

# CORPORATE GOVERNANCE STATEMENT

August 2025

COSOL Limited  
ABN 66 635 371 363



# COSOL Limited

## WHEN RELIABILITY MATTERS

### We're a trusted, data-led asset management partner for organisations around the world who can't afford to fail

COSOL Limited is a global provider of proprietary digital solutions to asset-intensive industries. We drive quantifiable business improvements through the enhanced use of data and data analytics.

COSOL is built on one belief: in asset-intensive industries, ***reliability is everything***.

With over 25 years of experience, we combine deep industry expertise, dependable delivery, and powerful digital capabilities - including AI, data, and proprietary software - to help our clients reduce downtime, improve performance, and optimise the full asset lifecycle with confidence.

From mining and energy to infrastructure, transport and government to defence, our clients trust us to work as part of their team - responsive, easy to work with, and focused on outcomes that matter.

Drawing on our expertise and end-to-end solution capabilities, we are the first provider of Asset Management as a Service – a complete outsourced solution for asset management operations.

We are experts in building and optimising asset information ecosystems, and have specialist capabilities in IBM Maximo Application Suite, Hitachi Ellipse, SAP, Esri's GIS stack and InterPro's EZMaxSuite. In addition, we work with system integrators such as IBM, Accenture, DXC, Deloitte and EY.

Our proprietary solutions, built from our 23+years of data management, data migration and asset management expertise, help us maximise our clients' enterprise asset management investments and streamline the delivery of their complex digital and data projects.

Our people truly are our greatest asset. They are independent thinkers, inquisitive and curious. They are always looking for new ways to optimise the way we work, and the way our clients work. Through their creative leadership and expertise, our people deliver innovation and outcomes across the asset management.

## OUR 2025 ANNUAL REPORT

This document should be read in conjunction with our 2025 Annual Report and the documents that make up the rest of our corporate reporting at <https://cosol.global/investor-centre/results-and-reports/>.

## OUR CORPORATE GOVERNANCE PLAN DOCUMENTS

COSOL has established a set of corporate governance policies and procedures that reflect COSOL's corporate governance framework and practices. Copies of these documents are available on its website at <https://cosol.global/investor-centre/corporate-governance/>.

# About This Report

This Corporate Governance Statement outlines the key aspects of the COSOL's corporate governance framework that has been established by the Board of Directors, and its compliance with ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (ASX Principles) for the period 1 July 2024 to 30 June 2025.

Compliance with the ASX Principles is not mandatory. The disclosure below sets out the extent to which the Company does comply with the recommendation, as well as the explanation and commentary provided on the Company's practices that differ from the ASX Principles.

The Board has approved this Corporate Governance Statement on 19 August 2025.

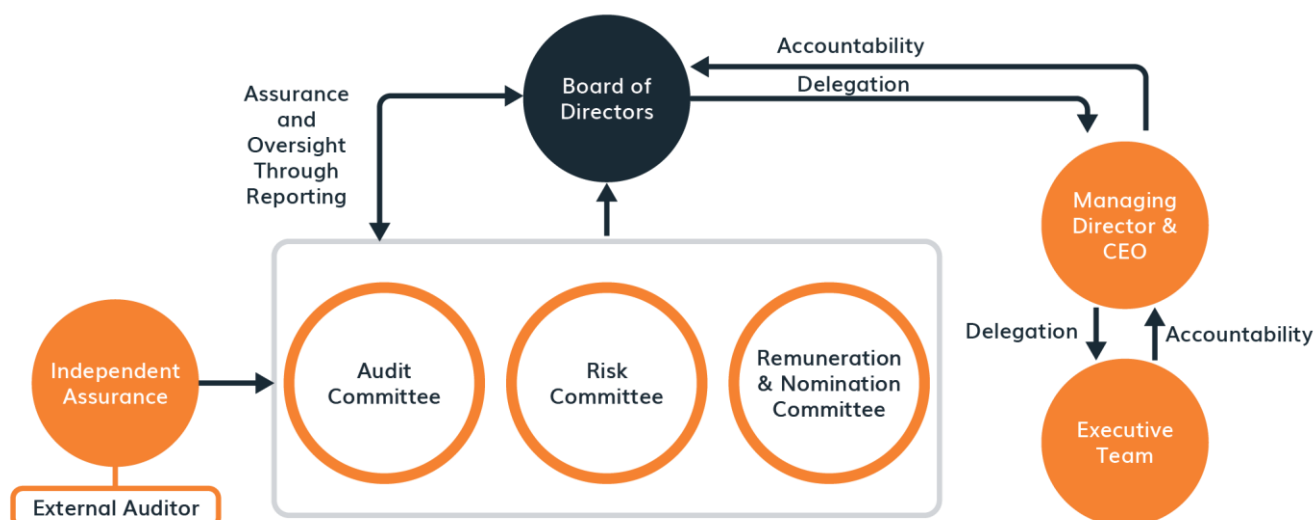
## ASX Principles

		Sections
<b>Principle 1</b>	Lay solid foundations for management and oversight	1, 2, 3
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<b>Principle 3</b>	Instil a culture of acting lawfully, ethically and responsibly	5
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## 1. Our Approach to Governance

The Board of Directors of COSOL Limited is responsible for the corporate governance of COSOL. The Board guides and monitors the business and affairs of COSOL on behalf of the shareholders by whom they are elected and to whom they are accountable.

COSOL has established a set of corporate governance policies and procedures that reflect COSOL's practices and are largely consistent with the ASX Principles, with any necessary adjustments made for the particular circumstances of COSOL. During the reporting period, the Board continued to build on its strong foundation of governance, continually improving its approach to governance.



This Corporate Governance Statement should be read in conjunction with COSOL's 2025 Annual Report. Further information about COSOL's corporate governance practices and copies of key governance documents referred to in this document are available on COSOL's website at <https://cosol.global/investor-centre/corporate-governance/>.

## 2. Operation of the Board

### 2.1. Board of Directors

The names of the current Directors as at the date of this Statement, together with details of their term in office, independence status and Board committee membership, are set out in the table below.

The Board comprises individuals with the appropriate skills, knowledge, and experience to develop and support the Company's long-term strategy, enable it to discharge its responsibilities effectively, add value, and facilitate efficient decision-making. Details of each Director's qualifications, experience are set out in the Company's 2025 Annual Report.



**Geoffrey Lewis**  
Non-Executive Chairman

*Appointed 10 September 2019*



**Scott McGowan**  
Managing Director & CEO

*Appointed 14 November 2024*



**Stephen Johnston**  
Non-Executive Director

*Appointed 10 September 2019*



**Gerald Strautins**  
Non-Executive Director

*Appointed 4 October 2019*

Name	Role	Independent	Length of Service	Board	Audit Committee	Risk Committee	Remuneration & Nomination Committee
Geoffrey Lewis	Non-Executive Chairman	No	6 Years	●			
Stephen Johnston	Non-Executive Director	No	6 Years	●	●	●	●
Gerald Strautins	Non-Executive Director	Yes	6 Years	●	●	●	●
Scott McGowan	Managing Director & Chief Executive Officer	No	8 Months	●	-		-

● Chair ● Member

The Board comprises a balanced mix of Executive and Non-Executive Directors, each with an independent voice. While it does not reflect a majority of independent Non-Executive Directors, this structure has been deliberately maintained to ensure strategic alignment, operational insight, and continuity of leadership. The Directors bring deep knowledge, cross-functional expertise, and a shared commitment to COSOL's long-term objectives. Further explanation on the independence of each Director is set out in sections 1.4 and 1.5 below. Accordingly, the Board does not currently comprise a majority of independent Directors, as recommended by ASX Principle 2.4.

While the Board does not presently meet gender diversity benchmarks, COSOL acknowledges the value of diverse perspectives in enhancing governance quality and stakeholder trust. Diversity remains a consideration in future appointments, and the Board is committed to ongoing review of its composition in line with evolving societal expectations, regulatory developments, and organisational needs. The Board has no set measurable objectives for gender diversity on the Board, as recommended by ASX Principle 1.5(b), given the small size of the Board focussed on founding shareholders and executives making proportional representation difficult to achieve.

The Directors' Report in the Company's 2025 Annual Report details the number of Board meetings held during the reporting period and the Directors' attendance.



## 2.2. The Role of the Board

The Board is accountable to shareholders for the Company's overall strategy, governance, and performance.

The Board has a charter that outlines its authority, responsibilities, membership, and governance framework. The charter also describes matters expressly reserved for the Board and those delegated to management.

The Board's primary role is to provide strategic guidance and leadership to the Company, guide and monitor its management, business, projects, and affairs, and promote a culture that supports its values.

The Board is also responsible for monitoring management's progress in implementing the Company's strategy and promoting a culture that supports its values.

The Board strives to deliver sustainable value to its shareholders while also considering the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently, and in accordance with the law, and to instil these values throughout the organisation.

The Board has established a delegation of authority outlining the matters reserved to the Board and those delegated to the Managing Director & CEO, executives, managers, and employees.

The Board Charter is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

## 2.3. Board Structure and Composition

The Board is structured to comprise individuals with the appropriate skills, knowledge, experience, and diversity to develop and support the Company's long-term strategy, enable it to discharge its responsibilities effectively, add value, and facilitate efficient decision-making. The Board determines its size and composition, subject to the Company's Constitution.

The Board currently has four directors, comprising one independent Non-Executive Director, two Non-Executive Directors and one Managing Director.

Each Director and their length of service are listed in the table in section 2.1. Details of each Director's

appointment, qualifications, experience, and special responsibilities are set out in the Company's 2025 Annual Report.

## 2.4. Director Independence

The Board assesses the independence of new Directors upon appointment and annually.

In determining whether a Director is independent, the Board is guided by ASX Principle 2.4 on Independence. However, the Board considers whether the Director is free of interest, position, association 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 those of an individual security holder or other party.

The Board (excluding the relevant Director) takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each Director's individual circumstances rather than applying strict quantitative thresholds.

Messrs Geoffrey Lewis, Stephen Johnston, and Scott McGowan have interests and positions of the type described in Box 2.3 of ASX Principle 2.3 that do not classify them as independent. Scott McGowan is employed in an executive capacity, and Geoffrey Lewis and Stephen Johnston each have a substantial shareholding of 13.68% in COSOL. While not classified as independent in accordance with Box 2.3 of ASX Principle 2.3, the Board is comfortable that they have the capacity to bring an independent judgment to bear on issues put before the Board and act in the best interests of the entity and its security holders generally.

During the reporting period, the Board reviewed the independence of each Director. As referred to in section 2.1, the Board does not comprise a majority of independent Non-Executive Directors.

The Board also believes that the mere fact that a Non-Executive Director has a substantial shareholding does not mean that they have become too close to management or other substantial shareholders to be considered non-independent.

## 2.5. The Role of the Chair

The Directors have elected Geoffrey Lewis as Chairman of the Board. Mr. Lewis was appointed Chairman in 2019.

The Chair's role includes leading the Board, facilitating and encouraging constructive Board discussions, monitoring the performance of the Board, its committees, and individual directors, representing the Board to shareholders, and maintaining regular dialogue and mentoring relationships with the Managing Director & CEO, as well as other group executives.

Mr. Lewis is not regarded as an independent Director, for the reasons set out in section 2.4. Accordingly, while the Chairman and CEO are not the same person, the Board's composition does not meet the requirements of ASX Principle 2.5, which recommends that the Chair of the Board be an independent Director and not be the same person as the CEO of the entity.

The Board considers that Mr. Lewis possesses the relevant skills and experience to serve as Chairman. He has over 30 years of experience in the global delivery of IT services and outsourcing. He established ASG Group Limited (formerly ASX-listed, ASX:ASZ), an IT business solutions provider, in 1996 and served as its Managing Director until the company was acquired in late 2016 by the Japanese multinational IT services and consulting business Nomura Research Institute, Ltd.

## 2.6. Board Composition, Selection and Appointment of Directors

The Board has established a Nominations & Remuneration Committee to review the composition of the Board and succession matters periodically.

The Nominations & Remuneration Committee is responsible for reviewing and making recommendations to the Board regarding Board size and composition, identifying individuals believed to be qualified to become Board members, and recommending such candidates to the Board.

Before the Board appoints a new Director or puts forward a candidate for election, the Nominations & Remuneration Committee undertakes appropriate checks, including but not limited to reviewing the person's character, experience, education, criminal record, and bankruptcy history. Existing Directors

conduct interviews with potential candidates to ensure there is an appropriate fit for the Company's strategic direction.

## 2.7. Director Retirement, Re-Election, and Tenure

Any Non-Executive Director who has been appointed during the year must stand for election at the Company's next annual general meeting.

In addition, a Non-Executive Director must retire from office at the third annual general meeting after being elected or last re-elected. If no Non-Executive Director is due for re-election or election, then at least one-third of the Non-Executive Director (excluding the Managing Director & CEO) must retire at the Company's next annual general meeting and may stand for re-election.

The Board's recommendation regarding the re-election of an existing Non-Executive Director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company.

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a Non-Executive Director.

## 2.8. Board Skills and Experience

The Board is committed to ensuring that its composition continues to include Directors who bring an appropriate mix of skill, experience, and expertise to Board decision-making. The Board also aims to retain a balance between Directors with experience and knowledge of the Company's business and history, and new Directors who bring an external perspective and different insights.

The Board has not created a Board Skills Matrix, which can guide in the assessment of the skills and experience of new and existing Directors and identify any gaps in the Board's collective expertise for the purpose of Board succession planning.

The Board considers that all Directors have the combined depth and breadth of skills, diversity, and experience to carry out their responsibilities in a publicly listed company and oversee the Company's strategy and effective governance.

Collectively, the Board comprises individuals with skills and experience in accounting & finance, law, executive

management, developing & implementing risk management systems, and strategy development & implementation; and competencies in managing large organisations, financial literacy, stakeholder engagement, communication and interpersonal relations, collaboration, effective decision making, sound judgement, and integrity.

To the extent that any skills are not directly represented on the Board, they are realised through executives and external advisors.

## 2.9. Board Performance Review

The Remuneration & Nomination Committee is responsible for developing and overseeing the performance evaluation process for the Board, its committees, and individual Directors.

The Board has adopted an evaluation process that includes reviewing the effectiveness of the Board, its committees, and individual Directors.

The annual Board evaluation process may include:

- responding to a comprehensive questionnaire on the Board's operation and governance;
- one-on-one interviews with Directors on the performance and the effectiveness of the Board and (as appropriate) each of its committees;
- feedback from executives on issues relevant to the Board's performance;

The Board's annual evaluation can be facilitated internally or externally. If done externally, the Board receives independent information on its overall performance, effectiveness and opportunities for improvement. Each Director also receives individual feedback on their strengths and opportunities to make enhanced contributions, including ongoing professional development.

During the reporting period, the Board did not conduct a formal performance evaluation of itself or its Committees. Given the small size of the Board and its meeting regularity, the Board concluded that a performance review of itself, its Committees, and the Non-Executive Directors was not necessary.

During the reporting period, the Board engaged an external governance advisor to conduct a review of the Board's corporate governance framework and practices. The outcomes of the review were presented to the Board, and the Board will consider the recommendations to address them and implement the

necessary actions. They will guide the development of the Board's governance.

## 2.10. Appointment Documentation

Upon appointment, each new Director receives a letter of appointment, which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance, and access.

Executives are appointed under a written agreement that outlines the terms of their appointment.

## 2.11. The Role of the Managing Director and the Executives

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to Scott McGowan, the Company's Managing Director & CEO.

Scott McGowan commenced in the role of Managing Director on 14 November 2024 (he has held the role of CEO since 2016). Mr. McGowan's qualifications and experience are set out in the Directors' Report in the Company's 2025 Annual Report.

The Managing Director & CEO is responsible for the Company's day-to-day management. The Managing Director's actions are guided by the Company's purpose and strategic objectives approved by the Board.

The Managing Director & CEO is supported in this function by delegating authority to the appropriate executives for specific activities and transactions. A formal Delegation of Authority Policy governs these powers and authority, which is approved by the Board and reviewed as required.

Other executives, working under the Managing Director & CEO's supervision, are responsible for executing strategic objectives in a manner consistent with the Company's values, commitments, code of conduct, and risk appetite, as set by the Board. While each executive leads specific functions, they collectively work to achieve the Company's long-term strategy and purpose.

The Managing Director & CEO, along with executives, are responsible for providing the Board and its Committees with accurate, timely, and clear information on the Company's performance and progress.

Meetings between the Managing Director & CEO, executives, and the Board are encouraged, and they

assist the Directors in carrying out their duties and strengthening the working relationship and organisational culture.

## 2.12. Managing Director and Executives' Performance

The Managing Director & CEO, along with executives, have a written agreement with the Company outlining their employment terms, including remuneration and performance requirements.

The Board is responsible for monitoring management's performance and implementation of the Company's strategy, including conducting an annual performance review of the Managing Director & CEO.

The performance of the Managing Director & CEO, as well as other executives, is assessed annually under the Company's performance appraisal system and reviewed by the Nomination and Remuneration Committee and the Board.

During the reporting period, the Managing Director & CEO underwent a performance review. Additionally, the Chair meets regularly with the Managing Director & CEO to discuss matters relating to his performance.

During the reporting period, a performance review was undertaken with the executives reporting to the Managing Director & CEO. Additionally, the Managing Director & CEO meets regularly with his direct reports to discuss matters relating to their performance.

Further details, including the Managing Director & CEO's and other executives' performance linkage to remuneration outcomes, are contained in the Company's Remuneration Report in the 2025 Annual Report.

## 2.13. Induction for New Directors

New Directors receive an induction that includes meetings with the Board Chair, the Managing Director & CEO, the CFO, and other executives to gain valuable insights into relevant operational and corporate matters. This is followed up by additional meetings or information that the new Director may request.

The Director's induction program typically includes briefings from the Managing Director & CEO, as well as other members of the executive team, covering strategy, risk, safety, finance, remuneration, the markets, and the regulatory environment in which the Company operates.

The program also includes visits to the state-based offices.

## 2.14. Continuing Education for Directors and Executives

All Directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

Internal and external experts are engaged, as required, to conduct briefing sessions on various topics relevant to the Board's governance of the Company.

## 2.15. Conflicts of Interest

If a Director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration or vote on that matter and will not receive any information relating to that matter.

## 2.16. Directors' Right to Independent Advice

To help Directors fulfil their responsibilities, each Director has the right, with the prior approval of the Chair, to seek independent professional advice, at the Company's expense, about his or her responsibilities.

In addition, the Board and each Board Committee may, at the Company's expense and with the prior approval of the Chair, obtain any independent professional advice it requires to assist in its work.

## 2.17. The Role of Company Secretary

The Board is responsible for appointing the Company Secretary. The Company Secretary is directly accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board and its Committees. All Directors have access to the Company Secretary.

The profile, qualifications and experience of the Company's General Counsel and Company Secretary, Ben Secrett, is set out in the Directors' Report in the Company's 2025 Annual Report.



## 3. Board of Committees

### 3.1. Board Committee Structure

The Board has established three standing Committees to assist in the discharge of its responsibilities:

Periodically, the Board will review the composition of each Board Committee. As and when required, the Board may establish special-purpose sub-committees to give detailed consideration to specific matters or projects.

An overview of the members, composition and responsibilities of each standing Board Committee is set out below:

Members	Compliance with Recommended Composition	Role of the Committee
<b>Audit Committee</b>		
<b>Stephen Johnston CA</b> (Chair)	<ul style="list-style-type: none"> <li>✗ At least three members</li> <li>✓ All members are non-executive Directors</li> </ul>	<ul style="list-style-type: none"> <li>Oversight of Financial reporting</li> <li>Evaluation of the effectiveness of the financial control environment</li> </ul>
<b>Gerald Strautins</b>	<ul style="list-style-type: none"> <li>✗ Majority of members are independent Directors</li> <li>✗ An independent Chair, who is not Chair of the Board</li> </ul>	<ul style="list-style-type: none"> <li>Review of the external audit</li> <li>Oversight of the internal audit function</li> </ul>

The Chair of the Committee is not considered independent (but is not the Chair of the Board), the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. Accordingly, the Company does not meet ASX Principle 4.1(A)(1) and (2), which recommends that the Audit Committee have at least three members, be chaired by an independent Director and that a majority of the Committee comprises independent Directors. The Board considers that the composition of the Audit Committee is appropriate at this time.

#### Remuneration and Nomination Committee

<b>Gerald Strautins</b> (Chair)	<ul style="list-style-type: none"> <li>✗ At least three members</li> </ul>	<ul style="list-style-type: none"> <li>Overseeing the effectiveness of remuneration strategies and policies of the Company</li> </ul>
<b>Stephen Johnston</b>	<ul style="list-style-type: none"> <li>✗ Majority of members are independent Directors</li> <li>✓ Chaired by an independent Director</li> </ul>	<ul style="list-style-type: none"> <li>Review of remuneration arrangements for the Managing Director, other executives, and Non-Executive Directors</li> <li>Review of matters to do with Board composition, selection, and appointment</li> <li>Succession planning for the Board and Managing Director</li> </ul>

The Chair of the Committee is considered independent, but the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. Accordingly, the Company does not meet ASX Principle 2.1(A)(1), and ASX Principle 8.1(A)(1), which recommends that a Remuneration Committee and a Nomination Committee each have at least three members, be chaired by an independent Director and that a majority of the Committee comprises independent Directors. The Board considers that the composition of the Audit Committee is appropriate at this time.

## Risk Committee

<b>Gerald Strautins</b> (Chair)	<ul style="list-style-type: none"> <li>✗ At least three members</li> </ul>	<ul style="list-style-type: none"> <li>Oversee risk management system, practices and procedures</li> </ul>
<b>Stephen Johnston</b>	<ul style="list-style-type: none"> <li>✗ Majority of members are independent Directors</li> <li>✓ Chaired by an independent Director</li> </ul>	<ul style="list-style-type: none"> <li>Identification and management of key risks</li> <li>Review and recommend risk appetite</li> <li>Review risk management framework</li> <li>Review internal compliance procedures</li> </ul>

The Chair of the Committee is considered independent but the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. Accordingly, the Company does not meet ASX Principle 7.1(A)(1) and (2), which recommends that the Risk Committee have at least three members, be chaired by an independent Director and that a majority of the Committee comprises independent Directors. The Board believes that the composition of the Risk Committee is appropriate at this time.

The relevant qualifications and experience of Board Committee members are set out in the Directors' Report in the Company's 2025 Annual Report.

Non-Executive Directors may and are encouraged to attend meetings of other Board Committees and are provided with papers for all Committee meetings.

The Managing Director & CEO, along with certain other executives, are invited to attend Committee meetings. However, their presence is not automatic, and they do not attend if their remuneration is being considered or discussed.

Each Committee may, within the scope of its responsibilities, have unrestricted access to management, employees, and information it considers relevant to carrying out its responsibilities under its charter.

Each Committee may request the attendance of any external party at meetings as appropriate.

The minutes of each Committee meeting are tabled at Board meetings, and the Committee Chair reports relevant matters of the Committee to the Board at its next meeting.

The Directors' Report in the Company's 2025 Annual Report details the number of Committee meetings held during the reporting period and each Committee member's attendance.

## 3.2. Committee Membership and Responsibilities

The Charter of each of the Board Committees states that each Committee:

- is to be comprised of only Non-Executive Directors and has at least three members;
- has its own charter;
- has the powers necessary to discharge its responsibilities; and
- has the Board appoint one of its members as Committee Chair.

Each Committee has a charter that outlines its role, responsibilities, objectives, composition, structure, membership requirements, and the manner in which it is to operate.

The Committee Charters are outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

## 3.3. Audit Committee

The Audit Committee assists the Board in fulfilling its oversight responsibilities regarding the Company's financial reporting, external audit, internal functions, tax governance and other significant matters as delegated to the Committees from time to time.

The Audit Committee's responsibilities for the financial reporting and the external audit function include:

- overseeing the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- oversee compliance with all applicable laws, regulations and company policy;
- review the effectiveness and adequacy of financial internal control processes;
- review the performance of the Company's external auditors and their appointment and removal; and
- assess the independence of the external auditor and the rotation of the lead engagement partner.

The Audit Committee regularly meets with the external auditor without management present. The Chair of the

Audit Committee meets separately with the external auditor, internal auditor, and management.

The CFO is the executive responsible for assisting the Chair of the Audit Committee in connection with the administration and efficient operation of the Committee

## 3.4. Risk Committee

The Risk Committee assists the Board in fulfilling its oversight responsibilities regarding the Company's risk management and other significant matters as delegated to the Committee from time to time.

The Risk Committee's responsibilities include to:

- ensure the Company's risk management approach is consistent with its overall business objectives, and risk appetite and tolerance;
- oversee compliance with all applicable laws, regulations and company policy;
- review the effectiveness and adequacy of operational internal control processes;
- consider the identification and management of business, economic, environmental and social sustainability risks; and
- review the Company's risk management framework at least annually to satisfy itself that it continues to be sound.

The CFO is the executive responsible for assisting the Chair of the Risk Committee in connection with the administration and efficient operation of the Committee.

### 3.5. Remuneration and Nomination Committee

The Remuneration and Nomination Committee assists the Board by reviewing and making recommendations on remuneration matters, including the structure, strategy, and structure of executives' remuneration and incentives.

The Committee's responsibilities include:

- maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body;
- ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance;
- reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- recommending to the Board the remuneration of executive directors;
- reviewing the Company's recruitment, retention and termination policies and procedures for executive management
- reviewing and approving the remuneration of Directors, the Chief Executive Officer or Managing Director, direct reports to the Chief Executive Officer, Managing Director or other executive Directors, and as appropriate for other senior executives; and
- reviewing and approving any equity-based plans and other incentive schemes.

In forming remuneration recommendations, the Committee obtains and considers industry-specific independent data and professional advice as appropriate. All reports and professional advice relating to the Managing Director & CEO's remuneration are commissioned and received directly by the Committee.

### 3.6. Remuneration Approach for Directors and Executives

The Board's approach to remuneration for Non-Executive Directors, Executive Directors, and senior management is detailed in the Company's Remuneration Report, which is part of the 2025 Annual Report. This report outlines the remuneration policies and practices, as well as the amounts paid to both executives and Non-Executive Directors.

The Company has adopted a Securities Trading Policy, which prohibits executives from limiting the economic risk of participating in incentive programs that form part of their remuneration. Refer to section 5.9 for further information.



## 4. Integrity in Corporate Reporting

### 4.1. Governance Oversight of Corporate and Financial Reporting

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place. It has established the Audit Committee to assist in discharging this responsibility.

The Audit Committee meets at least four times a year, including prior to the release of the full financial statements. The Audit Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2025 and is satisfied that the Company's financial report for FY25 complies with the applicable accounting standards and presents a true and fair view of the Company's financial position.

All Audit Committee members have direct access to the appointed lead audit engagement partner. The lead audit engagement partner is invited to attend Audit Committee meetings, and all Committee papers are made available to the external auditor.

### 4.2. Independence of the External Auditor

The Company's external auditor is Elderton Audit Pty Ltd.

The Audit Committee reviews the external auditor's effectiveness, performance, and independence. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure for the selection and appointment of a new external auditor.

The *Corporations Act* (Cth) 2001 requires the external auditor to make an annual independence declaration to the Board, declaring that the auditor has maintained its independence in accordance with the *Corporations Act* (Cth) 2001 and the rules of professional accounting bodies. Elderton Audit has provided an independence declaration to the Board for the reporting period. Elderton Audit's independence declaration is contained in the Directors' Report in the Company's 2025 Annual Report.

Elderton Audit's practice is to rotate the lead audit engagement partner at least every five years, with the most recent rotation occurring ahead of the financial statements for the financial half year ended 31 December 2024 being prepared.

### 4.3. Attendance of the External Auditor at the AGM

Elderton Audit's lead audit engagement partner attends the Company's Annual General Meeting and is available to answer shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor.

### 4.4. Restrictions on the Provision of Non-Audit Services by the External Auditor

The Company has procedures to monitor the independence of the external auditor.

The Audit Committee regulates the provision of non-audit services by the external auditor. The provision of permissible non-audit services must be pre-approved by either the Audit and Risk Committee or the Chair of that Committee.

### 4.5. Integrity of Financial and Corporate Reports

The Company is committed to providing clear, concise, and effective disclosure in its corporate reports.

Prior to approval of the Company's financial statements, the Board receives a written declaration, in accordance with section 295A of the *Corporations Act* (Cth) 2001, from the Managing Director & CEO and the CFO in relation to the Company and the Group's financial reporting processes.

The declaration received by the Board during the relevant reporting period states that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company and the Group's financial position and performance, and that the integrity of the financial statements is founded on a sound system of risk management and internal control, which is operating effectively.

For periodic corporate reports released to the market, which are not required to be audited or reviewed by the Company's external auditor, the Company has a verification, review, and approval process in place to ensure the integrity of the information disclosed to the market. The process involves the reports being reviewed, material statements reviewed for accuracy and the report subject to internal verification, external legal review, and an appropriate approval process involving the Managing Director & CEO and Board for disclosure of certain matters that are within the Board's reserved powers or matters that are otherwise of significance to the Company

## 5. Ethical Conduct and Responsible Decision-Making

The Company is committed to operating ethically and sustainably and striving to implement and maintain high standards of business conduct.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture.

The Company has established the following values, codes or policies, which promote ethical and responsible business standards and practices.

### 5.1. Company values, Commitment and Culture

#### OUR VALUES

The Company's values guide the way decisions are made and how we treat one another and our stakeholders.

At COSOL, our values define who we are and guide the way we work. All Team Members are expected to embody these values in their professional interactions and decision-making.

By aligning with COSOL's values, team members help create a positive workplace culture, build strong relationships with colleagues and clients, and uphold our reputation. Behaviour that contradicts our values will be subject to review and corrective action.

#### OUR CULTURE

Culture is a key determinant of the Company's performance and ability to achieve its objectives. It goes to the heart of the openness and transparency needed for effective stewardship and informed decision-making.

The Board is responsible for overseeing culture, and management is responsible for implementing and monitoring the desired culture and for demonstrating leadership in it.

The Board receives regular reports on the organisation's culture. These indicators include selected health and safety statistics, employee turnover, whistleblower and employee grievance submissions, and employee engagement results.

### 5.2. Code of Conduct

The Company has a Code of Conduct. Directors, employees, and contractors are required to demonstrate the standards of behaviour required to promote responsible decision-making and ethical behaviour, which aligns with the Company's strategic objectives, policies, and values.

The Code of Conduct is supported by several Company policies that are reviewed regularly to ensure they reflect any changes in law and otherwise remain fit for purpose.

The Board is informed of any material breaches of the Code of Conduct or policies.

The Code of Conduct is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

## COSOL's Core Values

The following core values guide us in everything we do, the interactions we have, the work we deliver and the decisions we make:



#### Innovative

We always look for new and innovative ways to deliver outstanding solutions and value for our clients.



#### Resourceful

We are resourceful in solving complex problems, applying our leadership and passion for sustainable enterprise asset management solutions.



#### Outcomes

We take ownership to deliver valuable outcomes for our clients and colleagues through our shared knowledge, skills and passion.



#### Integrity

We are committed to acting with integrity and honesty in the way we conduct ourselves daily. We do what we say we will do and uphold this standard for all.



#### Collaborative

We seek collaboration and open communication with our colleagues, partners and clients while upholding a culture of respect, care and inclusivity.

## 5.3. Community and Social Impact

COSOL recognises the important role play it plays in improving the community and world we live in – not only through the solutions and services COSOL provides to its customers but in the way COSOL interacts as a global organisation and the culture it fosters amongst COSOL's team members.

### The 3 pillars that guide our social impact initiatives

Our social impact initiatives are guided by the pillars of Diversity, Safety and Sustainability. They align with our core values and support our mission to help our customers across critical industries, to achieve zero-waste and sustainability in their operations.

#### Diversity

We believe that outstanding teams are created when they are diverse and inclusive. At COSOL we embrace diversity by bringing together people who think differently. Combining different skills, varied knowledge and unique experiences to drive innovations that solve complex challenges.



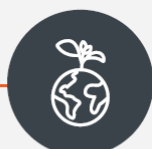
#### Safety

Ensuring safety – both physical and mental of our employees and those that we work with, is fundamental at COSOL. We are dedicated to creating a safe working environment for our teams while delivering solutions for our clients and improving the safety of all in our communities.



#### Sustainability

Sustainability is at the core of what we do and who we are. We are committed to contributing to a more sustainable world for all – through the way we work together, the innovative solutions we deliver for our customers, and the initiatives we support globally.



## 5.4. Health and Safety Policy

The Company prioritises a healthy and safe workplace for all employees, contractors, customers, and the community while seeking to minimise the impacts of injuries.

The Company's safety culture requires everyone to take responsibility for safety, be a leader in safety, always report hazards and incidents, and empower employees to stop work if it's not safe.

The Board receives regular reports on safety performance, strategies to enhance safety, and the physical and mental well-being of employees and contractors.

## 5.5. Diversity Policy

The Company has a diverse workforce that comprises employees from varied ethnic backgrounds, age groups, sexual orientations and races, as well as employees of all genders.

The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, as well as training and development opportunities.

The Company's Diversity Policy outlines the Company's approach to inclusion and diversity, which is underpinned by the principles that the work environment promotes equal opportunity and diversity, enables employees to reach their full potential, and is free from discrimination, harassment, sexual harassment, victimisation, and bullying.

The Diversity Policy is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

### GENDER DIVERSITY AT BOARD, MANAGEMENT AND WORKFORCE LEVELS AND OBJECTIVES

The Board has not set specific, measurable objectives for achieving gender diversity but monitors workforce composition statistics. Accordingly, ASX Recommendation 1.5(b) has not been complied with. The Company does not currently meet this recommendation. The Board has determined that it prefers flexible, principle-based governance over prescriptive benchmarks, prioritising appointments based solely on merit, experience, and strategic fit, rather than demographic targets.

During the reporting period, the Board monitored compliance with the Company's Diversity Policy, which includes the following diversity objectives:

- engaging a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals.



- a workplace culture underpinned by inclusive practices and behaviours for the benefit of all workers.
- improved employment and career development opportunities for women.
- a work environment that values and utilises the contributions of Employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity.
- awareness in all staff of their rights and responsibilities with regard to fairness, equity and respect for all aspects of diversity.
- an inclusive workplace where discrimination, harassment, sexual harassment and victimisation will not be tolerated

#### RESPECTIVE PROPORTIONS OF MEN AND WOMEN ON THE BOARD, IN SENIOR EXECUTIVE POSITIONS AND ACROSS THE WHOLE WORKFORCE

As at 30 June 2025, the gender composition of the Company and its operating subsidiaries, was as follows:

	Female
<b>Board</b>	0%
<b>Senior Leadership</b>	21%
<b>Group</b>	24%

#### Workplace Gender Reporting

The Company is a 'relevant employer' under the *Workplace Gender Equality Act 2012* (Cth) and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency (WGEA) annually.

## 5.6. Human Rights and Modern Slavery Policy

The Company is committed to protecting fundamental human rights and freedoms, including the elimination of all forms of modern slavery.

The Company's Human Rights and Modern Slavery Policy outlines its approach to managing modern slavery risks within its operations and supply chains, while also prioritising the preservation of human rights. The Company will continue to develop its modern slavery and human rights obligations and will submit a Modern Slavery Statement as and when required by legislation.

Following the end of the reporting period, the Company will provide its first Modern Slavery Statement in accordance with the Commonwealth Modern Slavery Act (Cth).

The Human Rights and Modern Slavery Policy is available on the Company's website.

## 5.7. Whistleblower Policy

The Company encourages anyone to report any concerns about actual or suspected wrongdoing and improper conduct, and confidentiality and protection are provided to those who do so.

The Company has established a Whistleblower Policy, which outlines the procedures for making confidential disclosures in various ways, including to the Company's Whistleblower Protection Officer, a director or the Company's auditor.

The Policy also outlines how the Company will respond to and investigate disclosures of misconduct, as well as the protections available to those who report under the policy.

The Company maintains the confidentiality of all whistleblower reports to the fullest extent possible and does not tolerate any form of reprisal against individuals who raise genuine concerns about actual or suspected misconduct.

The Board is informed of any whistleblower reports under the policy.

The Whistleblower Policy is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

## 5.8. Anti-Bribery and Anti-Corruption Policy

The Company has established an Anti-Bribery and Anti-Corruption Policy, outlining its zero-tolerance stance towards bribery and corruption in all business dealings and operations. The policy includes prohibitions on:

- the giving or receiving of bribes in any form, including to public officials and or to any other third-party;
- the giving or receiving of bribes, including gifts, hospitality or facilitation payments, which might improperly influence a decision, create a sense of obligation or improve or create a business advantage;
- offering anything of value to a public official (or their representative or family member) in order to improperly influence in order to obtain any improper advantage of any kind; and
- making a political donation (in cash or kind) to improperly influence to obtain an advantage of any kind.

The Board is informed of any material incidents reported under the policy.

The Anti-Bribery and Anti-Corruption Policy is available on the Company's website.

## 5.9. Securities Trading Policy

The Company has established a Securities Trading Policy, which prohibits trading in COSOL securities by all Directors, employees, and contractors (and their immediate family members and associates) who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price, or value, of COSOL securities.

The policy also specifically prohibits '*key management personnel*' (which includes all Directors, Managing Director & CEO, the CFO, the company secretary, and other nominated executives) and external auditors from trading in COSOL securities during 'closed-out periods' as defined in the policy. All Directors and employees are prohibited from trading with inside information.

The Securities Trading Policy also:

- allows, in exceptional circumstances, and with prior written clearance, trading during a closed period;
- prohibits '*key management personnel*' (and their associates) from:
  - enter into margin loans or other financing arrangements, which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining prior written clearance;
  - entering into margin loans or other financing arrangements, which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

The Board is informed of any material breaches under the policy.

The Securities Trading Policy is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.



## 6. Recognise and Manage Risk

### 6.1. The Company's Approach to Risk Management

Risk management is embedded in strategy-setting and decision-making processes, as well as in daily business activities and processes, through consultation and effective risk management leadership.

### 6.2. Risk Responsibilities Between the Board and Management

The Board recognises that effective risk management is critical to achieving its strategic objectives and minimising its exposure to any event or set of occurrences capable of causing adverse effects, while maximising the efficiency and effectiveness of its operations and generating value for all stakeholders.

The Board has adopted a Risk Management Policy that aims to support the Company's risk processes and outlines the Company's commitment to sound risk management practices aligned to regulatory and stakeholder requirements.

The Board is responsible for setting the Company's risk appetite and satisfying itself that management has developed and implemented a sound system of risk management and internal controls.

The Board has adopted a Risk Appetite Statement that aims to balance the potential for the creation of value through the pursuit of opportunities against the need to preserve value for our stakeholders. The statement is critical in guiding management on the Board's attitudes and behaviours towards risk and is reviewed periodically by the Board.

Accountability for risk acceptance is delegated to management where risks are within the thresholds set by the Board. Where risks exceed approved thresholds, they are brought to the attention of the Board (through the Audit and Risk Committee) to either accept the risk going forward or to require such action as is necessary to return the risk to within a tolerable range.

The Risk Management Policy is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

### 6.3. Risk Committee Oversight of Risk

The Board's Risk Committee is mandated by the Board to provide oversight of risk management. This includes responsibility for reviewing, at least annually, the effectiveness of the Company's Risk Management Policy and procedures, ensuring material risks are controlled, and operating with due regard to the risk appetite set by the Board.

During the reporting period, the Audit and Risk Committee reviewed and considered the desired risk appetite and the risk processes required to govern risk identification, assessment, monitoring, and reporting.

### 6.4. Material Risks

The Company is exposed to a range of market, financial, operational, environmental, and socio-political risks that could adversely affect its future performance. The nature and potential impact of these risks can change over time and vary in the degree to which the Company can control them.

The Company's key material risks include, but are not limited to:

#### Material Risks

Cybersecurity and IT infrastructure

Attract and retain people talent

Major customers

Delivery performance

Contract governance

COSOL does not consider that it has any material exposures to environmental and social sustainability risks.

Further details on the above material risks are set out in COSOL's 2025 Annual Report.



## 6.5. Internal Audit Function

For the reporting period, the Company did not have an internal audit function.

In the absence of a formal internal audit function, the Board relies on management's ongoing monitoring and reporting of material business risks at Board and Committee meetings. The Audit and Risk Committees also periodically review the need for an internal audit function and monitors the adequacy of existing internal controls.

## 6.6. Climate Change Risk Management

The Board recognises that climate change may affect future operations both directly and indirectly, and oversees climate-related risks, encompassing both threats and opportunities. In addition, the Board considers climate risk in its decision-making process





## 7. Commitment to Shareholders

### 7.1. Shareholder and Investor Engagement

The Company values and facilitates two-way dialogue with shareholders and investors and is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance, both through its website and other communication technologies.

The Managing Director & CEO is responsible for shareholder and investor relations activities with the assistance of the CFO. The Chair is responsible for engaging with shareholders on Board, governance and remuneration matters.

The Company has an active investor relations program to facilitate effective two-way communication with investors. This includes communicating through multiple channels and technologies to enable shareholders to participate in shareholder meetings and have their inquiries addressed.

The Company also hosts briefings for institutional investors and analysts to discuss information already released to the market via ASX and provide background information to assist analysts and institutions in understanding the Company's future prospects.

Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

The Company aims to ensure that shareholders are provided with all information necessary to assess the Company's progress. The Company adheres to the principles of continuous disclosure to ensure that all investors are fully informed about the Company's activities.

All market announcements are posted on the Company's website as soon as practicable after being released to the market.

### 7.2. Website

Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at [www.cosol.global/](http://www.cosol.global/)

The Company publishes its ASX announcements, quarterly reports, financial reports, investor presentations, media releases, and other communications material on the Company's website at [www.cosol.global/investor-centre/](http://www.cosol.global/investor-centre/)

### 7.3. Continuous Disclosure

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has adopted a Continuous Disclosure Policy, which sets out how it complies with its disclosure obligations under the *Corporations Act 2001 (Cth)* and the ASX Listing Rules.

The Board considers potential disclosure issues at each of its meetings.

The Managing Director & CEO and the CFO are responsible for overseeing and coordinating the disclosure of information to the media, analysts, brokers, and shareholders. The General Manager Legal & Commercial and Company Secretary is responsible for communication with ASX.

The General Manager Legal & Commercial and Company Secretary is responsible for ensuring that employees are aware of their obligation to bring price-sensitive matters to management's attention and safeguard corporate information confidentiality to avoid the need for premature disclosure.

All market-sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's quarterly reports, annual report, and the annual resources and reserve statement.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

The Continuous Disclosure Policy is outlined in the Company's Corporate Governance Plan, which is accessible on the Company's website.

## 7.4. Annual General Meetings

The Board views the Company's Annual General Meeting (AGM) as a crucial opportunity to communicate with shareholders and encourages them to attend the AGM, participate by exercising their voting rights, and submit questions to the Board.

The Board also encourages shareholders to submit any questions about the Company's performance so that these can be addressed before or at the AGM. All substantive resolutions at shareholder meetings are decided by a poll rather than a show of hands.

## 7.5. Electronic Communications

The Company provides shareholders with the option to receive and send communications electronically to and from the Company and its Share Registry, MUFG Limited (Share Registry).

In compliance with the recent changes to the *Corporations Act 2001 (Cth)* specifically as a result of the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company discloses on its website instructions on how shareholders can elect to receive communications.

The Company's website provides shareholders with information to enable direct contact with the Company and access to Company information on demand. The website provides stakeholders with the opportunity to register for updates on the Company's ASX announcements.



# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

COSOL LIMITED

ABN

66 635 371 363

Financial year ended:

30 June 2025

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://cosol.global/investor-centre/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 19 August 2025 and has been approved by the board.

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

Date: 19 August 2025

Name of authorised officer authorising lodgement: Ben Secrett – Company Secretary

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

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

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

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

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

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

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

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



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> We have disclosed a copy of our board charter at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> We have disclosed the relevant information in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	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"/> We have disclosed the relevant information in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate-governance/charters/").

<sup>5</sup> If you have followed all of the Council's recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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"/> <p>We have disclosed the company secretary is accountable directly to the board, through the chair in the attached Corporate Governance Statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.5	<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> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<input type="checkbox"/> <p>We have disclosed a copy of our diversity policy at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p> <p>and we have disclosed the information referred to in paragraph (c) in the attached corporate governance statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable.  <p>Commentary – The Board has not set or monitored progress against specific, measurable objectives for achieving gender diversity. Accordingly, ASX Recommendation 1.5(b) &amp; (c) has not been complied with.</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>We have disclosed the evaluation process referred to in paragraph (a) in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> and we have disclosed that a performance evaluation was undertaken for the reporting period in accordance with paragraph (b) in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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) in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> and we have disclosed that a performance evaluation was undertaken for the reporting period in accordance with paragraph (b) in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p>We have disclosed a copy of the charter of the Nomination and Remuneration Committee at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p> <p>and we have disclosed the information referred to in paragraphs (4) and (5) in the attached Corporate Governance Statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p> <p>and in the Directors' Report contained in COSOL's 2025 Annual Report, which is available on its website at:</p> <p><a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p> <p>Paragraph (b): NOT APPLICABLE</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable.</p> <p>Commentary – The Chair of the Committee is not considered independent, and the Committee has only one Independent Director. Accordingly, the Company does not meet ASX Principle 2.1(A)(1) and (2) and ASX Principle 8.1(A)(1) and (2), which recommends that the Nominations Committee and the Remuneration Committee be chaired by an independent Director and that a majority of the Committee comprises a majority of whom are independent Directors</p>
2.2	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><input type="checkbox"/></p> <p>We have disclosed our board skills matrix in the attached Corporate Governance Statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	<input checked="" type="checkbox"/> We have disclosed the names of the directors considered by the board to be independent directors in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>  and, where applicable, the information referred to in paragraph (b) in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>  and the length of service of each director in COSOL's 2025 Annual Report, which is available on its website at: <a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable.  Commentary – The Board does not comprise of a majority on independent Directors. However, the Board comprise individuals with the appropriate skills, knowledge, and experience to develop and support the Company's long-term strategy, enable it to discharge its responsibilities effectively, add value, and facilitate efficient decision-making.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 inducing 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"/> We have disclosed the induction program in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> We have disclosed our values in the Code of Conduct at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed our code of conduct at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a Whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed our whistleblower policy at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> We have disclosed our anti-bribery and corruption policy at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p>We have disclosed a copy of the charter of the Audit Committee at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p> <p>and we have disclosed the information referred to in paragraphs (4) and (5) in the Directors' Report contained in COSOL's 2025 Annual Report, which is available on its website at: <a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Commentary – The Chair of the Audit Committee is not considered independent (but is not the Chair of the Board), the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. The Board believes that the composition of the Risk Committee is appropriate at this time..</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>We have disclosed our process for receiving from its CEO and CFO a declaration in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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"/> <p>We have disclosed our process to verify the integrity of any periodic corporate report in the attached Corporate Governance Statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> <p>We have disclosed our continuous disclosure compliance policy at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p>	<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"/> <p>We have disclosed board receives copies of all material market announcements promptly after they have been made at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p>	<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"/> <p>We have disclosed that new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation, in our Corporate Governance Statement at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> We have disclosed information about COSOL and its governance on its website at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> Access to information about the Company and all relevant corporate governance information is available via the Company's website at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<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"/> We have disclosed how we facilitate and encourage participation at meetings of security holders on the Company's website at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<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"/> We have disclosed all resolutions at a meeting of security holders are decided by a poll rather than by a show of hands in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan	<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"/> Security holders are provided the option to receive communications from, and send communications to, the entity and its security registry electronically. Details are on the Company's website at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p>We have disclosed a copy of the charter of the Risk Committee at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan and we have disclosed the information referred to in paragraphs (4) and (5) in a the Directors' Report contained in COSOL's FY5 Annual Report, which is available on its website at: <a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement.</p> <p>Commentary – The Chair of the Risk Committee is not considered independent (but is not the Chair of the Board), the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. The Board believes that the composition of the Risk Committee is appropriate at this time.</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>We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the attached Corporate Governance Statement at: <a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Commentary – For the reporting period, the Company did not have an internal audit function in place. The Audit and Risk Committees periodically review the need for an internal audit function and monitors the adequacy of existing internal controls.</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>We have disclosed whether we have any material exposure to environmental and social risks in the Statement and the Directors' Report contained in COSOL's 2025 Annual Report, which is available on its website at:</p> <p><a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p>We have disclosed a copy of the charter of the Nomination and Remuneration Committee at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p> <p>and we have disclosed the information referred to in paragraphs (4) and (5) in Directors' Report in COSOL's 2025 Annual Report, which is available on its website at:</p> <p><a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable.</p> <p>Commentary – The Chair of the Committee is considered independent, but the Committee is not comprised of a majority of independent Directors, and the Committee has only two members. Accordingly, the Company does not meet ASX Principle 8.1(A) (1) and (2), which recommends that the Remuneration Committee be comprise a majority of the Committee comprises a majority of whom are independent Directors</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.	<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 in the Remuneration Report COSOL's 2025 Annual Report, which is available on its website at:</p> <p><a href="https://cosol.global/investor-centre/results-and-reports/">https://cosol.global/investor-centre/results-and-reports/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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>We have disclosed our Securities Trading Policy on this issue at:</p> <p><a href="https://cosol.global/investor-centre/corporate-governance/">https://cosol.global/investor-centre/corporate-governance/</a> in COSOL's Corporate Governance Plan</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Ends