

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

PEXA Group Limited (ASX:PXA)
------------------------------

ABN/ARBN

23 629 193 764
----------------

Financial year ended:

30 June 2023
--------------

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

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

The Corporate Governance Statement is accurate and up to date as at 23 August 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: 23 August 2023

Name of authorised officer  
authorising lodgement: Naomi Dawson  
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="#">Investor Centre   PEXA (Board Charter)</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="#">Investor Centre   PEXA</a> (Diversity and Inclusion Policy)</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement at <a href="#">Investor Centre   PEXA</a> (Corporate Governance Statement)</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 is not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <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>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></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>
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="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></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"/></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="#">Investor Centre   PEXA</a> <b>(Remuneration, Nomination and People Committee Charter)</b></p> <p>and the information referred to in paragraphs (4) at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></p> <p>and the information referred to in paragraph (5) at: <a href="#">Investor Centre   PEXA (Annual Report)</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>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b></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="#">Investor Centre   PEXA</a> (Corporate Governance Statement)</p> <p>and, where applicable, the information referred to in paragraph (b) at: NOT APPLICABLE</p> <p>and the length of service of each director at: <a href="#">Investor Centre   PEXA</a> (Corporate Governance Statement)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <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="#">Investor Centre   PEXA</a> (PEXA Values)	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="#">Investor Centre   PEXA</a> (Code of Conduct and Ethics Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="#">Investor Centre   PEXA</a> (Whistleblower Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="#">Investor Centre   PEXA</a> (Anti-Bribery and Corruption Policy)	<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="#">Investor Centre   PEXA (Audit and Risk Committee Charter)</a></p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="#">Investor Centre   PEXA (Annual Report)</a></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 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 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="#">Investor Centre   PEXA</a> (Continuous Disclosure Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<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="#">Investor Centre   PEXA</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <a href="#">Investor Centre   PEXA</a> (Shareholder Communications Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## 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 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></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="#">Investor Centre   PEXA (Audit and Risk Committee Charter)</a> and the information referred to in paragraph (4) at: <a href="#">Investor Centre   PEXA (Corporate Governance Statement)</a> and the information referred to in paragraph (5) at: <a href="#">Investor Centre   PEXA (Annual Report)</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: <a href="#">Investor Centre   PEXA (Corporate Governance Statement)</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at: <a href="#">Investor Centre   PEXA (Corporate Governance Statement)</a></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 <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>
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: <a href="#">Investor Centre   PEXA</a> (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 <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>	
<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"/></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="#">Investor Centre   PEXA</a> <b>(Remuneration, Nomination and People Committee Charter)</b> and the information referred to in paragraph (4) at: <a href="#">Investor Centre   PEXA</a> <b>(Corporate Governance Statement)</b> And the information referred to in paragraph (5) at: <a href="#">Investor Centre   PEXA</a> <b>(Annual Report)</b></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"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: <a href="#">Investor Centre   PEXA</a> <b>(Remuneration, Nomination and People Committee Charter)</b> and in the Remuneration Report on pages 52 to 72 the 2023 Annual Report at: <a href="#">Investor Centre   PEXA</a> <b>(Annual Report)</b></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>
Ge 8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <a href="#">Investor Centre   PEXA (Securities Trading Policy)</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

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



# CORPORATE GOVERNANCE STATEMENT 2023



## Contents

Introduction	3
Governance at PEXA	5
Principle 1: Lay solid foundations for management and oversight	6
Principle 2: Structure the Board to be effective and add value	8
Principle 3: Instill a culture of acting lawfully, ethically and responsibly	10
Principle 4: Safeguard the integrity of corporate reports	11
Principle 5: Make timely and balanced disclosure	12
Principle 6: Respect the rights of security holders	13
Principle 7: Recognise and manage risk	14
Principle 8: Remunerate fairly and responsibly	15



# INTRODUCTION

The Board of PEXA Group Limited (“PEXA” or the “Company”) is committed to a high standard of ethical behaviour and to having an effective system of corporate governance commensurate with the size of the Company and the scope of its business operations.

This Corporate Governance Statement describes PEXA’s corporate governance framework, policies and practices and reflects PEXA’s commitment to maintaining and promoting high standards of corporate governance.

PEXA maintains a Corporate Governance section on the Company website, making available the governance policies, Code of Conduct and the Board and Committee charters referred to in this Statement. These documents are located in the Investor Centre and can be accessed at <https://investors.pexa.com.au/investor-centre/?page=corporate-governance>.

The Annual Report is available on the Company’s website at <https://investors.pexa.com.au/investor-centre/?page=results-centre>.

This statement is current as at 23 August 2023 and has been approved by the Board.

# GOVERNANCE AT PEXA

## Directors

The directors of the PEXA Board are set out below.

Director	Position and independence	Length of service
Glenn King	Managing Director and Chief Executive Officer	3 December 2019 – present
Mark Joiner	Chairman and Independent Non-Executive Director	3 May 2021 – present
Dr Kirstin Ferguson AM	Independent Non-Executive Director	11 June 2021 – present
Melanie Willis	Independent Non-Executive Director	11 June 2021 – present
Paul Rickard	Non-Executive Director	11 June 2021 – present
Vivek Bhatia	Independent Non-Executive Director	11 June 2021 – present
Helen Silver AO	Independent Non-Executive Director	10 May 2022 – present
Jeffrey Smith	Independent Non-Executive Director	5 July 2023 – present
John Hawkins (former director)	Non-Executive Director	4 October 2018 – 30 June 2023

## Chairman

Mark Joiner became the Company's Chairman on 3 May 2021. He is an independent director and devotes significant time to his chairmanship. The Board Charter describes his responsibilities including leadership of the Board, promoting a constructive governance culture, setting standards of conduct, and applying appropriate governance principles.

## Remuneration, Nomination and People Committee

The Remuneration, Nomination and People Committee consists solely of non-executive directors, all of whom are independent directors. The membership and key responsibilities are set out below.

Membership	Key responsibilities
Dr Kirstin Ferguson AM (Chair)	<ul style="list-style-type: none"><li>• Advise and make recommendations to the Board on:<ul style="list-style-type: none"><li>– the composition of the Board and its committees and the selection and appointment of directors to the Board and its committees;</li><li>– succession plans for the Board and ensuring that there are plans in place to manage the succession of senior executives;</li><li>– ongoing evaluation of the performance of the Board, its committees and directors;</li></ul></li><li>• Assist the Board with the oversight of a human resources strategy and supporting policies and practices for the Company's employees and directors, and monitoring the implementation and effectiveness of the strategy, policies and practices; and</li><li>• Assist the Board with the oversight of remuneration policies and practices for the Company's employees and directors and monitoring the implementation and effectiveness of the policies and practices.</li></ul>
Mark Joiner	
Helen Silver AO	
Vivek Bhatia	
Jeffrey Smith (appointed 5 July 2023)	

The Company has reported the number of times the Remuneration, Nomination and People Committee met and the individual attendances of members at those meetings in its Annual Report which is available on the Company's website.

## Audit and Risk Committee

The Audit and Risk Committee consists solely of non-executive directors, a majority of whom are independent directors. The membership and key responsibilities are set out below.

Membership*	Key responsibilities
Melanie Willis (Chair)	<ul style="list-style-type: none"><li>• Assist the Board with:<ul style="list-style-type: none"><li>– overseeing, reviewing and supervising the Company's risk management framework and promoting a risk management culture;</li><li>– discharging the Board's responsibilities relating to the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance, and the audit process;</li><li>– the effectiveness and independence of the Company's external audit processes including appointment and removal of the external auditor and approval of the annual external audit plan; and the Company's internal audit processes including approval of the annual internal audit plan;</li><li>– monitoring compliance with laws &amp; regulations, and Board policies;</li><li>– adopting and applying appropriate ethical standards in relation to the management of the Company and the conduct of the Company's business; and</li><li>– reviewing the adequacy of the Company's insurance policies.</li></ul></li></ul>
Dr Kirstin Ferguson AM	
Mark Joiner	
Paul Rickard	
Helen Silver AO	
Jeffrey Smith (appointed 5 July 2023)	

\*John Hawkins was a member of the Audit and Risk Committee until his resignation on 30 June 2023.

The Company has reported the number of times the Audit and Risk Committee met and the individual attendances of members at those meetings in its Annual Report which is available on the Company's website.

## Company Secretary

The Company's Constitution allows more than one Company Secretary. The Company Secretaries are Naomi Dawson and Alice Morrison. The Company Secretaries report directly to the Chair of the Board. The role of the Company Secretary is outlined in the Board Charter. Each director has direct access to the Company Secretaries.

# PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

## Role of the Board

The Board is accountable to shareholders for the performance of the Company. The respective roles and responsibilities of the Board and management are defined in the Board Charter, a copy of which is available on the Company's website.

The Board's role includes providing leadership and guiding the Company's strategic direction, driving its performance and overseeing the activities of management and the operations of the Company. A key part of the Board's responsibilities is to implement and oversee an effective corporate governance structure for the Company.

There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon officers of the Company. In accordance with the Board Charter, the Board delegates to the CEO & Managing Director authority to manage the Company and its business within the limits of authority specified by the Board from time to time. The CEO & Managing Director has delegated certain aspects of his authority and power to senior executives, however the CEO & Managing Director remains accountable to the Board for the day-to-day management of the Company.

## Director Appointment

The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration, Nomination and People Committee Charter, a copy of which is available on the Company's website.

The Remuneration, Nomination and People Committee is responsible for making recommendations to the Board on the process for recruiting a new director, including evaluating the balance of skills, knowledge, diversity and experience of the Board and, in light of the evaluation, to determine the role and capabilities required for appointment.

The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director and before appointing senior executives. Such checks include in respect of the candidate's character, experience, education, absence of criminal record and bankruptcy history. Search firms are engaged from time to time to assist in identifying appropriate candidates for consideration by the Remuneration, Nomination and People Committee.

The Company will provide all material information in its possession that is relevant to a decision on whether to elect or re-elect a director.

The Company has a written agreement with each director setting out the terms of their appointment.

## Board review

Pursuant to the Board Charter, the Board is required to, at least annually, review and evaluate the performance of the Board, its Committees, and individual directors against the relevant charters, corporate governance policies, and agreed goals and objectives. Following each review and evaluation, the Board is required to consider how to address any issues raised.

An internal review of the Board and Committees was conducted during the reporting period using a confidential performance evaluation questionnaire completed by directors and usual management attendees at Board and Committee meetings. Informal review mechanisms, such as discussions with the Chairman and meeting feedback, are also used throughout the year. The performance of individual non-executive directors was completed via confidential discussions with the Chairman. Regular informal discussions take place between individual directors and the Chairman.

A performance evaluation of the Board, Committees and individual directors was undertaken in accordance with this process during the reporting period.

## Senior Executive appointments and reviews

The Company has a written agreement with each executive setting out the terms of their appointment. Prior to the appointment of a new executive, the Company carries out appropriate reference checks in respect of the candidate's character, experience, education, criminal history and bankruptcy history.

At the start of each financial year, key performance indicators (KPIs) for the CEO & Managing Director and executive Key Management Personnel (KMP) are reviewed and recommended to the Board by the Remuneration, Nomination and People Committee. The KPIs for non-KMP senior executives flow from the KPIs set for the Managing Director & CEO. At the end of each financial year, the performance of the CEO & Managing Director and senior executives (including KMP) is assessed against the KPIs set by the Remuneration, Nomination and People Committee and approved by the Board.

The Board is responsible for reviewing, at least annually, the performance of its senior executives against agreed goals and objectives. A performance evaluation was undertaken in accordance with this process for the reporting period.

Further details are set out in the Remuneration Report which is available on the Company's website.

## Diversity

PEXA is committed to creating a safe and inclusive workplace where everyone feels valued, has a sense of belonging, and can contribute in a meaningful way to PEXA.

A copy of the Diversity & Inclusion Policy is available on the Company's website.

The Company's Diversity & Inclusion Policy requires the Board to measure the effectiveness of policies that have been established to assist the Company in achieving gender diversity in the composition of its board, senior executives and workforce generally, and provides for delegation to the Remuneration, Nomination and People Committee to review the Company's progress in meeting these objectives.

The diversity objectives adopted for the FY23 reporting period and the progress towards those objectives is set out below.

Diversity objective	Progress
At least 30% female directors on the Board	37.5% of directors on the PEXA Board are female
At least 40% female senior executives*	42% of senior executives are female
At least 40% female workforce	56.3% of the PEXA workforce are female

\*Senior executive is defined as an executive that is a direct report of the CEO & Managing Director.

Further information regarding the Company's approach to diversity is included in the Annual Report which is available on the Company's website.

# PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

## Board skills and experience

The Company's Remuneration, Nomination and People Committee is responsible for regularly evaluating the balance of skills, knowledge and experience on the Board to ensure that the Board can discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.

## Board skills assessment

In 2022, directors participated in a self-assessment of their skills relevant to the Board. Since that time, the Board has changed as a result of the resignation of John Hawkins and the appointment of Jeffrey Smith. Jeffrey Smith completed a self-assessment in the same form as the assessment completed in 2022.

The Board skills matrix is set out below. It sets out the skills and experience considered essential to the effectiveness of the Board and its committees.

A director is considered to have a 'primary skill' if they have expert or advanced skills in a particular area. A director is considered to have a 'secondary skill' if they have broad and general knowledge in a particular area.

The Board has disclosed both primary and secondary skills in this year's Corporate Governance Statement to provide shareholders with greater visibility of the skills of directors on the PEXA Board.

	Directors with primary skills	Directors with secondary skills
The property industry	4 (50%)	4 (50%)
Understanding customer needs and requirements	7 (88%)	–
CEO and leadership oversight	8 (100%)	–
Talent, remuneration and culture	8 (100%)	–
International business experience	6 (75%)	2 (25%)
Digital and transformation	7 (88%)	1 (13%)
Strategy and planning	8 (100%)	–
Change and major project delivery	6 (75%)	2 (25%)
Accounting and financial reporting	3 (38%)	4 (50%)
Corporate finance	6 (75%)	2 (25%)
Listed company corporate governance	6 (75%)	2 (25%)
Risk management	7 (88%)	1 (13%)
Government and regulatory relations	6 (75%)	1 (13%)
Health and safety	6 (75%)	2 (25%)
Technology and data	5 (63%)	2 (25%)
Sustainability	7 (88%)	1 (13%)
Brand and marketing	6 (75%)	2 (25%)

## Induction and continuing education

The Company's Remuneration, Nomination and People Committee is responsible for establishing and facilitating an induction program for new directors. Directors undertake a Board and Committee induction program, covering details of PEXA's policies, operations and environment in which it operates. This includes meetings with management and with the Company's auditor (if requested) and background reading materials. It is recognised that not all inductions will be the same and will depend on the experience and role of the new director.

The Company's Remuneration, Nomination and People Committee is also responsible for continuing education of directors for the purpose of updating and maintaining their skills and knowledge to perform their roles effectively.

Directors are provided with briefings on material developments in laws, regulations and material accounting standards and 'deep dive' sessions in relation to key risks. Refresher training is also provided in relation to key areas, such as continuous disclosure.

## Director Independence

A majority of the Board is comprised of independent directors. The Board considers that each of Dr Kirstin Ferguson AM, Melanie Willis, Mark Joiner, Helen Silver AO and Vivek Bhatia are independent directors under ASX corporate governance independence guidelines.

The Board notes that Vivek Bhatia is the Chief Executive Officer and Managing Director of Link Group and was initially appointed to the Board as a Link Group nominee director. As Link Group ceased to be a substantial shareholder of the Company in January 2023, and Mr Bhatia now serves as a director on the invitation of the Board, the Board is of the opinion that Mr Bhatia meets the requirements for being an "independent" director.

The following directors are not considered by the Board to be independent directors under ASX corporate governance independence guidelines:

- Chief Executive Officer & Managing Director, Glenn King, because of his executive role in the Company.
- Paul Rickard on the basis that he is a nominee director of a major shareholder of the Company (CBA).

For completeness, John Hawkins was not considered to be an independent director for the reporting period due to his appointment to the Board by Link Group.

Director independence is assessed upon each director's appointment as well as annually. Directors are required to attest to independence on an annual basis. Directors are also required to disclose all actual or potential conflicts of interest on an ongoing basis.

The length of service of each director on the Board is set out on page 4 of this Corporate Governance Statement.

# PRINCIPLE 3: INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

## Values

The Company has disclosed its values on the Company's website at <https://investors.pexa.com.au/investor-centre/?page=pexa-values>.

## Code of Conduct and Ethics

The Company has adopted a Code of Conduct and Ethics, which applies to all directors, senior executives, employees, contractors and representatives of the Company and is available on the Company's website.

If there are any material breaches of the Code of Conduct and Ethics, such breaches are brought to the attention of the Remuneration, Nomination and People Committee.

## Whistleblower Policy

The Company has adopted a Whistleblower Protection Policy. A copy of the Whistleblower Protection Policy is available on the Company's website.

If there are any material incidents reported under the Whistleblower Protection Policy, such incidents are brought to the attention of the Audit and Risk Committee.

## Anti-Bribery and Corruption Policy

The Company has adopted an Anti-bribery and Corruption Policy, which applies to all directors, senior executives, employees, contractors and representatives of the Company. A copy of the Anti-bribery and Corruption Policy is available on the Company's website.

If there are any material breaches of the Anti-bribery and Corruption Policy, such breaches are brought to the attention of the Board or a committee of the Board.



# PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

## Audit and Risk Committee

The Company has established a combined Audit and Risk Committee to oversee the management of financial and enterprise risks. The Audit and Risk Committee is governed by the Audit and Risk Committee Charter, which is available on the Company's website.

The audit-related responsibilities of the Audit and Risk Committee include the following:

- Review the Company's financial reporting disclosure processes and monitor the adequacy of those processes;
- Review the half-yearly and full year financial statements and associated ASX announcements on the Company's financial results and consider whether they are complete, consistent with information known to the Committee, reflect appropriate accounting policies and principles and otherwise provide a true and fair view of the financial position and performance of the Company;
- Receive and consider in connection with the Company's half-yearly and full year financial statements letters of representation to the Board in respect of financial reporting and the adequacy and effectiveness of the Company's risk management, internal compliance and control systems and the process and evidence adopted to satisfy those conclusions;
- Review the financial sections of the Company's Annual Report and related regulatory filings before release and consider the accuracy and completeness of the information; and
- Review with management and the external auditors the results of the audit.

All Audit and Risk Committee members are literate in financial and risk matters and have a deep understanding of the business in which the Company operates, to enable them to discharge the Audit and Risk Committee's mandate effectively. Several members have accounting, risk and/or financial expertise.

The Company has disclosed the relevant qualifications and experience of the members of the Audit and Risk Committee in its Annual Report.

## CEO and CFO certification of financial statements

For the FY23 annual and half-year financial reports, the Board received assurance from the Chief Executive Officer & Managing Director and Chief Financial Officer that:

- The financial records of PEXA have been properly maintained;
- The financial statements and notes required by accounting standards for external reporting:
  - Give a true and fair view of PEXA's financial position and performance; and
  - Comply with the accounting standards and any further requirements in the Corporations Regulations; and
- The above representations are based on a sound system of risk management and internal control and the system is operating effectively in all material respects in relation to financial reporting risks.

## Verification of periodic corporate reports

In all circumstances, including where PEXA's auditor is required to review or audit periodic corporate reports, PEXA conducts internal review and verification processes to ensure that the information contained in these documents is accurate, balanced and provides investors with appropriate information to make informed decisions about PEXA.

The information contained in these documents is reviewed and verified by relevant functional subject matter experts, internal audit (if applicable) and the relevant member of senior management prior to release to the market.

# PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

## Continuous Disclosure Policy

The Company's Continuous Disclosure Policy is available on the Company's website. The Board adopted a new Continuous Disclosure Policy in FY23. The new policy simplifies the approvals process to better facilitate compliance with the immediacy requirements in ASX Listing Rule 3.1.

The Company Secretary is responsible for communications with the ASX for the purposes of Listing Rule 12.6.

The Company Secretary ensures that each director receives a copy of all material market announcements promptly after they have been made.

## Investor and analyst presentations

The Company's Continuous Disclosure Policy provides that a copy of any new and substantive investor or analyst presentation materials will be released to the ASX Market Announcements Platform ahead of the presentation.

# PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

## Investor website

Investors have access to information about the Company and its governance on the Company's website.

The website includes the following details:

- names, photographs and brief biographical information for each of its directors and senior executives;
- copies of the Company's Constitution, Board and Committee Charters;
- a statement of the Company's values; and
- key corporate governance policies.

The Company also posts its Annual Report and all other ASX releases (including notices of meeting, presentations and analyst and media briefings) on its website.

## Investor relations program

The Company has implemented an investor relations program to facilitate effective two-way communication with our shareholders and prospective investors. Some of the specific initiatives in place include:

- ensuring that new and substantive investor or analyst presentations are released to the ASX ahead of those presentations;
- webcasting our Annual General Meeting;
- one-on-one and small group meetings when requested and in compliance with appropriate governance standards; and
- responding to investor queries in a timely manner.

## Participation at meetings of security holders

The Company has adopted a Shareholder Communications Policy which sets out how the Company facilitates and encourages participation at meetings of security holders, a copy of which is available on the Company's website.

All shareholders are invited to attend the Company's annual general meetings either in person, virtually or by representative. Shareholders also have an opportunity to submit questions to the Board or the Company's external auditor.

The Company seeks to utilise numerous modes of communication, including electronic communication, to facilitate and encourage participation at meetings of security holders.

The Company will ensure a poll is used for the determination of substantive resolutions at a meeting of security holders.

## Electronic communication with security holders

Shareholders are encouraged to elect to receive all communications electronically. Shareholders who wish to receive electronic communications can update their communication preferences by following the steps set out on the Company's website at <https://investors.pexa.com.au/investor-centre/?page=my-shareholding>.

# PRINCIPLE 7: RECOGNISE AND MANAGE RISK

## Risk Management

The Audit and Risk Committee oversees the management of risks.

The risk-related responsibilities of the Audit and Risk Committee include:

- Consider the Company's overall risk management framework, risk appetite and risk profile, regularly review its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks;
- Advise the Board if the Company is operating outside of its approved risk appetite, including the circumstances involved;
- Review with management the adequacy of the Company's processes and systems for identifying, assessing, monitoring and managing the key financial and non-financial risks and emerging risks to the Company in accordance with the Company's Risk Management Policy;
- Review, in accordance with the Company's Risk Management Policy, any incident involving:
  - internal fraud
  - external fraud resulting from a material or significant break down of the Company's internal controls; or
  - any other material or significant break down of the Company's internal controls; and
- Review any material or significant incident involving any break-down of the Company's risk management processes.

The Company regularly evaluates the effectiveness of its risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. The Company's risk management framework was reviewed during the reporting period, which included refining the risk appetite statement and key performance indicators.

## Internal Audit

The Audit and Risk Committee is responsible for monitoring the internal audit function in accordance with the Company's Risk and Compliance Obligations Management Policy. The Company engages an external provider to provide internal audit services to the Company. The key role of the internal auditor is to provide independent and objective assurance on the adequacy and effectiveness of risk management control and governance processes. The internal auditor briefs the Audit and Risk committee on internal audit activities. Discussions are also scheduled between the Audit and Risk Committee and the internal auditor in the absence of management.

## Environmental and social risks

The Audit and Risk Committee is responsible for reviewing whether the Company has any material exposure to any environmental or social risks and if so, to oversee any strategies to mitigate those risks. The Company does not have any material exposure to environmental and social risks.

Further information about PEXA's environment, social and governance initiatives is available in the Annual Report.

# PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

## Remuneration

The Remuneration, Nomination and People Committee is responsible for making recommendations to the Board in relation to the Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Details about the Company's remuneration strategy and policies and practices are set out in the Remuneration Report. The remuneration of Non-Executive Directors is fixed and reflective of the role that the Director serves on the Board and Committees. Non-Executive Directors do not participate in any incentive plans and do not receive retirement benefits other than superannuation.

PEXA's Remuneration Report is included in the Annual Report which is available on the Company's website.

## Securities Trading Policy

PEXA's Securities Trading Policy sets out the rules that restrict dealings in the Company's shares and is designed to help prevent employees from contravening laws on insider trading. Under the Policy, and as required by law, all Directors and employees are prohibited from trading in the Company's shares at any time if they are aware of any market sensitive information that has not been made public. Trading is only permitted during specified times throughout the year and provided that the employee has received clearance from the relevant authorised officer.

All Company share dealings by Directors are notified to the ASX within the required time. The Policy also specifically prohibits entry into transactions in associated products that limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

A copy of the Securities Trading Policy is available on the Company's website.

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

