, at least annually, the performance of its senior executives against agreed goals and objectives.</p> <p>At the start of each financial year, key performance indicators (KPIs) for the CEO & Managing Director and executive Key Management Personnel (KMP) are reviewed and recommended to the Board by the Remuneration, Nomination and People Committee. The KPIs for non-KMP senior executives flow from the KPIs set for the CEO & Managing Director. At the end of each financial year, the performance of the CEO & Managing Director and senior executives (including KMP) is assessed against the KPIs by the Remuneration, Nomination and People Committee and reported to the Board for approval.</p> <p>A performance evaluation was undertaken in accordance with this process for the reporting period.</p> <p>Further details are set out in the Remuneration Report which is available at Investor Centre PEXA (Annual Report).</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
2. Structure the board to be effective and add value		
<p>2.1 The board of a listed entity should:</p> <p>a. have a nomination committee which:</p> <p>i. has at least three members, a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director,</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the members of the committee; and</p> <p>v. 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>	Yes	<p>The Board has established a Remuneration, Nomination and People Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration, Nomination and People Committee is governed by a Remuneration, Nomination and People Committee Charter, which is available on the Company's website at Investor Centre PEXA.</p> <p>The Remuneration, Nomination and People Committee consists solely of non-executive directors, a majority of whom are independent directors.</p> <p>The Remuneration, Nomination and People Committee is chaired by Dr Kirstin Ferguson, an independent non-executive director.</p> <p>The members of the Remuneration, Nomination and People Committee are Dr Kirstin Ferguson, Mark Joiner, Helen Silver and Vivek Bhatia. Melanie Willis was also a member of the Remuneration Nomination and People Committee during the reporting period and retired on 30 June 2022.</p> <p>The Company has reported the number of times the Committee met and the individual attendances of members at those meetings in its Annual Report which is available on the Company's website at Investor Centre PEXA (Annual Report).</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Company's Remuneration, Nomination and People Committee is responsible for regularly evaluating the balance of skills, knowledge and experience on the Board to ensure that the Board can discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.</p> <p>In FY22, the Board prepared a skills matrix to ensure that the Board continues to have the appropriate mix of skills, expertise, experience and diversity.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation																																																
2.		Structure the board to be effective and add value																																																
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		* A director is considered to have a primary skill where the director's capability score is 50 or more.																																																

Principles and Recommendations	Comply (Yes/No)	Explanation																
<p>2.3 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>	Yes	<p>The Company assesses the independence of its directors against the independence criteria set out under this Recommendation, which are reflected in the Board Charter.</p> <p>Director independence is assessed upon each director's appointment as well as annually. Directors are also required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>The Board considers that each of Dr Kirstin Ferguson, Melanie Willis, Mark Joiner and Helen Silver are independent directors under ASX corporate governance independence guidelines.</p> <p>The following directors are not considered by the Board to be independent directors under ASX corporate governance independence guidelines:</p> <ul style="list-style-type: none"> • Chief Executive Officer & Managing Director, Glenn King, because of his executive role in the Company. • Paul Rickard, Vivek Bhatia and John Hawkins on the basis that they are nominee directors of the major shareholders of the Company. <p>The length of service of each director on the Board is as follows:</p>																
<table border="1"> <tbody> <tr> <td>John Hawkins</td> <td>4 October 2018 – present</td> </tr> <tr> <td>Glenn King</td> <td>3 December 2019 – present</td> </tr> <tr> <td>Mark Joiner</td> <td>3 May 2021 – present</td> </tr> <tr> <td>Dr Kirstin Ferguson</td> <td>11 June 2021 – present</td> </tr> <tr> <td>Melanie Willis</td> <td>11 June 2021 – present</td> </tr> <tr> <td>Paul Rickard</td> <td>11 June 2021 – present</td> </tr> <tr> <td>Vivek Bhatia</td> <td>11 June 2021 – present</td> </tr> <tr> <td>Helen Silver</td> <td>10 May 2022 – present</td> </tr> </tbody> </table>	John Hawkins	4 October 2018 – present	Glenn King	3 December 2019 – present	Mark Joiner	3 May 2021 – present	Dr Kirstin Ferguson	11 June 2021 – present	Melanie Willis	11 June 2021 – present	Paul Rickard	11 June 2021 – present	Vivek Bhatia	11 June 2021 – present	Helen Silver	10 May 2022 – present		
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Vivek Bhatia	11 June 2021 – present																	
Helen Silver	10 May 2022 – present																	
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Company has a total of 8 directors, of which 4 are independent. The nominee directors of the major shareholders and the Chief Executive Officer/Managing Director are not considered to be independent.</p> <p>All Directors bring a diverse skill base and are suitably qualified to represent the Company and its security holders at the present time.</p>																

Principles and Recommendations	Comply (Yes/No)	Explanation
2. Structure the board to be effective and add value		
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.	Yes	<p>The Chair of the Board is Mr Mark Joiner, who is an independent director. The Chief Executive Officer is Mr Glenn King.</p> <p>The roles of Chair and Chief Executive Officer are not exercised by the same individual.</p>
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.	Yes	<p>The Company's Remuneration, Nomination and People Committee is responsible for establishing and facilitating an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Company's Remuneration, Nomination and People Committee is also responsible for providing directors with continuing education for the purpose of updating and maintaining their skills and knowledge to perform their roles as directors effectively.</p>
3. Instill a culture of acting lawfully, ethically and responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	The Company has disclosed its statement of values on the Company's website at Investor Centre PEXA .
3.2 A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>The Company has adopted a Code of Conduct and Ethics, which applies to all directors, senior executives, employees, contractors and representatives of the Company and is available on the Company's website at Investor Centre PEXA.</p> <p>If there are any material breaches of the Code of Conduct and Ethics, such breaches are brought to the attention of the Board or a committee of the Board.</p>
3.3 A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>The Company has adopted a Whistleblower Policy, which is available on the Company's website at Investor Centre PEXA.</p> <p>If there are any material incidents reported under the Whistleblower Policy, such incidents are brought to the attention of the Board or a committee of the Board.</p>
3.4 A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>The Company has adopted an Anti-bribery and Corruption Policy, which applies to all directors, senior executives, employees, contractors and representatives of the Company and is available on the Company's website at Investor Centre PEXA.</p> <p>If there are any material breaches of the Anti-bribery and Corruption Policy, such breaches are brought to the attention of the Board or a committee of the Board.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
4. Safeguard the integrity of corporate reports		
<p>4.1 The board of a listed entity should:</p> <p>a. have an audit committee which:</p> <p>i. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the relevant qualifications and experience of the members of the committee; and</p> <p>v. 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>Listing Rule 12.7 provides that a listed entity that is included in the S&P/ASX 300 index must comply with the Recommendation above in relation to the composition of the operation of the audit committee.</p>	Yes	<p>The Company has established a combined Audit and Risk Committee to oversee the management of financial and internal risks.</p> <p>The Audit and Risk Committee is governed by the Audit and Risk Committee Charter, which is available on the Company's website at Investor Centre PEXA.</p> <p>The Audit and Risk Committee consists solely of non-executive directors, a majority of whom are independent.</p> <p>The Audit and Risk Committee is chaired by Melanie Willis, an independent non-executive director who is not the Chair of the Board.</p> <p>The members of the Audit and Risk Committee are Dr Kirstin Ferguson, Melanie Willis, Mark Joiner, John Hawkins, Paul Rickard and Helen Silver.</p> <p>All Audit and Risk Committee members are literate in financial and risk matters and have a deep understanding of the business in which the Company operates, to enable them to discharge the Audit and Risk Committee's mandate effectively. Several members have accounting, risk and/or financial expertise.</p> <p>The Company has disclosed the relevant qualifications and experience of the members of the Audit and Risk Committee in its Annual Report as well as the number of times the committee met and the individual attendances of members at those meetings.</p> <p>The Company was not included in the S&P / ASX 300 index at the commencement of the reporting period or as at the date of this statement.</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>Prior to Board approval of the Company's annual financial reports, the Chief Executive Officer and the Chief Financial Officer must provide the Board with the declarations required under section 295A of the <i>Corporations Act 2001</i> (Cth) and this Recommendation.</p> <p>An equivalent declaration is also provided to the Board prior to its approval of the Company's half-year financial reports, consistent with this Recommendation.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
4. Safeguard the integrity of corporate reports		
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.	Yes	<p>The Company has a review process which includes verification testing of content, review and sign-off by the Chief Executive Officer & Managing Director and the Chief Financial Officer, prior to the Board formally approving the release of material information, including periodic corporate reports that are not audited or reviewed by the external auditor.</p> <p>The process followed is specific to the nature of the relevant announcement or report and includes review by the relevant subject matter expert and review against source documentation and relevant regulations.</p>
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.	Yes	<p>The Company has adopted a Continuous Disclosure Policy, which is available on its website at Investor Centre PEXA. The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has appointed Andrew Metcalfe (Company Secretary) as the reporting officer and the ASX liaison officer. However, the Board retains ultimate responsibility for compliance with the Company's continuous disclosure obligations.</p>
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company has in place processes to ensure that all directors receive copies of all market announcements released to 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 Announcements Platform ahead of the presentation.	Yes	The Company's Continuous Disclosure Policy provides that a copy of any new and substantive investor or analyst presentation materials will be released to the ASX market announcements platform ahead of the presentation.

Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	<p>The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at Investor Centre PEXA, including (i) names, photographs and brief biographical information for each of its directors and senior executives, (ii) copies of the Company's Constitution, Board and committee charters, (iii) a statement of the Company's values and (iv) key corporate governance policies.</p> <p>The Company also posts its Annual Report and all other ASX releases (including notices of meeting, presentations and analyst and media briefings) on its website.</p>
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website at Investor Centre PEXA.</p> <p>The Company seeks to use numerous modes of communication, including electronic communication, to ensure that its communication with shareholders is frequent and executed with ease.</p>
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Company has adopted a Shareholder Communications Policy which sets out how the Company facilitates and encourages participation at meetings of security holders, a copy of which is available on the Company's website at Investor Centre PEXA.</p> <p>All shareholders are invited to attend the Company's annual general meetings either in person, virtually or by representative. Shareholders also have an opportunity to submit questions to the Board or the Company's external auditor.</p> <p>The Company seeks to utilise numerous modes of communication, including electronic communication, to facilitate and encourage participation at meetings of security holders.</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.	Yes	<p>The Company will ensure a poll is used for the determination of substantive resolutions at a meeting of security holders.</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.	Yes	<p>The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at Investor Centre PEXA.</p> <p>Shareholders are encouraged to elect to receive all communications electronically. Shareholders who wish to receive electronic communications can update their communication preferences by following the steps set out on the Company's website at Investor Centre PEXA.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
7. Recognise and manage risk		
<p>7.1 The board of a listed entity should:</p> <p>a. have a committee or committees to oversee risk, each of which:</p> <p>i. has at least three members, a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director,</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the members of the committee; and</p> <p>v. 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>	Yes	<p>The Company has established a combined Audit and Risk Committee to oversee the management of financial and internal risks.</p> <p>The Audit and Risk Committee is governed by the Audit and Risk Committee Charter, which is available on the Company's website at Investor Centre PEXA. The Audit and Risk Committee consists solely of non-executive directors, a majority of whom are independent.</p> <p>The Audit and Risk Committee is chaired by Melanie Willis, an independent non-executive director of the Board who is not the Chair of the Board. The members of the Audit and Risk Committee are Melanie Willis, Dr Kirstin Ferguson, Mark Joiner, John Hawkins, Paul Rickard and Helen Silver.</p> <p>The Company has provided the number of times the Committee met and the individual attendances of members at those meetings in its Annual Report available at Investor Centre PEXA (Annual Report).</p>
<p>7.2 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>	Yes	<p>The Company regularly evaluates the effectiveness of its risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.</p> <p>The division of responsibility between the Board, the Audit and Risk Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>The Risk and Compliance Obligations Management Policy provides for regular reporting to the Board which supplements the Company's quality system, complaint handling processes and standard operating procedures which are all designed to address various forms of risks.</p> <p>The Company's risk management framework was reviewed during the reporting period, which included refining the Risk Appetite Statement and key performance indicators.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
7. Recognise and manage risk		
<p>7.3 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>	Yes	<p>The Company has an internal audit function. The Audit and Risk Committee is responsible for monitoring the internal audit function in accordance with the Company's Risk and Compliance Obligations Management Policy.</p> <p>The Audit and Risk Committee is responsible for reviewing the effectiveness of the Company's internal controls regarding all matters affecting the Company's financial performance and financial reporting, including information technology security and control and internal auditing.</p>
<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>	Yes	<p>The Audit and Risk Committee is responsible for reviewing whether the Company has any material exposure to any economic, environmental and social sustainability risks, and if so, to develop strategies to manage such risks, and present such strategies to the Board. The Company does not have any material exposure to environmental and social risks.</p>
8. Remunerate Fairly and Responsibly		
<p>8.1 The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <p>i. has at least three members, a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director, and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the members of the committee; and</p> <p>v. 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>Listing Rule 12.8 provides that a listed entity included in the S&P/ASX 300 index must have a remuneration committee comprised solely of non-executive directors.</p>	Yes	<p>The Board has established a Remuneration, Nomination and People Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration, Nomination and People Committee is governed by the Remuneration, Nomination and People Committee Charter, which is available on the Company's website at Investor Centre PEXA.</p> <p>The Remuneration, Nomination and People Committee consists solely of non-executive directors, a majority of whom are independent directors.</p> <p>The Remuneration, Nomination and People Committee is chaired by Dr Kirstin Ferguson, an independent non-executive director of the Board.</p> <p>The members of the Remuneration, Nomination and People Committee are Dr Kirstin Ferguson, Vivek Bhatia, Mark Joiner and Helen Silver. Melanie Willis was also a member of the Remuneration, Nomination and People Committee during the reporting period and retired on 30 June 2022.</p> <p>The Company has provided details as to the number of times the Committee met and the individual attendances of members in its Annual Report.</p> <p>The Company was not included in the S&P / ASX 300 index at the commencement of the reporting period or as at the date of this statement.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>The Remuneration, Nomination and People Committee is responsible for making recommendations to the Board in relation to the Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> <p>Details about the Company's remuneration strategy and policies and practices are set out in the Remuneration Report. The remuneration of Non-Executive Directors is fixed and reflective of the role that the Director serves on the Board and Committees. Non-Executive Directors do not participate in any incentive plans and do not receive retirement benefits other than superannuation.</p> <p>PEXA's Remuneration Report is included in the Annual Report which is available at Investor Centre PEXA (Annual Report).</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ol style="list-style-type: none"> 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. 	Yes	<p>The Company has adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at Investor Centre PEXA.</p>

Recommendations 9.1, 9.2 and 9.3 do not apply to the Company.

