



14 August 2024

Manager
Company Announcements
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Corporate Governance Statement 2024 & Appendix 4G

Please find attached for immediate release to the market the Corporate Governance Statement 2024 & Appendix 4G.

For inquiries:

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Announcement approved by the Board of Directors



Our part, driving tomorrow.

Amotiv Limited
Formerly GUD Holdings Limited
ABN 99 004 400 891

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The Board is committed to conducting the business of Amotiv Limited (formerly G.U.D. Holdings Limited)¹ ("**Amotiv**") and its subsidiaries (the "**Group**") ethically and in accordance with high standards of corporate governance.

This statement sets out the key elements of the corporate governance framework which has operated in the Group throughout the year, unless otherwise indicated.

Throughout this Statement, reference to the "**2024 Directors' Report**" are to the Directors' Report which can be found in the Appendix 4E and Financial Results relating to the financial year ended 30 June 2024 ("**FY24**"), which can be found on ASX and on the Company's website here: www.amotiv.com/asx-announcements².

The Amotiv Appendix 4E and Financial Results for FY24 (published 14 August 2024), together with published Annual Reports, Modern Slavery Statements, investor presentations and the Amotiv website provide further information about the Amotiv Group and its strategy and governance.

The Directors hold the view that the corporate governance framework and practices comply with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)* ("**ASX Corporate Governance Principles**"), except to the limited extent noted in the Appendix 4G.

An ASX Appendix 4G, which is a checklist that indicates where the Group has disclosed the relevant information in compliance with the ASX Corporate Governance Principles, is available on ASX. In summary, the Group's disclosures have been made in this Corporate Governance Statement, the Appendix 4E and Financial Results for FY24, including the 2024 Directors' Report and accompanying documents and on the Group's website.

This Corporate Governance Statement and the associated Appendix 4G, were lodged with ASX on 14 August 2024.

The Group's corporate governance framework is overseen by the Board and amendments are made in response to changes in the Group's business or applicable legislation and standards.

1. Following shareholder approval at an Extraordinary General Meeting, the name of the Company changed from G.U.D.Holdings Limited to Amotiv Limited (ASX:AOV) on 24 June 2024. Accordingly the Group is now known as the "Amotiv Group".

2. The Appendix 4E and Financial Results for FY24, including the Directors' Report, is likely to be replicated within the Amotiv 2024 Annual Report, which is due to be published in mid September 2024.

1. Board of Directors

Amotiv's Board of Directors comprises:



Graeme Billings

BCom FCA MAICD

*Independent Non-Executive
Director and Chair*



Carole Campbell

BEC FCA FAICD

*Independent Non-
Executive Director*



David Coolidge

BA, MBA, MSA

*Independent Non-
Executive Director*



Jennifer Douglas

BSc LLB(Hons) LLM
MBA FAICD

*Independent Non-
Executive Director*



John Pollaers OAM

BElecEng (First Class Hons)
BSc MBA

*Independent Non-
Executive Director*



David Robinson

BSc MSc

*Independent Non-
Executive Director*



Graeme Wickman

B Bus MAICD

*Managing Director and
Chief Executive Officer*

The Board operates in accordance with the general principles set out in its Board Charter, which can be found in the corporate governance section of the Group's website at www.amotiv.com/corporate-governance. The Board Charter establishes the functions reserved to the Board and those delegated to Senior Executives, as described below. The Board undertook a review and revision of the Board and Committee Charters in May 2023.

1.1. Role of the Board

The Board's role is to:

- a. represent and serve the interests of shareholders by overseeing and appraising the Group's strategies, policies and performance. This includes overseeing the financial and human resources the Group has in place to meet its objectives and reviewing management performance;
- b. protect and optimise Group performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Group's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- c. set, review and monitor compliance with the Group's culture, values and governance framework; and
- d. keep shareholders informed of the Group's performance and major developments affecting its state of affairs.

While the Board retains ultimate responsibility for approving the strategy and overseeing performance of the Group, the day-to-day operations of the Group are conducted by, or under the supervision of, the Managing Director & Chief Executive Officer ("**Managing Director & CEO**") as directed by the Board. The various business operations within the Group are further delegated to Divisional managing directors/chief executive officers.

The management team (being the Managing Director & CEO, Divisional managing directors/chief executive officers and other personnel to whom relevant aspects of management is properly delegated by the Managing Director & CEO):

- a. is responsible for implementing strategic objectives, plans and budgets approved by the Board; and
- b. is accountable for matters within the management team's delegated authority and for complying with any limits on that authority, including complying with the law and Group policies.

To assist the Board to maintain its understanding of the businesses and to assess the performance of the management team, Directors regularly receive detailed briefings from the Managing Director & CEO and from Divisional managing directors/chief executive officers and visit operating locations.

Directors receive comprehensive monthly reports from the Managing Director & CEO and the CFO, whether or not a Board meeting is scheduled. The Board has access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

To fulfil this role, the responsibilities of the Board include:

- a. contributing to and approving management's development of corporate strategy, including approving the Group's financial and non-financial objectives;
- b. approving and overseeing the Group's purpose, values, and Code of Conduct and monitoring the corporate culture;
- c. setting strategic objectives, approving and monitoring business plans and operating budgets;
- d. monitoring corporate performance and management's implementation of the Group's strategy, the promotion of the Group's values and achievement of financial objectives;
- e. reviewing and monitoring systems and frameworks for risk management (for both financial and non-financial risks), internal control and ethical and legal compliance, having regard to key risk areas and the consequences of major risk events;
- f. appointing, evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Managing Director & CEO;
- g. satisfying itself that the Group's remuneration framework is aligned with the Group's purpose, values, strategic objectives and risk appetite;
- h. approving major capital expenditure, acquisitions and divestitures, and overseeing capital management, including approving dividend payments and issues of new securities;
- i. monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- j. approving financial reports, profit forecasts and other reports required at law or under the ASX Listing Rules to be adopted by the Board;
- k. overseeing the Group's process for making timely and balanced disclosure of all material information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Group's securities;
- l. setting and reviewing/overseeing the Group's governance policies;
- m. evaluating, at least annually, the performance of the Board, its Committees and individual Directors; and
- n. performing such other functions as are prescribed by law or nominated by the Board from time to time.

The Board also receives information about any noncompliance with the Anti-Bribery and Corruption Policy and any material disclosures under the Speak-Up (Whistleblower) Policy.

1.2. Composition and Skills of the Board

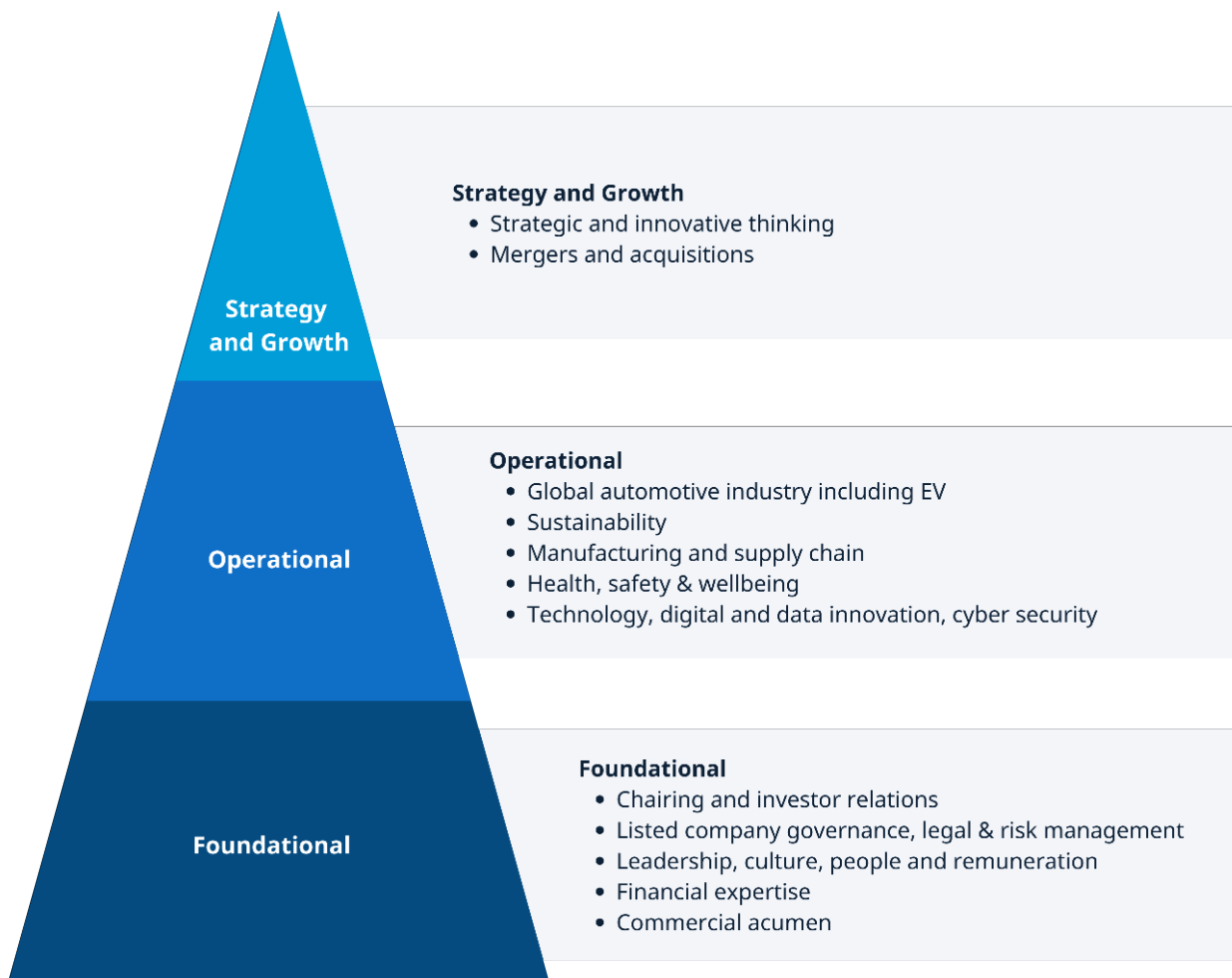
The Board, together with the Nomination Committee, determines the size and composition of the Board, subject to the terms of the Company's Constitution. The Board is currently comprised of six Non-Executive Directors (including the Chair) and one Executive Director (the Managing Director & CEO). Details of the skills, experience and expertise of the Directors, and of the Company Secretary, as well as the period for which each Director has held their role(s) on the Board are set out in the 2024 Directors' Report.

The Board comprises a majority of independent Directors and comprises Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.

The Board, together with the Nomination Committee, will periodically (usually annually) review the skills, experience, expertise and diversity represented by Directors on the Board and on each Committee and determine whether the composition and mix remain appropriate for the Group's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the Group.

In making recommendations to the Board regarding the appointment of Directors, the Nomination Committee periodically assesses the appropriate mix of skills, experience and expertise required by the Board and assesses the extent to which the required skills and experience are represented on the Board. The Nomination Committee also takes qualitative factors into account, such as diversity and cultural fitness. To facilitate this process, the Nomination Committee maintains a skills matrix and profile of existing Board members in order to guide the development of the skills and experience criteria for any Board position to be filled. The Nomination Committee also considers succession plans for Directors more broadly as well as information resulting from the externally conducted performance reviews of the Board, its Committees and individual Directors as described in section 3.1 below. Where a potential 'gap' is identified in the backgrounds, experiences or skill sets that are considered desirable or necessary for the Board's continued effectiveness, this information is used to inform the selection of new Director candidates.

A summary of the breadth and depth of the Board's experience and skills appears below:



1. Board of Directors (continued)

Skill/Experience	Number of Directors ¹	Board ² collective
Strategy & Growth		
Strategic and innovative thinking		
<i>Strategic and innovative thinking and experience/expertise in identifying and assessing opportunities and constructively overseeing transformational change to create long term benefits for shareholders. Understanding of public policy issues affecting the Group and its strategy.</i>	7	E
Mergers and acquisitions		
<i>Experience (through oversight and/or execution) with mergers and acquisitions and integration of new businesses.</i>	5	E
Operational		
Global automotive industry including EV - Extensive global experience in the automotive parts industry, including supply of products to aftermarket and original equipment manufacturers, sales and marketing, product development, EVs, engineering skills and understanding customer perspectives.		
	4	A
Sustainability - Knowledge of corporate environmental and social responsibility, including climate change, carbon emissions reduction, ethical sourcing and plastic reduction. Experience of practical implementation of improvement processes and procedures around these. Understanding of sustainability reporting standards and requirements.		
	7	E
Manufacturing and supply chain - Expertise and experience in management of global manufacturing operations including product standards/compliance. Expertise and experience in management of complex global supply chains.		
	5	A
Health, safety & wellbeing - Experience overseeing and/or executing best practice health, safety and wellbeing in a global manufacturing environment.		
	7	E
Technology, digital and data innovation, cyber security - Expertise and experience in adoption and implementation of new digital technologies, understanding the risks and benefits thereof. Understanding the opportunities and responsibilities of data use and ecommerce. Understanding cyber security risk and its management.		
	7	E
Foundational		
Chairing and investor relations		
<i>Experience chairing a board or subcommittee, communicating with investors and experience in capital markets.</i>	7	E
Listed company governance, legal and risk management		
<i>Demonstrated experience in, or a commitment to, best practice governance standards for listed corporate groups which include overseas entities, including identifying and constructively overseeing management of compliance and risk as it relates to listed companies and experience in capital markets.</i>	6	E
Financial expertise		
<i>Proficiency and expertise in capital management, financial accounting and financial reporting. An ability to understand and assess the key financial drivers, risks and opportunities of the Group and the ability to assess and probe the adequacy of the internal financial controls and systems and financial reporting.</i>	7	E
Leadership, culture, people and remuneration		
<i>Experience as a leader, especially a CEO or COO. Experience overseeing development and implementation of corporate values and overseeing consequence management frameworks. Experience setting strategy linked remuneration and rewards frameworks, diversity and inclusion frameworks and remuneration governance.</i>	7	E
Commercial acumen		
<i>Commercial experience and demonstrated success in Senior Executive roles in large complex organisations and/or publicly listed groups, including leading growth or transformation and delivering shareholder value.</i>	7	E

1. Number of Directors with this Skill/Experience (out of a total of 7 directors)

2. Self assessment of Board collective level of this Skill/Experience: D - Developing, A - Adequate, E - Extensive

The Board, with the assistance of the Nomination Committee, will oversee succession planning for Board membership, appoint new Directors as appropriate and determine whether to support a Director's re-election. In the appointment of Directors, the Board has sought advice from independent sources and undertaken independent professional searches for suitable candidates possessing the appropriate range of skills, expertise and competencies. Appropriate checks are undertaken before appointing a Director or a Senior Executive or putting forward for election a new Director.

During FY24, one new Non-Executive Director (Mr David Coolidge) was appointed following a detailed examination by the Nomination Committee and the Board of the skills required on the Board. The recruitment process was managed with the expertise of an external recruitment advisor.

The Board is satisfied that the Board currently comprises Directors who collectively have the necessary skills and experience to discharge the Board's duties and perform its role for the Company, have a proper understanding of the current and emerging issues facing the Group, and who can effectively review and challenge management's decisions.

The Group encourages Directors to attend educational sessions throughout the year on various relevant subjects. These opportunities for professional development assist the Directors in developing and maintaining the skills and knowledge needed to perform their role.

1.3 Independence

The Chair and all Non-Executive Directors (being, Graeme Billings (Chair), Carole Campbell, David Coolidge, David Robinson, Jennifer Douglas and John Pollaers) are independent in accordance with the definition recommended in the ASX Corporate Governance Council Guidelines, being free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their 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.

The Board has adopted a definition of independence which reflects the factors set out in Box 2.3 of the ASX Corporate Governance Principles and has established Director Independence Guidelines. These can be found in the Appendix to the Board's Charter.

The Board regularly assesses the independence of each Non-Executive Director in light of information relevant to this assessment as disclosed by each Director.

The Board may determine that a Non-Executive Director is independent notwithstanding the existence of an interest, position or relationship of the kind referred to in the Director Independence Guidelines. However, the Board will state the reasons for making its determination in such a case.

Tenure is one of the factors that the Board considers when assessing the independence of Directors, but it is not determinative. The Board intends to maintain a mixture of tenures to ensure diversity of thought and experience and to balance corporate knowledge with new ideas. After ten years' service, the Nomination Committee or the Board considers and assesses the independence of a Non-Executive Director against the criteria in the Director Independence Guidelines. In particular, the Board has, in accordance with its policy in recent years, considered and determined the continued independence of two current Directors who have served as a Director for in excess of 10 years (being Mr Billings and Mr Robinson). The Board considered this issue and concluded that neither Mr Billings' nor Mr Robinson's independence has been compromised by their length of service on the Amotiv Board.

The length of service of each Non-Executive Director of Amotiv as at 30 June 2024 is set out below:

Name		Appointment date	Length of Service
Graeme Billings	Non-Executive Director & Chair	20 December 2011	13 years
Carole Campbell	Non-Executive Director	16 March 2021	3 years
David Coolidge	Non-Executive Director	25 June 2024	0 years
Jennifer Douglas	Non-Executive Director	1 March 2020	4 years
John Pollaers	Non-Executive Director	23 June 2021	3 years
David Robinson	Non-Executive Director	20 December 2011	13 years

A Non-Executive Director's term of office will, at all times, be subject to their election and re-election by shareholders as and when required by the Constitution, applicable law or ASX Listing Rules. The Board believes the separation of the roles of Chair and Managing Director & CEO and the predominance of independent Non-Executive Directors are appropriate.

Directors have agreed to advise the Board, on an ongoing basis, of any interest that could potentially conflict with those of the Group.

1.4 Access to independent advice

Subject to prior consultation with the Chair, Directors may seek independent advice from a suitably qualified expert at the Group's expense.

1.5 Directors' interests and benefits

Directors are not under any obligation to hold shares in the Company. Directors are able to salary sacrifice fees to purchase shares in the Company under the Non-Executive Director Equity Plan. The current shareholdings are shown in the table below:

Shares held beneficially				
Directors	Own name	Private company/trust	Total 30 June 2024	Total 30 June 2023
Graeme Billings	219	19,910	20,129	20,129
Carole Campbell	8,070	15,465	23,535	15,751
David Coolidge	-	-	-	-
Jennifer Douglas	-	8154	8,154	8,154
John Pollaers	-	9,050	9,050	9,050
David Robinson*	5,469	30,018	35,487	29,563
Graeme Whickman	-	114,750	114,750	114,750

* Mr Robinson held 3,720 Share Rights on 30 June 2024 through a private company/trustee under the Non-Executive Director Equity Plan. Of these, 1,798 were granted in March 2024 and are due to convert into Restricted Shares in September 2024 and 1,922 were granted in June 2024 and are due to convert into Restricted Shares in December 2024.

1.6 Election and re-election of Directors

Each Director (and Senior Executive) is formally appointed through a written agreement with the Group, which details the terms of their appointment. New Directors receive a comprehensive induction on Amotiv's corporate governance policies and their role and responsibilities as a Director. They also receive special briefings from Management and visit key operating sites to assist them to quickly understand Amotiv's businesses.

All Directors (except the Managing Director & CEO) are elected by shareholders at the Annual General Meeting following their appointment and thereafter are subject to re-election at least once every three years. The Group provides shareholders with all material information relevant to the decision of whether or not to elect or re-elect a Director in its Notice of Annual General Meeting.

Executive Directors cease to be Directors when they cease to be executives.

1.7 Role of the Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies, ASX and all statutory and other filings.

2. Board Committees

To increase its effectiveness, the Board established Committees to undertake work in those areas of its responsibility where closer attention to particular matters is required. The role of the Committees is to consider and make recommendations to the Board on matters set out in each Committee's Charter. The Committees are: Audit Committee, Risk and Sustainability Committee, Remuneration, People and Culture Committee and Nomination Committee. Each Committee's Charter is available on the corporate governance section of the Group's website at www.amotiv.com/corporate-governance. Details regarding the role of each Committee are set out in the Charter and below.

In respect of each Committee, the Committee members comprise at least three Non-Executive Directors, the majority of whom are independent, as appointed by the Board. The Committee Chair is required to be an Independent Director who (except in the case of the Nomination Committee) is not Chair of the Board. The Audit Committee Chair should also be a member of the Risk and Sustainability Committee. The composition of the Committees as at 30 June 2024 met these criteria and each Committee comprised all Non-Executive Directors. The Board may appoint additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Under each Committee Charter, all Non-Executive Directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts.

The composition of each Committee as at 30 June 2024 are set out below and in the Group's 2024 Directors' Report. The qualifications and experience of the members of each Committee can be found in the Group's 2024 Directors' Report. Details of the number of Board and Committee meetings held and attendance at these Board and Committee meetings, during financial year ended 30 June 2024 can be found in the Group's 2024 Directors' Report.

The Committees discharge their responsibilities by making recommendations to the Board. Committees do not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in the Charter or as authorised by resolution of the Board. The Board has determined the division of responsibility for overseeing risk between the Audit Committee and Risk and Sustainability Committee in the Charters for those respective Committees. In general terms, financial and financial assurance related risks are the responsibility of the Audit Committee and non-financial, environmental and social risks are overseen by the Risk and Sustainability Committee. One exception is work safety and wellbeing risk which is overseen by the Board (not by a Committee).

2.1. Audit Committee

Carole Campbell (Chair)
Graeme Billings
David Coolidge
Jennifer Douglas
John Pollaers
David Robinson

The Managing Director & CEO and Chief Financial Officer are expected to attend each meeting of the Audit Committee and a standing invitation is issued to the External Auditor and the General Counsel & Company Secretary. The Audit Committee Chair may also request that other senior managers and external advisers attend meetings of the Audit Committee.

All members of the Audit Committee must be financially literate and have familiarity with financial management and the Committee members between them must have the accounting and financial expertise and a sufficient understanding of the industry in which the Group operates to be able to discharge the Audit Committee's mandate effectively.

The Audit Committee's key responsibilities and functions are to review, report to, and where appropriate make recommendations to the Board in relation to:

- improving the credibility and objectivity of financial and other periodic corporate reporting;
- the appropriate selection and application of accounting policies;
- the effectiveness of the external audit function and providing a forum for communication between the Board and the external auditor;
- ensuring the independence of the external auditor; and
- the adequacy and effectiveness of financial risk management and internal financial controls.

The Audit Committee will consider any matters delegated or referred to it by the Board. The Audit Committee may request and/or review special audits or investigations as necessary.

The External Auditor is appointed by the Board, is approved by shareholders and continues to hold office in accordance with the requirements of the Corporations Act. The Audit Committee is responsible for reviewing the terms of appointment of the External Auditor and for making recommendations to the Board regarding the appointment of the External Auditor.

The Group has processes to ensure the independence of the External Auditor is maintained, such as the rotation of the external audit personnel and a Non Audit Services Policy, which was reviewed and updated during FY24. This Policy recognises that there may be circumstances where the External Auditor may be required to provide services beyond the traditional statutory audit process. It establishes a process for approval of Non-Audit Services which are provided by the External Auditor, by the Chief Financial Officer and, in respect of higher value Non-Audit Services, by the Chair of the Audit Committee, to ensure that the External Auditor's independence is maintained. The Policy sets out the factors to be considered when determining whether approval ought to be

provided. The Policy also requires reporting to the Audit Committee of Non-Audit Services and sets out certain services which are generally prohibited.

During FY24 there were some Non-Audit Services provided to the Group by the External Auditor. These were approved in accordance with the Policy and the Board does not consider that any of them compromised the independence of the External Auditor.

The current External Auditor, KPMG, was appointed at the Annual General Meeting of the Group in 2006. Since then, in accordance with KPMG's own policy, there have been four partners by rotation managing the Group's audit. The current audit partner, Ms Maritza Araneda was appointed to that capacity following the 2021 Audit.

The External Auditor attends the Annual General Meeting and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the External Auditor's report.

2.2 Risk and Sustainability Committee

Jennifer Douglas (Chair)
Graeme Billings
Carole Campbell
David Coolidge
John Pollaers
David Robinson

By invitation, the Managing Director & CEO, Chief Financial Officer, General Counsel & Company Secretary, Chief People Officer, Chief Risk Officer and Chief Technology Officer attend most of the Risk and Sustainability Committee's meetings.

The Risk and Sustainability Committee's primary roles and responsibilities are to review, report to, and make recommendations to the Board in relation to:

- the risk appetite for the Group;
- the adequacy and effectiveness of the Group's risk strategy and risk framework (for both financial and non-financial risks) and supporting policies and processes to identify and manage the Group's risks;
- the adequacy and effectiveness of the Group's compliance management framework and supporting policies and processes to ensure compliance with the Group's legal and regulatory obligations;
- the Group's Environmental Social & Governance ("**ESG**") and sustainability strategy and plan; and
- the Group's cybersecurity and Information Technology ("**IT**") strategy and plan.

In respect of risk management, the Risk and Sustainability Committee works to develop the Group's risk strategy and appetite, reviews the Group's risk management framework annually, evaluating the approach to business continuity and disaster recovery, reviewing risk disclosures, considering internal controls for management of business risks, considering environmental and social risks and how the Group manages these and monitoring the risk culture of the Group. The Risk and Sustainability Committee also reviews the Group's compliance framework and considers the adequacy of the Group's compliance programs and corporate governance policies and practices.

The Risk and Sustainability Committee also reviews the Group's insurance program.

2.3 Remuneration, People and Culture Committee

David Robinson (Chair)
Graeme Billings
Carole Campbell
David Coolidge
Jennifer Douglas
John Pollaers

By invitation, the Managing Director & CEO, Chief People Officer and the General Counsel & Company Secretary attend most of the Remuneration, People and Culture Committee's meetings (although they are respectively absent for any discussions which relate to their own remuneration or performance).

In accordance with its Charter, the primary responsibilities of the Remuneration, People and Culture Committee in respect of remuneration include to review and recommend to the Board on remuneration and incentive policies and practices regarding the level and form of remuneration of the Managing Director & CEO and senior management. This includes participation in the Group's incentive plans.

The Remuneration, People and Culture Committee oversees, reviews and makes recommendations to the Board in respect of, the Group's remuneration and superannuation policies and framework, incentive and equity plans and offers and awards under them.

The Remuneration, People and Culture Committee also reviews and recommends to the Board arrangements for Non-Executive Director fees, any appointment of a remuneration consultant and the annual remuneration report. It reviews and facilitates shareholder and stakeholder engagement in relation to the Group's remuneration policies and practices.

The responsibilities of the Remuneration, People and Culture Committee in respect of People and Culture include overseeing the Group's people strategies and policies related to recruitment, retention, termination, industrial relations, flexible working, growth and development, equal opportunity, diversity and inclusion and non-discrimination, reviewing the Group's culture and

2. Board Committees (continued)

employee engagement results and action plans and overseeing senior leadership talent and succession plans and processes for the identification, promotion and retention of talent.

The Remuneration, People and Culture Committee also oversees the Group's diversity and inclusion strategies and objectives, including recommending to the Board measurable objectives for achieving gender diversity.

The Remuneration Report included in the Group's 2024 Directors' Report includes further details on the Group's remuneration policy and its relationship to performance.

2.4 Nomination Committee

Graeme Billings (Chair)
Carole Campbell
David Coolidge
Jennifer Douglas
John Pollaers
David Robinson

By invitation, the Managing Director & CEO and the General Counsel & Company Secretary attend most of the Nomination Committee's meetings.

The responsibilities of the Committee are to assist the Board to develop and regularly review its Board Skills Matrix, to monitor the size and composition of the Board and, review the criteria for nomination as a Director, make recommendations to the Board regarding the process for reviewing the performance of the Board, its Committees and individual Directors, review Board succession plans, ensure sufficient processes are in place to support Director education and skills maintenance, review succession of the Managing Director & CEO and identify and recommend to the Board candidates for the position of Managing Director & CEO where required.

The Nomination Committee's role includes assisting the Board to identify qualified individuals for nomination to the Board in accordance with Attachment 2 to its Charter. That Attachment sets out the policy and procedure for selection and appointment of new Directors. During FY24 this policy and procedure was implemented by the Nomination Committee in respect of the appointment of Mr Coolidge as an additional Non-Executive Director.

During FY24 the Nomination Committee also oversaw the review and update of the Board Skills Matrix (which can be found in section 1.2 of this Statement).

3. Performance Evaluation and Remuneration

3.1 Performance evaluation

The Nomination Committee's role includes evaluating the performance of the Board, its Committees and individual Directors. This is done through an annual assessment - often internal, and periodically through an independent evaluation by an external consultant. Directors provide written feedback in relation to the performance of the Board, its Committees, and individual Directors and feedback is reported by the Chair of the Nomination Committee (in the case of an internal evaluation) or the external consultant (in the case of an external evaluation) to the Board following the assessment.

During FY24, an external Board effectiveness evaluation was conducted by an independent external consultant. The consultant provided a report to the Board together with recommended actions. These actions were jointly managed by the Chair of the Board and the Company Secretary and were completed before the end of the financial year.

No individual Director or executive is involved in deciding his or her own remuneration.

Senior Executives are also subject to an annual performance review in which performance is measured against agreed business objectives.

For the 2024 financial year, whilst conducting a remuneration review, the performance of the Managing Director & CEO was considered by the Board against achievement by the businesses and the Managing Director & CEO of agreed objectives. A more formal performance assessment of the Managing Director & CEO's performance is due to occur following the public release of the Group's results for FY24. Whilst conducting a remuneration review in June 2024, the performance of the Group's Senior Executives during the 2024 financial year was reviewed by the Managing Director & CEO and by the Remuneration People and Culture Committee. A more formal performance assessment process in relation to the Senior Executives is due to occur following the public release of the Group's results for FY24.

More detail on the criteria against which the performance of the Managing Director & CEO and other executives are assessed is set out in the 2024 Remuneration Report included in the 2024 Directors' Report.

3.2 Director and Executive remuneration

Details of the policies and practices of the Group relating to remuneration of Non Executive Directors and executive Directors and Senior Executives is set out in the 2024 Remuneration Report¹.

Remuneration levels are competitively set to attract and retain appropriately qualified and experienced personnel, in the case of both Non Executive Directors as well as executive Directors and Senior Executives. Performance, duties and responsibilities, market comparison and independent advice are all considered as part of the remuneration process.

Non-Executive Director remuneration is structured so that Non-Executive Directors do not receive any remuneration that is linked to the Group's performance, nor do they receive any retirement or termination benefits (other than superannuation in relation to those Non-Executive Directors for whom the Group makes statutory superannuation contributions).

Whilst the Board has not set any minimum shareholding requirement for Directors, it encourages Directors to own shares in the Company. Non-Executive Directors may participate in the Non-Executive Director Fee Sacrifice Plan, intended to assist Non-Executive Directors to acquire shares in the Company by regular deduction of payments from their fees. Under that Plan, an independent custodian acquires shares in the Group on a quarterly, uninformed basis, which are allocated to Directors under this Plan. The share ownership of the Directors as at 30 June 2024 is set out above in section 1.5 of this Statement.

The Group has in place a Short Term Incentive Plan and a Long Term Incentive Plan which are applicable to Executives but not Directors. These Plans are designed to appropriately balance the twin imperatives of short term performance outcomes and long term performance and shareholder value. Both are overlaid with strategic, sustainability objectives and are regularly reviewed to ensure alignment with shareholder interests and corporate governance principles. Further details of the Plans are set out in the 2024 Remuneration Report¹. In the case of both plans, the Rules provide the Board with wide discretions in relation to decisions about securities, targets and awards under the Plans. These include the discretion to reduce or extinguish (through lapse or forfeiture) securities (whether or not vested) to which a participant is entitled, where the participant has acted fraudulently, dishonestly, engaged in gross misconduct or an act which has brought the Company into disrepute, has breached duties or owes money to the Company, is convicted of an offence or where vesting is not justified in certain circumstances.

1. The Group's 2024 Remuneration Report can be found within the Appendix 4E and Financial Results for FY24, which was lodged with ASX on 14 August 2024 and can be found on ASX and on the Amotiv website
2. The Group's 2024 Remuneration Report can be found within the Appendix 4E and Financial Results for FY24, which was lodged with ASX on 14 August 2024 and can be found on ASX and on the Amotiv website

3. Performance Evaluation and Remuneration (continued)

The Board's aim is to establish and oversee the Incentive Plans so that the targets and award outcomes align with shareholder expectations and reflect shareholders' experience as investors in Amotiv. The Board has put in place Guidelines for its exercise of discretion under the Plans which generally reflect this aim.

The Rules for these Plans include provisions that prohibit participants entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk associated with holding a security under the Plans. Those Rules prohibit participants from dealing in unvested securities issued under the Plans unless the Board determines otherwise or the dealing is required by law.

4. Risk Management and Internal Controls

4.1. Risk management framework

In brief, the Group's risk management framework is designed to ensure alignment between the Group's strategy and the decisions made, supporting the business to manage risk in accordance with the risk appetite set by the Board.

During FY24 the Group appointed a Group Risk Manager and undertook a comprehensive review of the Group's risk management framework. The Risk and Sustainability Committee oversaw the risk management gap analysis, recommended to the Board an updated Risk Management Strategy, an updated Risk Management Framework and an updated Risk Policy (which is available on the Amotiv website at www.amotiv.com/corporate-governance, received a report on business continuity planning, oversaw the material business risks and recommended to the Board a new set of Risk Appetite Statements. The Board accepted these recommendations and approved these policies and documents.

When considered appropriate, if it is possible and practicable to transfer a particular risk through the purchase of insurance, the Group carries insurance which the Board considers is sufficient for the size and nature of the Group's businesses.

The way in which risk is governed, the maturity of risk management and the material business risks of the Group are discussed in the 2024 Group OFR¹.

During FY24, an external assurance review was undertaken by an independent consultant of the Group's workplace health and safety processes and procedures, with subsequent actions almost complete at 30 June 2024. In addition, extensive internal workplace health, safety and wellbeing reviews were undertaken, the results of which are presented to the Board. The Board and Senior Executives regularly undertake Leadership Safety walks at various of the Group's business premises which include talks with staff.

Decisions on financial risk management, and especially the strategies applied to currency risk management, are overseen by the Audit Committee and are operationally managed made by the Group Financial Risk Management Committee, chaired by the Chief Financial Officer, in accordance with policies, procedures and limits. During FY24, a Group Treasurer and a Group Financial Controller were appointed and several policies were reviewed and updated (including notably the Treasury Risk Management Policy). In addition, during FY24, the Group's new insurance broker conducted a detailed review of the Group insurance program as against its risk profile.

Across the Group, focus remains on businesses maintaining and testing their IT disaster recovery plans. Where no formal plans are in place, there are alternative backup and recovery processes in place for key systems which are regularly tested.

4.2. Internal assurance

The Group does not have an internal audit function. However, the Board regularly reviews whether such a function is required. During FY24, the Risk and Sustainability Committee determined that adequate risk assurance activities occurred across the Group, or were planned, such that no internal audit function was considered necessary.

The Risk and Sustainability Committee considers and oversees the Group's integrated assurance approach. This approach is risk-based and considers first, second and third (independent) line assurance activities across the Group.

4.3. Environmental and social sustainability risks

The Group has long-term exposure to environmental and social sustainability risks, particularly those associated with the internal combustion engine. Its key risks in these areas include exposure to disruptive technologies, climate change and supply chain disruption events arising from environmental or social circumstances which may occur in the future. The Group also focuses on health, safety and wellbeing risks and invests heavily in managing these risks. More detail on these risks is provided in the Group's 2024 Operating and Financial Review².

The Group has developed an environmental, social and governance strategy to address identified environmental, social and governance related risks. These risks, together with how the Group manages them are detailed in the Group's 2024 Sustainability Review³.

1. The 2024 Operating and Financial Review can be found within the Appendix 4E and Financial Results for FY24, which was lodged with ASX on 14 August 2024 and can be found on ASX and on the Amotiv website.
2. The 2024 Operating and Financial Review can be found within the Appendix 4E and Financial Results for FY24, which was lodged with ASX on 14 August 2024 and can be found on ASX and on the Amotiv website.
3. The 2024 Sustainability Review can be found within the Appendix 4E and Financial Results for FY24, which was lodged with ASX on 14 August 2024 and can be found on ASX and on the Amotiv website.

5. Integrity and Diversity

5.1. Integrity, ethical standards and compliance

The Group is committed to practicing high standards of business conduct and corporate governance. The Board considers that the Group's reputation for honesty, integrity, excellence and fairness is one of the Group's most important assets.

The Board has adopted and approved a suite of governance policies which support its governance frameworks across the Group.

The Board believes it is important to provide a clear set of values that emphasize a culture of strong corporate governance, responsible business practices and good ethical conduct. To this end, the Group has a Code of Conduct, which sets out the values of the Group and applies to all employees. It includes policies and standards on issues of business ethics and integrity and individual behaviour. The Code of Conduct was reviewed and updated by the Board during FY24.

The Group's Speak Up (Whistleblower) Policy provides a conduit for stakeholders in the Group to alert the Board to any instances of misconduct. This Policy was prepared with the advice of external lawyers and in line with ASIC guidance as to such policies. It was also reviewed by the Board during FY24.

The Group's Ethical Sourcing Code is intended to assist the Group's businesses to identify and select preferred suppliers that demonstrate a commitment to ethical labour practices, health and safety, non-discrimination, and environmental management.

The Group has a Continuous Disclosure Policy which is discussed further below. It was substantially reviewed and updated during FY24.

The Board has also adopted a number of other governance policies, including a Securities Trading Policy (which was substantially reviewed and updated during FY24), and an Anti-Bribery and Corruption Policy.

All the abovementioned policies can be found in the corporate governance section of the Group's website at www.amotiv.com/corporate-governance.

The Board is also guided by a Board Code of Conduct – Duties and Conflicts of Interest in the event of a conflict of a Director's personal interests with those of the Company.

5.2. Diversity and Inclusion

The Group is committed to being an inclusive workplace that values and promotes diversity and inclusion.

Encouraging and fostering diversity and inclusion enables Amotiv to attract and retain people with the best skills and attributes, and to develop a workforce that is best placed to deliver value to our shareholders, customers and the communities we serve.

The Group's focus on diversity and inclusion is a key enabler of the Group's *Thriving People* strategic pillar. Supporting the attraction and retention of broader people demographics increases the diversity of thought and helps drive the creation of a high performing, highly engaged, diverse workforce across the Group.

The Group's Diversity and Inclusion strategy outlines its commitment to improving diversity and inclusion across the Group and supplements our work environment policies and standards, including as set out in the Amotiv Code of Conduct. The Diversity and Inclusion Policy sets out the measurable objectives established in line with the Group's organisational context and the industries in which it participates, which have been adopted by the Board and are reviewed each year. A copy of the Diversity and Inclusion Policy is available on the Amotiv website at www.amotiv.com/corporate-governance.

The measurable objectives for achieving diversity and inclusion which were in place for the 2024 financial year, and the Group's progress in achieving them, are set out below:

5. Integrity and Diversity (continued)

Objective	Initiatives to achieve the objective	Progress toward the objective
<p>1. As a general principle, the recruitment/selection process for Board candidates will:</p> <p>a. have as a primary focus securing the skills required; and</p> <p>b. ensure that the candidate pool reflects a diversity of backgrounds, knowledge, experience and perspectives and has no undue restrictions for representation.</p> <p>The measurable objective in this process will be (whether or not a recruitment consultant/executive search firm is engaged on a Board candidate search) that the Chair of the Nomination Committee establishes:</p> <p>i. a confidential listing of all candidates available for possible consideration applying the Board-mandated skills/experience criteria for the particular Board position to be filled – together with a statement of percentage female and/or gender diverse representation in the listing; and</p> <p>ii. a confidential listing of all candidates recommended to the Board for personal interview – together with a statement of percentage female and/or gender diverse representation.</p> <p>This listing is available to be shared with Board members.</p>	Objectives incorporated into recruitment/selection processes	Objective met in respect of the recruitment of one Director during the year. The Chair of the Nomination Committee instructed the recruitment firm in accordance with these objectives.
<p>2. To facilitate this process, the Board will maintain a skills matrix and profile of existing Board members in order to guide the development of the skills/experience criteria for any Board position to be filled.</p>	Board Skills Matrix maintained	The matrix was updated during the year
<p>3. The Board will, having regard to the profile and timing of the appointment and retirement of Directors, endeavour to have a minimum of thirty percent (30%) of female members on the Board.</p>	Objectives incorporated into recruitment/selection processes	Objective substantially achieved. (33% of Directors were female until 25 June 2024 when an additional male Director was appointed, resulting in the proportion of female Board members falling just below the 30% objective, to 29%.)
<p>4. At the executive level, the recruitment/selection process will:</p> <ul style="list-style-type: none"> have as a primary focus securing the requisite skills and experience required, with fair and merit-based decisions determining candidate selection; and ensure that the candidate pool reflects a diversity of backgrounds, knowledge, experience and perspectives and has no undue restrictions for representation. <p>A recruitment consultant/executive search firm will not necessarily be engaged for each role. However, where engaged, the recruitment consultant/executive search firm must be instructed to provide the Managing Director & CEO a confidential listing of all candidates recommended by the search firm for consideration for personal interview – together with a statement of percentage female and/or gender diverse representation.</p>	Objectives incorporated into recruitment/selection processes	Objective met in relation to several senior appointments during the year

The following table shows the representation of persons identifying as male, female and non-binary at various levels within the Group's workforce as at 30 June 2024:

Level	Proportion of males %	Proportion of females %	Proportion of non-binary %
Non-Executive Directors	67%	33%	0%
Board	71%	29%	0%
Senior Executives ¹	83%	17%	0%
Senior Leadership Group ²	82%	18%	0%
All Employees	77%	23%	0.05%

- Senior Executives the members of the Amotiv Divisional Leadership Group
- Senior Leadership Group comprises the business leader, finance, operations and people and culture leader of each business and some Amotiv corporate office leaders.

The Company is a "relevant employer" under the Workplace Gender Equality Act. Its "Gender Equality Indicators" are available on the Amotiv website.

6. Communication with shareholders

6.1. Continuous Disclosure

The Board takes its continuous disclosure obligations very seriously and complies with them. These obligations are considered at every Board meeting and at any other time of a significant event occurring. The Board has approved a Continuous Disclosure Policy for compliance with its continuous disclosure obligations and which is available on its website. This Policy guides the Directors and senior management throughout the Group about actions necessary to ensure compliance with the continuous disclosure requirements.

6.2. Shareholder Communications

The Group takes steps to ensure that shareholders are regularly and fully informed of all major developments affecting the Group. To facilitate effective two-way communication with shareholders and investors, the Group has an investor relations program, led by the Managing Director & CEO and informed by an external investor relations consultant. This program includes engagement between the Managing Director & CEO and the Chief Financial Officer with investors.

In FY24, the program included a trading update announcement and an Investor Relations Day, both in May 2024, at which detailed presentations were made to the investment community by the Group's Divisional leaders as well as the Managing Director & CEO and the Chief Financial Officer. Investors were also given the opportunity to tour one of the Group's manufacturing sites. Presentations were also made to investors following the full year 2023 results, the 2023 AGM and the half year 2024 results. All these presentations were released to ASX immediately before the presentations were made.

Through the program, the Group disseminates information to shareholders (including ASX announcements, webcasting results presentations and its website).

In addition, the Chair of the Board and the Chair of the Remuneration, People and Culture Committee meet with proxy advisors and shareholder representative organisations bi-annually. These meetings allow the Directors to hear directly about shareholder perspectives.

The Group also solicits a greater understanding of the concerns and queries of the Group's shareholders and investors through direct engagement and encourages participation at shareholder meetings.

In particular:

1. the Group makes available the Directors' Report to all shareholders by mail or electronically.
2. the Group makes available information relating to the Group, including the Annual Report, the Corporate Governance Statement, results and other major ASX announcements, Board and Committee Charters and governance policies on the Group's website at www.amotiv.com, under Investor Centre.
3. the Managing Director & CEO and the Chief Financial Officer host a webcast of the Group's financial results half-yearly at which attendance online is open to anyone; these Executives are available during these webcasts to directly engage with the Group's shareholders and investors.
4. the Chair is available to speak with and may periodically engage with shareholders to provide independent third-party feedback to the Board from the investment community.
5. the Group and the Board engages with an investor relations adviser who provides input to external communications feedback gathered from engagement with investment professionals such as fund managers and investment analysts.
6. individual shareholders are given an opportunity to raise questions at general meetings of shareholders, including the Annual General Meeting (which is held both in person and online) and the Extraordinary General Meeting held during FY24, before or during the meeting, in person or electronically. The Group encourages full participation of shareholders to engage about the Group's strategy and performance. The Group also invites the external auditor to attend the Annual General Meeting to answer shareholder questions about the conduct of the audit, and the preparation and content of the auditor's report.
7. there is regular dialogue with institutional investors and any presentation material is contemporaneously made available to all shareholders by announcement to the ASX.

Shareholders who wish to receive and send communications from and to the Group and its share registry electronically can do so by contacting the Company Secretary on companysecretariat@amotiv.com or the share registry, Computershare, at www.investorcentre.com.

6.3. Integrity of Corporate Reports

The Managing Director & CEO and Chief Financial Officer provided to the Board in respect of the Group's half year results for the period ended 31 December 2023 and full year results for the period ended 30 June 2024 declarations that, in their opinion:

- a. the Group's financial records have been properly maintained in accordance with the Corporations Act;

- b. the Group's financial reports present a true and fair view in all material respects of the Group's financial condition and operating results and that they are in accordance with relevant accounting standards and the Corporations Act; and
- c. their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Group provides shareholders with the following unaudited periodic reports: Directors' Report, Sustainability Review, Modern Slavery Statement and this Corporate Governance Statement. The Group has an internal review and approval process to verify the integrity of the information disclosed in these reports involving Senior Executives including the Managing Director & CEO. In the cases of the OFR (which forms part of the Directors' Report) and the Sustainability Review, the External Auditor reads these and provides any drafting comments (this is not, however, an audit review of those documents). All these documents are prepared by management and reviewed and approved by the Board before being published.

6.4. Change of Company Name

During FY24 an Extraordinary General Meeting of shareholders was held to change the name from G.U.D. Holdings Limited to Amotiv Limited.



Amotiv Limited

Formerly GUD Holdings Limited

ABN 99 004 400 891

Registered Office

144 Moray St,

SOUTH MELBOURNE VIC 3205 AUSTRALIA

Telephone: +61 3 9243 3311

Facsimile: +61 3 9243 3300

Email: amotiv@amotiv.com

Web: www.amotiv.com

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Amotiv Limited

ABN/ARBN

99 004 400 891

Financial year ended:

30 June 2024

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.amotiv.com/corporate-governance

The Corporate Governance Statement is accurate and up to date as at *30 June 2024* and has been approved by the Board.

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

Date: 14 August 2024

Name of authorised officer Anne Mustow
authorising lodgement:

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://amotiv.com/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 and Inclusion Policy which can be found at: https://amotiv.com/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) at: paragraph 5.2 of our Corporate Governance Statement 2024 which can be found at: https://amotiv.com/corporate-governance</p> <p>and, as 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 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: paragraph 3.1 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: paragraph 3.1 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/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 <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 checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>paragraph 3.1 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>paragraph 3.1 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/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	
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 the Nomination Committee charter at https://amotiv.com/corporate-governance and the information referred to in paragraphs (4) at: paragraph 2.4 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance and the information referred to in paragraphs (5): 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: paragraph 1.2 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/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
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>in the 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements and in part 1 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>paragraph 1.3 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance</p> <p>and the length of service of each director under paragraph (c) at:</p> <p>paragraph 1.3 of our Corporate Governance Statement 2024 which can be found at https://amotiv.com/corporate-governance and in the 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: in the Amotiv Code of Conduct at https://amotiv.com/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://amotiv.com/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 Speak Up (Whistleblower) Policy at https://amotiv.com/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://amotiv.com/corporate-governance	<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	
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 Audit Committee Charter at https://amotiv.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: in the 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</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>

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
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"/> In part 6.3 of our Corporate Governance Statement 2024 at https://amotiv.com/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://amotiv.com/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://amotiv.com/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 at: in our Corporate Governance Statement 2024, paragraph 6.2 at https://amotiv.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
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"/>	<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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 at: in our Corporate Governance Statement 2024, para 4.2 at https://amotiv.com/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 at: in our Corporate Governance Statement 2024, para 4.3 at https://amotiv.com/corporate-governance and, if we do, how we manage or intend to manage those risks at: in our Sustainability Review, which forms part of our 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the Remuneration, People and Culture Committee charter at: https://amotiv.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: in the 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: in the 2024 Remuneration Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: in our Corporate Governance Statement 2024, para. 3.2 at https://amotiv.com/corporate-governance and in the 2024 Directors' Report (within the Appendix 4E and Financial Report for FY24) which can be found at https://amotiv.com/asx-announcements</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
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement