

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Matrix Composites & Engineering Ltd

ABN/ARBN

54 009 435 250

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://matrixengineered.com/investors/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 31 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: 31 August 2023

Name of authorised officer authorising lodgement: Paul Hardie, Joint Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> The Company's board charter is included in the Corporate Governance Charter, and we have disclosed a copy of that document at: https://matrixengineered.com/investors/corporate-governance	<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://matrixengineered.com/investors/corporate-governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://matrixengineered.com/investors/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation 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
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://matrixengineered.com/investors/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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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Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 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://matrixengineered.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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 in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the Board to be independent directors, the information referred to in paragraph (b) (where applicable), and the length of service of each director, in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input 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
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> Our values are articulated in the Corporate Governance Charter, and we have disclosed a copy of that document at: https://matrixengineered.com/investors/corporate-governance	<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://matrixengineered.com/investors/corporate-governance	<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://matrixengineered.com/investors/corporate-governance	<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://matrixengineered.com/investors/corporate-governance	<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://matrixengineered.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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>

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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.	<input checked="" type="checkbox"/> The Company's 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 is set out in the Corporate Governance Charter, and we have disclosed a copy of that document at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
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 policy at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://matrixengineered.com	<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 in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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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
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>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://matrixengineered.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed whether a review of our risk management framework was undertaken during the reporting period in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	<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 in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
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, and how we manage or intend to manage those risks, in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance	<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"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://matrixengineered.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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"/></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 in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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"/></p> <p>and we have disclosed our policy on whether participants in the Company's equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme in our Corporate Governance Statement which can be found at: https://matrixengineered.com/investors/corporate-governance</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>

CORPORATE GOVERNANCE STATEMENT 2023

Introduction

Matrix Composites & Engineering Ltd (ASX: MCE) ("**Matrix**" or "**Company**") is committed to implementing and maintaining high standards of corporate governance.

To this end, the Company's board of directors (**Board**) has adopted a suite of charters and key corporate governance documents which articulate the governance policies and practices followed by the Company. These documents are reviewed at least annually to address changes in governance practices and the law and are available on the Corporate Governance page on the Company's website at:

<https://matrixengineered.com/investors/corporate-governance>

This Corporate Governance Statement, which is current at 31 August 2023 and has been approved by the Board, discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council during the financial year ended 30 June 2023 as set out in the Council's *Corporate Governance Principles and Recommendations (4th Edition)* published in February 2019 (**ASX Principles and Recommendations**).

The ASX Principles and Recommendations are not mandatory, however recommendations that have not been followed for any part of the reporting period have been identified, and reasons for not following them provided, together with what (if any) alternative governance practices were adopted by the Company in lieu of following the recommendations for that period.

Corporate Governance Disclosures

The Company's corporate governance disclosures, including the extent to which the Company has followed the ASX Principles and Recommendations, for the financial year ended 30 June 2023 are set out below.

Principle 1 – Lay solid foundations for management and oversight

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
1.1	Roles and responsibilities of Board and management	The Board has established a clear delineation between the roles and responsibilities reserved to the Board and those delegated to management, which are set out in the Company's Corporate Governance Charter.	Yes

		<p>A copy of the Corporate Governance Charter is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	
1.2	Information regarding election and re-election of directors	<p>Matrix carefully considers the character, experience, education, and skill set of potential candidates for appointment to the Board and conducts appropriate checks into the candidate's background and experience.</p> <p>Matrix has appropriate procedures in place to ensure that all material information relevant to a decision on whether or not to elect or re-elect a director is disclosed in the relevant notice of meeting provided to shareholders.</p>	Yes
1.3	Written contracts of appointment	<p>In addition to being set out in the Corporate Governance Charter, the roles and responsibilities of directors are also formalised in the letter of appointment which each director accepts on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements, and ongoing rights of access to corporate information. Each senior executive enters into an employment contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements, and termination rights and entitlements.</p>	Yes
1.4	Company Secretary	<p>The company secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board. All directors have access to the company secretary and vice versa. In accordance with the Company's Constitution, the appointment or removal of the company secretary is a matter for the Board as a whole.</p>	Yes
1.5	Diversity	<p>The Company has a Diversity Policy which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>The Company is committed to achieving gender diversity and periodically sets measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally.</p> <p>In the reporting period, the Company set the following objectives in relation to gender diversity:</p>	Yes



		<ul style="list-style-type: none"> at least one of the next 2 Board appointments should be female with appropriate skills and attributes; at least one of the next 2 executive appointments should be female with appropriate skills and attributes; and at least 33% of new employees should be male and at least 33% should be female. <p>During the reporting period, Matrix achieved its overall 33% gender diversity objective for new employees (both male and female). There were no new Board appointments and only one new executive was appointed (male).</p> <p>As at 30 June 2023, all 5 Board positions (100%) and 2 senior executive positions (100%) were held by men. For these purposes, "senior executive" means the CEO and CFO. The diversity table set out in Annexure A to this Statement shows the proportion of men and women across the whole workforce.</p>	
1.6	Board reviews	<p>The Company has a process for periodically evaluating the performance of the Board, its committees, and individual directors. This process is set out in the Board and Management Performance Enhancement Policy and the Company's Review & Evaluation Protocols – Board, Committee, and Directors, which are available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>A formal performance evaluation of the Board and committees was undertaken, in accordance with that process, during the reporting period.</p>	Yes
1.7	Management reviews	<p>The Company has a process for evaluating the performance of its senior executives at least once every reporting period. This process is set out in the Board and Management Performance Enhancement Policy and the Company's Evaluation Protocols – Senior Executive Performance, which are available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>A formal performance evaluation of the Company's senior executives was undertaken, in accordance with that process, during the reporting period.</p>	Yes



Principle 2 – Structure the board to be effective and add value

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
2.1	Nominations committee	<p>The Company has a Nominations Committee. The Company's Nominations Committee Charter is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>The current members of the Committee are Peter Hood (Chair), Steven Cole, Craig Duncan, and Chris Sutherland. All members of the Committee (including the Chair) have been assessed by the Board as independent.</p> <p>The Committee met twice throughout the reporting period. Mr Duncan attended one meeting, and all other members of the Committee attended both meetings.</p>	Yes
2.2	Board skills matrix	<p>The Company has a Board skills matrix which sets out the mix of skills that the Board currently has or is looking to achieve in its membership.</p> <p>The Board skills matrix is set out in Annexure B to this Statement. The Board, including through its Nominations Committee, benchmarks the skills and experience of its directors against this Board skills matrix.</p> <p>Further details regarding the skills and experience of each director are included in the Director's Report contained in the Company's 2023 Annual Report (Annual Report).</p>	Yes
2.3	Disclose independence and length of service	<p>Under the Company's Corporate Governance Charter, the assessment of whether a Board member is independent is a matter of judgement for the Board and includes concepts of materiality. In making that judgement the Board may have regard to, but need not be bound by, the ASX Principles and Recommendations with respect to director independence.</p> <p>The ASX Principles and Recommendations provide examples of interests, positions, associations, and relationships that might cause concerns about the independence of a director. They include if a director:</p> <ul style="list-style-type: none"> is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least 3 years between ceasing such employment and serving on the Board; receives performance-based remuneration (including options or performance rights) from, or 	Yes



		<p>participates in an employee incentive scheme of, the entity;</p> <ul style="list-style-type: none"> is, or has been within the last 3 years, in a material business relationship (for example, as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship; is, represents, or is or has been within the last 3 years an officer or employee of, or professional adviser to, a substantial security holder of the entity; has close personal ties with any person who falls within any of the categories described above; or has been a director of the entity for such a period that their independence from management and substantial security holders may have been compromised. <p>In each case, the materiality of the interest, position, or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.</p> <p>In accordance with the independence criteria set out above, the Board reviewed the positions and associations of each of the 5 directors in office at the date of this Statement in making the assessment regarding independence.</p> <p>The names and relevant disclosable information relating to each director is set out in Annexure C to this Statement.</p>	
2.4	Majority of independent directors	A majority of the Board are considered to be independent as 4 of the 5 directors fall within the definition of 'independent director' prescribed by the ASX Principles and Recommendations.	Yes
2.5	Independent chair	Mr Hood (Chair) is one of the 4 independent directors and, in particular, is not the CEO of the Company.	Yes
2.6	Induction and professional development	<p>The Board has a formal program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake relevant professional development. The program is set out in the Company's Procedure – Induction of New Directors, which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes



Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
3.1	Values	<p>The Company has adopted a formal statement of values, which is set out in the Company's Corporate Governance Charter.</p> <p>A copy of the Corporate Governance Charter is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes
3.2	Code of Conduct	<p>The Board has adopted a Code of Conduct for its directors, senior executives, and employees, a copy of which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes
3.3	Whistleblower Policy	<p>The Board has adopted a Whistleblower Policy, a copy of which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes
3.4	Anti-Bribery and Corruption Policy	<p>The Board has adopted an Anti-Bribery and Corruption Policy, a copy of which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes

Principle 4 – Safeguard the integrity of corporate reports

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
4.1	Audit committee	<p>The Company has an Audit Committee. The Company's Audit Committee Charter is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>The current members of the Committee are Steven Cole (Chair), Peter Hood, Craig Duncan, and Chris Sutherland. All members of the Committee are independent non-executive directors, and details of their experience and qualifications are set out in the Directors' Report contained in the Annual Report.</p>	Yes



		The Committee met 3 times throughout the reporting period, and all members attended all 3 meetings.	
4.2	CEO and CFO certification of financial statements	In respect of full year and half year financial reports, the Board has obtained a written declaration from the CEO and CFO that, in their opinion, the financial records of the Company have been properly maintained and 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 their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes
4.3	Verifying the integrity of periodic corporate reports	The Company's process to verify the integrity of periodic corporate reports (other than audited reports or reports reviewed by an external auditor) is set out in the Company's Corporate Governance Charter. A copy of the Corporate Governance Charter is available on the Corporate Governance page of the Company's website at: https://matrixengineered.com/investors/corporate-governance .	Yes

Principle 5 – Make timely and balanced disclosure

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
5.1	Continuous Disclosure Policy	The Board has adopted a Continuous Disclosure Policy to ensure that Matrix complies with its continuous disclosure obligations under Listing Rule 3.1. A copy of the Continuous Disclosure Policy is available on the Corporate Governance page of the Company's website at: https://matrixengineered.com/investors/corporate-governance .	Yes
5.2	Material market announcements	The Company ensures that the Board receives copies of all material market announcements promptly after lodgement with ASX.	Yes
5.3	Investor or analyst presentations	The Company releases a copy of all presentation materials for new and substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of the presentation.	Yes



Principle 6 – Respect the rights of security holders

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
6.1	Information on website	<p>The Company provides timely and up-to-date information about itself and its governance to investors via its website at:</p> <p>https://matrixengineered.com.</p> <p>Investors can access copies of all ASX announcements, notices of meeting, investor presentations, and half yearly and annual reports via the 'Investors' tab in the navigation menu.</p> <p>General information regarding the Company can be accessed via the 'About Us' tab in the navigation menu.</p> <p>Key corporate governance documents are available on the Corporate Governance page at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes
6.2	Investor relations program	<p>The Company has an investor relations program, commensurate with its size and level of operations, that facilitates effective two-way communication with investors. This program involves actively engaging with interested brokers and investors and meeting with interested brokers and investors upon request. The Company promptly responds to all enquiries received from brokers and investors.</p> <p>In addition, access to directors and senior executives is provided at the Company's Annual General Meeting (AGM), and shareholders are always given the opportunity to ask questions of directors and management either during or after meetings.</p> <p>Any presentations prepared by the Company are posted on the Company's website at:</p> <p>https://matrixengineered.com.</p>	Yes
6.3	Facilitate participation at meetings of security holders	<p>The Board encourages participation of shareholders at all shareholder meetings. Shareholders are provided with copies of all notices of meeting prior to meetings, which are set at times and places to promote maximum attendance by shareholders.</p> <p>Shareholders are always given the opportunity to ask questions of directors and management, either during or after meetings. In addition, the Company's auditor is available to answer questions at the AGM. Shareholders who are not able to attend a shareholders' meeting are afforded the opportunity to provide questions or comments ahead of the meeting.</p> <p>Further details of how the Company facilitates and encourages participation at meetings of security holders is set out in the Company's Communications</p>	Yes



		with Shareholders, Security Holders, and Stakeholders Policy, a copy of which is available on the Corporate Governance page of the Company's website at: https://matrixengineered.com/investors/corporate-governance .	
6.4	Voting by poll	The Company has adopted the process required by ASX Guidance Note 35 which stipulates that all Listing Rule resolutions be decided by a poll. The Company has extended the conduct of a poll to all resolutions proposed at shareholder meetings.	Yes
6.5	Facilitate electronic communications	The Company welcomes electronic communication from its shareholders via its main email address (matrix@matrixengineered.com). The Company's share registry also engages with shareholders electronically and makes available a range of relevant forms on its website. Shareholders can register with the share registry to access their personal information and shareholdings via the internet.	Yes

Principle 7 – Recognise and manage risk

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
7.1	Risk committee	The Company has a Risk and Sustainability Committee. The Company's Risk and Sustainability Committee Charter is available on the Corporate Governance page of the Company's website at: https://matrixengineered.com/investors/corporate-governance . The current members of the Committee are Craig Duncan (Chair), Peter Hood, Steven Cole, and Chris Sutherland. All members of the Committee (including the Chair) have been assessed by the Board as independent. The Committee met twice throughout the reporting period, and all members attended both meetings.	Yes
7.2	Annual risk management framework review	In summary, the Company's risk management framework is based on AS/NZS ISO 31000:2009 Risk Management – Principles and Guidelines and complies with AS/NZS ISO 31000:2018. It comprises: <ul style="list-style-type: none"> formal processes for the identification and measurement of risks that might impact upon the achievement of the Company's goals and objectives, and for monitoring the environment to identify emerging factors and trends that affect these risks; risk management strategies to manage identified risks and designing and implementing 	Yes



		<p>appropriate risk management policies and internal controls;</p> <ul style="list-style-type: none"> internal systems to monitor the performance of and improve the effectiveness of risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control; and regular reporting to the Risk and Sustainability Committee and the Board regarding the effectiveness of the Company's risk management systems and processes and the extent to which they are being applied within the Company. <p>Management is responsible for regular reporting to the Board as to the effectiveness of the Company's management of its material business risks directly and through the Risk and Sustainability Committee. Management is also responsible for undertaking a review of the risk management framework under the direction of the Risk and Sustainability Committee, on at least an annual basis, which reports independently to the Board of any changes, concerns, and outcomes. The Company maintains a risk management and internal control system that is sufficient to manage its material business risks. The Company has conducted a review of its risk management framework during the reporting period.</p>	
7.3	Internal audit	<p>The Board has determined that the establishment of an internal audit function is not warranted at this stage of the Company's development given the cost of establishing the function, the current size of the Company, and the nature and extent of its operations.</p> <p>The processes that the Company employs for evaluating and continually improving the effectiveness of its governance, risk management, and internal control process are detailed in the Risk and Sustainability Committee Charter which is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	Yes
7.4	Environmental and social risks	<p>The Company is committed to providing and promoting a sustainable, safe, and healthy work environment for employees, contractors, suppliers, and the community.</p> <p>Processes and system have been implemented to manage the economic, social, and environmental risks and hazards identified as being applicable to the business to ensure that the Company continues to mitigate and implement action plans to address these in line with the Company's risk profile.</p>	Yes



		The Company does not consider that it has any material exposure to environmental or social risks as at the date of this Statement. As the size and scale of the Company's operations increase, the Company intends to implement additional processes and systems to manage the environmental and social risks identified as being applicable to the business to ensure that the Company continues to manage these risks in line with the Company's risk profile.	
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Principle 8 – Remunerate fairly and responsibly

RECOMMENDATION		MATRIX'S COMPLIANCE WITH RECOMMENDATION	RECOMMENDATION FOLLOWED IN FULL?
8.1	Remuneration committee	<p>The Company has a Remuneration Committee. The Company's Remuneration Committee Charter is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p> <p>The current members of the Committee are Peter Hood (Chair), Steven Cole, Craig Duncan, and Chris Sutherland. All members of the Committee (including the Chair) have been assessed by the Board as independent.</p> <p>The Committee met twice throughout the reporting period, and all members attended both meetings.</p>	Yes
8.2	Executive and non-executive director remuneration policies	<p>The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives have been designed to attract, retain, and motivate suitably qualified and experienced directors and executives to run and manage the Company, as well as create goal congruence between its directors, executives, and shareholders.</p> <p>Executive remuneration is structured with a fixed component and may also include a performance-based component. Non-executive directors are remunerated at market rates for comparable companies based on time commitment and responsibilities.</p> <p>Further details of the policies and practices regarding the remuneration of non-executive directors, and executive directors and other senior executives, are set out in the Remuneration Report contained in the Annual Report.</p>	Yes
8.3	Policy on hedging equity-based remuneration scheme	The Company has an equity-based remuneration scheme, being the "Employee Long Term Incentive Plan" approved by shareholders at the AGM held on 18 November 2020 (Equity Incentive Plan).	Yes



		<p>Pursuant to the Company's Securities Trading Policy, participants in the Equity Incentive Plan are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Equity Incentive Plan.</p> <p>A copy of the Securities Trading Policy is available on the Corporate Governance page of the Company's website at:</p> <p>https://matrixengineered.com/investors/corporate-governance.</p>	
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Annexure A – Diversity Table

GROUP WORKFORCE BY JOB CLASSIFICATION AND GENDER					
CLASSIFICATION	TOTAL	GENDER			
		FEMALE	%	MALE	%
MANAGEMENT					
Senior Executives	2	0	0%	2	100%
Management	21	4	19%	17	81%
TOTAL	23	4	17%	19	83%
NON-MANAGEMENT					
Professionals	19	6	32%	13	68%
Technicians and Trade	12	1	8%	11	92%
Clerical and Administrative	9	7	78%	2	22%
Machinery Operators & Drivers	0	0	0%	0	0%
Labourers	69	18	26%	51	74%
TOTAL	109	32	29%	77	71%

Annexure B – Board Skills Matrix

	Skill	Definition
Industry Experience	Global Oil & Gas and Mineral Resources	Has particular expertise and knowledge of the global oil and gas industry in which the Company operates.
	Composites Material Manufacturing	Has particular skills and expertise in products, systems, or technologies relevant to the Company's operations.
Technical Skills	Accounting and Financial Literacy	Has the required level of knowledge and skill to: effectively analyse the Company's management accounts and periodic financial statements; assess the Company's ongoing viability; and actively contribute to the setting and ongoing review of the Company's annual budget.
	Banking	Has particular experience and skills in relation to debt financing.
	Corporate Finance	Has a sound understanding of financial risk and understands the financial regulatory framework relating to listed companies.
	Equity Capital Markets	Has particular experience and skills in relation to capital raising and equity markets.
	Mergers and Acquisitions	Has particular experience and skills in relation to mergers and acquisitions, demergers, and capital reconstructions etc.
	Complex Manufacturing Operations	Has executive/management experience with a significant manufacturing enterprise. Has a sound understanding of operational issues and extracting maximum value from the Company's assets.
	International Oil & Gas Equipment Supply	Has extensive international business experience in the oil and gas equipment supply industry.
	Law	Has particular expertise in corporate and commercial law and/or in relation to legislation relevant to the Company.
	Strategic Marketing	Has a sound understanding of marketing and growth strategies to preserve and grow the Company's market share.
	Information Technology	Has expertise in IT strategy and system design, procurement and implementation and a sound understanding of associated risks.
Risk Management	Has a sound understanding of risk management and the development of a systematic approach to protect the Company's assets and maximise chances of success.	

	Human Resources Management	Is able to contribute actively to the setting of management performance goals that link rewards to desired performance and behaviour, the oversight of management performance, and the development of Board and executive succession plans.
	Strategy Development and Implementation	Has a sound understanding of the strategy development process and how to convert strategy into actions and corporate success.
	CEO/Senior Management Experience	Has executive experience (CEO) with a significant enterprise.
Governance Competencies	Contemporary Corporate Governance	Has a strong background in or understanding of current corporate governance standards and compliance requirements and is familiar with corporate legislation.
	Commercial Business Experience/Acumen	Demonstrated ability to understand and deal with business situations in a manner likely to lead to a positive outcome for the business.
	Strategy	Has strong strategic skills, able to contribute actively to the formulation, testing and approval of a business strategy designed to drive shareholder value in the longer term. Alert to opportunities, risks and trends that require a strategic response.
	CEO Selection, Monitoring and Evaluation	Ability to identify the key criteria required for the CEO and apply appropriate metrics for evaluation.
	Monitoring	Has strong skills in monitoring executive and business performance.
	Compliance	Has strong knowledge of the regulatory framework within which the business operates: operationally, commercially, and financially including ASX Listing Rules and the Corporations Act.
	Policy Frameworks	Has relevant experience developing policy frameworks that manage the operational, financial and risk appetite of the business.
	Networking	Has strong business networks and relationships within the oil and gas industry, manufacturing sector and corporate Australia.
	Stakeholder Communication	Has relevant experience in engagement with external stakeholder groups (shareholders, proxy advisors, community groups, regulators, government).
	Decision Making	Ability to participate in Board decision making and ensure decisions are made after careful consideration of all available information.
	Effective Governance	Ability to exercise skills and abilities to ensure the Company has an effectively operating governance structure. Ability to exercise skills and abilities to ensure the Company has an effectively operating governance structure.

Annexure C – Assessment of Director Independence

Name	Position	Length of Service	Status	Reason for Assessment
Peter Hood	Non-Executive Chairperson	11.5 years	Independent	Length of service not considered to have compromised independence from management and/or substantial security holders
Aaron Begley	Managing Director	23 years	Non-independent	Employed in an executive capacity / material shareholding
Steven Cole	Non-Executive Director	9.5 years	Independent	Meets criteria of independence
Craig Duncan	Non-Executive Director	15 years	Independent	Length of service not considered to have compromised independence from management and/or substantial security holders
Chris Sutherland	Non-Executive Director	1.75 years	Independent	Meets criteria of independence