

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Australian Agricultural Company Limited
---

ABN/ARBN

15 010 892 270
----------------

Financial year ended:

31 March 2023
---------------

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

- These pages of our annual report:
- This URL on our website: <https://aaco.com.au/investors-media/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 18 May 2023 and has been approved by the board.

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

Date: 18 May 2023

Name of authorised officer authorising lodgement: Bruce Bennett, Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a></p> <p>and we have disclosed the information referred to in paragraph (c) at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a></p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a></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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:  <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> in the Corporate Governance Statement and in our Remuneration Report within the 2023 Financial Report</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:  <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> in the Corporate Governance Statement and in our Remuneration Report within the 2023 Financial 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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: Directors' Report within the 2023 Financial 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>
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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the 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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	<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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement and in the Directors' Report within the 2023 Financial Report</p> <p>and, where applicable, the information referred to in paragraph (b) at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and in the Directors Report' within the 2023 Financial Report</p> <p>and the length of service of each director at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and in the Directors' Report within the 2023 Financial Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<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>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/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://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/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://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Company's 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: the Directors Report within the 2023 Financial Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>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 and Shareholder Communication Policy at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/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://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement	<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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the 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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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
<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>	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> .  and the information referred to in paragraphs (4) and (5) at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and the Directors Report within the 2023 Financial Report	<input type="checkbox"/> set out in our Corporate Governance Statement
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>	<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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p><a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p><a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement; and the Directors' Report within the 2023 Financial Report; and the AACo Sustainability Report.</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p><a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement; and the Directors' Report within the 2023 Financial Report; and the AACo Sustainability Report.</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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and the information referred to in paragraphs (4) and (5) at: Directors Report within the 2023 Financial 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>
8.2	<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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> and in the Remuneration Report within the 2023 Financial 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: <a href="https://aaco.com.au/investors-media/corporate-governance">https://aaco.com.au/investors-media/corporate-governance</a> within the Corporate Governance Statement and the Share Trading Policy</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>



**Australian Agricultural Company Limited**

ABN 15 010 892 270

---

**Corporate Governance Statement**

---

# Corporate Governance Statement

The Company is committed to ensuring that its policies and practices reflect a high standard of corporate governance.

The Board is responsible for establishing the corporate governance framework of the Company having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Company's corporate governance practices were in place throughout the 12 months to 31 March 2023. As at the date of this statement, the Company complies with the fourth edition of the ASX Corporate Governance Principles and Recommendations (ASX Principles), except to the extent as may be noted in this statement. This statement is current as at 18 May 2023 and has been approved by the Board.

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

## Board Functions

The Board is responsible to the Company's shareholders for the overall governance and performance of the Company.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The responsibility for the operation and administration of the Company is delegated, by the Board, to the Managing Director/Chief Executive Officer (MD/CEO) and the executive management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the MD/CEO and the executive management team.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it makes use of Board committees. Specialist committees are able to focus on particular responsibilities and provide informed feedback to the Board. The Chairman of each committee reports on any matters of substance at the next full Board meeting and all committee minutes are provided to the Board.

There are currently four Board committees:

- > Audit and Risk Management
- > Staff and Remuneration
- > Nomination
- > Brand, Marketing and Sales

The roles and responsibilities of these committees are discussed throughout this statement.

The Board also establishes specialist subcommittees and working groups from time to time, comprised of Directors, to oversee and report back to the Board on any identified large or otherwise important projects.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- > Board approval of a strategic plan designed to meet stakeholders' needs and manage business risk;
- > Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the Company;
- > Implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators; and
- > approving the Company's sustainability/environmental, social and governance (ESG) strategies and objectives and related initiatives, policies, reporting and risk management frameworks, and ensuring those strategies and objectives are consistent with Company's overall business strategy and objectives, support Company's values and address identified material sustainability/ESG risks to the Company.

Other functions reserved to the Board include:

- > Approval of the annual and half-yearly financial reports;
- > Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- > Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored;
- > Reporting to shareholders; and
- > Appointment of the MD/CEO, Chief Financial Officer (CFO), Company Secretary and new directors to the Board and subsidiary companies.

The matters which are reserved for the Board are contained in the Board's Charter, which is available on the Company's website.

The Company Secretary acts as secretary to the Board and is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary.

# Corporate Governance Statement

## Structure of the Board

To ensure that the Board is well equipped to discharge its responsibilities it has established guidelines for the nomination and selection of Directors and for the operations of the Board. Before the Board appoints a person or puts forward a candidate for election as a Director, appropriate background checks are undertaken. Similar background checks are also undertaken before a senior executive is appointed.

The Board ensures that new directors are inducted to the company appropriately, including visits to specific company operations and briefings by key executives. Directors are also provided with ongoing professional development and training programs to enable them to develop and maintain their skills and knowledge needed to perform their roles.

The Company also provides shareholders with all material information in its possession that is relevant to a decision on whether or not to elect or re-elect a Director through a number of channels, such as the Notice of Meeting, Director biographies and other information contained in the Directors' Report.

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of this statement are included in the Directors' Report. Upon appointment, each Director and senior executive enters into a written agreement which sets out the terms of their appointment. Further information is included in the Directors' Report.

The Board is currently comprised of nine Directors, six of whom are determined by the Board to be independent. The Company's Chairman, Donald McGauchie, is an independent director.

It is the Board's responsibility to assess and monitor the independence of Directors, as required under the ASX Corporate Governance Principles and Recommendations ('CGPR') published by the ASX Corporate Governance Council.

Under the Company's Board Charter, the Board will determine whether or not a Director is independent. For the purposes of making a determination as to whether a Director is independent the Board will consider, amongst other things, whether or not the Director:

- > Is a substantial security holder of the Company or an officer of, or represents, a substantial security holder of the Company;
- > Within the last three years has been employed in an executive capacity by the Company or one of its subsidiary companies;
- > receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- > Has been in the last three years, a principal of a material professional advisor or a material consultant to the Company or any of its subsidiaries, or an employee materially associated with the service provided;
- > Is a material customer or supplier of the Company or any of its subsidiaries, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- > Has a material contractual relationship with the Company or its subsidiaries other than as a Director;
- > Has close personal ties with any person who falls within any of the categories described above; or
- > Has been a Director of the Company for such a period that his or her independence from management and substantial holders may have been compromised.

In accordance with the guidelines above, the following Directors of the Company during the period were determined to be independent:

Mr D. McGauchie	Chairman, Non-executive Director	Appointed 19 May 2010
Mr S. Black	Non-executive Director	Appointed 5 October 2011
Mr A. Abraham	Non-executive Director	Appointed 7 September 2014
Mr N. Reisman <sup>(1)</sup>	Non-executive Director	Appointed 10 May 2016
Ms J. Rudd	Non-executive Director	Appointed 15 November 2017
Mr M. Blazer	Non-executive Director	Appointed 31 July 2019
Mr T. Keene	Non-executive Director	Retired 23 October 2022

<sup>(1)</sup> On 16 November 2022 Mr Reisman was assessed to be an independent director.

The following Directors of the Company during the period were determined to be non-independent:

Directors	
Mr D. Harris	Mr D. Harris is not independent by virtue of his appointment as MD/CEO.
Dr S. Dissanayake	Dr S. Dissanayake is not considered independent as he is an officer of Tavistock Group which controls the AA Trust which is a major 51.088% shareholder of the Company.
Ms S. Gentry	Ms S. Gentry is not considered independent as she is an officer of Tavistock Group which controls the AA Trust which is a major 51.088% shareholder of the Company.
Mr H. Killen	Mr H. Killen who resigned on 21 June 2022 was not independent by virtue of his appointment as MD/CEO.

All Board committees are comprised only of non-executive Directors and each Chair of a committee is an independent Director. There are procedures in place, agreed by the Board, to enable Directors in furtherance of their duties to seek independent professional advice at the Company's expense.

# Corporate Governance Statement

## Structure of the Board (continued)

The term in office held by each Director in office at the date of this report is as follows:

NAME	TERM IN OFFICE
<b>Directors</b>	
Mr D. McGauchie	13 years 1 month
Mr S. Black	11 years 7 months
Dr S. Dissanayake	11 years 1 month
Mr A. Abraham	8 years 8 months
Mr N. Reisman	7 years 1 month
Ms J. Rudd	5 years 5 months
Mr M. Blazer	3 years 10 months
Mr D. Harris	0 years 7 months
Ms S. Gentry	0 years 6 months

For further biographical details, refer to the Directors' Report.

For additional details regarding Board appointments, please refer to our website.

## Board Skills Matrix

The aim of the Board Skills Matrix is to set out the mix of skills that the Board currently has and is looking to achieve. It is a summary of the Company's internal assessments of the Board. Information is obtained from a Director review of skills and competencies completed for each Director. This information is summarised into the Board Skills Matrix.

The Board recognises that each Director will not necessarily possess experience in all areas relevant to the Company's operations and therefore seeks to ensure that its membership includes an appropriate mix of directors with skills, knowledge and experience in agriculture, other relevant industry sectors, general management and finance. A summary of the Board's skills, knowledge and experience is set out in the table below:

SKILL/KNOWLEDGE/EXPERIENCE	OUT OF 9 DIRECTORS
<b>Leadership and Governance</b>	
Organisational governance	9
Strategy	9
Government relations	8
Previous ASX NED experience	5
<b>Operations</b>	
Environment, health and safety	8
Work health and safety committee experience	5
Sustainability	4
Agribusiness	6
Farmer or Producer	3
Innovation	9
Information technology	5
<b>Sectoral Experience</b>	
Livestock	6
Beef manufacturing	4
Sales	6
Branding and marketing	7
<b>Finance, Capital Management and Risk</b>	
Formal accounting and finance qualifications (CPA or CA)	5
Capital restructuring	7
Audit Committee experience	6
Legal	6
<b>People</b>	
People and culture	9
Remuneration Committee experience	4
<b>Geographic experience</b>	
International markets	8
Asian markets	7
USA markets	8



# Corporate Governance Statement

## Performance

The performance of the Board and key executives is reviewed regularly against both measurable and qualitative indicators. Board succession planning is an important part of the governance process. The annual performance evaluation of senior executives was undertaken in respect of the 2023 financial year. More details about the performance evaluation of senior executives are in the Company's 2023 Remuneration Report. The annual internal performance evaluation of the Board, and the Board Committees, was also undertaken in 2023.

A copy of the Company's Board Evaluation Policy is available on the Company's website.

## Trading Policy

Under the Company's Share Trading Policy, a Director, executive or employee must not trade in any securities of the Company at any time when they are in possession of unpublished, price sensitive information in relation to those securities. In addition, strict non-trading windows must be adhered to in the lead up to results being released.

Before commencing to trade, key management personnel must first notify and obtain the approval of the Company Secretary to do so and a Director must first obtain the approval of the Chairman.

As required by the ASX Listing Rules, the Company notifies the ASX of any transactions completed by Directors in the securities of the Company. A copy of the Company's Share Trading Policy is also available on the Company's website.

## Values and Behaviours

The Company's values and behaviours influence our culture, our brand reputation, reflect the pride we have in our rich heritage and provide clear expectations in how we work with each other, our customers and stakeholders.

At AACo we aim higher, embrace change, take the reins, respect what makes it possible and do it for the diner.

Each of these values are supported by a set of behaviours expected from all our team members.

More details about the Company's values and behaviours are available on the Company's website.

## Code of Conduct

The Board has established Codes of Conduct applicable to Directors, senior executives and employees with the objective of enhancing the Company's reputation for fair and responsible dealing and to help to maintain the high standards of corporate and individual behaviour throughout the Company. The Company's Code of Conduct aims to protect the interests of shareholders, customers, employees and suppliers by promoting a culture of accountability and responsibility.

The Code of Conduct includes coverage of anti-bribery and corruption measures and related policies.

Material breaches of the Code and related policies will be reported to the Board via the Audit and Risk Management Committee. A copy of the Company's Code of Conduct is available on the Company's website.

## Whistleblower Policy

The Company has a Whistleblower Policy that provides a clear and transparent way to report illegal, unacceptable, unethical or undesirable behaviour without fear of intimidation or recrimination.

The purpose of the Whistleblower Policy is to encourage the reporting of any reportable conduct, outline procedures to be followed and set out protections that will be afforded to whistleblowers.

Material incidents of the Whistleblower Policy will be reported to the Board via the Audit and Risk Management Committee.

## Modern Slavery

The Company has published a Modern Slavery Act Statement (2022) under the Modern Slavery Act 2018 (Cth) in respect of the period from 1 April 2021 to 31 March 2022. The statement is required to identify the risk of modern slavery in our operations and supply chains and describe the actions we are taking to address these risks.

The AACo Modern Slavery Act Statement (2022) has been endorsed by the Board and a copy of the statement is available on the Company's website.

## Sustainability Policy

The Company is committed to identifying and managing the economic, environmental and social risks that could substantially impact our ability to create or preserve value for our key stakeholders over the short, medium, and long term. We manage these risks in our stations, feedlots, corporate office, and business hubs. The Company publishes a Sustainability Report annually, endorsed by the Board that is available on the environment & sustainability section of the company website at <https://aaco.com.au/about-us/environment-sustainability>

# Corporate Governance Statement

## Diversity Policy

The Company has a formal diversity policy, which was established in January 2012. The Company is committed to equal opportunity and diversity. Diversity of gender, sexual orientation, age, ethnicity, race, religion, culture and background, style, skills and experience all add to our capability to develop and maintain a high performing workforce with the ability to take advantage of the diverse challenges and opportunities we face in Australia and around the globe.

Broad diversity is encouraged and valued. While the Company is committed to fostering diversity at all levels, culture and gender diversity have been and continue to be a priority for the Company.

The Company's Board currently has two female directors, Ms Jessica Rudd who was appointed in 2017 and Ms Sarah Gentry who was appointed in 2022. In 2021 the Board set a measurable objective for achieving gender diversity in the composition of the Board of not less than 30% of its Directors of each gender within a period of 3 years.

In 2020 the Company disclosed in its Sustainability Benchmarking Report (2019) a measurable objective to maintain with a vision to increase female representation in the workforce, the senior executive level and amongst the Company's people leaders generally.

Key diversity achievements across the Company in 2023 include:

- > Females represent 47% of the Company's new appointments during the period.
- > 29% female representation at senior executive level, being the Company's executive management team.
- > 50% female representation in the Company's graduate program.
- > We launched activities under the Company's Women of AACo network, recognising the important role women play within the Company. This network is led and guided by a diverse Employee Resource Group (ERG) of corporate, operations and international employees to guide the Company's focus and initiatives that empower and support our women.
- > We partner with the National Farmers Federation's Diversity in Agriculture Leadership Program and have a female regional participant in this program.
- > We are an active partner with the Northern Territory Cattleman's Association's Real Job Program (RJP) for First Nations workers and currently have four RJP employees.

The Company acknowledges and respects the important role that First Nations people and communities have played in the company's history. There are strong aspirations at all levels of the business to develop an authentic, trust centric and two-way approach to First Nations connections and partnerships. The Company recognises the importance of cultural awareness and capability and is focused on developing cultural capability programs for staff.

The Nomination Committee is primarily responsible for strategies for diversity on the Board and its Committees.

The duties of the Staff and Remuneration Committee in respect of the diversity policy include:

- > Reviewing and making recommendations to the Board on the policy to ensure it is in line with applicable legislation and governance principles;
- > In conjunction with the Nomination Committee ensuring the application of the policy to Board appointments and succession;
- > Making recommendations to the Board regarding the policy and strategies to address Board diversity;
- > Monitoring the application of the policy to executive appointments and successions;
- > Reviewing and reporting on the relative proportion of women and men in the Company's workforce through the Commonwealth Government Gender Equity Report; and
- > Reviewing remuneration by gender.

## Nomination Committee

The Board has established a Nomination Committee, which is responsible for assessing the necessary and desirable competencies of Board members, reviewing Board succession plans and working with the Chairman in evaluating the Board's performance. The Nomination Committee comprises Non-executive Directors and the following Directors were committee members during the year:

Mr D. McGauchie (Committee Chair)  
Mr S. Black  
Ms J. Rudd  
Mr N. Reisman  
Mr A. Abraham  
Dr S. Dissanayake  
Mr M. Blazer  
Ms S. Gentry (appointed 24 October 2022)  
Mr T. Keene (retired 23 October 2022)

For details of Directors attendance at meetings of the Nomination Committee, refer to the Directors' Report.

For additional details regarding the role and responsibilities of the Nomination Committee including its charter, please refer to our website

# Corporate Governance Statement

## Audit and Risk Management Committee

The Audit and Risk Management Committee operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework and risk management framework exists within the entity.

The primary objective of the Audit and Risk Management Committee is to assist the Directors of the Company in fulfilling their obligations in regard to:

- > Integrity and quality of interim and annual financial reporting and disclosures;
- > Identification and management of key contemporary and emerging risks;
- > Compliance with relevant laws, regulations, standards, and codes; and
- > Adequacy of the internal control framework, including reviewing and setting the Company's Risk Appetite Statement.

This includes oversight by the Audit and Risk Management Committee of risk management and compliance processes, and the conduct and effectiveness of external and internal audits. Any reference to risk covers both financial and non-financial risks.

The Audit and Risk Management Committee is authorised by the Board to:

- > Investigate any matter brought to its attention within its scope of responsibility and, for this purpose, will have unrestricted access to records, external and internal auditors (with or without management present), lawyers retained by the Company and its officers, senior management, and other personnel.
- > Approve all auditing and non-audit services engaged with the Company's auditors.
- > To obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this to be necessary; and
- > To delegate authority to subcommittees.

The members of the Audit and Risk Management Committee during the year were:

Mr S. Black (Committee Chair)

Mr N. Reisman

Mr A. Abraham

Ms S. Gentry (appointed 24 October 2022)

All members of the Audit and Risk Management Committee are Non-executive Directors.

The members of the Audit and Risk Management Committee and their qualifications are shown in the Directors' Report.

For details on the number of meetings of the Audit and Risk Management Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

The Board is responsible for the overall corporate governance and risk management of the Company. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to management through the MD/CEO, including responsibility for design, day-to-day implementation, and management of the Company's risk management and internal control systems. Management reports to the Audit and Risk Management Committee and then to the Board on the Company's key risks and the extent to which it believes these risks are being adequately managed.

The Board has a number of mechanisms in place to ensure objectives and activities are aligned with the risks identified by the Board. These include:

- > Board approval of a strategic plan, which encompasses the Company's vision, mission, and strategy statements, designed to meet stakeholders' needs and manage business risk; and
- > Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets.

The Company has a framework for managing risk. The approach to risk management takes into account the principles and guidelines as outlined in the International Risk Management Standard (AS 31000 2018). Documents convey the acceptable risk levels, key risk management responsibilities, the risk identification and assessment processes and governance. Key documents supporting risk management include:

- > A Risk Appetite Statement that outlines the amount of change that the Board is willing to undertake to achieve the Company's strategy and objectives. The Statement outlines a range of appetites that protect the Company's operations and activities as well as appetite levels that enable the Company to achieve its strategy and objectives.
- > The Risk Management Policy outlines the key governance responsibilities for managing risk across the Company as well as outlining the key risk focus areas to be considered as part of the risk assessment process; and
- > A Risk Management Framework that provides a detailed and specific guidance on how the Company manages risk on a day-to-day basis, and outlining the specific risk areas for identification, assessment, rating and reporting.

At least once a year, the Company carries out a formal risk review, including revision of insurance policies that the Company has in place. The review is overseen by the Audit and Risk Management Committee and the most recent review was carried out in the 2023 financial year. Summaries of the Company's material business risks are kept in the Enterprise Risk Register which was reviewed and approved by the Board during the period. The Company has a risk aware culture, and members of the executive management team have a responsibility for risk in their area.

# Corporate Governance Statement

To assist stakeholders in understanding the nature of the risks faced by the Company, a review of business risks which the company faces, and steps taken to manage those risks, is included in the operating and financial review which forms part of the Directors' Report within the 2023 Financial Report. The risks disclosed in the operating and financial review are not exhaustive and are subject to change based on underlying market events.

The Company exercises strong fiscal control through rigorous management of capital and operational budgets, including sensitivity analysis on financial forecasts.

Overall the Company manages these types of risks as part of the overall risk management framework and meets the responsibilities outlined in the ASX Corporate Governance Principles, with regular review and reporting across management and through the Audit and Risk Management Committee and oversight by the Board.

The Company's internal audit function is outsourced and functionally reports to the Audit and Risk Management Committee. An annual risk-based audit plan is approved by the Audit and Risk Management Committee. The annual audit plan focuses on adding value to the Company's internal controls, by identifying areas of risk and improvement. The plan is developed following a review of the Company's risk registers and consideration of past areas of internal audit activity, to ensure an appropriate balance in allocating resources. Areas of audit are aligned to business needs, and cover end to end processes such as procurement to pay, revenue to receivables, IT and production and inventory.

For additional details regarding the Audit and Risk Management Committee including a copy of its charter, please refer to the Company's website.

## MD/CEO and CFO certification

Prior to the Board's approval of the Company's 2023 Financial Report, the MD/CEO and CFO provided a declaration to the Board that:

- > In their opinion the financial records were properly maintained, and that the financial statements complied with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
- > The opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board notes that due to its nature, internal control assurance from the MD/CEO and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgment, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not, and cannot be, designed to detect all weaknesses in control procedures. In response to this, attestations are required to be completed by the executive management team, in support of these written statements.

## Verification of Periodic Reports

The Company is committed to ensuring that all the information contained in its corporate reports is accurate, effective and clear. This includes the annual Directors' Report, the annual and half-yearly financial statements and the Sustainability Report. The Company has put in place a process to verify the integrity of any periodic reports that are not subject to audit or reviewed by the external auditor. A statement on the processes undertaken to verify the information not audited or verified by the external auditor is available in the Corporate Governance Section of the Company's website.

## Remuneration

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board and executive team by remunerating Directors and key executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the Staff and Remuneration Committee links the nature and amount of the MD/CEO's and key management personnel's remuneration to the Company's financial and operational performance. In relation to the payment of bonuses, incentives and the award of performance rights, discretion is exercised by the Board having regard to the overall performance of the Company and the performance of the individual during the period.

The expected outcomes of this remuneration structure are:

- > Retention and motivation of key executives;
- > Attraction of high-quality management to the Company; and
- > Performance incentives which allow executives to share in the success of the Company.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by Directors and executives in the current period please refer to the Remuneration Report, which is contained within the Directors' Report.

The Board is responsible for determining and reviewing remuneration arrangements for the Directors themselves. There is no scheme to provide retirement benefits (other than superannuation) to non-executive directors.

# Corporate Governance Statement

## Staff and Remuneration Committee

The Board has a Staff and Remuneration Committee, comprising three Non-executive Directors. The Committee is chaired by an independent director. For further information on the Committee's role, responsibilities, please refer to the Company's website.

The members of the Staff and Remuneration Committee during the year were:

Mr A. Abraham (Committee Chair)  
Mr D. McGauchie  
Ms J. Rudd  
Mr T. Keene (retired 23 October 2022)

The qualifications of members of the Staff and Remuneration Committee are shown in the Directors' Report.

For details on the number of meetings of the Staff and Remuneration Committee held during the period and the attendees at those meetings, refer to the Directors' Report.

For additional details regarding the Staff and Remuneration Committee including a copy of its charter, please refer to our website.

When considered appropriate, the Board obtains independent advice regarding Non-executive Directors' remuneration and the remuneration of key management personnel.

No Director or executive uses hedging instruments to limit their exposure to risk on either shares, performance rights or options in the Company. The Company's policy is that the use of such hedging instruments is prohibited.

For details of the amount of remuneration and all monetary and non-monetary components for all of the Directors and each of the key executives during the year, refer to the Remuneration Report.

There is no scheme to provide retirement benefits (other than superannuation) to Non-executive Directors'.

## Brand, Marketing and Sales Committee

The Board has a Brand, Marketing and Sales Committee, comprising three Non-executive Directors. The Committee is chaired by an independent director.

The members of the Brand, Marketing and Sales Committee during the year were:

Mr M. Blazer (Committee Chair)  
Mr D. McGauchie  
Ms J. Rudd

The qualifications of members of the Brand, Marketing and Sales Committee are shown in the Directors' Report.

For details on the number of meetings of the Brand, Marketing and Sales Committee held during the period and the attendees at those meetings, refer to the Directors' Report.

## Continuous Disclosure and Shareholder Communication Policy

The Company's policy is to provide timely, open and accurate information to all stakeholders, including shareholders, regulators and the wider investment community. The Company has developed policies and procedures in relation to disclosure and compliance with the ASX Listing Rules disclosure requirements. The Board receives copies of all material market announcements promptly after they are made. The ASX liaison person is the Company Secretary/General Counsel.

A copy of the Company's Continuous Disclosure and Shareholder Communication Policy is available on the Company's website.

The Company is committed to:

- > Ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way;
- > Complying with continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act; and
- > Communicating effectively with its shareholders and making it easier for shareholders to communicate with the Company.

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- > Through release of information to the market via ASX;
- > Through the distribution of the annual report and notices of annual general meetings;
- > Through shareholder meetings and investor relations presentations;
- > Through letters and other forms of communications directly to shareholders; and
- > By posting relevant information on the Company's website.

No material price sensitive information is disclosed in presentation materials used by the Company in investor or analyst presentations, or materials provided to the media or the Company's customers, unless that information has been previously or simultaneously released to the ASX.

# Corporate Governance Statement

Shareholders can elect to receive all communications electronically, as hard copy, or not to receive some communication materials by contacting the share registry. Shareholders have the option to send communications to the Company and its share registry service provider electronically. Specifically, shareholders can send communications to the share registry either by email ([registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)) or online via a secured website at <https://investorcentre.linkmarketservices.com.au>.

All shareholders are encouraged to attend and/or participate in the Company's annual general meeting. Shareholders can attend in person or by proxy. Directors and senior executives attend the meeting. All substantive resolutions at the Company's meetings of shareholders are decided by a poll rather than by a show of hands. In 2022, the Board decided to resume the physically attended annual general meeting after holding virtual meetings in FY19, FY20 and FY21 due to travel restrictions and limitations on public gatherings caused by the COVID-19 pandemic.

The Company's website has a dedicated investor relations and media section for publishing all important company information and relevant announcements made to the market and facilitating effective communications with its investors. The Company also has in place an investor relations program which includes briefings, presentations and events.

The external auditors are required to attend the annual general meetings and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.