

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SHAVER SHOP GROUP LIMITED

ABN/ARBN

78 150 747 649

Financial year ended:

30 JUNE 2022

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

- These pages of our annual report:
- This URL on our website: <https://investors.shavershop.com.au/Investors/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 7 October 2022 and has been approved by the board.

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

Date: 7 October 2022

Name of authorised officer authorising lodgement:



Lawrence R Hamson  
Chief Financial Officer & Company Secretary  
**Shaver Shop Group Limited**

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, 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:
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="http://investors.shavershop.com.au/Investors/?page=corporate-governance">http://investors.shavershop.com.au/Investors/?page=corporate-governance</a></p> <p>and we have disclosed the information referred to in paragraph (c) at: in our Corporate Governance Statement at paragraph 21</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: paragraph 8 in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: paragraph 8 in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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:
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: paragraph 8 in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: paragraph 8 in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, 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:	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: paragraph 7 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: paragraph 2 and 5 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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:
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.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: paragraph 2 of our Corporate Governance Statement  and, where applicable, the information referred to in paragraph (b) at: in the Directors and Directors' Interests section of our 2022 Annual Report  and the length of service of each director at: paragraph 2 of our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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:
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: in our Code of Business Ethics which is available at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: in our Code of Business Ethics which is available at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<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, 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:	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a></p> <p>and the information referred to in paragraph (4) at:</p> <p>paragraph 2 of our Corporate Governance Statement</p> <p>and the information referred to in paragraph (5) at:</p> <p>paragraph 12 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Shareholder Communications and Participations Policy at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a>	<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, 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:	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>paragraphs 12 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>paragraph 16 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> 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:</p> <p>paragraphs 13 and 16 of our 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, we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
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: paragraph 22 of our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://investors.shavershop.com.au/Investors/?page=corporate-governance">https://investors.shavershop.com.au/Investors/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: paragraph 7 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>in the Remuneration Report which is contained in our 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: paragraphs 11 of our Corporate Governance Statement and in the Remuneration Report which is contained in our 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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



# Corporate Governance Statement

**Shaver Shop Group Limited**  
ACN 150 747 649

# Corporate Governance Statement

## Introduction

Shaver Shop Group Limited (**Shaver Shop**) is committed to the principles of good corporate governance.

This statement summarises Shaver Shop's corporate governance policies, framework and practices for the financial year ended 30 June 2022 in the framework of the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) (**Recommendations**). This corporate governance statement is current as at 7 October 2022 and has been approved by the board of directors (**Board**) of Shaver Shop.

Shaver Shop's Board Charter, Audit and Risk Management Committee Charter, Nomination and Remuneration Committee Charter and corporate governance policies referred to below are set out in full in the Corporate Governance section of the Investor Centre on Shaver Shop's website at <http://investors.shavershop.com.au/Investors/>.

The relevant Recommendation reference has been included in this statement where relevant.

## Board

### 1 Introduction

The role of the board (**Board**) is to oversee the management of the Company as well as provide strategic guidance. We have adopted a Board Charter (**Charter**) which formally sets out the functions and responsibilities of the Board, with the objective of the Board being able to perform its role more effectively. This creates a system of checks and balances to provide a balance of authority. The Charter is available from the Corporate Governance section of Shaver Shop's investor centre website: <https://investors.shavershop.com.au/Investors/?page=corporate-governance>

*(ASX Recommendation 1.1)*

### 2 Directors

The Chair of the Board, Mr Brodie Arnhold, is a non-executive director of the Company. The Board has determined, that Mr Brodie Arnhold is an independent director.

The duties of Chair and of the Chief Executive Officer (**CEO**) are currently carried out by separate people. The CEO and Managing Director is Mr Cameron Fox.

The current directors of the Company, the Board's determination of their independence and a summary of their relevant skills and experience as at the date of this document is set out below:

**Brodie Arnhold**

*(Chair, appointed March 2013) is independent and has no relationship affecting independence.*

Mr Arnhold has over 15 years' domestic and international experience in private equity, investment banking and corporate finance.

Prior to his current Chair role at iSelect Limited, Mr Arnhold was the acting CEO of iSelect and was previously CEO of Melbourne Racing Club for four years. He worked for Investec



Bank from 2010 to 2013 where he was responsible for building a high-net-worth private client business. Prior to this, Mr Arnhold worked for Westpac Banking Corporation where he grew the institutional bank's presence in Victoria, South Australia and Western Australia, and from 2006-2010 held the role of Investment Director at Westpac's private equity fund.

During his career Mr Arnhold has also worked at leading accounting and investment firms including Deloitte (Australia), Nomura (UK) and Goldman Sachs (Hong Kong).

Mr Arnhold is also the Chair for iSelect (joined the Board of iSelect Limited in September 2014) and is a non-executive director of Bailador Technology Investments Limited.

Mr Arnhold holds a Bachelor of Commerce and MBA from the University of Melbourne and is a member of the Institute of Chartered Accountants Australia (ICAA).

**Cameron Fox**

*(Chief executive officer and managing director, appointed June 2016) is not independent as he is an executive director.*

Mr Fox has over 25 years' experience working across the personal care & grooming industry. Mr Fox joined Shaver Shop as General Manager in 2006 before being promoted to the position of Chief Executive Officer in July 2008.

He previously worked for Gillette Australia for a period of 10 years. During his time at Gillette Australia, Cameron held various roles, including Associate Product Manager, Business Analyst, National Account Manager and National Sales Manager.

Mr Fox holds a Bachelor of Business (Marketing) from Monash University.

**Craig Mathieson**

*(Non-executive director, appointed May 2011) is independent and has no relationship affecting independence.*

Mr Mathieson became a director of Shaver Shop Pty Ltd in May 2011 and holds a Bachelor of Business (Banking and Finance). Mr Mathieson was previously a director of Funtastic Ltd, a publicly listed company, which specialises in the sale of toys, sporting, confectionary and nursery products.

For the last 11 years, Mr Mathieson has been the Chief Executive Officer of the Mathieson Group, which has diverse business interests from company investment to property development. From 2001 to 2007 Mr Mathieson was the Managing Director of DMS Glass, which was the largest privately owned glass manufacturer in Australia.

Mr Mathieson is currently a director of the Carlton Football Club and Endota Group Holdings Pty Ltd. He was previously a director of Abilene Oil & Gas Limited.

Mr Mathieson has a banking and commercial background gained while working with Business Banking division of ANZ Bank and Property Finance division of St George Bank.

**Brian Singer**

*(Non-executive director, appointed May 2011) is independent and has no relationships affecting independence.*

Mr Singer became a director of Shaver Shop in May 2011. Mr Singer founded the Rip Curl business with a business partner in 1969 after a career as a high schoolteacher. He became Chief Executive Officer for Rip Curl in Australia and grew the business into a major manufacturer and distributor of clothing and surfing related products in Australia and internationally. Rip Curl products are now sold in a number of countries, including USA, France, South Africa, Japan, Indonesia, Brazil, Argentina, Peru and Chile.

**Trent Peterson**

*(Non-executive director, appointed June 2016) is independent and has no relationships affecting independence.*

Mr Peterson is a Managing Director and partner at Catalyst Investment Managers, and has over 15 years' experience as a company director and private equity investor at Catalyst Investment Partners. He is currently a Director of Adairs Limited, dusk Group Limited and Universal Store Holdings Limited. He is a former Director of Just Group, Cirrus Media, Max Fashions, SkyBus, Global Television, EziBuy, Metro GlassTech, Moraitis, Taverner Hotel Group, and Australian Discount Retail.

Prior to joining Catalyst, Mr Peterson worked for two years with the corporate advisory division of NM Rothschild & Sons and spent five years in the Taxation and Corporate Finance practices of PricewaterhouseCoopers. Mr Peterson qualified as a Chartered Accountant and graduated from the University of Melbourne with a Bachelor of Commerce.

**Debra Singh**

*(Non-executive director, appointed September 2020) is independent and has no relationships affecting independence.*

Mrs Singh has developed a wealth of retail experience while working for more than 11 years within the Woolworth's group across supermarkets, operations and consumer electronics. Debra was appointed COO to Fantastic Holdings Limited in 2013 and then CEO for Fantastic Furniture in August 2014, at which time she set about transforming and repositioning the business, whilst building a fun and engaged people culture. In 2016 Debra was appointed as Group CEO for Fantastic Holdings Group and subsequently became Group CEO Household Goods for Greenlit Brands.

In April 2020, Debra transitioned from the Greenlit Brands Board and CEO positions and joined Shaver Shop's Board in September 2020. Debra is also a Director on The Kids Cancer Project Board.

Mrs Singh is also a non-executive director of G8 Education Limited.

The Board comprises a majority of independent non-executive directors. Each director has been assessed in terms of the general capabilities as well as whether they have direct "hands on" operational experience or other relevant specialised training or skill sets. The Nomination and Remuneration Committee is satisfied that the Board currently comprises directors with a broad range of skills, knowledge and experience, that those directors have a proper understanding of the current and emerging issues facing the business, and can effectively review and challenge management's decisions.

*(ASX Recommendations 2.2, 2.3 and 2.4)*

### **3 Responsibilities**

The responsibilities of the Board, as set out in the Charter, include:

- providing leadership and approving the strategic objectives of the Company and establishing goals to promote their achievement;
- monitoring the operational and financial position and performance of the Company;
- implementing procedures to allow Directors to inform themselves of the Company's business and financial status;
- establishing investment criteria including acquisitions and divestments, approving material investments, and implementing ongoing evaluations of material investments against such criteria;

- determining the dividend policy and the amount, nature and timing of dividends to be paid (if any);
- approving and monitoring the progress of major capital expenditure, capital management and major acquisitions and divestitures;
- providing oversight of the Company, including its control and accountability systems;
- establishing written policies on compliance, risk oversight and management;
- setting appropriate levels of delegated authority to management;
- assessing and determining whether to accept risks beyond the delegated authority provided to management;
- overseeing management's implementation of the Company's strategic objectives and its performance generally;
- reviewing, ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance, in conjunction with the Company's Audit and Risk Management Committee, and ensuring they are operating effectively;
- appointing and removing the CEO (or equivalent) and monitoring their performance;
- appointing and removing other senior executives (including senior and key officers of the Company) (**Senior Executives**) in consultation with the CEO, or where appropriate through delegation to the CEO;
- ratifying the appointment of the Directors and, where appropriate or applicable, the Company's secretary (**Secretary**);
- approving the Company's remuneration framework and succession plans;
- working with management to identify the business risks facing the Company and using reasonable endeavours to ensure that appropriate monitoring and reporting internal controls are in place to manage such risks;
- approving and monitoring financial and other reporting and disclosure, including the Company's budgets and the external audit;
- using reasonable endeavours to ensure the Company complies with its responsibilities under the *Corporations Act 2001* (Cth), the Company's Constitution, the ASX Listing Rules and other relevant laws;
- to the extent practicable ensuring that the Company's workforce, including its Board of Directors, is made up of individuals with diverse skills, values, backgrounds and experience to the benefit of the Company.
- from time to time considering the social, ethical and environmental impact of the Company's activities, setting standards and monitoring compliance with the Company's sustainability policies and practices;
- exercising due care and diligence and sound business judgment in the performance of those functions and responsibilities;

- providing oversight and monitoring of Workplace Health & Safety (**WHS**) issues in the Company and considering appropriate WHS reports and information; and
- using reasonable endeavours to ensure that appropriate resources are available to Senior Executives.

The responsibilities delegated by the Board to the Senior Executives include:

- (1) managing day-to-day operations in accordance with the standards for social and ethical practices which have been set by the Board; and
- (2) developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives.

*(ASX Recommendation 1.1)*

## **4 Board Structure**

The Board is currently structured such that 5 of the 6 Directors are independent directors. Under Shaver Shop's Board Charter, the independence of directors is determined in accordance with the Recommendations. By "independent" it is meant that the Board has determined that each Director is independent of management and free of any business or other relationship that could materially interfere with the exercise of independent judgement.

The Chair, Mr Brodie Arnhold, is an independent, non-executive director.

As set out in the Board Charter, the Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Board has established the following committees:

- (1) Nomination and Remuneration Committee – to deal with the appointment and removal of the Company's Directors and to ensure that the Company remunerates fairly and responsibly *(further details of which are discussed in section 7)*; and

*(ASX Recommendations 2.1 and 8.1)*

- (2) Audit and Risk Management Committee – to protect the integrity of financial reports *(further details of which are discussed in section 13)*.

*(ASX Recommendations 1.4, 2.3, 2.4, 2.5, 4.1 and 7.1)*

## **5 Appointment and removal of Directors**

### **Written Agreements**

The Company will have a written agreement with each director and senior executive setting out the terms of their appointment.

*(ASX Recommendation 1.3)*

### **Appointing new directors to the Board**

Nominations for new directors are made by the Nomination and Remuneration Committee and considered by the Board as a whole. Assessment criteria include background, experience, professional skills, personal qualities, whether their skills and experience will

augment the existing Board and their availability to commit themselves to the Board's activities.

All newly appointed directors (excluding the Managing Director) who are appointed by the Board must stand for election by shareholders at the next Annual General Meeting.

*(ASX Recommendations 1.2 and 2.1)*

### **Board Skills Matrix**

The Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee should develop, and then update as required, 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.

*(ASX Recommendation 2.2)*

### **Induction and Continuing Development**

The Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee must implement an effective induction process for new Board appointees and Senior Executives. This induction process must include:

- (1) information about the Company;
- (2) information about the industry within which the Company operates; and
- (3) an induction program that enables new directors and executives to gain an understanding of:
  - (a) the Company's financial, strategic, operational and risk management position;
  - (b) their rights, duties and responsibilities; and
  - (c) the role of any Board committees.

The Nomination and Remuneration Committee must review the induction process annually to ensure that it is up to date and effective.

The Nomination and Remuneration Committee must ensure that Board appointees and executives have access to continuing education to update and enhance their skills and knowledge. This may include education concerning key developments in the Company and within the industry and environments within which it operates.

*(ASX Recommendation 2.6)*

## **6 Independent advice**

In order to facilitate independent judgment in decision making each director has the right to seek independent professional advice at the Company's expense.

*(ASX Recommendation 1.1)*

# Nomination and Remuneration

## 7 Nomination & Remuneration Committee

The Nomination and Remuneration Committee regulates the tenure, size and composition of the Board. Below is a summary of the Nomination and Remuneration Committee's role and responsibilities, structure and membership requirements.

### (1) Members

The Nomination and Remuneration Committee has 4 members, with all 4 being independent directors.

As at the date of this document, the Nomination and Remuneration Committee consists of:

- Trent Peterson (Chair);
- Brian Singer;
- Brodie Arnhold; and
- Debra Singh (appointed 29 July 2022).

### (2) Roles and responsibilities

The roles, responsibilities, composition and structure of the Nomination and Remuneration Committee are set out in the Nomination and Remuneration Committee Charter.

### (3) Meetings

The Nomination and Remuneration Committee will meet as frequently as required and at least twice a year. Any member of the Nomination and Remuneration Committee may request that the Secretary call a meeting. A quorum at such meetings consists of at least 2 members, 1 of which must be independent (to the extent that a member of the Nomination and Remuneration Committee is an independent director).

During the year ended 30 June 2022, attendances at meetings of the Nomination and Remuneration Committee were as follows noting that Debra Singh was appointed in FY2023.

	Nom & Rem Committee Meetings	
	Number eligible to attend	Number attended
Trent Peterson (Chair)	3	3
Brian Singer	3	3
Broderick Arnhold	3	3
Debra Singh	0	0

*(ASX Recommendations 2.1 and 8.1)*

The attendance of all Board and committee members at meetings is also reported in Shaver Shop's annual report.

## **8 Summary of performance evaluation**

The performance of the Board and Senior Executives is reviewed regularly against both quantitative and qualitative measures to ensure that the Directors and Senior Executives obtain adequate feedback on the discharge of their responsibilities.

The Nomination and Remuneration Committee and the Board itself is responsible for evaluating the Board's performance. In addition, the Board regularly reviews its overall performance, as well as the performance of other committees, individual Directors and Senior Executives.

A review of the performance of the Senior Executives was undertaken in FY22 with a review of the performance of the Board also undertaken in FY22.

*(ASX Recommendations 1.6, 1.7 and 2.1)*

## **9 Remuneration policy**

The remuneration policy is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Remuneration is intimately connected to performance and is intended to be appropriate for the results delivered. The Company's policies are designed to attract and maintain talented and motivated Directors and employees as well as raising the level of performance of the Company.

*(ASX Recommendation 8.2)*

The Board has the discretion to reward eligible employees with the payment of bonuses, share options and other incentive payments. These incentive payments are designed to link rewards to performance and are determined by both financial and non-financial imperatives.

*(ASX Recommendation 8.2)*

## **10 Remuneration of non-executive Directors**

It is recommended that the remuneration packages of non-executive Directors are generally fee based. Non-executive Directors do not participate in the schemes designed for the remuneration of executives, nor do they receive options, bonus payments or any retirement benefits other than statutory superannuation.

*(ASX Recommendation 8.2)*

## **11 Equity based remuneration**

The Nomination and Remuneration Committee is responsible for considering and developing a policy on whether participants in an equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

*(ASX Recommendation 8.3)*

# Financial Reporting & Risk Management

## 12 Audit & Risk Management Committee

An Audit and Risk Management Committee has been established by the Board to protect the integrity of financial reports. The importance of an Audit and Risk Management Committee is universally recognised in the practice of good corporate governance and plays a key role in focussing the Board on matters relevant to the integrity of financial reporting.

*(ASX Recommendations 4.1 and 7.1)*

### (1) Members

The Audit & Risk Management Committee has 4 members, with all 4 being independent directors.

As at the date of this document, the Audit and Risk Management Committee consists of:

- Craig Mathieson (Chair);
- Trent Peterson;
- Brodie Arnhold; and
- Debra Singh.

*(ASX Recommendations 4.1 and 7.1)*

### (2) Roles and responsibilities

The roles, responsibilities, composition and structure of the Audit & Risk Management Committee are set out in the Audit & Risk Management Committee Charter.

### (3) Meetings

The Audit and Risk Management Committee will meet as frequently as required and at least four times a year. Any member of the Audit and Risk Management Committee may call a meeting. A quorum at such meetings consists of at least 2 members, 1 of which must be independent (to the extent there is an independent director on the Audit and Risk Management Committee).

During the year ended 30 June 2022, attendances at meetings of the Audit and Risk Management were as follows.

	Audit & Risk Committee Meetings	
	Number eligible to attend	Number attended
Craig Mathieson (Chair)	6	6
Broderick Arnhold	6	6



Trent Peterson	6	6
Debra Singh	6	6

(4) **Reporting**

The Audit and Risk Management Committee reports to the Board at the first Board meeting subsequent to each Audit and Risk Management Committee meeting. Each report contains all matters relevant to the Audit and Risk Management Committee's role and responsibilities.

*(ASX Recommendations 4.1, 7.1, 7.2 and 7.4)*

**13 Internal audit**

The Company currently does not have an internal audit function. However, certain procedures have been put in place to manage risk and ensure, as far as possible, accuracy in financial reporting. These procedures are supervised by the Audit and Risk Management Committee.

*(ASX Recommendations 7.3)*

**14 External auditing**

The Audit and Risk Management Committee is responsible for making recommendations to the Board concerning the appointment of external auditors and the terms of their engagement. The Audit and Risk Management Committee reviews the performance of the external auditors and annually reviews the Company's and subsidiary's policy on maintaining the independence of the external auditor. The independent external auditor reports directly to the Audit and Risk Management Committee and the Board.

*(ASX Recommendation 4.1)*

**15 CEO and CFO declaration**

Further, both the CEO and Chief Financial Officer or equivalent (**CFO**) are required to provide the Board, before it approves the Company's financial statements for a financial period, 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.

*(ASX Recommendation 4.2)*

**16 Risk management policy**

In order to recognise and manage risk we have established an internal compliance system under which risk is identified, assessed, monitored and managed. This structure is designed and implemented by the Audit and Risk Management Committee as one of its key responsibilities is to oversee the establishment and implementation of the risk management system.

(1) **Risk management**

All material risks affecting the Company, including both financial and non-financial matters, are considered and reviewed regularly by the Audit and Risk Management Committee.

In FY2022, the Audit & Risk Committee reviewed and considered the financial and non-financial risks associated with the Company.

(2) **Assessment of effectiveness**

The effectiveness of the risk management system is reviewed by the Audit and Risk Management Committee at least once a year.

(ASX Recommendations 7.1, 7.2 and 7.4)

## **Ethical Conduct and Behaviour**

### **17 Code of Business Ethics (Code)**

17.1 The Company seeks to be recognised as an organisation committed to the highest ethical standards in business. The Code provides an outline of the standards of ethical behaviour expected of Directors and employees and provides for the accountability of unethical practices.

The Company has consistently articulated its values internally within its business across the year. These values include Customer Focus, Adaptability, Accountability, Drive for Results and Trust and Integrity. These core values were revisited and considered by the Board and were updated in the updated Code that was disclosed on 25 September 2020. The Company's key values underpinning the updated Code are Integrity, Respect our People, A Will to Win, Communication and Customers First.

The conduct of the Directors and employees is governed by the following principles:

- (1) responsibilities to shareholders and the financial community
  - (a) the Company values communication with its shareholders, other stakeholders, and the public at large. Full, fair and timely disclosure of relevant information is made to shareholders and the ASX;
- (2) employment practices
  - (a) integrity and professionalism – to act honestly and with integrity in all dealings of the Company;
  - (b) active compliance with the law;
  - (c) acting in a manner consistent with the *Shaver Shop Core Competencies*, namely the Company's drive for results, customer focus, adaptability and accountability;
  - (d) achieving gender diversity set by the Board in accordance with the diversity policy – to disclose progress towards achieving them;
  - (e) conflicts of interest – to fully disclose any matters which may lead to conflicts of interest; and

- (f) confidential information – complying with the restrictions on the use of non-public information except where disclosure is either authorised or mandated by law;
- (3) fair trading and dealing
  - (a) the Company will not engage in anticompetitive practices that unlawfully restrict the free market economy.

As part of the active promotion of ethical behaviour any behaviour that does not comply with this Code must be duly reported. Protection will be provided for those who report violations in good faith.

*(ASX Recommendations 3.1)*

## **18 Securities Dealing Policy**

18.1 The Company has adopted a policy on the trading of the Company's securities by potential 'insiders' (**Securities Dealing Policy**) which is formulated to establish compliance standards designed to promote ethical and responsible decision making. The Securities Dealing Policy which was amended on 1 July 2020 is published on the Company's website in the spirit of transparency and it complements the laws prohibiting insider trading. It also complies with the disclosure provisions of the ASX Listing Rules.

The Securities Dealing Policy applies constraints on all directors, senior executives, employees and individual consultants and contractors of the Company and their associates (**Personnel**).

### **(1) Prior Approval**

Dealing in the Company's securities is generally permitted with prior approval, provided the Personnel is not in possession of material inside information and the trade occurs outside the black-out periods.

### **(2) Black-out periods**

The black-out periods are:

- (a) the period from the close of trading on the ASX on 30 June each year until the day following the announcement to the ASX of the full year results;
- (b) the period from the close of trading on 31 December each year until the day following the announcement of the half-yearly results;
- (c) the two week period prior to the date of the Company's annual general meeting; and
- (d) any other period that the Board specifies from time to time.

### **(3) Exceptions**

Personnel who are not in possession of inside information may deal in the Company's securities during black-out periods if there are exceptional circumstances and they receive prior written clearance from the relevant officer as set out in the policy.

*(ASX Listing Rules 12.9, 12.10, 12.11 and 12.12)*

## **19 Shareholder Communication Policy**

19.1 The Company's communications strategy (contained in the Shareholder Communication Policy) is designed to empower shareholders by giving them access to balanced and understandable information on the Company. The Company is required under the *Corporations Act 2001* (Cth) and the ASX Listing Rules to keep the market fully informed of all information that could have a material effect on the value of its securities.

19.2 The company has a comprehensive process for preparing, verifying and approving full and half year financial reports. The company also publishes additional information in its reports and investor presentations. Although these documents are not externally audited, material statements in these documents are verified by the responsible business executive prior to approval for release to the market to ensure that such reports are accurate, balanced and provide investors with appropriate information to make informed decisions. The Board approves announcements and disclosures in respect of matters within the reserved powers of the Board or matters that are otherwise of fundamental significance to the Company. The Board receives copies of all material market announcements promptly after they have been made.

### **(1) Regular shareholder communication**

The Company is committed to maintaining direct, open and timely communications with all shareholders. The use of electronic communication provides broader access to Company information by investors and stakeholders and a greater opportunity for more effective communication. It also provides improved access for shareholders who are unable to attend meetings.

Shaver Shop lodges all new investor presentation materials on the ASX Market Announcements Platform prior to that presentation commencing and also places such information on the Company's investor relations website immediately after it has been lodged with the ASX.

### **(2) Electronic communication**

Shareholders may communicate with the Company by sending an email or writing to the Company at any contact address on the Company's website.

If the Company has provided the Company's share registry with the relevant notification shareholders will be provided with information and announcements released to the ASX by email. To the extent practicable, all communications to shareholders will be formatted to be easily readable on a computer screen and other electronic devices commonly used for that purpose, and include a printer-friendly option for shareholders who wish to retain a hard copy of the communication.

### **(3) Meetings**

Part of the Company's communication strategy involves making it easier for shareholders to participate in general meetings. All shareholders will be invited to attend the AGM and the Chair's report will be forwarded to all shareholders.

The Company will also request that the external auditor attend the AGM and be available to answer shareholder questions about the audit as well as the preparation and content of the audit reports.

Shaver Shop's approach is for all substantive resolutions at a meeting of security holders be decided by a poll.

*(ASX Recommendations 4.3, 5.2, 5.3, 6.2, 6.3, 6.4 and 6.5)*

## **20 Price Sensitive Information Policy**

- 20.1 The purpose of the Price Sensitive Information Policy is to ensure that there are mechanisms in place to provide all investors with equal and timely access to material information concerning the Company. Such information must be presented in a clear and balanced way so as to not omit any material information.

These policies are designed to ensure that the Company meets its continuous disclosure obligations under the ASX Listing Rules.

### **(1) Type of information that needs to be disclosed**

Listing Rule 3.1 states that any information that a reasonable person would consider to have a material effect on the value of the Company's securities must be disclosed. Examples of such information include a change in revenue, asset values or significant transactions.

### **(2) Disclosure Officer**

The Board has appointed the Secretary to act as the disclosure officer (**Disclosure Officer**) to be responsible for communications with the ASX and to decide what information must be disclosed. The Disclosure Officer holds the primary responsibility for ensuring that the Company complies with its disclosure obligations.

In addition, the Directors, employees or consultants are all responsible for reporting price sensitive information that is not generally available to the Disclosure Officer.

### **(3) Accountability**

Contravention of the continuous disclosure obligations can result in a series of penalties under the Act ranging from civil penalties to criminal liability.

*(ASX Recommendation 5.1)*

## **21 Diversity Policy**

- 21.1 The purpose of the Diversity Policy is to assist the Company to achieve its objectives and deliver outcomes for its stakeholders, by enabling it to attract and retain the most qualified and experienced individuals to its workforce.
- 21.2 The Company aims to ensure that its workforce, including our board of directors, is made up of individuals with diverse skills, values, backgrounds and experience to the benefit of the Company.
- 21.3 The Policy sets out the guidelines by which the Company endeavours to increase diversity throughout the Company, including at Board level.

(1) **Statement of principles**

The Company is committed to:

- (a) equality of opportunity throughout the organisation;
- (b) recruiting and retaining the best candidates for positions; and
- (c) treating individuals with respect.

(2) **Board responsibilities**

The Board, or an appropriate committee of the Board, is charged with establishing measurable objectives for achieving gender diversity targets, within the Company and at the Board. The Board is to assess the performance of the Company annually in achieving the objectives, and review the objectives themselves annually.

The Board will ensure that as part of its Board selection policy recruitment and selection practices at Board level are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

(3) **Management responsibilities**

Management is charged with achieving the diversity objectives set by the Board and will be responsible for reporting to the Board on the progress towards and the achievement of the diversity objectives.

(4) **Reporting**

The Company will report on the objectives set by the Board and the Company's achievements or progress towards achieving those objectives. The Company will also report on the proportion of female women employees in the whole organisation, women in Senior Executive positions and women on the Board of the Company.

(5) **FY22 Reporting**

As at 5 September 2022, 20% of our non-executive directors, 43% of our senior executives positions and 61% of the Company's workforce are held by women. Given the overall majority representation of women in senior executive positions and across the company, the Board has not set specific diversity targets at this time. An annual review of gender diversity will be conducted and reported to ensure the business seeks a fair and balanced representation of men and women.

*(ASX Recommendations 1.5)*

## **22 Environment and Social Governance Policy**

22.1 In FY2021, Shaver Shop adopted its Environment and Social Governance Policy and a summary of Shaver Shop's Corporate Sustainability approach is outlined in its 2022 Annual Report.

22.2 Shaver Shop is committed to developing and following sustainable and responsible business practices as reflected in our Code of Business Ethics and associated framework of corporate governance policies and business practices. We work with our internal and external stakeholders to understand the most important social and environmental issues

and based on this feedback seek to continue to improve our policies, practices and operations on an ongoing basis.

- 22.3 Shaver Shop recognises that its team members represent its most valuable asset. To this end, Shaver Shop has implemented a number of programs that seek to provide a safe, stimulating, motivating and rewarding work environment where employees can expand and refine their skills to further their careers.
- 22.4 Shaver Shop is committed to minimising the impact of its operations on the environment and to working with our suppliers to continually reduce our carbon footprint. Shaver Shop has taken steps to:
- reduce its use of electricity;
  - recycle (to the extent possible) all cardboard packaging and paper within our stores;
  - encourage team members to limit paper use in our support office and within stores (including by offering customers e-receipts); and
  - limit the amount of travel undertaken by team members by using new electronic video conferencing technologies.
- 22.5 We are also working with suppliers to ensure the packaging of the products we sell is made either from recycled products or can be recycled. We understand that many of our suppliers are proactively reviewing their packaging to reduce the impact on the environment.
- 22.6 Shaver Shop does not believe it is currently exposed to material environmental or social risks. That said, it is committed to following sustainable, responsible and ethical business practices with all its stakeholders and continuing to improve these practices over time.

*(ASX Recommendation 7.4)*

## **23 Whistleblowing Policy**

- 23.1 Shaver Shop is committed to conducting its business with honesty and integrity and has adopted a Whistleblowing Policy to encourage its staff and others who work with Shaver Shop to disclose improper conduct that they become aware of.
- 23.2 Disclosures of improper conduct can be made anonymously and the identity of the staff member will be kept confidential (except in certain limited circumstances), as set out in the Whistleblowing Policy. Shaver Shop is committed to ensuring that anyone who reports such conduct in accordance with the policy is not victimised as a result.

*(ASX Recommendation 3.3)*

## **24 Anti-bribery and Corruption Policy**

- 24.1 The purpose of the Anti-bribery and Corruption Policy is to prohibit conduct that amounts to bribery or corruption.
- 24.2 Shaver Shop does not permit:
- engaging in bribery, facilitation payments or secret commissions, except to avoid an immediate threat to someone's safety;

- victimisation for not engaging in bribery, facilitation payments or secret commissions;
- the making of political donations on behalf of Shaver Shop;
- the making of charitable or community donations that may be perceived as bribes;
- the offering or acceptance of gifts, hospitality or travel in a manner contrary to the policy; or
- engaging or paying a business partner knowing or suspecting they may engage in prohibited conduct.

*(ASX Recommendation 3.4)*

## **25 Modern Slavery Policy**

- 25.1 Shaver Shop is committed to operating its business lawfully and ethically and in working with suppliers that are aligned to its values. Shaver Shop has adopted the Modern Slavery Policy to identify and address the risk of modern slavery occurring in all aspects of Shaver Shop's domestic and international operations and supply chains.

*(ASX Recommendation 7.4)*

## **26 Notifiable Data Breach Policy**

- 26.1 Shaver Shop recognises the importance of protecting the personal information it collects and has adopted the Notifiable Data Breach Policy outlining its response plan to reduce potential damage caused by a data breach to the individuals involved, as well as reducing potential damage to Shaver Shop's brand and reputation.
- 26.2 Under the Privacy Act 1988, Shaver Shop has an obligation to notify particular individuals and the Office of the Australian Commissioner about 'eligible data breaches'.

Adopted on 7 October 2022