

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Wiseway Group Limited

ABN

26 624 909 682

Financial year ended:

30 June 2022

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.wiseway.com.au/investor/>

The Corporate Governance Statement is accurate and up to date as at 20 September 2022 and has been approved by the board.

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

Date: 20 September 2022

Name of authorised officer authorising lodgement: Roger Tong (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: https://www.wiseway.com.au/investor | <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 <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 |
|--|---|--|
| <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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.wiseway.com.au/investor</p> | <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> |
| <p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.wiseway.com.au/investor</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.wiseway.com.au/investor</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> |

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 |
|---|---|--|---|
| 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: https://www.wiseway.com.au/investor and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.wiseway.com.au/investor</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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 |
|---|---|--|---|
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input type="checkbox"/> | <input checked="" 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 |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input type="checkbox"/> | <input checked="" 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 |
| 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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 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: Code of Conduct | <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: https://www.wiseway.com.au/investor | <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: https://www.wiseway.com.au/investor | <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: https://www.wiseway.com.au/investor and Code of Conduct | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, 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 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"/> and we have disclosed a copy of the charter of the committee at: https://www.wiseway.com.au/investor and the information referred to in paragraphs (4) and (5) at: Annual Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, 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 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: https://www.wiseway.com.au/investor | <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: https://www.wiseway.com.au/investor | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| 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 |
|--|--|--|--|
| 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"/> and we have disclosed a copy of the charter of the committee at: https://www.wiseway.com.au/investor and the information referred to in paragraphs (4) and (5) at: 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"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 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"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Corporate Governance Statement</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, 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 |
|---|---|--|--|
| 7.4 | A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. | <input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: Corporate Governance Statement | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, 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 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"/> and we have disclosed a copy of the charter of the committee at: https://www.wiseway.com.au/investor and the information referred to in paragraphs (4) and (5) at: 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> |
| 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><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 at: Directors' report in the 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> |
| 8.3 | <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 at: https://www.wiseway.com.au/investor/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|---|--|---|
| 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"/> | <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 |



Corporate Governance Statement

Wiseway Group Limited (ACN 624 909 682) (the “Company”)

The Board of Directors of Wiseway Group Limited (ACN 624 909 682) ("WiseWay" or "Company") guides and monitors the business and affairs of the Company.

The Board is responsible for the corporate governance framework of Wiseway having regard to the ASX Corporate Governance Council's Principles and Recommendations (Recommendations). The Company and its controlled entities together are referred to as the Group in this statement. The Board continues to review the Group's corporate governance framework and practices to ensure they meet the interests of shareholders.

The table below outlines Wiseway's compliance with the Recommendations in respect of the period commencing 1 July 2021 to 30 June 2022 (reporting period).

| ASX 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: | Yes | The Board of Directors is responsible for demonstrating leadership and providing overall strategic guidance for the Company and effective oversight of management. Directors are accountable to shareholders for the Company's performance. |
| (a) the respective roles and responsibilities of the Board and Management; and | | The Board has established a charter, which sets out the relationship between the Board and management and describes their functions and responsibilities. |
| (b) those matters expressly reserved to the Board and those delegated to Management. | | <p>In accordance with the Board Charter, the function and responsibilities of the Board include:</p> <ul style="list-style-type: none"> • providing leadership and setting the strategic objectives of the Company; • appointing the Chair (and potentially any Deputy Chair); • appointing and when necessary replacing the Chief Executive Officer; • approving the appointment and when necessary replacement of other senior executives of the Company; • overseeing management's implementation of the Company's strategic objectives and its performance generally; • through the Chair, overseeing the role of the Company Secretary; • overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; • overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities; • with the assistance of the Audit and Risk Committee, ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate; • approving the Company's remuneration framework; • reviewing the performance and effectiveness of the Company's governance practices policies and procedures; • determining the Company's dividend policy, the amount and timing of all dividends and the operation of the Company's dividend re-investment plan (if any); • evaluating, approving and monitoring operating budgets, major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company; and • ensuring that the Company maintains a commitment to promoting diversity in the workplace. <p>To assist in the execution of the Board's responsibilities, the Board has established the following two committees of the Board (each a Board Committee):</p> <ul style="list-style-type: none"> • the Audit and Risk and Committee; and |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
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| | | <ul style="list-style-type: none"> the Remuneration and Nomination Committee. <p>The key responsibilities of each Board Committee are set out in their respective charters (which are also available on the Company's website). Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.</p> <p>The Board has delegated to the CEO the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself and any of its committees in, respectively, the Board Charter and any committee charter.</p> <p>The Board Charter is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |
| 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 the Company's possession relevant to a decision on whether or not to elect or re-elect a Director. | Yes | <p>In accordance with the Remuneration and Nomination Committee Charter, before a person is appointed as a director, or is put forward to shareholders as a candidate for election as a director, the Company undertakes appropriate background checks with regards to the person's character, experience, education, criminal record and bankruptcy history.</p> <p>When an individual is nominated to be a director, the Board will provide shareholders with all material information relevant to a decision on whether or not to elect or re-election a person as a director.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website at: https://www.wiseway.com.au/investor/</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 | <p>All Directors of Wiseway have entered into written agreements with the Company, and all other senior executives have entered into written agreements with the Company or other members of the Wiseway group.</p> <p>Specifically:</p> <ul style="list-style-type: none"> the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and the executive director and senior executives of the Company have entered into employment agreements, setting out the terms and conditions of their employment. |

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| 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. | Yes | In accordance with the Board Charter, the decision to appoint or remove the company secretary must be made or approved by the Board. The Company Secretary of Wiseway is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The key roles and responsibilities of the Company Secretary are set out in the Board Charter. |
| 1.5. A listed entity should: (a) have and disclose a diversity policy; (b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either : (i) 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, (ii) if the Company is a relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act. | No | <p>The Board and executive leadership team of Wiseway are committed to workforce diversity in its broadest sense and consider diversity and inclusiveness as a strength of the business and an investment in the creation of a sustainable business capable of delivering long term shareholder value. The Company's Diversity Policy is available on the Company's website at: https://www.wiseway.com.au/investor/</p> <p>The Diversity Policy is underpinned and supported by a suite of policies and practices that are applicable to all who work at the Company and which promote an environment that attracts and retains well qualified employees, senior management and Board candidates regardless of gender, and reflective of diversity of thought and experience.</p> <p>The Company has not currently established any measurable gender diversity objectives, but believes that this is appropriate for the size of the Company and the scale of its operations. As the size and scale of the Company change, this will continue to be reviewed for appropriateness.</p> |

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| 1.6. A listed entity should: | Yes | <p>In accordance with the Board Charter, at least once per year the Board will, with the advice and assistance of the Remuneration and Nomination Committee, review and evaluate the performance of the Board, each Board Committee and each individual director.</p> <p>The Board undertook a process for evaluating its performance and that of its committees and individual directors during FY22. The form of that process was by way of internal review, self-assessment and review by the Chair.</p> |
| (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. | | |
| 1.7. A listed entity should: | Yes | <p>The Board conducts an annual performance review of the CEO, and the CEO undertakes assessments of senior executives. Such performance reviews have taken place during this reporting period. In assessing the performance of the individual executives, the review has included consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.</p> <p>High level performance evaluation of senior executives is undertaken by the CEO, taking into consideration both qualitative and quantitative measures. The CEO also provides regular feedback to senior executives in relation to performance and development.</p> |
| (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. | | |
| 2. Structure the Board to be effective and add value | | |
| 2.1. The Board of a listed entity should: | Yes | <p>The Board has established a Remuneration and Nomination Committee, which has the authority and power to exercise the roles and responsibilities granted to it under the Remuneration and Nomination Committee Charter, and any other resolutions of the Board from time to time.</p> <p>The Remuneration and Nomination Committee is comprised of three members, a majority of whom are independent non- executive directors, as follows:</p> <ul style="list-style-type: none"> • Ms Astrid Raetze (an independent director); • Mr Brandon Teo (an independent director); and • Ms Florence Tong (an executive director). <p>The Chair of the Remuneration and Nomination Committee is Mr Brandon Teo, an independent non-executive director.</p> <p>The Directors' Report discloses the number of times the Remuneration and Nomination Committee met throughout the reporting period and the individual attendances of the members at those meetings.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |
| (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director; and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. | | |

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| 2.2. A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. | Yes | <p>The Remuneration and Nomination Committee is responsible for establishing a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p> <p>Wiseway has established a Board skills matrix and this matrix is attached to this Corporate Governance Statement.</p> |
| 2.3. A listed entity should disclose: (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position, affiliation, or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director. | Yes | <p>The Board Charter sets out the criteria adopted by the Board for considering if a director is independent.</p> <p>The Board has reviewed the position and associations of each of the directors and considers that:</p> <ul style="list-style-type: none"> • Ms Astrid Raetze; and • Mr Brandon Teo, to be independent. <p>The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p> <p>The length of service of each Director is as follows:</p> <ul style="list-style-type: none"> • Ms Astrid Raetze, an independent non-executive director was appointed to the Board on 11 April 2022; • Mr Ken Tong, a non-executive director was appointed to the Board on 1 March 2021; • Mr Brandon Teo, an independent non-executive director, was appointed to the Board on 18 August 2021; and • Ms Florence Tong, the Managing Director, was appointed to the Board on 16 March 2018. |
| 2.4. The majority of the Board should be independent Directors. | No | <p>The Board comprises four members, two of whom the Company considers to be independent, Ms Astrid Raetze (non-executive director) and Mr Brandon Teo (non-executive director) and the remaining directors are not independent (Florence Tong and Ken Tong). Accordingly, the Board consists of an equal number of independent and non-independent directors.</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. | No | <p>Ms Florence Tong, Managing Director, is also Chairman of the Board. Ms Tong is not considered to be independent but the Board believes that Ms Tong provides significant value given her considerable skills and experience and brings objective and independent judgement to the Board. The Board will consider the appointment of an independent Chairman when it considers this to be appropriate.</p> <p>The CEO does not undertake the role of the Chairman.</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>All non-executive directors have undertaken an induction into the business of the Company upon appointment and have received continuing information on the Company and its operations since being appointed.</p> <p>Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.</p> |
| 3. Instil a culture of acting lawfully, ethically and responsibly | | |

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| 3.1. A listed entity should articulate and disclose its values. | Yes | <p>The Company's values have been adopted into its Code of Conduct.</p> <p>The Code of Conduct is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |
| 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 Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all directors, other officers, employees, consultants, advisers and contractors of the Wiseway Group. The Code of Conduct encourages all relevant persons to report any actual or potential breaches of the law, the Code of Conduct or the Group's other policies to their manager or the Company Secretary. The Company Secretary will review any material reports of unacceptable behaviour and report them to the Board.</p> <p>The Code of Conduct is available on the Company's website at: https://www.wiseway.com.au/investor/</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 Board has adopted a Whistleblowing Policy which encourages the raising of any concerns about actual or potential misconduct or any improper state of affairs of circumstances in relation to the Company, without fear of reprisal or intimidation.</p> <p>The Company is committed to ensuring that individuals who disclose wrongdoing in accordance with this policy can do so safely, securely and with confidence that they will be protected and supported. The Company aims to ensure that disclosures of wrong doing are dealt with appropriately and on a timely basis.</p> <p>The policy outlines that the Board will be informed of any material incidents reported under the policy as appropriate.</p> <p>The Whistleblowing Policy is available on the Company's website at: https://www.wiseway.com.au/investor/</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 a committee of the Board is informed of any material breaches of that policy. | Yes | <p>Wiseway's anti-bribery and corruption policies are included in its Code of Conduct.</p> <p>As detailed in the Code of Conduct, Wiseway has a strict policy not to, among other things, offer unlawful inducements, secret commissions or bribes to further its business interests.</p> <p>The Board continues to monitor compliance with all aspects of the Code of Conduct, including the anti-bribery and gifts policy set out in the code. Any known or suspected breaches are reported to the Board and will be investigated accordingly.</p> <p>The anti-bribery and corruption policy as included in the Code of Conduct is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |

| 4. Safeguard the integrity of corporate reports | | |
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| 4.1. The board of a listed entity should: | Yes | <p>The Board has established an Audit and Risk Committee, which has the authority and power to exercise the roles and responsibilities granted to it under the Audit and Risk Committee Charter. This committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.</p> <p>The Audit and Risk Committee is comprised exclusively of non-executive directors, being:</p> <ul style="list-style-type: none"> • Mr Ken Tong (non-executive director); • Mr Brandon Teo (independent, non-executive director); and • Ms Astrid Raetze (independent non-executive director). <p>The Chair of the Audit and Risk Committee is Ms Astrid Raetze who is an independent non-executive director and not the Chair of the Board.</p> <p>The 'Directors' and 'Directors' meetings' section of the Directors' Report discloses the qualification and experience of the members of the committee as well as the number of times the Audit and Risk Committee met throughout the reporting period and the individual attendances of the members at those meetings. The Directors' Report forms part of the 2022 Annual Report which is available here https://www.wiseway.com.au/investor/.</p> <p>The Audit and Risk Committee Charter is available on Company's website at: https://www.wiseway.com.au/investor/</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> | | |
| 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. | Yes | <p>Before the Board approves Wiseway's financial statements for a financial period, it will receive from Wiseway's CEO and Chief Financial Officer a declaration that, in their opinion, Wiseway's financial records have been properly maintained, and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Wiseway's financial position and performance and that opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. Wiseway confirms that this process was followed in respect of its FY2022 Financial Statements.</p> |

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| 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 | Should the Company release any periodic corporate report to the market that has not been audited or reviewed by an external auditor, then this report will be reviewed by, in the first instance, the Company's Disclosure Committee who will look to verify the integrity of that report before providing that report to the Board for its ultimate approval prior to the report being released to the market. |
| 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 ASX Listing Rule 3.1. | Yes | <p>The Board has adopted a Continuous Disclosure Policy to ensure compliance with the ASX Listing Rules disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues had previously arisen, during the course of that meeting.</p> <p>The Continuous Disclosure Policy is available on the Company's website at: https://www.wiseway.com.au/investor/</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 secretary is responsible for distributing continuous disclosure announcements to the Board and senior managers by email immediately after they have been released to 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 | <p>In accordance with the Company's Disclosure and Communication Policy, the Company will not release any information publicly, including any new and substantive investor or analyst presentation, that is required to be disclosed through the ASX until the Company has received formal confirmation of its release to the market by the ASX.</p> <p>The Continuous Disclosure Policy is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |
| 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 has established a website which provides information about the Wiseway Group, key governance policies and other information relevant to its investors. The website is a key communication tool between the Company and its Shareholders.</p> <p>The Company's website URL is: www.wiseway.com.au.</p> |
| 6.2. | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | Yes | <p>The Board has adopted a Continuous Disclosure Policy and a Shareholder Communication Policy which supports its commitment to effective communication with its shareholders. In addition, the Company intends to communicate with its shareholders:</p> <ul style="list-style-type: none"> • by making timely announcements; • by posting relevant information on to its website; • by inviting shareholders to make direct enquiries to the Company; and • through the use of general meetings. <p>Each of the Continuous Disclosure Policy and Shareholder Communication Policy are available on the Company's website at: www.wiseway.com.au/investor/.</p> |
| 6.3. | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | Yes | <p>The Company's shareholders are encouraged to attend general meetings and the notice of such meetings will be given in accordance with the Company's constitution, the Corporations Act 2001 (Cth) and the ASX Listing Rules.</p> <p>As set out in the Company's constitution, shareholders may:</p> <ul style="list-style-type: none"> • attend meetings in person; and • appoint a proxy, attorney or representative to vote on their behalf. |

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| | | <p>In addition, the Company's external auditor attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p> <p>The Board has adopted a Shareholder Communication Policy and will provide Shareholders with opportunities to have questions addressed at Shareholder meetings, irrespective of whether the Shareholder is able to attend.</p> <p>The Shareholder Communication Policy is available on the Company's website at: www.wiseway.com.au/investor/.</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>Wiseway's Constitution provides that the chairperson may determine that any question to be submitted to a general meeting will be determined by a poll without first submitting the question to a show of hands. The Company will ensure that all substantive resolutions (as opposed to procedural resolutions) at shareholder meetings are decided by poll rather than a show of hands.</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's shareholders may elect to receive information from the Company and its registry electronically.</p> <p>Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p> |
| 7. Recognise and manage risk | | |
| 7.1. The Board of a listed entity should: | Yes | <p>The Board has established an Audit and Risk Committee to, amongst other matters, ensure that the Company has an effective risk management system in place and to manage key risk areas.</p> <p>The Audit and Risk Committee is comprised exclusively of non-executive directors, being:</p> <ul style="list-style-type: none"> • Mr Ken Tong (non-executive director); • Mr Brandon Teo (independent, non-executive director); and • Ms Astrid Raetze (independent non-executive director). <p>The Chair of the Audit and Risk Committee is Ms Astrid Raetze who is an independent non-executive director and not the Chair of the Board.</p> <p>The 'Directors' and 'Directors' meetings' section of the Directors' Report discloses the qualification and experience of the members of the committee as well as the number of times the Audit and Risk Committee met throughout the reporting period and the individual attendances of the members at those meetings. The Directors' Report forms part of the 2022 Annual Report which is available here https://www.wiseway.com.au/investor/.</p> <p>The Audit and Risk Committee Charter is available on Company's website at: https://www.wiseway.com.au/investor/</p> |
| <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | | |
| 7.2. The Board or a committee of the Board should: | Yes | <p>The Board has established an Audit and Risk Committee to, amongst other matters, ensure an effective risk management system is developed, adopted, periodically reviewed, and updated by the Company to help manage key risk areas.</p> |

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| <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>This review was undertaken during FY2022.</p> |
| <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> | <p>No</p> | <p>The Wiseway Group has various quality assurance functions throughout the business but not a dedicated internal audit function.</p> <p>As set out in the Audit and Risk Committee Charter, the Audit and Risk Committee has responsibility to ensure that the Company has appropriate internal controls and risk management systems in place, to oversee the effectiveness of these internal controls and conduct investigations of breaches or potential breaches of these internal controls.</p> <p>In addition, the Committee is responsible for preparing a risk profile which describes the material risks facing the Company, regularly reviewing and updating this risk profile and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p> <p>It is the Board's intention that the Committee review the need for an internal audit function, the scope of any function should one be required and whether it will be insourced or outsourced. The outcome of any such review (when undertaken) will be reported in the Company's annual report for that relevant reporting period.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at: https://www.wiseway.com.au/investor/</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> | <p>Yes</p> | <p>As set out in the Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for assessing and ensuring there are internal controls for determining and managing key risks facing the Company, including, among other things, economic, environmental, and social sustainability risks (in each case, as relevant to the Company from time to time).</p> <p>The Committee also receives reports concerning material breaches of internal controls or other material risk exposures or incidents within these key risk areas facing the Company, for which the Committee investigates accordingly.</p> <p>The Company will continue to assess and monitor any related material exposures facing the Company in this regard, and how best to disclose and manage such risks (as applicable to the Company from time to time).</p> <p>The Audit and Risk Committee Charter is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |
| <p>8. Remunerate fairly and responsibly</p> | | |

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| <p>8.1. The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p>Yes</p> | <p>The Board has established a Remuneration and Nomination Committee, which is responsible for, amongst other matters, the Company's remuneration framework for directors and senior executives and ensuring that the remuneration policies and outcomes of the Company strike an appropriate balance between the interests of the Company's shareholders and rewarding and motivating the executives and employees.</p> <p>The Remuneration and Nomination Committee is comprised of a majority of independent, non-executive directors, as follows:</p> <ul style="list-style-type: none"> • Mr Brandon Teo (an independent non-executive director); • Ms Astrid Raetze (an independent non-executive director); and • Ms Florence Tong (an executive director). <p>In addition, the Chair of the Remuneration and Nomination Committee is Mr Brandon Teo who is an independent non-executive director.</p> <p>The 'Directors' meetings' section of the Directors' Report discloses the members of the Committee as well as the number of times the Remuneration and Nomination Committee met throughout the reporting period and the individual attendances of the members at those meetings. The Directors' Report forms part of the 2022 Annual Report which is available here https://www.wiseway.com.au/investor/.</p> <p>The Remuneration and Nomination Charter is available on Company's website at: https://www.wiseway.com.au/investor/.</p> |
| <p>8.2. A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p> | <p>Yes</p> | <p>The Board has adopted a remuneration policy for non-executive directors, which is summarised in the Directors' Report.</p> <p>In addition, the remuneration policy for executive directors and other key management personnel is also summarised in the Directors' Report.</p> |
| <p>8.3. 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 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>The Company's Securities Trading Policy prohibits participants of any equity-based remuneration scheme of the Company from entering into transactions which limits the economic risk of a participant.</p> <p>The Company's Securities Trading Policy is available on the Company's website at: https://www.wiseway.com.au/investor/</p> |

Board Size, Skills and Structure

During the reporting period, the Board comprised between four to five executive and non-executive directors. The Group's current members include Group's Managing Director and Executive Chair Ms Florence Tong, and non-executive directors: Ms Astrid Raetze, Mr Brandon Teo and Mr Ken Tong.

The board comprises directors with a diverse collection of skills, experience, and backgrounds to support the effective governance and robust decision-making of the Group. A summary of the key skills and experience of the current directors against those identified in the skills matrix is set out below:

| Capability | No. of Directors (total 4) | |
|--|----------------------------|--------|
| | Level of capability | |
| | High | Medium |
| Governance Experience in and commitment to the highest standards of corporate governance, including as a non-executive director of a listed company, large or complex organisation or government body | 2 | 2 |
| Strategy Development of corporate and business unit strategy and/or mergers, acquisitions and alliance structuring and execution | 3 | 1 |
| Risk Management Experience in identification monitoring and management of material financial and non-financial risks and understanding implementation and oversight of risk management frameworks and controls | 2 | 2 |
| Financial Understanding of financial statements and reporting, key drivers of financial performance corporate finance and internal financial controls | 3 | 1 |
| Leadership Experience in a senior management position in a listed company, large or complex organisation or government body, including experience in leading strategy execution and operational performance improvement | 2 | 2 |
| People & Culture Experience in overseeing workplace culture, people management, development, and succession planning, setting remuneration frameworks and promoting diversity and inclusion | 2 | 2 |
| International Markets Experience as a senior executive in, or as a professional advisor to, international organizations and exposure to global markets and a range of diverse political, regulatory, and business environments | 3 | 1 |
| Logistics Senior executive experience in the logistics, transport and freight forwarding industry, in a large or complex organisation, including experience in international businesses and exposure to global markets within various governing and corporate environments, with a comprehensive knowledge of where the industry is headed | 3 | 1 |