

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

DGL GROUP LIMITED

ABN/ARBN

71 002 802 646

Financial year ended:

30 JUNE 2024

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

- These pages of our annual report:
- This URL on our website: www.dglinvestors.com/investor-centre/?page=corporate-governance

The Corporate Governance Statement is accurate and up to date as at 26 September 2024 and has been approved by the board.

The annexure to this Appendix includes a key to where our corporate governance disclosures can be located.²

Date: 27 September 2024

Name of authorised officer authorising lodgement: The Board of Directors

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 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, ³ 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: ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.dglinvestors.com/investor-centre/?page=corporate-governance Refer to page 1 of the Corporate Governance Statement.	<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"/> Refer to page 1 of the Corporate Governance Statement.	<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"/> Refer to page 2 of the Corporate Governance Statement.	<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"/> Refer to page 2 of the Corporate Governance Statement.	<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

³ 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/”).

⁴ 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.

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

Corporate Governance Council recommendation		Where a box below is ticked, ³ 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: ⁴
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: www.dglinvestors.com/investor-centre/?page=corporate-governance and page 4 of the Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in at page 4 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	Where a box below is ticked, ³ 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: ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>We have disclosed a copy of the charter of the committee at: www.dglinvestors.com/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at page 5 of the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at www.dglinvestors.com/investor-centre/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our 2024 Annual Report – Directors Report and at page 5 of the Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>and the length of service of each director at page 4 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Where a box below is ticked, ³ 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: ⁴
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	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"/> Refer to page 5 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> Refer to page 5 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input type="checkbox"/> and we have disclosed our values at:	<input checked="" 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: www.dglinvestors.com/centre/?page=corporate-governance Refer to page 5 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistle-blower 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 whistle-blower policy at: www.dglinvestors.com/investor-centre/?page=corporate-governance Refer to page 6 of the Corporate Governance Statement.	<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: www.dglinvestors.com/investor-centre/?page=corporate-governance Refer to page 6 of the Corporate Governance Statement.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, ³ 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: ⁴	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.dqlinvestors.com/investor-centre/?page=corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: pages 22 - 23 of the 2024 Annual Report and pages 6 and 7 of the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/> Refer to page 7 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/> www.dqlinvestors.com/investor-centre/?page=corporate-governance</p> <p>Refer to page 7 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Where a box below is ticked, ³ 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: ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.dglinvestors.com/investor-centre/?page=corporate-governance Refer to page 8 of the Corporate Governance Statement.	<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"/> Refer to page 8 of the Corporate Governance Statement.	<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"/> Refer to page 8 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.dglinvestors.com/investor-centre/?page=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"/> Refer to page 8 of the Corporate Governance Statement.	<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: www.dglinvestors.com/investor-centre/?page=corporate-governance and at page 8 of the Corporate Governance Statement.	<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"/> Refer to page 8 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> Refer to page 9 of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, ³ 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: ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.dqinvestors.com/investor-centre/?page=corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: pages 22 - 23 of the 2024 Annual Report and pages 9 and 10 of the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at page 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at page and the information referred to in paragraphs (4) and (5) at page 10 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		Where a box below is ticked, ³ 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: ⁴
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"/> We have disclosed whether we have any material exposure to environmental and social risks at pages 18 – 20 of the 2024 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, ³ 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: ⁴	
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 type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: www.dglinvestors.com/investor-centre/?page=corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at pages 10 and 11 of the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>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: 2024 Annual Report – Remuneration Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>And we have disclosed our policy on this issue at: Refer to page 11 of the Corporate Governance Statement and the Securities Trading Policy disclosed at: www.dglinvestors.com/investor-centre/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" 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>

Corporate Governance Council recommendation		Where a box below is ticked, ³ 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: ⁴
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

DGL Group Limited

Corporate Governance Statement

This corporate governance statement sets out DGL Group Limited's current compliance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (Fourth Edition) (ASX Recommendations)*. The ASX Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Recommendations within the reporting period of 30 June 2023 to 30 June 2024.

This corporate governance statement has been approved by the Board of the Company.

Number	Recommendation	Comply	Explanation
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Board has adopted a written charter to clarify the roles and responsibilities of the Board members. The Board Charter is available on the Company's website, at: https://www.dglinvestors.com/investor-centre/?page=home</p> <p>The Charter sets out:</p> <p>(a) the Board composition;</p> <p>(b) the Board's role and responsibilities;</p> <p>(c) the relationship and interaction between the Board and senior management; and</p> <p>(d) the matters specifically reserved for the Board or Board committees.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Remuneration and Nomination Committee ensures that appropriate checks are undertaken before appointing a director or senior executive or putting forward to shareholders a candidate for election as a director. Appropriate checks have been undertaken prior to the appointment of all Directors and senior executives, including prior to putting someone forward for election as a Director.</p>

			<p>The Company will 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 at future general meetings.</p> <p>The Directors (other than the CEO) may only hold office for a continuous period up to three years, or until the third annual general meeting following the Director's appointment or election, whichever is the longer, but are eligible for re-election. At each annual general meeting a minimum of one director must stand for election or re-election. At the 2024 Annual General Meeting, Mr Sushames will retire and stand for re-election.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has a written agreement in place with each Director and senior executive setting out the terms of their appointment.
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.	Yes	The Company Secretary for the reporting period, Andrew Draffin, was accountable directly to the Board, through the chair of the Board (Chair), on all matters to do with the proper functioning of the Board.
1.5	<p>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> <ol style="list-style-type: none"> 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: <ol style="list-style-type: none"> 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 	Yes	<p>The Company has formally approved a diversity policy in order to address and actively facilitate a more diverse and representative management and leadership structure. A copy of the diversity policy is available on the Company's website.</p> <p>The Company is dedicated to fostering a more diverse workforce and promoting gender diversity. To this end, during the reporting period the Nomination and Remuneration Committee adopted the following measurable objectives for gender diversity</p> <ul style="list-style-type: none"> • By 2029, our Board will comprise of at least 25% women; • By 2029 our people in leadership positions will comprise of at least 25% women; and • By 2029 women will make up at least 25% of all Company employees, <p>whilst acknowledging that gender is not binary.</p> <p>As at 30 June 2024, the respective portions of men and women on the Board, in senior executive positions and across the whole workforce are set out below:</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>		<table border="1"> <thead> <tr> <th data-bbox="1122 240 1592 336"></th> <th data-bbox="1592 240 2040 336">% of women</th> </tr> </thead> <tbody> <tr> <td data-bbox="1122 336 1592 432">Board</td> <td data-bbox="1592 336 2040 432">0%</td> </tr> <tr> <td data-bbox="1122 432 1592 528">Senior Executives*</td> <td data-bbox="1592 432 2040 528">33%</td> </tr> <tr> <td data-bbox="1122 528 1592 624">Total Workforce</td> <td data-bbox="1592 528 2040 624">19%</td> </tr> </tbody> </table> <p><i>*Senior Executives have been defined as executives reporting directly to the CEO.</i></p>		% of women	Board	0%	Senior Executives*	33%	Total Workforce	19%
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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Nomination and Remuneration Committee has established a process for periodically evaluating the performance of the Board, its Committees, and its individual directors.</p> <p>The Company has undertaken a performance evaluation for the Board, its Committees and individual Directors in accordance with the adopted performance evaluation process during this reporting period.</p>								
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company has established a process for periodically evaluating the performance of its senior executives at least once every reporting period.</p> <p>The Company has undertaken a performance evaluation for the senior executives that held their positions for the entire reporting period.</p>								

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a 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>	Partially	<p>The Company has a Nomination and Remuneration Committee. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>Under its charter, the Nomination and Remuneration Committee should comprise of at least three Directors, all being Non-Executive Directors and a majority of whom must be independent Directors. However, the Company recognises that this may not always be practicable given the size of the Board as is currently the case. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Nomination and Remuneration Committee from time to time.</p> <p>As at the date of this statement, the Nomination & Remuneration Committee is made up of two independent Directors, Mr John West and Mr Tim Hosking. Peter Lowe, Denise Brotherton and Robert McKinnon were former members of the Committee during the reporting period whilst Directors of the Company. All of the former directors were independent directors.</p> <p>John West currently acts as chair of this committee and is deemed independent. During the reporting period until his resignation, Robert McKinnon acted as chair of the committee and was deemed independent.</p> <p>The Nomination and Remuneration Committee met on two occasions during the reporting period. Each meeting was fully attended by members.</p> <p>It is the Company's intention to comply with ASX Recommendations 2.1(a)(1) & 8.1(a)(1) in the future once a third independent Director is appointed to the Board. The Company is satisfied that non-compliance with ASX Recommendation 2.1(a)(1) & 8.1(a)(1) is not to the detriment of business.</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>	Yes	<p>The Company's Board Skills Matrix discloses the mix of skills that the Board currently has. A copy of the Board Skills Matrix is available on the Company's website.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the</p>	Yes	<p>The Board is currently comprised of four members, being Tim Hosking (appointed 31 August 2023), Simon Henry (appointed 22 May 2012), Robert Sushames (appointed 1 April 2021) and John West (appointed 31 August 2023). Within the financial year, the Board was also comprised of Peter Lowe (resigned 16 October 2023), Denise Brotherton (resigned 31 August 2023) and Robert McKinnon (resigned 31 August 2023).</p>

	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 (c) the length of service of each director.		<p>Simon Henry is not considered by the Board to be independent as he is an Executive Director of the Company and significant Shareholder in the Company. Robert Sushames is also not considered by the Board to be independent as he is an Executive Director of the Company and a Shareholder in the Company.</p> <p>The Board considers that Tim Hosking and John West and formerly Peter Lowe, Denise Brotherton and Robert McKinnon are (and were) independent Directors for the purpose of the ASX Recommendations as each is (and was) free from any interest, position, association or relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgement.</p>
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>At the date of this report the Board comprises four directors of which Mr Tim Hosking and Mr John West are deemed to be independent directors. As such the Board does not currently comprise a majority of independent Directors.</p> <p>It is the Company's intention to comply with ASX Recommendation 2.4 in the future once a third independent Director is appointed to the Board. The Company is satisfied that non-compliance with ASX Recommendation 2.4 is not to the detriment of business.</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.	Yes	The Chair of the Board is Tim Hosking, an independent Director. In compliance with corporate governance best practice, Tim Hosking does not hold the position of CEO.
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.	Yes	The Company, through its Nomination and Remuneration Committee, has established 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.
3.1	A listed entity should articulate and disclose its values.	No	The Company is currently refining its core values and will release an updated statement of values when this review is complete. The Board believes that taking the time to thoughtfully establish values that unite the organisation into a cohesive entity will position the group for long-term success.
3.2	A listed entity should:	Yes	The Company is committed to maintaining the highest ethical standards in the conduct of its business activities. Accordingly, the Board has adopted a formal

	<p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>		<p>code of conduct, a copy of which is available on the Company's website. The Company ensures that the Board is informed of any material breaches of the code.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Company's operations. Accordingly, the Company has adopted a whistleblower policy, a copy of which is available on the Company's website.</p> <p>The whistleblower policy sets out information about the types of disclosures that qualify for protection, the protections available to whistleblowers, how the Company will investigate disclosures, how the Company will ensure fair treatment of employees who are the subject of or are mentioned in disclosures, and the circumstances where reports will be made to the Board or a Board Committee.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company requires all officers, employees and contractors at all times to act honestly and with integrity and to safeguard the Company resources for which they are responsible. The Company is also committed to protecting all revenue, expenditure and assets from any attempt to gain illegal financial or other benefits.</p> <p>Accordingly, the Company has adopted an anti-bribery, fraud and corruption policy, a copy of which is available on the Company's website. Under the anti-bribery, fraud and corruption policy, material breaches of the policy are reported to the Board.</p>
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are nonexecutive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, and disclose: 3) the charter of the committee; 	Partially	<p>The Company has established an Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>Under its charter, the Audit, Risk and Compliance Committee should comprise at least three Directors, all being Non-Executive Directors who are financially literate and a majority of independent Directors, however this may not always be practicable given the size of the Board, as is currently the case. The Board has absolute discretion to determine the appropriate size and composition of the Audit and Risk Committee from time to time.</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>As at the date of this statement, the Audit and Risk Committee is made up of two independent Directors, Mr Tim Hosking and Mr John West. Peter Lowe, Denise Brotherton and Robert McKinnon were former members of the Committee during the reporting period whilst Directors of the Company. All members of the Audit and Risk Committee during the reporting period were independent directors.</p> <p>Tim Hosking currently acts as chair of this committee and is deemed independent. During the reporting period until his resignation, Denise Brotherton acted as chair of the committee and was deemed independent.</p> <p>The Audit and Risk Committee met on four occasions during the reporting period. Each meeting was fully attended by the members of the Committee at the time.</p> <p>It is the Company's intention to comply with this ASX Recommendations 4.1(a)(1) and 7.1(a)(1) in the future once a third independent Director is appointed to the Board. The Company is satisfied that non-compliance with ASX Recommendation 4.1(a)(1) & 7.1(a)(1) is not to the detriment of business.</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>	Yes	<p>For each of the Company's financial statements within the reporting period, the Board has received a declaration from the CEO and CFO that, in their opinion, the financial records of the Company have been properly maintained, 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 this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>The Company does not typically release periodic financial reports to the market. However, if it chose to do so, the Company's process to verify any reports that were unaudited or not reviewed by an external auditor would involve an internal review, audit and sign-off by the relevant internal stakeholder, followed by a second stakeholder review to ensure accuracy.</p>

5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company is committed to observing its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act. To that end, the Company has adopted a market disclosure policy which establishes procedures that are aimed at ensuring the Company fulfils its obligations in relation to the timely disclosure of material price sensitive information. A copy of the market disclosure policy is available on the Company's website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	As required under the Company's market disclosure policy, the Company ensures that the Board receives copies of all material market announcements promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	As required under the Company's market disclosure policy, the Company ensures that all new and substantive investor or analyst presentations are released on the ASX market announcements platform ahead of the presentation.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about itself and its governance to investors via a website at: https://www.dglinvestors.com/investor-centre/?page=home
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has an investor relations program that facilitates two-way communication with investors.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote effective communication with its Shareholders and encourage effective participation at general meetings of the Company. A copy of the Shareholder Communications Policy is available on the Company's website.
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.	Yes	All substantive resolutions at meetings of security holders are decided by poll rather than a show of hands.
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.	Yes	Shareholders have been granted the option to receive communications from, and send communications to, the Company and its security registry

			electronically. Further information on shareholders' right to receive documents electronically has been provided on the Company's website.
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> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a 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>	Partially	<p>The Company has established an Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>Under its charter, the Audit, Risk and Compliance Committee should comprise at least three Directors, all being Non-Executive Directors who are financially literate and a majority of independent Directors, however this may not always be practicable given the size of the Board, as is currently the case. The Board has absolute discretion to determine the appropriate size and composition of the Audit and Risk Committee from time to time.</p> <p>As at the date of this statement, the Audit and Risk Committee is made up of two independent Directors, Mr Tim Hosking and Mr John West. Peter Lowe, Denise Brotherton and Robert McKinnon were former members of the Committee during the reporting period whilst Directors of the Company. All members of the Audit and Risk Committee during the reporting period were independent directors.</p> <p>Tim Hosking currently acts as chair of this committee and is deemed independent. During the reporting period until his resignation, Denise Brotherton acted as chair of the committee and was deemed independent.</p> <p>The Audit and Risk Committee met on four occasions during the reporting period. Each meeting was fully attended by the members of the Committee at the time.</p> <p>It is the Company's intention to comply with this ASX Recommendations 4.1(a)(1) and 7.1(a)(1) in the future once a third independent Director is appointed to the Board. The Company is satisfied that non-compliance with ASX Recommendation 4.1(a)(1) & 7.1(a)(1) is not to the detriment of business.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p>	Yes	<p>The responsibilities of the Audit, Risk and Compliance Committee include assisting the Board in carrying out its accounting and auditing, financial reporting, and compliance and risk related responsibilities including by</p>

	(b) disclose, in relation to each reporting period, whether such a review has taken place.		<p>monitoring management's performance against the Company's risk management framework.</p> <p>Over the reporting period, the Audit, Risk and Compliance Committee has continued to monitor the risk management framework in place for the Company, requesting amendments to risk management processes where necessary.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>The Company employs a range of quality assurance programs across its operations but does not currently have a discreet internal audit function. The Board considers that, given the current size and nature of the Company's activities, an internal audit function is not necessary at this time.</p> <p>However, the Audit, Risk and Compliance Committee together with the Board and the executive teams review the current internal controls in place and engages in open consultation with the Company's external auditors regarding their findings on internal controls. The Board remains open to adopting an internal audit function if deemed necessary in the future.</p> <p>The ARC is responsible for assessing and continually enhancing the effectiveness of the Company's governance, risk management and internal control systems. The ARC oversees the management of risks and the actions being taken to mitigate them to an acceptable level.</p> <p>The Board is confident that the existing processes appropriately identify and manage the Company's key risks. The Company's risk management processes continue to be monitored and reported to the ARC.</p>
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.	Yes	The Company's material exposure to environmental and social risks, and how it manages those risks, is disclosed in the 2024 Annual Report.
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 	Partially	<p>The Company has a Nomination and Remuneration Committee. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>Under its charter, the Nomination and Remuneration Committee should comprise of at least three Directors, all being Non-Executive Directors and a majority of whom must be independent Directors. However, the Company recognises that this may not always be practicable given the size of the Board as is currently the case. Accordingly, the Board has absolute discretion to</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>determine the appropriate size and composition of the Nomination and Remuneration Committee from time to time.</p> <p>As at the date of this statement, the Nomination & Remuneration Committee is made up of two independent Directors, Mr John West and Mr Tim Hosking. Peter Lowe, Denise Brotherton and Robert McKinnon were former members of the Committee during the reporting period, whilst Directors of the Company, each of which were independent directors.</p> <p>John West currently acts as chair of this committee and is deemed independent. During the reporting period until his resignation, Robert McKinnon acted as chair of the committee and was deemed independent.</p> <p>The Nomination and Remuneration Committee met on two occasions during the reporting period. Each meeting was fully attended by members.</p> <p>It is the Company's intention to comply with ASX Recommendations 2.1(a)(1) & 8.1(a)(1) in the future once a third independent Director is appointed to the Board. The Company is satisfied that non-compliance with ASX Recommendation 2.1(a)(1) & 8.1(a)(1) is not to the detriment of business.</p>
8.2	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.	Yes	The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and senior executives has been disclosed in the Remuneration Report included in the 2024 Annual Report.
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>	Yes	<p>As at the date of this statement, the Company has not adopted an equity-based remuneration scheme.</p> <p>However, the Company has established the Securities Trading Policy, a copy of which is available on the Company's website. The Securities Trading Policy notes that hedging of remuneration by key management personnel is prohibited. Similarly, the use of derivatives over unvested Company securities is prohibited, given such use may limit the economic risk of participant employees.</p>