

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

1414 Degrees Limited

ABN/ARBN

57 138 803 620

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: www.1414degrees.com.au/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 29 September 2023 and has been approved by the board.

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

Date: 29 September 2023

Name of authorised officer authorising lodgement: Katelyn Adams

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"/> and we have disclosed a copy of our board charter at: https://1414degrees.com.au/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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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 type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input 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:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 type="checkbox"/></p> <p>and we have disclosed our board skills matrix within the:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors within the:</p> <p>Our Corporate Governance Statement on page 4</p> <p>and the length of service of each director at:</p> <p>2023 Annual Report on page 10</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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 type="checkbox"/>	<input checked="" 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"/> and we have disclosed our values within the: Corporate Governance Statement on page 5.	<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://1414degrees.com.au/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://1414degrees.com.au/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://1414degrees.com.au/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 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:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://1414degrees.com.au/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://1414degrees.com.au/corporate-governance/	<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: within our Corporate Governance Statement on page 8.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input 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:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" 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 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:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>

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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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks within the: Corporate Governance Statement on page 9.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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 the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: Corporate Governance Statement on page 10.</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 within the:</p> <p>Corporate Governance Statement and the Company's Annual Report on pages 14-15.</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 this issue or a summary of it within the:</p> <p>Corporate Governance Statement on page 10.</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: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" 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 checked="" 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 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



CORPORATE GOVERNANCE STATEMENT

The Board and management of 1414 Degrees Limited (**Company**) is committed to responsible business and financial practices and maintaining and enhancing a strong corporate governance framework. The Board has adopted a system of internal controls, a risk management framework and corporate governance policies, standards and practices which are designed to support and promote the responsible conduct of the Company.

This Corporate Governance Statement (**Statement**) provides a summary of the key corporate governance principles and practices adopted by the Company during the 2023 reporting period through to the date of this Statement. The Company's governance practices align with the recommendations of the ASX Corporate Governance Principles and Recommendations (Fourth Edition) (**Principles**) throughout the reporting period, except where stated, noting the size of the Company's operations.

The Company regularly reviews its governance policies and processes and updates them as required taking into consideration contemporary governance standards and regulatory requirements.

This Statement is accurate and is up to date as at 29 September 2023 and has been approved by the Board.

The corporate governance charters and policies are available in the 'Corporate Governance' section that is accessed from the Investor Centre page on the Company's website (<https://1414degrees.com.au/corporate-governance/>).

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT.

The Board

The Board is responsible for ensuring the Company has an appropriate corporate governance structure as well as the overall operations and stewardship of the Company.

Board Charter

(Recommendation 1.1)

The respective roles and responsibilities of the Board and management are outlined in the Company's Board Charter, with the Charter available in the corporate governance section of the Company's website: <https://1414degrees.com.au/corporate-governance/>

The Board retains full responsibility for overseeing and appraising the Company's corporate strategy, key governance policies and overall performance. The Board's principal functions include:

- Appointment of a Chief Executive Officer when appropriate
- Setting the Company's strategic direction, objectives and goals
- Approving the annual budget and oversight and monitoring of its financial performance
- Resourcing, reviewing and evaluating executive management
- Ensuring the Company has adequate internal controls (operational and financial) and business practices comply with such controls

- The prudent management of business risks and the broader risk management framework
- Ensuring the Company has timely, accurate and effective communication with shareholders, the market and regulatory bodies
- Ensuring occupational health and safety and environmental compliance and performance
- Ensuring the integrity of the accounting and corporate reporting systems, including the external audit function
- Approving the Company's remuneration policies

Appointment

(Recommendations 1.2 and 1.3)

There are currently three Directors, with the Directors' Report in the 2023 Annual Report summarising:

- Key skills, experience, qualifications and expertise of each Director
- Term of office

The Board seeks to identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Directors.

The Board also undertakes appropriate pre-engagement checks on short listed candidates and seeks confirmation with the short listed candidate that they have sufficient time to undertake their responsibilities as a Director.

All Directors receive a written Letter of Appointment outlining their terms of appointment as well as a Deed of Confidentiality Access and Indemnity. Any Director appointed by the Board, whether to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting. Retiring Directors are eligible for re-election at this meeting by shareholders.

All executives receive a written Contract of Employment setting out their terms of appointment and their duties and responsibilities, rights, and remuneration entitlements.

All material information in relation to potential Directors is provided to shareholders as appropriate, including details of their term of office and independent status. This information is included within Notices of Meeting and Explanatory Memoranda that seek to obtain approval of shareholders for an election or re-election of Directors.

Company Secretary

(Recommendation 1.4)

The Company Secretary is accountable to the Board through the Chairman on all matters to do with the proper functioning and administration of the Board as well as all matters of governance. The Company Secretary's role includes advising the Board on governance matters, monitoring the compliance with key policies, coordinating the timely drafting and despatch of Board papers, ensuring that the business of the Board is accurately captured in the Minutes of Board meetings, facilitating the Induction and Onboarding of Directors, and reviewing ongoing professional development needs of Directors.

All Board members have direct access to the Company Secretary, with the Board responsible for the appointment and removal of the Company Secretary.

Diversity

(Recommendation 1.5)

The Company has a strong commitment to diversity in its business which is evidenced through its Diversity Policy which can be found on the Company's website. The Company is committed to attracting and retaining a diverse range of highly capable individuals to work across all levels of the business.

The Diversity Policy requires the Board to set measurable objectives for achieving gender diversity in the composition of its Board, executive management and workforce. The Board has yet to establish diversity objectives for achieving gender diversity primarily due to its size, however the Board remains committed to an ongoing evaluation of practically possible targets.

As at the date of this report, the Company had the following proportion of women appointed to:

- The Board/Executive Management – 25%*
- Company as a whole – 25%

*Includes the Company Secretary

Evaluation of Performance

(Recommendations 1.6 and 1.7)

The Board did not carry out a performance evaluation during the year of the entire Board or the individual Directors. The Board continues to review options for a whole of Board evaluation, with an evaluation process to be implemented during the coming year, given the changes to the Board structure during the FY23 reporting period.

The process for evaluating the performance and remuneration of executive management is under review currently including the issue of Performance Rights under the Performance Rights Plan.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Nomination Committee

(Recommendation 2.1)

The Board has not established a Nomination Committee, due to the size of the Company and small scale of activities. The size, structure and composition of the Board is regularly reviewed, including the need for committees.

The Board oversees the process of appointment, performance and remuneration of the Chairman and Non-executive Directors.

The Board Charter outlines the processes employed by the Board to ensure the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities. The Board commits to a thorough Skills and Composition Assessment in the FY24 reporting period, to assist with determining gaps in knowledge, skills, and expertise.

Skills

(Recommendation 2.2)

There was a significant change to the structure and composition of the Board during the FY23 reporting period. The Board commits to a thorough Skills and Composition Assessment in the FY24 reporting period, to assist with determining gaps in knowledge, skills and expertise. A Board skills matrix will be developed from this assessment that will be subject to ongoing review by the Board. This process will also incorporate a self-assessment review of Board performance and a performance review of any senior executives.

Independence

(Recommendations 2.3, 2.4 and 2.5)

The Board Charter requires the Board to have a majority of independent Non-executive Directors.

When considering whether a director is “independent”, the Board has regard to the independence criteria as set out in the Principles as well as any other information that is considered relevant. A Director will be considered to be independent if they are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The Board reviews the independence of the Directors when considered appropriate. As at the date of this report two of the three Directors are considered to be independent:

- Mr Graham Dooley
- Mr Randolph Bowen

Information relating to the Directors of the Company, including whether they are independent, their skills, experience, expertise, and term of office is contained within the Directors' Report section of the Annual Report.

Dr Kevin Moriarty is the Executive Chairman of the Company. The Board acknowledges that the Company has therefore not complied with Recommendation 2.5. However, the Board considers that, having regard to his wealth of experience and industry knowledge, Dr Moriarty is the most suitable person to occupy the position of Chairman of the Company.

Director Induction and Professional Development

(Recommendation 2.6)

The Company Secretary coordinates a thorough Induction and Onboarding program for all new Directors and the ongoing professional development of Directors. The Induction and Onboarding program includes briefings on the company strategy, organisation structure, corporate governance practices, charters and policies, and the risk management framework, as well as discussions with executive management.

Directors are expected to remain abreast of significant issues facing the Company, the industry and changes to the broad macro and regulatory environment. Professional development opportunities are offered to Directors to ensure they continue to maintain their skills and knowledge needed to perform their roles effectively, including industry briefings, training, relevant courses and attendance at conferences.

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

Values and Code of Conduct

(Recommendations 3.1 and 3.2)

The Company's Code of Conduct can be found on the Company's website.

The Board established and adopted a Code of Conduct to guide standards of ethical behaviour expected of Directors and employees. The Code of Conduct establishes the Company's commitment to making positive economic, social, and environmental contributions to each of the communities in which it operates, whilst complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness, and respect.

The standards require Directors and employees to:

- Comply with applicable laws and regulations
- Act honestly and exercise reasonable care and diligence
- Avoid or manage any conflicts of interest
- Not take advantage of the Company's property and equipment, information or their position for personal benefit or gain

The Company's values and supporting behaviours underpin the culture across the organisation. These values guide Directors and employees in their daily activities and interactions with each other, as well as interactions with Stakeholders.

The values, which are reflected in the Company's most recent Strategic review, are as follows:

- Collaborative
- Innovative
- Excellence
- Integrity
- Respect

Whistleblower Policy and Anti-Bribery and Corruption Policy

(Recommendations 3.3 and 3.4)

The Company has adopted both a Whistleblower Policy and an Anti-Bribery and Corruption Policy and both policies can be found on the Company's website.

Any material incident reported under either of the policies is reported to the Board.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit Committee

(Recommendation 4.1)

During the reporting period, the Company established the Audit Committee. The Charter of the Committee is available on the Company's website in the Corporate Governance section. The current composition of the Audit Committee is:

- Mr Graham Dooley – Independent Non-Executive Director (Chairman of Committee)
- Mr Randolph Bowen – Independent Non-Executive Director
- Ms Katelyn Adams – Company Secretary

Due to the composition of the Board, the composition of the Committee is unable to comply with Recommendation 4.1 of the Principles and Recommendations. However, the Committee is comprised of three members, the majority of whom are independent Directors, and is chaired by an Independent Director who is not the Chair of the Board.

The Audit Committee Charter summarises the processes employed by the Committee that aim to independently verify and safeguard the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The external auditor attends two Board or Committee meetings each reporting period to respond to any questions or issues with respect to the half yearly and full year financial statements, as well as provide an overview of the audit program and testing undertaken. The auditor also attends the Annual General Meeting and is available to answer shareholder questions at this meeting.

The unaudited financial statements are reviewed and checked across several levels of the Company, including the Board.

Declarations of Chief Executive Officer and Chief Financial Officer (or equivalent)

(Recommendation 4.2)

Prior to approving the Company's financial statements for a financial period, the Directors require the Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) to state in writing that, in their opinion, the Company's financial records have been properly maintained and that the financial statements present a true and fair view of the financial position and performance of the Company's, and that they have been prepared in accordance with appropriate accounting standards.

The certifications are in accordance with section 295A of the Corporations Act 2001 (Cth).

Integrity of Periodic Reports which are not Audited

(Recommendation 4.3)

The Company has procedures in place, including approval processes, to ensure that the report (s) released to the market are materially accurate, balanced, timely and provide investors with the appropriate level of information to make informed investment decisions. The Board has overall responsibility for the establishment, implementation and supervision of the Company's continuous disclosure obligations, with delegated authority to the Company Secretary for the release of market communications. The Board verifies unaudited periodic corporate reports by ensuring the contents of each report are:

- Prepared by subject matter experts, including external professional advisers as required, to ensure proper verification of content with technical subject matter content
- Material statements are reviewed for accuracy and ASX Listing Rules compliance
- Company strategy, financial projections and statements, and changes to policy are reviewed in accordance with a hierarchy of delegations and are always approved for release by the Board

The Company's Continuous Disclosure & Shareholder Communications Policy provides further details of the processes followed with respect to the preparation, review, verification, and approval of disclosure information at all relevant levels prior to release to the market. This policy is available on the Company's website.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Continuous Disclosure

(Recommendations 5.1, 5.2 and 5.3)

The Company is required to comply with the ASX Listing Rules and Corporations Act.

Other than the circumstances outlined within the exceptions contained in the ASX Listing Rules, the Company immediately discloses any information that may affect the price or value of securities in the Company.

In addition to ASX announcements being listed on the Company's website, the Company also releases to the ASX any new significant investor or analyst presentation in advance of such presentation.

The Company is committed to observing its continuous disclosure obligations under the ASX Listing Rules and Corporations Act.

The Board receives copies of all material market announcements as soon as they have been made.

The Company is also committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to procedural matters and major issues affecting the Company.

The Company's process for meeting its continuous disclosure obligations is outlined within the Continuous Disclosure & Shareholder Communications Policy that can be found on the Company's website. Under the policy, the Company Secretary is primarily responsible for managing the Company's compliance with its continuous disclosure obligations.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Communicating with Security Holders

(Recommendations 6.1, 6.2, 6.3, 6.4 and 6.5)

The Company's website contains extensive information about the Company, its activities, and its governance.

As outlined previously, the Company has adopted a Continuous Disclosure & Shareholder Communications Policy which summarises how the Company promotes effective communication with shareholders and encourages their participation at general meetings.

General Meeting dates and Notices of Meeting are available on the Company's website. The Notice of Annual General Meeting also outlines how shareholders can submit questions or make comments pertaining to the Company.

All resolutions at an Annual General Meeting or General Meeting are decided by a poll rather than a show of hands.

The Company's website discloses the following information:

- The names, photographs, and a brief biographical summary for each of its Directors and executive management
- A dedicated Investor page that lists all ASX announcements as well as links to the Corporate Governance page, with copies of the Board Charter, Code of Conduct, Securities Trading Policy, Continuous Disclosure & Shareholder Communications Policy, Diversity Inclusion Policy, Whistleblower Policy and Anti-Bribery & Corruption Policy
- Copies of annual reports and financial statements
- An overview of the Company's business and key activities
- Copies of media releases made by the Company

The Company also commits to responding to shareholders and prospective investors throughout the year in a timely and appropriate manner. Shareholders have the option to elect to receive communication from, as well as send communication to, the Company and its appointed share registry electronically.

The Company's Share Register is managed and maintained by Computershare Investor Services Pty Ltd. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number or Holder Identification Number, via www.investorcentre.com/contact

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Risk Committee and Risk Management Framework

(Recommendations 7.1, 7.2, 7.3 and 7.4)

Whilst the Board has not established a separate Risk Committee due to the size of the Company and scale of activities, the Board recognises that ongoing and timely identification, monitoring and reporting of opportunities and threats are essential to strong management and enhanced outcomes for all stakeholders.

The Board assumes the roles and responsibilities that would otherwise normally be performed by a Risk Committee, including oversight of the Company's risk management framework and the effectiveness of the internal control systems. Whilst the Company doesn't have an internal audit function, executive management has responsibility for the design and implementation of the Company's risk management and internal control frameworks, and regularly reviews operational, business and project opportunities and threats consistent with enterprise risk management protocols.

The Board intends to undertake a review of the Company's risk management framework in the FY24 reporting period. An element of the review will also include an assessment of any emerging exposures to environmental or social risks, however the Board has not identified any at the current time.

The Company does not have an internal audit function, with the Board determining that such a function is not required given the Company's size, composition and corporate maturity.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration Committee and Remuneration Practices

(Recommendation 8.1, 8.2 and 8.3)

The Board has not established a Remuneration Committee due to the size of the Company and scale of activities. The size, structure and composition of the Board is regularly reviewed, including the need for committees.

The Board has assumed the roles and responsibilities that would otherwise normally be performed by a Remuneration Committee, including oversight of the process of appointment and remuneration of the Chairman, the Non-executive Directors, Company Secretary and senior management.

The Board is also responsible for setting the level and composition of remuneration for Directors and executive management and ensuring that such remuneration reflects market conditions, responsibilities, and expertise. The Company offers a combination of fixed annual remuneration and performance related remuneration through its employee incentive scheme.

In conducting an annual review of Board remuneration, the Board takes into consideration the responsibilities and demands on the Board. This includes the performance expectations of Directors, equivalent remuneration levels in the marketplace for companies with comparable size, structure and responsibilities, the regulatory environment the Company operates within and the qualification, skills and experience of Directors and the whole Board. Directors are not eligible for bonuses or short-term incentive arrangements.

The Company has a Reward & Remuneration Policy that outlines how the Company will ensure that its remuneration structures are competitive in attracting, motivating and retaining employees of high calibre. The Company offers a combination of fixed annual remuneration and performance related remuneration through an employee incentive scheme, details of which are outlined within the Performance Rights Plan. The main purpose of the employee incentive scheme is to create a strong incentivised link between increasing shareholder value and executive reward. The Performance Rights Plan also prohibits executives from entering into transactions which would have the effect of limiting the economic risk of participating in the scheme. The Company's Securities Trading Policy also provides further details around restrictions on trading, including when Designated Persons require prior approval to trade and details of Closed periods.

Details of the Performance Rights Plan are outlined within Section 12 of the Prospectus (April 2018) with a copy of the Securities Trading Policy available on the Company's website.