

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

PeopleIn Limited

ABN/ARBN

39 615 173 076

Financial year ended:

30 June 2023

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

- These pages of our annual report:
- This URL on our website: <https://www.peoplein.com.au/governance-documents>

The Corporate Governance Statement is accurate and up to date as at 25 August 2023 and has been approved by the board.

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

Date: 25 August 2023

Name of authorised officer authorising lodgement: Jane Prior

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.peoplein.com.au/governance-documents and the information referred to in paragraphs (4) and (5) at: Annual Financial Report (Page 26)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement) and, where applicable, the information referred to in paragraph (b) at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement) and the length of service of each director at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.peoplein.com.au/governance-documents (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: https://www.peoplein.com.au/governance-documents	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.peoplein.com.au/governance-documents	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.peoplein.com.au/governance-documents	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.peoplein.com.au/governance-documents	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.peoplein.com.au	<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: https://www.peoplein.com.au/governance-documents	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement) and the information referred to in paragraphs (4) and (5) at: Annual Financial Report (Page 26)</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: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement) and, if we do, how we manage or intend to manage those risks at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement)	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.peoplein.com.au/governance-documents (Corporate Governance Statement) and the information referred to in paragraphs (4) and (5) at: Annual Financial Report (Page 26)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> 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: Annual Financial Report – Remuneration Report (Pages 12 - 23)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Annual Financial Report – Remuneration Report (Pages 12 - 23)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<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: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

PeopleIn Limited

ACN 615 173 076

2023 Corporate Governance Statement

This statement is current as at 25 August 2023

Overview

The Directors and management of PeopleIN Limited ACN 615 173 076 (**PeopleIN** or **Company**) are responsible for reviewing and maintaining the corporate governance principles of the PeopleIN Limited group of companies (**PeopleIN Group**) and maintaining that they do not materially differ from the principles set out in the ASX Corporate Governance Principles and Recommendations (Fourth Edition) (**Principles and Recommendations**). The objective of the Company's board of directors (**Board**) is to enhance shareholder value. The Board considers there is a strong link between good corporate governance policies and practices and the achievement of this objective. Corporate Governance is the framework of rules, relationships, systems and processes within which, and by which authority is exercised and controlled in corporations. The Board is responsible for reviewing and maintaining the corporate governance principles of the PeopleIN Group, including adopting appropriate policies and procedures designed to ensure that PeopleIN is properly managed to protect and enhance shareholder interests.

This Corporate Governance Statement (**CGS**) identifies and explains why some Principles and Recommendations are not being followed by the Company.

PeopleIN provides its CGS with reference to the Principles and Recommendation and the practices detailed in the CGS are current as at 25 August 2023.

This statement has been approved by the Board and the Company's corporate governance policies and charters are available on the Company's website at www.peoplein.com.au (**Website**).

No.	Principles and Recommendations	Notes
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management</p>	<p>The Board has adopted a Board Charter that formalises the functions and responsibilities of the Board (including the process for evaluating the performance of the Board and its Committees).</p> <p>The Board operates in accordance with its Charter and the Company's Constitution. The Board takes responsibility for the performance of the PeopleIN Group and for developing and implementing appropriate corporate governance practices.</p> <p>The Board Charter requires that the Board comprise Directors with a range of experience, expertise, skills, diversity and contacts relevant to the Company and its business. The responsibilities of the Board are expressly set out in Item 2 of the Board Charter and the authority delegated to the Managing Director is set out in Item 11 of the Board Charter.</p> <p>The Board Charter also provides that a Director can seek independent advice or other professional advice at the Company's expense after receiving approval from the Chair. Such approval may not be unreasonably withheld or delayed.</p> <p>The Board has established the following Committees to assist it in discharging its functions:</p> <ul style="list-style-type: none"> • Audit and Risk Committee; and • Nomination and Remuneration Committee. <p>Each Committee has its own charter describing its role and responsibilities, composition, structure and membership requirements. The Board and Committee Charters are reviewed every two years or as is required.</p> <p>A copy of the Board Charter, the Charters of each Committee and the Constitution is available on the Website.</p>

1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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</p>	<p>The Board has established the Nomination and Remuneration Committee which has the responsibility (among others) to make recommendations to the Board with respect to the appointment of new directors to the Company. As set out in the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee has the responsibility to undertake the appropriate checks before making recommendations for the consideration of the Board.</p> <p>In accordance with the ASX listing requirements, the Company conducted background checks on all of its Directors, to the extent possible, including criminal history checks and insolvency checks for each country which a relevant director has resided in the past 10 years.</p> <p>The Company will provide information to security holders about Directors seeking election or re-election at a general meeting to enable them to make an informed decision on whether to elect or re-elect that Director (as applicable).</p> <p>In the event a person stands for election as a Director for the first time, the Company will provide sufficient background and material information to its security holders to allow them to make an informed decision.</p> <p>The following information will be provided to security holders about a candidate standing for election or re-election:</p> <ul style="list-style-type: none"> • biographical details; • details of other directorships held by the candidate; • a statement as to the independence of the candidate; • details of any adverse information revealed as part of the checks performed about the candidate;
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		<ul style="list-style-type: none"> • details of any interest, position association or relationship that might impact on the ability of the candidate to be independent; • if applicable the term of office currently served by the Director; and • a statement by the Board as to whether it supports the election or re-election of the candidate.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	All Directors and senior executives have written agreements with the Company. The Board Charter contains a requirement for a letter of appointment to be prepared for all Director appointments.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<p>The Company Secretary is responsible for ensuring that Board procedures and policies are followed and provides advice to the Board including on matters involving corporate governance and the <i>Corporations Act 2001</i> (Cth) (Corporations Act).</p> <p>The decision to appoint or remove the Company Secretary is approved by the Board.</p>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the</p>	<p>The Board and the Company's employees have diverse skills, backgrounds, perspectives and experiences.</p> <p>The Company aims to actively promote a corporate culture that supports diversity in the workplace and in the composition of the Board. To facilitate this, the Company has adopted a Diversity & Inclusion Statement which provides a framework for the Group to achieve:</p> <ul style="list-style-type: none"> • a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals; • a workplace culture characterised by inclusive practices and behaviours for the benefit of all employees; • a work environment that values and utilises the contribution of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and

	<p>entity has defined “senior executive” for these purposes); or</p> <p>2) 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>	<ul style="list-style-type: none"> • awareness of all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity and inclusion. <p>A copy of the Diversity & Inclusion Statement is available on the Website</p> <p>The Company is a “relevant employer” under the Workplace Gender Equality Act and has completed its reporting for the period 1 April 2022 to 31 March 2023.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Board Charter sets out that the Board will review the performance of the Board, the Directors and its Committees. The Nomination and Remuneration Committee will assist the Board in ensuring that the performance of each Director is reviewed and assessed each year in accordance with procedures adopted by the Board. Item 7 of the Board Charter sets out the process for the performance review and evaluation of Directors and Item 12 of the Board Charter provides that the Board will evaluate its Committees in accordance with the relevant charter.</p> <p>A Board performance review and evaluation of Directors was undertaken during the reporting period in accordance with the process set out in the Board Charter.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Board Charter provides under Item 7.8, that the Board may review and assess the performance of its senior executives in accordance with the same process for reviewing and evaluating its Directors.</p> <p>The Company undertook a formal review process for evaluating the performance of its senior executives during the reporting period.</p>

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination Committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or <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>The Board has established a Nomination and Remuneration Committee.</p> <p>The Composition of the Nomination and Remuneration Committee is set out in Item 4 of the Nomination and Remuneration Committee Charter and provides that it must comprise a minimum of three members, unless the Board determines otherwise.</p> <p>The Nomination and Remuneration Committee comprises three independent members: Elizabeth Savage (independent chair of the Nomination and Remuneration Committee), Glen Richards and Vu Tran.</p> <p>The Nomination and Remuneration Committee met four times during the year ended 30 June 2023, with all Committee members in attendance at each meeting.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Website.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board seeks to ensure it has the appropriate mix of skills, knowledge and experience to effectively guide the Company and assist Management achieve the strategic objectives set by the Board.</p> <p>As part of this process the Board has prepared and considered a Board skills matrix. The Board skills matrix summarises the current skills and diversity of the Board and assists the Board in identifying any gaps in its current skills and diversity. An additional director, Vu Tran was appointed on 1 July 2022. Vu brings experience in technology, healthcare, community care, and growing business at scale to the PeopleIN Group. The Board considers there is currently an appropriate mix of skills, diversity and experience on the Board., taking into account the size of the Company and the nature of its operations.</p>

The mix of skills and experience of the current Board, and that the Board would look to maintain and build on, includes:

<p>Industry Experience</p> <p>Understanding of the sectors in which the Company operates</p> <p>Remuneration</p> <p>Ability to review and make recommendations regarding remuneration structures, including equity incentives</p>	<p>Strategy</p> <p>Ability to identify and critically assess strategic opportunities and threats to the organisation. Develop strategies in context to our policies and business objectives.</p> <p>Risk Management</p> <p>Ability to identify and monitor key risks to the organisation related to each key area of operations</p>
<p>Legal and Governance</p> <p>Ability to review legal, regulatory and governance developments and impact on the Company</p>	<p>Management</p> <p>Experience in evaluating performance of senior management, and overseeing strategic human capital planning</p>
<p>Mergers and Acquisitions</p> <p>Experience in identifying and managing the process for mergers and acquisitions, including integration</p>	<p>Interpersonal skills</p> <ul style="list-style-type: none"> • Leadership • Ethics and integrity • Contribution
<p>Other</p> <ul style="list-style-type: none"> • Diversity • Previous Board experience 	<p>Financial and audit</p> <p>Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets and oversee funding arrangements</p>

		<p>Stakeholder Engagement</p> <p>Experience in engaging with a range of stakeholders.</p>	<p>The Board will continue to monitor and update the skills matrix at least annually to ensure that as the Company develops, the Board continues to comprise of the appropriate mix of skills and experience.</p> <p>The Board recognises the importance of succession and renewal. It continues to monitor Board composition accordingly.</p> <p>Items 3.2(a) and 15 of the Board Charter provide that the composition of the Board should comprise of members with a broad range of skills and diversity, this will be considered if and when new directors are recruited.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association 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, association 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>The Board currently comprises of three independent directors (Glen Richards, Elizabeth Savage and Vu Tran). Although each of these individuals are security holders of the Company, they are not substantial holders and the Board considers them to be free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of their judgement.</p> <p>The length of service of each Director is set out below by reference to each Director's date of appointment:</p> <p>(a) Declan Sherman: 5 October 2016;</p> <p>(b) Thomas Reardon: 9 January 2017;</p> <p>(c) Elizabeth Savage: 18 October 2017;</p> <p>(d) Glen Richards: 18 October 2017; and</p> <p>(e) Vu Tran: 1 July 2022.</p>

2.4	A majority of the board of a listed entity should be independent directors.	<p>As of the date of this statement, the Board comprises of Declan Sherman, Thomas Reardon, Elizabeth Savage, Glen Richards and Vu Tran.</p> <p>Each of Elizabeth Savage, Glen Richards and Vu Tran are considered to be independent and the Company therefore complies with this recommendation.</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.	The Chair of the Board is Glen Richards, who is an independent non-executive Director, and is not the same person as the Company's CEO (Ross Thompson).
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>Item 8 of the Board Charter provides for new Directors to be provided with information about the Company as well as the continuing education of ongoing Directors to allow them to perform their role as directors effectively.</p> <p>The Company Secretary also has the responsibility to help organise and facilitate the induction and professional development of the Directors as set out in Item 8 of the Board Charter.</p>
3.1	A listed entity should articulate and disclose its values.	<p>The Company's values are:</p> <p><i>Be Human Authenticity, fairness and inclusion, always</i></p> <p><i>Be Bold Take calculated risks and seize the opportunity to innovate</i></p> <p><i>Be Memorable We exceed expectations and leave an indelible impression</i></p> <p><i>Achieve The Extraordinary Our commitment to deliver outstanding results each and every time</i></p> <p>These values are the guiding principles and norms that define the type of organisation the Company aspires to be and standards and behaviours that the Company expects of its Directors, senior executives and employees.</p> <p>These values can be found on the Website.</p>

3.2	<p>A listed entity should:</p> <p>(a) Have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) Ensure that the board or a committee of the board is informed of any material breaches of the code.</p>	<p>The Board has adopted a Code of Conduct, a copy of which is available on the Website. The Code of Conduct commits the Company to the highest standards of ethical corporate behaviour and requires the Directors, employees and contractors to act at all times with honesty, fairness and integrity. The Board will be informed of any material breach of the Code of Conduct.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>The Board has adopted a Whistleblower Policy, which is available on the website.</p> <p>The policy provides numerous channels for employees and external parties to confidentially raise concerns about improper conduct, including suspected breaches of the Code of Conduct. All concerns raised are assessed and where appropriate, investigated and material incidents are reported to the Board.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>The Board has adopted an Anti-Bribery and Corruption Policy, which is available on the website.</p> <p>Pursuant to the policy, the actual or attempted use of any form of bribery or corruption either directly or indirectly on the Company's behalf to advance its business interests or those of its associates is strictly prohibited. Bribery and corruption are incompatible with the Code of Conduct and the probity and integrity expected of the employees.</p> <p>The Board are informed of any material breaches of the policy.</p>

<p>4.1</p>	<p>The board of a listed entity should:</p> <p>(a) have an audit Committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendees of the members at those meetings; or <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>The Board has established an Audit and Risk Committee.</p> <p>The composition of the Audit and Risk Committee is set out in Item 3 of the Audit and Risk Committee Charter and provides that it must comprise a minimum of three members, unless the Board determines otherwise.</p> <p>The Audit and Risk Committee comprises three independent non-executive members: Vu Tran (independent chair of the Audit and Risk Committee), Glen Richards and Elizabeth Savage.</p> <p>The Audit and Risk Committee meets at least once during each year and more often as required, in accordance with the Audit and Risk Committee Charter and the Company will disclose this as well as the individual attendances in its annual report.</p> <p>The Audit and Risk Committee met four times during the year ended 30 June 2023.</p> <p>The relevant qualifications and experience of the Committee members are as follows:</p> <ul style="list-style-type: none"> • Vu Tran <p>Vu is the co-founder of Go1 – a venture capital-backed, e-learning company, recently valued at \$2BN USD. With approximately 5 million users worldwide, single online learning solution for organisations and individuals using the world’s most comprehensive online library of learning resources developed by leading learning providers.</p> <p>In addition to Go1, Vu is a practicing GP with a Bachelor of Medicine/Bachelor of Surgery (MBBS) from Bond University and a Fellowship with the Royal Australian College of General Practitioners (RACGP).</p> <ul style="list-style-type: none"> • Dr Glen Richards <p>Glen has over 27 years of experience in the retail and professional services sectors with extensive operational experience in fast growing companies, especially in health care</p>
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		<p>and allied health sectors. Glen was the founding Managing Director of Greencross Limited and Co-Founder of Mammoth Pet Holdings Pty Ltd, prior to its merger with Greencross Limited in 2014. He is currently Chairman of Healthia Limited and Naturo Pty Ltd, and a non-executive director of Adventure Holdings Australia Pty Ltd. Glen is also a shareholder, advisor and mentor of a number of innovative technology companies.</p> <ul style="list-style-type: none">• Elizabeth Savage <p>Liz is a full-time Company Director with extensive commercial leadership and strategic development experience. Previously, Liz held C-suite commercial roles in international businesses in UK, Europe and Australia, including as Business Development Director of easyJet and Chief Commercial Officer of Virgin Australia.</p> <p>Liz is currently a Non-Executive Director of Intrepid Group, Auckland International Airport, North Queensland Airports and Tiger Holdco Pty Ltd (“FunLab”).</p> <p>A copy of the Audit and Risk Committee’s charter is available on the Website.</p>
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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>The Board is committed to ensuring the financial statements of the Company represent a true and fair view of the Company's financial position and performance.</p> <p>Under Item 2(m) of the Board Charter, the Board is responsible for approving and monitoring financial and other reporting of the Company.</p> <p>The Board has established the Audit and Risk Committee to assist the Board with the quality and reliability of financial information prepared by the Company and monitor an appropriate internal control framework.</p> <p>Prior to Board approval of PeopleIN's, half year and annual financial reports, the CEO and CFO must provide the Board with declarations required under section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles and Recommendations.</p> <p>For the financial year ended 30 June 2023, the CEO and CFO made a declaration in accordance with section 295A of the Corporations Act. The declaration was formed on the basis of a sound system of risk management and internal control which is operating effectively. An equivalent declaration was made for the half year ended 31 December 2022.</p>
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4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Periodic corporate reports that are not audited or reviewed by BDO are verified internally by management prior to release to ASX. The verification process allocates material disclosures within the relevant document to designated persons to substantiate the disclosures by reference to company source documents or, if no source documents are available, by persons with the knowledge and expertise to confirm the accuracy and completeness of the disclosures.
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	The Board has adopted a Continuous Disclosure Policy and is committed to complying with all continuous disclosure obligations imposed by the ASX Listing Rules and otherwise as required by law. A copy of the Continuous Disclosure Policy is available on the Website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Directors receive copies of all ASX announcements promptly after they are made.
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 Markets Announcement Platform ahead of the presentation.	Presentations to investors and analysts given in conjunction with the release of the Company's financial results and new and substantive investor and analyst presentations are released to the ASX immediately ahead of the presentations.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Item 14.10 of the Board Charter provides that the Company will make available to security holders and investors information about the Company on the Website. The Website is regularly kept up to date to maintain effective communication with shareholders and stakeholders. PeopleIN has an "Investor Hub" on the Website, where relevant corporate governance information can be accessed.

6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>The Company intends to ensure that investors are kept fully up to date in relation to major developments and activities of the Company and has adopted a Shareholder Communication Policy to allow for effective communication between the Company and investors.</p> <p>A copy of the Shareholder Communication Policy is available on the Website.</p>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>The Company's policies and processes it has in place to facilitate and encourage participation at security holder meetings is set out in the Company's Shareholder Communication Policy.</p> <p>In particular, the Company encourages its shareholders to attend the Company's AGM and, in accordance with the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Company will provide appropriate notice of the meeting to each shareholder.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	All resolutions at security holder meetings are decided by poll.
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.	<p>As provided under Item 14.11 of the Board Charter, the Company is committed to electronic communication with its shareholders, including through the Website.</p> <p>Investors are able to communicate with the Company electronically through the Website and with the Company's Share Registry by visiting www.investorcentre.linkmarketservices.com.au.</p>
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>The Board has established an Audit and Risk Committee comprising Vu Tran, Glen Richards and Elizabeth Savage.</p> <p>The principal role of the Audit and Risk Committee in relation to risk is to:</p>

	<p>a) has at least three members, a majority of whom are independent directors; and</p> <p>b) is chaired by an independent director, and disclose:</p> <p>c) the charter of the committee;</p> <p>d) the members of the committee; and</p> <p>e) as at 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>(a) monitor the establishment of an appropriate internal control framework;</p> <p>(b) assess corporate risk and compliance with internal controls; and</p> <p>(c) oversee business continuity planning and risk mitigation arrangements.</p> <p>The Audit and Risk Committee has three members, all of whom are considered to be independent (Vu Tran, Glen Richards and Elizabeth Savage and Vu Tran). Vu Tran is the chair of the Audit and Risk Committee.</p> <p>The Audit and Risk Committee meets at least once each year or more as required, in accordance with the Audit and Risk Committee Charter.</p> <p>The Audit and Risk Committee met four times during the year ended 30 June 2023. The number of times the Audit and Risk Committee has met as well as the attendees is disclosed in the Company's annual report.</p> <p>The Audit and Risk Committee Charter is available on the Website.</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>The Board has adopted a Risk Management Policy to outline the Board's responsibility and authority to oversee and manage the Company's risk. The Board has established the Audit and Risk Committee to assist the Board in day-to-day oversight of the Company's risk management program and the Audit and Risk Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes.</p> <p>The Board undertook a review of the effectiveness of the Company's risk management framework during the reporting period.</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; and</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 risk management and internal control processes.</p>	<p>The Company does not have an express internal audit function. However, the Board has established the Audit and Risk Committee of which its responsibilities include monitoring and evaluating the Company's internal control framework and risk management framework. The Board has also adopted a Risk Management Policy to assist the Board and the Audit and Risk Committee in performing its internal control roles.</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>Material exposure means a real possibility that the risk in question could substantively impact the listed entity's ability to create or preserve value for security holders over the short, medium or long term.</p> <p>Environmental risks are the potential negative consequences to the Company if its activities adversely affect the natural environment or if its activities are adversely affected by changes in the natural environment.</p> <p>Social risks are the potential negative consequences to the Company if its activities adversely affect human society or its activities are adversely affected by changes in human society.</p> <p>The Company's ongoing disclosure obligation in respect of changes in its state of affairs is covered in item 14 of the Board Charter.</p> <p>Item 2 of the Continuous Disclosure Policy sets out the obligation of the Company to immediately disclose 'price sensitive' information to ASX as is the requirement under the listing rules therefore the Company will update shareholders of material exposure to such risks as and when it arises. The Board does not consider that the Company has any material exposure to environmental or social risks.</p>

8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>The Board has established a Nomination and Remuneration Committee comprising of Glen Richards, Elizabeth Savage and Vu Tran, all of whom are considered to be independent.</p> <p>The principal role of the Nomination and Remuneration Committee is to assist the Board and make recommendations to it about the appointment of new Directors and advise on remuneration and issues relevant to remuneration policies and practices.</p> <p>The Nomination and Remuneration Committee meets at least once each year and more often as required, and the Company will disclose in its annual report the number of times the Committee meets throughout each financial year as well as the individual attendances.</p> <p>The Nomination and Remuneration Committee met four times during the year ended 30 June 2023 and all Committee members were in attendance for each meeting.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Website.</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>The Nomination and Remuneration Committee Charter specifies the Committee's responsibility to oversee the remuneration strategies and policies for the Company.</p> <p>The remuneration of each director (both executive and non-executive) is disclosed in the annual report.</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</p>	<p>Item 2 of the Nomination and Remuneration Committee Charter sets out the scope of their review, which includes the review of policies relating to equity participation and other incentive programs.</p>

	<p>derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company has a Performance Rights Plan (Plan) in place to assist in the motivation, retention and reward of executives and employees. A copy of this Plan is available on the Website.</p> <p>The Company also has a Securities Trading Policy which is available on the Website which outlines when key management personnel (including Directors) and certain other employees nominated by the Board may trade in the Company's securities.</p>
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