



Synergia Energy Limited (formerly known as "Oilex Ltd")

CORPORATE GOVERNANCE STATEMENT

APPROACH TO CORPORATE GOVERNANCE

Synergia Energy Limited ABN 50 078 652 632 (**Company**) has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition (**Principles & Recommendations**).

The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at <https://www.synergiaenergy.com/> under the section marked "Corporate Governance."

Constitution and Charters

Board Charter

Company Constitution

Audit and Risk Committee

Remuneration Committee

Policies and Procedures

Process for Performance Evaluations

Policy and Procedure for the Selection and (Re)Appointment of Directors

Induction Program

Procedure for the Selection, Appointment and Rotation of External Auditor

Code of Conduct

Diversity Policy

Policy on Continuous Disclosure

Continuous Disclosure Compliance Procedures

Risk Management Policy

Shareholder Communication and Investor Relations Policy

Securities Trading Policy

Whistleblower Policy

Anti Bribery and Corruption Policy

Values Statement

The Company reports below on whether it has followed each of the recommendations during the year ended 30 June 2022 (**Reporting Period**). The information in this statement is current at 22 September 2022. This statement was approved by a resolution of the Board on 22 September 2022.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should have and disclose a charter which sets 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.**

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its *Board Charter*, which is disclosed on the Company's website.

Recommendation 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.**

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. The checks which are undertaken, and the information provided to shareholders are set out in the Company's *Policy and Procedure for the Selection and (Re)Appointment of Directors*, which is disclosed on the Company website. Further, extensive checks are undertaken as required by the Company's Nominated Adviser (**NOMAD**) under the AIM Rules.

The Company also provided shareholders with all material information in relation to the re-election of Joe Salomon and Paul Haywood as directors at its 2021 Annual General Meeting.

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has, and had during the Reporting Period, a written agreement with each non-executive director and each senior executive setting out the terms of their appointment.

Recommendation 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.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board as outlined in the Company's *Board Charter*. The Company's Secretary's role is also outlined in a service agreement between the Company Secretary and the Company.

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (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
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (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
 - (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.

The Company has a *Diversity Policy*, which includes requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Company's *Diversity Policy* is disclosed on the Company's website.

The following measurable objectives for achieving gender diversity have been set by the Board:

Measurable Objective	Progress made towards achieving measurable objectives during the Reporting Period
Increase the overall percentage of females employed by the Company to 20%.	This objective was not achieved, as the overall percentage of female employees decreased to 11% during the Reporting Period.
At least one female candidate to be considered when the Board is next appointing a director.	No progress has yet been made towards the achievement of this objective.
When recruiting senior and technical roles, at least one female candidate to be considered.	This objective was achieved, as the Company recruited one female in a technical role during the Reporting Period.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out in the following table. Senior executive for these purposes means those employees that report directly to the Chief Executive Officer (CEO):

	Proportion of women
Whole organisation	Two out of nineteen (11%)
<ul style="list-style-type: none"> • Administration and operations support ⁽¹⁾ 	One out of two (50%)
<ul style="list-style-type: none"> • Professional specialty - technical 	One out of seven (14%)
<ul style="list-style-type: none"> • Professional specialty - finance/commercial 	Zero out of three (0%)
<ul style="list-style-type: none"> • Senior executive positions 	Zero out of one (0%)
<ul style="list-style-type: none"> • Total employees 	Two out of nineteen (11%)
Board	Zero out of six (0%)

⁽¹⁾ One employee is employed on a part-time basis.

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and**
- (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.**

The evaluation of the Board, including the Chairman and the CEO for the reporting period ended 30 June 2022 was undertaken after the Reporting Period in August 2022, in accordance with the process set out in the Company's *Process for Performance Evaluations*.

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- (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.**

The CEO is responsible for evaluating the performance of senior executives. This evaluation was undertaken during the Reporting Period, in accordance with the process disclosed in the Company's *Process for Performance Evaluations*.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director,and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (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.

The Company does not have a nomination committee. Given the size and composition of the Board, the Board considers that there are no efficiencies to be gained by having a nomination committee. The full Board, which comprises three non-independent executive directors, one non-independent non-executive director and two independent non-executive directors, considers the matters and issues that would otherwise be addressed by a nomination committee, following the policies disclosed in the Company's *Policy and Procedure for the Selection and (Re)Appointment of Directors*.

Items that are usually required to be discussed by a nomination committee are marked as separate agenda items at Board meetings when required. Items discussed include addressing Board succession issues and ensuring 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 deals with any conflicts of interest that occur when it performs the functions of a nomination committee by ensuring that any director with a conflicting interest is not party to the relevant discussions.

Candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. As a matter of practice, candidates for the office of director are individually assessed by the Chairman and the CEO before appointment or nomination to ensure that they possess the relevant skills, experience or other qualities considered appropriate and necessary to provide value and assist in the advancement of the Company's operations.

Recommendation 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.

The following skills have been identified as the priority diversity and skill set which the Board wishes to see represented in its membership, which reflect the Company's focus on assets in India and the United Kingdom (**UK**), with a particular focus on gas and applying fit for purpose technologies in exploration, appraisal and production and a further interest in Carbon Capture Utilisation and Sequestration (**CCS**):

- International oil and gas industry experience.
- Capital markets experience across multiple jurisdictions.
- Corporate and commercial skills.
- Legal.
- Strategic Human Resources.
- Strategic Technology Application.
- Strategic Marketing.

The Board structure involves directors resident in both Australia and the UK providing coverage over the dual listings on ASX and AIM. The Company is actively engaged in additional appointments and from time-to-time reviews potential restructuring which would broaden and balance the Board's skills set and experience in the oil and gas industry.

Recommendation 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 or relationship of the type described in Box 2.3 of the Principles and Recommendations, 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.

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations. The Board considers the independence of each of its non-executive directors at least annually.

The following table sets out the directors during the Reporting Period, and their independence status:

Director	Independent (Yes/No) If No, Reason.	Date of Appointment / Length of Service
Roland Wessel	No. Mr Wessel is also the Company's CEO.	16 June 2021 to present
Jonathan Salomon	No. Mr Salomon holds an executive position as Executive Chairman and was the Company's Managing Director in previous years.	Appointed Non-Executive Director from 29 November 2015 to 18 March 2016. Appointed Managing Director from 18 March 2016 to 16 June 2021. Appointed Interim Chairman from 5 May 2020 to 16 June 2021. Appointed Executive Chairman from 16 June 2021 to present.
Colin Judd	No. Mr Judd is also the Company's Chief Financial Officer (CFO). Mr Judd was appointed as CFO on 1 July 2021.	Appointed as Executive Director from 27 January 2022 to present.
Mark Bolton	No. Mr Bolton was the Company's Executive Director, CFO and Company Secretary in previous years, and resigned from these roles towards the beginning of the financial year. Mr Bolton was employed by the Company since 3 June 2016 in the capacity of CFO and Company Secretary prior to his appointment as the Company's Executive Director on 26 March 2020. Mr Bolton resigned as the Company's Executive Director and CFO on 1 July 2021 and was appointed as the Company's Non-Executive Director on 1 July 2021. Mr Bolton resigned as the Company's Company Secretary on 25 August 2021.	Appointed as CFO from 3 June 2016 to 1 July 2021. Appointed as Company Secretary from 3 June 2016 to 25 August 2021. Appointed Executive Director from 26 March 2020 to 1 July 2021. Appointed Non-Executive Director from 1 July 2021 to present.
Paul Haywood	Yes	29 May 2017 to present
Peter Schwarz	Yes	4 September 2020 to present

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

During the Reporting Period, the Board did not comprise a majority of independent directors. During this stage of the Company's development, the Board has chosen to favour technical expertise and knowledge of the oil and gas sector in India in its composition.

Recommendation 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.

During the Reporting Period, the Company did not have an independent Chairman, as the role was performed by the Company's Executive Chairman.

Recommendation 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.

The Company has an induction program that it uses when new directors join the Board and when new senior executives are appointed. The goal of the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity. The Company's *Induction Program* is disclosed on the Company's website.

The Board, performing the function of the Nomination Committee, regularly reviews whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board effectively. Where any gaps are identified, the Board considers what training or development should be undertaken to fill those gaps. In particular, the Board ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements.

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

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company has articulated and disclosed its values in its *Values Statement*, which is disclosed on the Company's website.

Recommendation 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.**

The Company has established a *Code of Conduct* for its directors, senior executives and employees, which is disclosed on the Company's website. The Board is informed of any material incidents reported under the *Code of Conduct* via the CEO, the Chairman or Report and Investigation Officer (if one is appointed).

Recommendation 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.**

As set out in the Company's *Code of Conduct*, directors, officers, employees, consultants and contractors of the Synergia Energy group of companies are expected to not only act in compliance with legal obligations, but also act ethically and responsibly, which involves acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community and in accordance with the Company's *Values Statement*. The Synergia Energy group recognises the need to have robust procedures in place to ensure people can report instances of suspected unethical, illegal, fraudulent or undesirable conduct by the Synergia Energy group or its officers, employees or agents, and to ensure that anyone who does report such behaviour can do so without fear of reprisal, discrimination, intimidation or victimisation.

Accordingly, the Company has established a *Whistleblower Policy* (disclosed on the Company's website) to encourage the persons to whom the policy applies to raise any concerns or report instances of any potential breach of law, any violations (or suspected violations) of the *Code of Conduct* or any other legal or ethical concern without the fear of detriment. Under the policy, the Board is informed of any material incidents reported under the *Whistleblower Policy*.

Recommendation 3.4

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and**
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.**

The Company has also established an *Anti Bribery and Corruption Policy*, which sets out the Company's policy and approach to bribery and corruption. This policy is also disclosed on the Company's website. The Board is informed of any material incidents reported under the *Anti Bribery and Corruption Policy* via the Company Secretary.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Recommendation 4.1

The board of a listed entity should:

(a) have an audit committee which:

- (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
- (2) is chaired by an independent director, who is not the chair of the board, and disclose:
- (3) the charter of the committee;
- (4) the relevant qualifications and experience of the members of the committee; and
- (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

(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.

The Board has not established a separate Audit Committee, having resolved that it would perform the function of an Audit and Risk Committee. The Board has adopted an *Audit and Risk Committee Charter*, which describes the role, composition, functions and responsibilities of the Board in its capacity as the committee, and which is disclosed on the Company's website. Items that are usually required to be discussed by an Audit and Risk Committee are marked as separate agenda items at Board meetings when required, and when the Board convenes as the Audit and Risk Committee, it carries out those functions which are delegated to it in the *Audit and Risk Committee Charter*. These functions include reviewing the adequacy of the Company's corporate reporting processes, and reviewing whether the Company's financial statements reflect the understanding of the Board members, and otherwise provide a true and fair view of, the financial position and performance of the Company. The functions also include reviewing the adequacy of the Company's processes for managing risk. The Board deals with any conflicts of interest that occur when it performs the functions of an Audit and Risk Committee by ensuring that any director with a conflicting interest is not party to the relevant discussions.

Details of the relevant qualifications and experience of the members of the Board are set out in the Directors' Report of the Company's Financial Report for year ended 30 June 2022.

The Company has also established a *Procedure for the Selection, Appointment and Rotation of its External Auditor*. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

Recommendation 4.2

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.

Before the Board approved the Company financial statements for the half-year ended 31 December 2021 and for the full year ended 30 June 2022, and the Company quarterly reports for each of the quarters ending 30 September 2021, 31 December 2021, 31 March 2022 and 30 June 2022, it received from the CEO and the CFO a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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.

Recommendation 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.

In addition to the Company's periodic corporate reports that are audited or reviewed by the Company's external auditor, the Company publishes periodic corporate reports that are not audited or reviewed. The Company satisfies itself that these reports are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions by ensuring that all such reports are reviewed and confirmed to be materially accurate by the CEO, the CFO, the Head of India, the Company's NOMAD and the Board.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. The Company's *Policy on Continuous Disclosure* and *Continuous Disclosure Compliance Procedures* are disclosed on the Company's website.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board receives copies of all material market announcements both before, and promptly after, they have been made.

Recommendation 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.

Before the Company gives any new and substantive investor or analyst presentations, it releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Company provides information about itself and its governance to investors via its website at <https://www.synergiaenergy.com/> and as set out in its *Shareholder Communication and Investor Relations Policy*, which is disclosed on the Company's website.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's *Shareholder Communication and Investor Relations Policy*, which is disclosed on the Company's website.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

During the Reporting Period, the Company had in place a *Shareholder Communication and Investor Relations Policy* which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders.

Recommendation 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.

During the Reporting Period, all substantive resolutions at a meeting of the Company's security holders were decided by a poll rather than by a show of hands.

Recommendation 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.

Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically. New shareholders are mailed a communication form providing a choice of communication, either electronic or hard copy. Existing shareholders can amend their form of communication at any time. Shareholders can also subscribe via the Company's website to receive the Company's announcements made to ASX by email.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (1) has at least three members, a majority of whom are independent directors; and**
 - (2) is chaired by an independent director,**
and disclose
 - (3) the charter of the committee;**
 - (4) the members of the committee; and**
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (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.**

The Board has not established a separate Risk Committee, having resolved that it would perform the function of an Audit and Risk Committee. Please refer to the disclosure under the heading “Recommendation 4.1” in relation to the Board performing the function of the Audit and Risk Committee.

Recommendation 7.2

The board or a committee of the board should:

- (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**
- (b) disclose, in relation to each reporting period, whether such a review has taken place.**

During the Reporting Period, the Board reviewed the Company’s risk management framework to satisfy itself that it continued to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board.

Recommendation 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.**

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company’s risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company’s *Risk Management Policy*.

Recommendation 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.

The Company has material exposure to the following environmental and/or social risks:

Risk	How risk is managed/intended to be managed
Health and safety management	Synergia Energy is committed to protecting the health and safety of everybody who plays a part in its operations or lives in the communities where the Company operates. Synergia Energy has implemented a HSES framework that promotes responsibility and accountability within the Company for health and safety matters.
Environmental	Synergia Energy has an active program of education, monitoring and reporting within the business to identify and mitigate environmental risks.
Social and sustainability risks	Synergia Energy views sustainable development as an integral component of a responsible business. The Company embraces accountability, trust, social license with stakeholders including long-term strategic benefit to local communities and a continuous improvement towards risk management. The Company regularly liaises with governments and employs staff, consultants and specialists experienced in operating within the relevant regulatory, social and commercial environment for each jurisdiction.

The CEO has responsibility for identifying, assessing, monitoring and managing risks. The CEO is also responsible for identifying any material changes to the Company's risk profile and ensuring, with approval of the Board, the risk profile of the Company is updated to reflect any material change.

The CEO is to report to the Board as to the effectiveness of the Company's management of its material business risks, at least annually. During the Reporting Period, four such reports were provided.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:
- (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (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.

For the period from 1 July 2021 to 23 November 2021, the Board had not established a separate Remuneration Committee, having resolved that it would perform the function of a Remuneration Committee. During this period, the Board adopted a *Remuneration Committee Charter*, which describes the role, composition, functions and responsibilities of the committee. The *Remuneration Committee Charter* is disclosed on the Company's website.

For the period from 1 July 2021 to 23 November 2021, items that are usually required to be discussed by a Remuneration Committee were marked as separate agenda items at Board meetings when required, and when the Board convened as a Remuneration Committee, it carried out those functions which were delegated to it in the *Remuneration Committee Charter*. These functions include fulfilling the Board's corporate governance responsibilities with respect to remuneration by reviewing the Company's remuneration policy, senior executives' remuneration and incentives, the remuneration framework for directors and remuneration related reporting requirements. The Board dealt with any conflicts of interest that occurred when it performed the function of a Remuneration Committee by ensuring that any director with a conflicting interest was not party to the relevant discussions.

On 24 November 2021, the Board established a Remuneration Committee comprising Messrs Paul Haywood (Chair), Peter Schwarz and Mark Bolton. The Remuneration Committee is structured in accordance with Recommendation 8.1, having three members, two of whom are independent (including the chair of the Remuneration Committee). To assist the Remuneration Committee to fulfil its functions, the Board adopted a *Remuneration Committee Charter* which describes the role, composition, functions and responsibilities of the Remuneration Committee.

From 24 November 2021 to the end of the current Reporting Period, the Remuneration Committee held five meetings. Details of the directors who are members of the Remuneration Committee, and their attendances at the Remuneration Committee meetings are set out in the following table:

Director	Role	No. of Meetings Attended
Paul Haywood (Chair)	Independent Non-Executive Director	5
Peter Schwarz	Independent Non-Executive Director	5
Mark Bolton	Non-Independent Non-Executive Director	5

Recommendation 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.

Details of remuneration, including the Company's policy on remuneration and "clawback policy" regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements, are contained in the "Remuneration Report" which forms part of the Directors' Report of the Company's Financial Report for year ended 30 June 2022.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (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**
- (b) disclose that policy or a summary of it.**

The Company has established an equity-based remuneration scheme during the Reporting Period titled "2017 Employee Incentive Plan" (the **Plan**). The Company's *Securities Trading Policy*, which is disclosed on the Company's website, includes a statement of the Company's policy on prohibiting participants in the Plan entering into transactions or arrangements which limit the economic risk of participating in the Plan.