

## Peter Warren Automotive Holdings Limited

26 August 2022

### Appendix 4G and Corporate Governance Statement

Peter Warren Automotive Holdings Limited (ASX:**PWR**) attaches the following documents for release to the market as required under ASX Listing Rules 4.7.3 and 4.10.3:

- Appendix 4G – Key to Disclosures; and
- Corporate Governance Statement

#### **AUTHORISED FOR LODGEMENT BY:**

**The Board of Peter Warren Automotive Holdings Limited**

Further information can be found on the Company's website [www.pwah.com.au/](http://www.pwah.com.au/) or by contacting:

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#### **About Peter Warren**

Peter Warren is an Automotive Dealership group with a rich heritage that has been operating in Australia for over 60 years. The Company operates 82 franchise operations and represents 28 OEMs across the Volume, Prestige and Luxury segments. Peter Warren operates under 7 banners consisting of Peter Warren Automotive, Frizelle Sunshine Automotive, Sydney North Shore Automotive, Mercedes-Benz North Shore, Macarthur Automotive, Penfold Motor Group and Euro Collision Centre.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Peter Warren Automotive Holdings Limited
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ABN/ARBN

57 615 674 185
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Financial year ended:

30 June 2022
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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://www.pwah.com.au/site/investor-centre/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 25 August 2022 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: 25/08/2022

Name of authorised officer authorising lodgement:

Bernard Friend, Chief Financial Officer and 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"/> and we have disclosed a copy of our board charter on our website here: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	
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"/>	
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"/>	
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"/>	

<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>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:  <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a></p> <p>and we have disclosed the information referred to in paragraph (c) in the Environmental, Social and Governance (ESG) section in the Annual Report which can be found at:  <a href="https://www.pwah.com.au/site/investor-centre/annual-reports">https://www.pwah.com.au/site/investor-centre/annual-reports</a></p>	
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at page 4.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at page 4.</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>
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 our Corporate Governance Statement at page 4</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at page 4</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>	
<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 checked="" type="checkbox"/></p> <p>As the Board only consists of four members, the Board has determined not to establish a separate nomination committee as the Board considers that such a committee is not necessary and would be inefficient at this time given such role a committee would play and the Board's current size and composition.</p> <p>The Board considers that it collectively has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively in considering the matters that would otherwise be considered by that committee.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:  <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a></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"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at page 6. and, where applicable, the information referred to in paragraph (b), in our Corporate Governance Statement at page 6. and the length of service of each director in our Corporate Governance Statement at page 6.	
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	
<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"/> and we have disclosed our values in the ESG section of our Annual Report	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	

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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>
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	



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<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>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<input checked="" type="checkbox"/>	

## 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 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"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	
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"/>	
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"/>	
<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"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Shareholder Communication Policy at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a>	

## 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>
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"/>	
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"/>	
<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) is contained in the Directors' Report (FY22 Financial Report) on pages 10-12 which can be found at: <a href="https://www.pwah.com.au/site/investor-centre/annual-reports">https://www.pwah.com.au/site/investor-centre/annual-reports</a></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>	<input checked="" type="checkbox"/>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/>	
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in the ESG section in the Annual Report which can be found at: <a href="https://www.pwah.com.au/site/investor-centre/annual-reports">https://www.pwah.com.au/site/investor-centre/annual-reports</a>	

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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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) is contained in the Directors' Report (FY22 Financial Report) on pages 10-12 which can be found at: <a href="https://www.pwah.com.au/site/investor-centre/annual-reports">https://www.pwah.com.au/site/investor-centre/annual-reports</a></p>	
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the remuneration report contained within the Directors' Report (FY22 Financial Report) on pages 13-31 which can be found at: <a href="https://www.pwah.com.au/site/investor-centre/annual-reports">https://www.pwah.com.au/site/investor-centre/annual-reports</a>.</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://www.pwah.com.au/site/investor-centre/corporate-governance">https://www.pwah.com.au/site/investor-centre/corporate-governance</a></p>	

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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>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	This is not applicable.	This is not applicable.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	This is not applicable.	This is not applicable.
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	This is not applicable.	This is not applicable.
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	This is not applicable.	This is not applicable.
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	This is not applicable.	This is not applicable.

# Peter Warren Automotive Holdings Limited (ACN 615 674 185) (“Company” or “PWA”)

## Corporate Governance Statement

The Company is committed to conducting its business activities and governing the Company in accordance with the recommendations set by the ASX Corporate Governance Council (**Council**) in the fourth edition of its Corporate Governance Principles and Recommendations (**Recommendations**) to the extent appropriate to the size and nature of the Company's operations. This Corporate Governance Statement (**Statement**) details the extent to which the Company has followed the Recommendations, as at the date of the Statement.

The Recommendations are not mandatory, however the ASX requires that an entity explain why it has not adopted any particular recommendation on an “if not, why not” basis. Accordingly, in the table below the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant Recommendation.

The Board is responsible for the overall corporate governance of the Company and is accountable to Shareholders in discharging its duties. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company.

In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company and its Directors, officers and personnel operate in an appropriate environment of corporate governance.

Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The Company's corporate governance policies together with a copy of this Corporate Governance Statement are all available on PWA's website at <https://www.pwah.com.au/site/investor-centre/corporate-governance>, which is hosted on the Company's corporate website located at <https://www.pwah.com.au/site/content/> (**Website**).

This Statement was approved by the Board of PWA and is current as at 25 August 2022.

All corporate governance policies have been adopted by the Company. All references to “the **Board**” below are references to the board of the Company. All references to “**Shareholders**” below are references to shareholders of the Company.

Principles and Recommendations	Compliance by the Company
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i>	
<b>Recommendation 1.1</b>	The Company complies with this recommendation.

Principles and Recommendations	Compliance by the Company
<p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	<p>The Board Charter (which is disclosed on the Website) sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company.</p> <p>Clause 2 of the Board Charter sets out the responsibilities and functions of the Board including those functions upon which the Board seeks guidance from the Board's People and Remuneration Committee (<b>PRC</b>) under clause 2(b) and those functions upon which the Board seeks guidance from the Board's Audit &amp; Risk Committee (<b>ARC</b>) under clause 2(c). The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.</p> <p>Clauses 3 and 10 of the Board Charter set out the responsibilities delegated to the CEO, management and the company secretary.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</li> <li>(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.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>Under the Board Charter, the Board aims to comprise a mix of directors with a broad range of skills, expertise and experience from a diverse range of backgrounds selected on the basis of relevant experience, skill, judgement and leadership abilities, to contribute to the effective direction of the Company.</p> <p>Clause 6 of the Board Charter notes that in considering any selection, appointment or re-appointment to the Board, the Board will consider the necessary and desirable competencies of any directors and proposed directors. Additionally, as required under clause 7 of the Board Charter, the Board will ensure that the Company undertakes appropriate background checks before appointing a person or putting forward to securityholders a candidate for election.</p> <p>Clause 6 also notes that the Board will ensure that the Company provides securityholders all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> <p>All of the Company's' current directors have undergone bankruptcy and criminal record checks as part of the Company's' due diligence process prior to its Admission to the ASX. Prior to the appointment of any future directors, the Board will also ensure that criminal record, bankruptcy and insolvency checks as well as any other background checks the Board considers relevant (such as with respect to character, experience and education), will be undertaken prior to the appointment of that person as required under clause 7(d) of the Board Charter.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has a written agreement with each director and senior executive setting out the terms of their appointment, as required under clause 6(f) of the Board Charter and clause 3 of the PRC Charter in relation to directors and senior executives respectively.</p>
<p><b>Recommendation 1.4</b></p>	<p>The Company complies with this recommendation.</p>



Principles and Recommendations	Compliance by the Company
<p>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.</p>	<p>Clause 10 of the Board Charter provides that the secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a Diversity Policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) the entity’s progress towards achieving those objectives; and</li> <li>(iii) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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 the Act.</li> </ul> </li> </ul> </li> </ul>	<p>The Company complies with this recommendation.</p> <p>The Company has a Diversity and Inclusion Policy which applies to the employees and directors of the Company and subsidiaries. Clause 3 of the Diversity and Inclusion Policy provides that the Board is responsible for setting measurable objectives to promote gender diversity and the Company’s progress in achieving them. The Diversity and Inclusion Policy’s effectiveness is measured at least annually.</p> <p>The Diversity and Inclusion Policy is disclosed on the Website.</p> <p>Clause 3 of the Diversity and Inclusion Policy provides that the objectives set for a reporting period and the progress towards achievement of those objectives will be disclosed annually in the Group’s annual report. This includes disclosure of the respective proportions of men and women on the board, in senior executive positions and across the whole workforce of the Company. Progress on achieving the measurable objectives set for FY2022 and the FY2023 measurable objectives, which include those objectives carried over from FY2022, will be described in the Annual Report.</p> <p>For the reporting period ended 30 June 2022, the Diversity and Inclusion information will be included in the Environmental, Social and Governance (<b>ESG</b>) section of the 2022 Annual Report.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 1.6</b></p> <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>The Company complies with this recommendation.</p> <p>Clause 8 of the Board Charter provides that the Board (with guidance from the PRC) will regularly carry out a formal review of its performance, its committees and each director.</p> <p>The Board will disclose in relation to each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> <p>A performance evaluation (<b>Review</b>) of the Board, Committees and individual directors was undertaken during the reporting period ended 30 June 2022. The Review process was conducted by the Board Chair in early 2022 and involved discussions with each individual Director on their performance and the performance of the Board. The results of, and key observations from, the Review were discussed by the Board. The Chair's performance was discussed by the Board with the Chair. The Board was found to be operating effectively, with a small number of areas for further focus which have since been actioned.</p>
<p><b>Recommendation 1.7</b></p> <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>The Company complies with this recommendation.</p> <p>Clause 8 of the Board Charter provides that the Board (with guidance from the PRC) will regularly carry out a formal review of the performance of the CEO and other Senior Management against guidelines approved by the Board.</p> <p>Clause 8 notes that each year the Board will confirm that this review has taken place.</p> <p>A performance evaluation of the CEO and other Senior Management was undertaken in respect of the reporting period ended 30 June 2022 in accordance with Board and Company processes and requirements.</p>
<p><b>Principle 2 – Structure the board to be effective and add value</b></p> <p><i>A board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</i></p>	
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p>	<p>The Company does not comply with this recommendation.</p>

Principles and Recommendations	Compliance by the Company
<p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee;</li> <li>(v) 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</li> </ul> <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>As the Board only consists of four members, the Board has determined not to establish a separate nomination committee as the Board considers that such a committee is not necessary and would be burdensome at this time given such role a committee would play and the Board's current size and composition.</p> <p>The Board considers that it collectively has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively in considering the matters that would otherwise be considered by that committee.</p> <p>Clauses 6 and 7 of the Board Charter deal with the identification, nomination and evaluation of new directors and set out the framework and processes it employs 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. The Board is supported in that endeavour by the PRC and, where necessary, external consultants, and clause 3.2 of the PRC Charter describes the PRC's role in relation to developing and updating the board skills matrix, board performance evaluation and advising the Board in relation to board composition and succession planning.</p> <p>The Board will keep this matter under review and, if deemed desirable or necessary, may constitute a nomination committee at an appropriate time in the future.</p>
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 5 of the Board Charter sets out the aim of the Board to collectively have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.</p> <p>As stated above, clause 3.2 of the PRC Charter describes the PRC's role to assist the Board to develop, review and update the board skills matrix.</p> <p>The Company's board skills matrix is disclosed on the Website.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has disclosed:</p> <p>(a) the names of the directors considered by the board to be independent directors (as at the date of this Statement, being Catherine West, John Ingram and Niran Peiris);</p> <p>(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> <p>This information is disclosed in the Directors' Report (including in the Remuneration Report) (FY22 Financial Report at pages 10-12), and below.</p> <p>The approximate length of service of each director as at the date of this Statement is as follows:</p> <p>(a) John Ingram, appointed 6 April 2021: 16 months</p> <p>(b) Niran Peiris, appointed 6 April 2021: 16 months</p> <p>(c) Catherine West, appointed 6 April 2021: 16 months</p> <p>(d) Paul Warren, appointed 1 April 2021: 16 months</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 5 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors. At the date of the Statement, the Board is comprised of three independent directors (being John Ingram (Chair), Niran Peiris and Catherine West) and one non-independent director (Paul Warren).</p>
<p><b>Recommendation 2.5</b></p> <p>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.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 9 of the Board Charter provides that, to the extent practicable given the size and composition of the Board from time to time, the chairperson of the Board may be an independent director and must not hold (or held in the previous 3 years) the office of CEO.</p> <p>At the date of this Statement, the Chair of PWA is John Ingram, who is an independent non-executive director.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 11 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them. It also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the company and changes to the regulatory environment. Throughout the reporting period Directors participated in various informal education sessions and activities relevant to PWA's business operations, the motor vehicle industry and regulation generally.</p> <p>Clause 3.2(d) of the PRC Charter provides for the PRC to assist the Board in that endeavour by ensuring processes are in place to support director induction and periodically reviewing whether there is a need for directors to undertake continuing professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p> <p>Further, as provided under clause 10(f) of the Board Charter, the company secretary as part of his or her role will also help organise the induction of new directors and facilitate ongoing professional development training for the Board.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly</i></p>	
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	<p>The Company complies with this recommendation. The values of Growth, Integrity, Focus and Teamwork (G.I.F.T) are disclosed on our website and are outlined in the ESG section of our Annual report.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has a Code of Conduct which applies to employees, contractors, consultants, senior executives and directors of the Company.</p> <p>A copy of the Company's Code of Conduct is disclosed on the Website.</p> <p>Material breaches of the Code of Conduct (if any) are brought to the attention of the Board. In addition, clause 17 of the Code of Conduct sets out a framework for the reporting, escalation and resolution of complaints or alleged breaches of the Code of Conduct.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p>	<p>The Company complies with this recommendation.</p> <p>(a) PWA has a whistleblower policy that is available on the Website.</p>

Principles and Recommendations	Compliance by the Company
<p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>(b) Under clause 11 of the whistleblower policy, the Board is to be provided at least quarterly with reports on all active whistleblower matters (if any), including:</p> <ul style="list-style-type: none"> <li>(i) the number and nature of disclosures made in the last quarter;</li> <li>(ii) the status of any investigations underway; and</li> <li>(iii) the outcomes of any investigations completed and actions taken as a result of those investigations.</li> </ul>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <p>(c) have and disclose an anti-bribery and corruption policy; and</p> <p>(d) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>The Company complies with this recommendation.</p> <p>(a) PWA has an anti-bribery and corruption policy that is available on the Website.</p> <p>(b) Under clause 5 of the anti-bribery and corruption policy, any material breaches (if any) will be reported to the Board.</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports</i></p>	
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the chair of the board,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> </ul>	<p>The Company complies with this recommendation.</p> <p>The Company has established an <b>ARC</b> which is governed by the ARC Charter which sets out its roles and responsibilities.</p> <p>Clause 2 of the ARC Charter provides that the ARC should to the extent practicable, given the size and composition of the Board from time to time, comprise of:</p> <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• only non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> <p>Clause 2(d) of the ARC Charter provides that the chair of the ARC should be an independent non-executive director who does not chair the Board. As at the date of this Statement, the chair of the ARC is Niran Peiris, independent non-executive director.</p> <p>At the date of the Statement, the ARC is comprised of Niran Peiris, Catherine West and John Ingram who are all independent non-executive directors.</p>

Principles and Recommendations	Compliance by the Company
<p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>The ARC Charter is disclosed on the Website.</p> <p>Clause 3(a) of the ARC Charter provides that the ARC must meet at least three times annually or as frequently as is required to undertake its role effectively.</p> <p>The qualifications and experience of each member of the ARC is disclosed in the Directors' Report (FY22 Financial Report at pages 10-12).</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the ARC met throughout the period and the individual attendances of the members at those meetings is to be disclosed. For the reporting period ended 30 June 2022, this information was disclosed in the Directors' Report (FY22 Financial Report at page 12).</p>
<p><b>Recommendation 4.2</b></p> <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>The Company complies with this recommendation.</p> <p>Clause 6 of the ARC Charter provides that the ARC will review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements. The ARC is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements.</p> <p>The Company confirms that it received a declaration from the CEO and CFO in the form required by this Recommendation for the reporting period ended 30 June 2022.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to</p>	<p>The Company complies with this recommendation.</p> <p>Clause 4(i) of the ARC Charter requires that the ARC ensures that any periodic corporate report the Company releases to the market that has not been subject to audit review by an external auditor discloses the process taken to verify the integrity of its content.</p>

Principles and Recommendations	Compliance by the Company
the market that is not audited or reviewed by an external auditor.	The Board will closely review and scrutinise unaudited periodic reports, taking into account (among other matters), the management verification process undertaken including review and sign-off of all relevant Senior Management members, the audit findings from previous audit(s) in respect of PWA's control environment and finance system. Where necessary, management and the Board will consult with the auditor in relation to periodic reports and the auditor will undertake a review of the report.
<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>	
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has in place a Disclosure Policy, a copy of which is disclosed on the Website.</p> <p>The Disclosure Policy is designed to ensure compliance with the ASX Listing Rules on continuous disclosure and to ensure accountability at a Board and senior executive level for compliance and factual presentation of the Company's financial position.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company complies with this recommendation.</p> <p>The company secretary has responsibility to ensure that the Board receives copies of all material market announcements promptly after they have been made.</p>
<p><b>Recommendation 5.3</b></p> <p>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.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 9(b) of the Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).</p> <p>Under clause 10 of the Board Charter, the company secretary has responsibility to ensure that the Company complies with this requirement.</p>



Principles and Recommendations	Compliance by the Company
<p><b>Principle 6 – Respect the rights of security holders</b></p> <p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company complies with this recommendation.</p> <p>The Company provides the necessary information about itself and its governance on its website pursuant to its Shareholder Communication Policy.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with this recommendation.</p> <p>The Company’s Shareholder Communication Policy (which is disclosed on the Website) provides for an investor relations program which actively encourages two-way communication:</p> <ul style="list-style-type: none"> <li>• through the Company’s AGM, where shareholder participation is actively encouraged and facilitated;</li> <li>• by providing shareholders with information via the Website and the option to receive email communications and send email communications directly to the Company and to the Company’s share registry; and</li> <li>• through regular investor briefings (eg following the release of periodic results and reports) that are live-streamed via web and available for viewing by investors and others.</li> </ul>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has a Shareholder Communication Policy which is disclosed on the Website.</p> <p>The 2021 AGM was held as a virtual (online) only meeting due to the continuing risks and restrictions caused by COVID-19. It is anticipated the 2022 AGM will be held as a physical meeting, however this may change depending on health restrictions in place at the time. Shareholders will be advised of the AGM details in mid-September 2022.</p>
<p><b>Recommendation 6.4</b></p> <p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Board has adopted the policy, consistent with this Recommendation, that all resolutions put at a general meeting will be decided by a poll.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send</p>	<p>The Company complies with this recommendation.</p>

Principles and Recommendations	Compliance by the Company
<p>communications to, the entity and its security registry electronically.</p>	<p>The Company's Shareholder Communication Policy provides securityholders the option to receive and send communications directly from and to the Company or the Company's share registry (Link Market Services) electronically.</p> <p>Link Market Services has procedures and systems in place to facilitate shareholders' communication preferences, including by electronic means.</p>
<p><b>Principle 7 - Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i></p>	
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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>The Company complies with this recommendation.</p> <p>The Company has established an ARC, which is governed by the ARC Charter which sets out its roles and responsibilities.</p> <p>Clause 2(a) of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, comprise of:</p> <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• only non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> <p>Clause 2(c) of the ARC Charter provides that the chair of the Committee should be an independent non-executive director who does not chair the Board. As at the date of this Statement, the chair of the ARC is Niran Peiris, independent non-executive director. The ARC is comprised of Niran Peiris, Catherine West and John Ingram, who are all independent non-executive directors and Paul Warren, who is an executive director. The qualifications and experience of each member of the ARC is disclosed in the Directors' Report (FY22 Financial Report at pages 10-12).</p> <p>The ARC Charter is disclosed on the Website.</p> <p>Clause 3(a) of the ARC Charter provides that the ARC must meet at least three times annually or as frequently as is required to undertake its role effectively.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed. For the reporting period ended 30 June 2022, this information was disclosed in the Directors' Report (FY22 Financial Report at page 12).</p>

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 7.2</b></p> <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>The Company complies with this recommendation.</p> <p>The ARC is responsible for assisting the Board in discharging its responsibilities:</p> <ul style="list-style-type: none"> <li>• to oversee the establishment of and approve the Company's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems; and</li> <li>• to review at least annually and monitor the effectiveness of the Company's risk management framework to satisfy itself that it continues to be sound and the Company is operating with due regard to the risk appetite set by the Board.</li> </ul> <p>The Company's risks are set out in the ARC Charter and may include regulatory and compliance risk, investment risk, legal risk, economic risk, environmental risk, social risk, occupational health and safety risk, financial risk, reputation risk, operational and execution risk, and strategic risk.</p> <p>During the reporting period, the Strategic Risk Profile of the business, Enterprise Risk Management Standard and Enterprise Risk Management Policy were reviewed by the leadership team and the ARC.</p> <p>Quarterly updates are provided by our Head of Risk to the ARC, on our risk management activities, including monitoring of progress against our risk management roadmap, consideration of new and emerging risks and deep dives on specific risk areas identified in our strategic risk profile.</p>
<p><b>Recommendation 7.3</b></p> <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>The Company complies with this recommendation.</p> <p>Clause 7(c)(iii)(B) of the ARC Charter provides that the ARC is responsible for reviewing and reporting to the Board (at least annually) on the effectiveness of the Company's internal controls and reviewing and reporting to the Board (at least annually) on the effectiveness of internal systems and processes for identifying, managing and monitoring material business risks. The ARC is also required to manage audit arrangements and auditor independence, including considering whether an internal audit function is required, and if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes.</p> <p>During the reporting period the company undertook a number of key risk and assurance activities. These included establishing a control self-assessment program, undertaking a fraud risk assessment, performing risk-based data analytics and undertaking a cyber security review. The results of these activities were reported to the ARC.</p> <p>During the reporting period, the Company approved internal services to be outsourced to KPMG. Leon Tissink, KPMG has been appointed as Head of Internal Audit, with a direct reporting line to the ARC Chair.</p>

Principles and Recommendations	Compliance by the Company
	<p>The ARC has approved the FY2023 internal audit plan. The Plan focusses on risk and assurance activities appropriate for the size and complexity of the Group. The internal audit plan is able to be adapted as the need arises following consultation with the ARC.</p> <p>The internal audit reviews are independent and objective reviews with findings and recommendations presented to the ARC at the conclusion of each audit.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company complies with this recommendation.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p> <p>For the reporting period ended 30 June 2022, this information will be disclosed in the ESG section of the 2022 Annual Report.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity’s values and risk appetite.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	<p>The Company complies with this recommendation.</p> <p>The PRC is governed by the PRC Charter which sets out the PRC’s roles and responsibilities.</p> <p>Clause 2 of the PRC Charter provides that the PRC should, to the extent practicable given the size and composition of the Board from time to time, comprise:</p> <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• only non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> <p>The PRC Charter is disclosed on the Website.</p> <p>Attachment A of the PRC Charter provides that the PRC must meet at least three times annually or as often as the PRC members deem necessary in order to fulfil their role.</p>

Principles and Recommendations	Compliance by the Company
<p>(v) 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>Clause 2(d) of the PRC Charter notes that the chairperson of the PRC must be an independent director.</p> <p>As at the date of this Statement, the chair of the PRC is Catherine West, who is an independent, non-executive director. The PRC is comprised of Catherine West, Niran Peiris and John Ingram, who are all independent, non-executive directors. The qualifications and experience of each member of the PRC is disclosed in the Directors' Report (FY22 Financial Report at pages 10-12) at pages 19 – 20.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the PRC met throughout the period and the individual attendances of the members at those meetings is to be disclosed. For the reporting period ended 30 June 2022, this information was disclosed in the Directors' Report (FY22 Financial Report at page 12).</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company complies with this recommendation.</p> <p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management are disclosed annually.</p> <p>For the reporting period ended 30 June 2022, this information was disclosed in the Remuneration Report forming part of the Directors' Report on pages 13-31 of the FY22 Financial Report.</p>
<p><b>Recommendation 8.3</b></p> <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>The Company complies with this recommendation</p> <p>Clause 6.2 of the Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk of security holdings (eg hedging arrangements).</p> <p>The Securities Trading Policy is disclosed on the Website.</p>
<p><b>Principle 9 – Additional recommendations that apply only in certain cases</b></p>	
<p><b>Recommendation 9.1</b></p>	<p>This is not applicable.</p>

Principles and Recommendations	Compliance by the Company
<p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	
<p><b>Recommendation 9.2</b></p> <p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>This is not applicable.</p>
<p><b>Recommendation 9.3</b></p> <p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>This is not applicable.</p>