

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

HAZER GROUP LIMITED

ABN/ARBN

40 144 044 600

Financial year ended:

30 June 2023

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual Report:
- This URL on our website: https://www.hazergroup.com.au/investors/#corporate_governance

The Corporate Governance Statement is accurate and up to date as at 23 August 2023 and has been approved by the board.

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

Date: 23 August 2023

Name of authorised officer authorising lodgement: Harry Spindler, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Board-Charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://hazergroup.com.au/wp-content/uploads/2021/07/11_Diversity-Policy-FINAL.pdf and we have disclosed the information referred to in paragraph (c) at: https://www.hazergroup.com.au/investors/#corporate_governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement attached to this Appendix 4G and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement attached to this Appendix 4G and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Remuneration-and-Nomination-Committee-Charter-marked-up.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement attached to this Appendix 4G and Annual Report for year ended 30 June 2023</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Corporate Governance Statement attached to this Appendix 4G and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement attached to this Appendix 4G and the length of service of each director at: Annual Report for the year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Corporate Governance Statement attached to this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://hazergroup.com.au/wp-content/uploads/2020/09/Whistleblower-Policy-For-Website_Redacted.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our anti-bribery and corruption policy at: https://hazergroup.com.au/wp-content/uploads/2020/09/Anti-Bribery-Corruption-Policy-For-website_Redacted.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Audit-and-Risk-Committee-Charter.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement attached to this Appendix 4G and Annual Report for year ended 30 June 2023</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://hazergroup.com.au/wp-content/uploads/2020/05/Continuous-Disclosure-and-Market-Communications-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.hazergroup.com.au/investors/#corporate_governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement attached to this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Audit-and-Risk-Committee-Charter.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement attached to this Appendix 4G and Annual Report for year ended 30 June 2023</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>N/A..... <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>Corporate Governance Statement attached to this Appendix 4G and, if we do, how we manage or intend to manage those risks at:</p> <p>Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.hazergroup.com.au/wp/wp-content/uploads/2015/09/Remuneration-and-Nomination-Committee-Charter-marked-up.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement attached to this Appendix 4G and Annual Report for year ended 30 June 2023</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Corporate Governance Statement attached to this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Corporate Governance Statement attached to this Appendix 4G and https://hazergroup.com.au/wp-content/uploads/2020/05/Securities-Dealing-Policy.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

COMPLIANCE AND DEPARTURES FROM RECOMMENDATIONS

This Corporate Governance Statement of Hazer Group Limited (Hazer and the 'Company') has been prepared in accordance with the 4th Edition of the Australian Securities Exchange's ('ASX') Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council (ASX Principles and Recommendations).

This statement has been approved by the Company's Board of Directors ('Board') and is current as at 23 August 2023.

The Company's ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in either this statement, the Company's website or Annual Report, has been filed with the ASX on 23 August 2023.

The ASX Principles and Recommendations and the Company's response as to how and whether it follows those recommendations are set out below.

Principle and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
<p>Recommendation 1.1 A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its Board and management; and</p> <p>(b) those matters expressly reserved to the Board and those delegated to management.</p>	Yes	<p>The Company has adopted a Board Charter.</p> <p>The Board Charter sets out matters including the specific roles and responsibilities of the Board and management requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, and the establishment, operation and management of Board Committees.</p> <p>The Company's Board Charter is available on the Company's website.</p>
<p>Recommendation 1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in</p>	Yes	<p>(a) The Company undertakes checks on any person who is being considered as a director or senior executive. These checks may include good fame and character, experience, education and financial history and background.</p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
its possession relevant to a decision on whether or not to elect or re-elect a director.		
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	Each senior executive and executive Director has a formal employment contract and the non-executive Directors have a letter of appointment.
<p>Recommendation 1.4</p> <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>	Yes	The Board charter outlines the roles, responsibilities and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of the 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 them, 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 "<i>senior executive</i>" for these purposes); or</p> <p>(B) if the entity is a "<i>relevant employer</i>" under the</p>	Partially	<p>(a) The Company has adopted a Diversity Policy that provides a framework for the Company to establish, achieve, and measure diversity objectives, including gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them.</p> <p>(b) The measurable diversity objectives for each financial year (if any), and the Company's progress in achieving them, will be detailed in the Company's Annual Reporting and on the Company's website. The Board does not presently intend to set measurable gender diversity objectives because the Company is in the early stage of its growth. The establishment of fixed gender targets would introduce rigidity and complication in identifying appointees based on skill and merit. Additionally, the Company's general policy when choosing Employees and Board members is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background.</p> <p>(c) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation, is set out below. The Company</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p>Workplace Gender Equality Act, the entity's most recent "<i>Gender Equality Indicators</i>", as defined in and published under that Act.</p> <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its Board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>currently has limited workforce numbers and has been utilising appropriate contractor expertise. The Company intends to transition its workforce as the Company's operations workforce requirements grow.</p> <p>Board representation: 80% male, 20% female Key senior management representation: 82% male, 18% female: and Group representation (excluding contractors): 73% male; 27% female.</p> <p>Due to workforce numbers, the Company is not a 'relevant employer' under the Workplace Agenda Quality Act.</p> <p>The Company is not in the S&P/ASX 300 Index.</p>
<p>Recommendation 1.6</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>	Yes	<p>(a) The performance of the Board is reviewed annually against appropriate measures in a manner that the Board deems appropriate. The review has regard to various matters, including those set out in the Board Charter. The Remuneration and Nomination Committee will assist the Board as required in evaluations of the performance of directors.</p> <p>(b) The Company undertook a review of the performance of its Board and directors in the reporting period up to the date of this statement.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically 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</p>	Yes	<p>(a) The Remuneration and Nomination Committee is responsible for evaluating the performance of senior executives. The Committee is to arrange an annual performance evaluation of the senior executives.</p> <p>(b) The full Board undertook a review of the CEO and senior executives in the reporting period up to the date of this statement.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
period.		
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director. <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (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>(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>	Yes	<p>The Company has a Remuneration and Nomination Committee, which comprises 3 non-executive Directors (Dr Jack Hamilton, Danielle Lee and Tim Goldsmith). The majority of the members are independent, and it is chaired by an independent Director (Dr Jack Hamilton).</p> <p>The Remuneration and Nomination Committee's Charter is located on the Company's website.</p> <p>The Company has reported on the Remuneration and Nomination Committee meetings and attendance in its Annual Report for the year ended 30 June 2023.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skill matrix setting out the mix of skills the Board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Company has developed a skills matrix which it intends to use as a tool to assess the appropriate and ideal balance of knowledge, skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively. A copy of the skills matrix follows:</p>

Principle and Recommendations	Comply (Yes/No)	Explanation																																																																																																																																																																		
		<p style="text-align: center;">Hazer Group Ltd - Board Skills Matrix</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">Name</th> <th>Tim Goldsmith</th> <th>Glenn Corrie</th> <th>Danielle Lee</th> <th>Andrew Hinkly</th> <th>Dr Jack Hamilton</th> <th rowspan="2">Average</th> </tr> <tr> <th colspan="2" style="text-align: left;">Position</th> <th>Non Exec Chair</th> <th>Exec Director</th> <th>Non-exec Director</th> <th>Non-exec Director</th> <th>Non-exec Director</th> </tr> </thead> <tbody> <tr> <td rowspan="10" style="writing-mode: vertical-rl; transform: rotate(180deg);">Skills, Experience & Expertise</td> <td style="text-align: center;">Corporate</td> <td colspan="2">Independence</td> <td>Yes</td> <td>No</td> <td>Yes</td> <td>No</td> <td>Yes</td> <td></td> </tr> <tr> <td colspan="2">ASX / listed experience (C-suite) as a Director</td> <td>3</td> <td>3</td> <td>3</td> <td>1</td> <td>3</td> <td>2.6</td> </tr> <tr> <td colspan="2">Senior executive experience (C-suite) in a company of Hazer size or bigger</td> <td>3</td> <td>3</td> <td>2</td> <td>3</td> <td>3</td> <td>2.8</td> </tr> <tr> <td colspan="2">Strategy</td> <td>3</td> <td>3</td> <td>2</td> <td>3</td> <td>3</td> <td>2.8</td> </tr> <tr> <td colspan="2">Corporate Governance, Risk & Compliance</td> <td>3</td> <td>3</td> <td>3</td> <td>2</td> <td>3</td> <td>2.8</td> </tr> <tr> <td colspan="2">Legal & Commercial</td> <td>3</td> <td>2</td> <td>3</td> <td>2</td> <td>2</td> <td>2.4</td> </tr> <tr> <td colspan="2" style="text-align: center;">Operational</td> <td colspan="2">Industry / Sector Experience or Knowledge</td> <td>2</td> <td>2</td> <td>2</td> <td>3</td> <td>2.4</td> </tr> <tr> <td colspan="2" style="text-align: center;">Operational</td> <td colspan="2">Health / Safety / Environment</td> <td>3</td> <td>3</td> <td>2</td> <td>2</td> <td>3</td> <td>2.6</td> </tr> <tr> <td colspan="2" style="text-align: center;">Operational</td> <td colspan="2">Project Development</td> <td>3</td> <td>3</td> <td>1</td> <td>2</td> <td>3</td> <td>2.4</td> </tr> <tr> <td colspan="2" style="text-align: center;">Operational</td> <td colspan="2">Operational</td> <td>3</td> <td>3</td> <td>1</td> <td>2</td> <td>3</td> <td>2.4</td> </tr> <tr> <td colspan="2" style="text-align: center;">Finance</td> <td colspan="2">Financial / Accounting</td> <td>3</td> <td>2</td> <td>2</td> <td>2</td> <td>2</td> <td>2.2</td> </tr> <tr> <td colspan="2" style="text-align: center;">Finance</td> <td colspan="2">Industry Taxation Experience or Knowledge</td> <td>2</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> <td>1.2</td> </tr> <tr> <td colspan="2" style="text-align: center;">Finance</td> <td colspan="2">Capital Markets / Mergers & Acquisitions</td> <td>3</td> <td>3</td> <td>3</td> <td>3</td> <td>2</td> <td>2.8</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">Diversity</th> <th>Anglo</th> <th>Australian</th> <th>Australian</th> <th>Anglo</th> <th>Australian</th> </tr> </thead> <tbody> <tr> <td colspan="2">Ethnicity</td> <td>Anglo</td> <td>Australian</td> <td>Australian</td> <td>Anglo</td> <td>Australian</td> </tr> <tr> <td colspan="2">Year of Birth</td> <td>1963</td> <td>1971</td> <td>1969</td> <td>1964</td> <td>1956</td> </tr> <tr> <td colspan="2">Gender</td> <td>Male</td> <td>Male</td> <td>Female</td> <td>Male</td> <td>Male</td> </tr> </tbody> </table> <div style="border: 1px solid black; padding: 5px;"> <p>Skills Ratings:</p> <p>3 High level of skill, professional experience or expertise</p> <p>2 Competent level of skill, professional experience or expertise</p> <p>1 Developing level of skill, professional experience or expertise</p> <p>0 No skill, professional experience or expertise</p> </div>	Name		Tim Goldsmith	Glenn Corrie	Danielle Lee	Andrew Hinkly	Dr Jack Hamilton	Average	Position		Non Exec Chair	Exec Director	Non-exec Director	Non-exec Director	Non-exec Director	Skills, Experience & Expertise	Corporate	Independence		Yes	No	Yes	No	Yes		ASX / listed experience (C-suite) as a Director		3	3	3	1	3	2.6	Senior executive experience (C-suite) in a company of Hazer size or bigger		3	3	2	3	3	2.8	Strategy		3	3	2	3	3	2.8	Corporate Governance, Risk & Compliance		3	3	3	2	3	2.8	Legal & Commercial		3	2	3	2	2	2.4	Operational		Industry / Sector Experience or Knowledge		2	2	2	3	2.4	Operational		Health / Safety / Environment		3	3	2	2	3	2.6	Operational		Project Development		3	3	1	2	3	2.4	Operational		Operational		3	3	1	2	3	2.4	Finance		Financial / Accounting		3	2	2	2	2	2.2	Finance		Industry Taxation Experience or Knowledge		2	1	1	1	1	1.2	Finance		Capital Markets / Mergers & Acquisitions		3	3	3	3	2	2.8	Diversity		Anglo	Australian	Australian	Anglo	Australian	Ethnicity		Anglo	Australian	Australian	Anglo	Australian	Year of Birth		1963	1971	1969	1964	1956	Gender		Male	Male	Female	Male	Male
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<p>Recommendation 2.3</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 of the ASX Corporate Governance Principles and Recommendations (4th Edition), 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>	Yes	<p>(a) The current Directors considered to be independent by the Board are Tim Goldsmith, Danielle Lee and Dr Jack Hamilton. Andrew Hinkly and Glenn Corrie are not considered independent.</p> <p>(b) Details of the Directors' interests, positions, associations and relationships are provided in Company's Annual Report for the year ended 30 June 2023. The Board has determined the independence of each of the Directors in accordance with the guidance set out in the ASX Corporate Governance Principles and Recommendations and have not formed an opinion contrary to those guidelines.</p> <p>(c) The length of service of each Director is disclosed in the Company's Annual Report for the year ended 30 June 2023.</p>																																																																																																																																																																		

Principle and Recommendations	Comply (Yes/No)	Explanation
(c) the length of service of each director.		
Recommendation 2.4 A majority of the Board of a listed entity should be independent directors.	Yes	The Board Charter requires that where practical the majority of the Board will be independent. The current independent Directors are Tim Goldsmith, Danielle Lee and Dr Jack Hamilton (being 3 of 5 Directors).
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.	Yes	The Chairman of the Board (Tim Goldsmith) is an independent Director and is not the same person as the CEO.
Recommendation 2.6 A listed entity should have a program for inducting new directors for periodically reviewing whether there is need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company's program for the induction of new Directors is tailored to each new Director depending on their personal requirements, background, skills, qualifications and experience and includes meetings with management of the Company, the provision of a formal letter of appointment and Company and Board policies and an induction pack containing sufficient information to allow the new Director to gain an understanding of the business of the Company and the roles and duties and responsibilities of the Company. All Directors are expected to maintain the skills required to effectively discharge their obligations to the Company. All Directors are encouraged to undertake continuing professional education and development and, if this involves industry seminars and approved education courses, where appropriate this is paid for by the Company. The Remuneration and Nomination Committee oversees the induction program for new directors and considers the training and development needs of all Directors.
PRINCIPLE 3: INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
Recommendation 3.1 A listed entity should articulate and disclose its values	Yes	The Company's vision statement is: Provide a unique climate technology to transform industry and contribute to a sustainable future for the next generation.

Principle and Recommendations	Comply (Yes/No)	Explanation
		<p>The Company's vision is built of the values of:</p> <p>For Tomorrow All roads lead to the next generation.</p> <p>All Grit Determined & resilient, we get it done.</p> <p>People Power We value each other, our people are our secret weapon.</p> <p>Limitless We love going beyond our limits.</p> <p>The Company and its subsidiary companies (if any) are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.</p>
<p>Recommendation 3.2 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 the Board or a committee of the Board is informed of any material breaches of that code.</p>	Yes	<p>(a) The Company's Code of Conduct applies to the Company's directors, senior executives and employees. The Company's Code of Conduct is available on the Company's website.</p> <p>(b) Any material breaches of the Code of Conduct are expected to be reported to the Board.</p>
<p>Recommendation 3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is</p>	Yes	<p>(a) The Company has a Whistleblower Policy which is disclosed on the Company's website; and</p> <p>(b) The Whistleblower Policy includes a process to report incidents to a Protected Disclosure Officer who is a member of the Board.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
informed of any material incidents reported under that policy.		
<p>Recommendation 3.4 A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	Yes	<p>(a) The Company has an Anti-Bribery and Corruption Policy which is disclosed on the Company's website; and</p> <p>(b) Breaches of the Anti-Bribery and Corruption Policy are reported to a Protected Disclosure Officer who is a member of the Board.</p>
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
<p>Recommendation 4.1 The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <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>	Yes	<p>The Company has an Audit and Risk Committee which comprises 3 non-executive directors (Danielle Lee, Tim Goldsmith and Dr Jack Hamilton). The majority of the members are independent and it is chaired by an independent Director who is not chair of the Board (Danielle Lee).</p> <p>The Audit and Risk Committee's Charter is available on the Company's website.</p> <p>The Company has reported on the Audit and Risk Committee meetings and attendance in its Annual Report for the year ended 30 June 2023.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
(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>Recommendation 4.2</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>	Yes	<p>Before the Board approves the entity's financial statements for a financial period, the CEO and CFO must have declared 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>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>All periodic corporate reports released to the ASX, including Quarterly Reports, are reviewed by senior managers and subject matter experts, reviewed and approved by the Managing Director/CEO (if appointed), CFO and Company Secretary, and finally reviewed and authorised for release to the market by the Board.</p> <p>In addition, reports such as the Half Year and Annual financial reports (and certain performance reports) are audited by our external auditors in accordance with relevant regulations and good governance.</p> <p>The Company's Audit & Risk Committee assist the board with the procedures for the selection and appointment of external auditors. Whilst there are no formal procedures for the selection and appointment of external auditors, the Board, with the Audit & Risk Committee's assistance, ensures that the Company's auditor is of good standing, is appropriately qualified and observes appropriate audit practices</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
		<p>including audit partner rotation within the audit firm.</p> <p>The Company in Shareholder meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors. The Company ensures that its external auditor attends its Annual General Meeting and is available to answer questions for security holders relevant to the audit.</p> <p>The Company does not currently have a formal internal audit program in place. The Board has considered whether or not it is appropriate or desirable for the Company to have an internal audit function, having regard to the particular circumstances of the Company and its size. At this stage, the Board is satisfied that the establishment of a formal internal audit function is not warranted on the basis of the Company's current scale. This decision will however be kept under review. The Board ensures compliance with the internal controls and risk management procedures previously mentioned above.</p> <p>The Managing Director (or equivalent) and CFO provide a certification to the Board on the integrity of the Company's external financial reports for the half-year and full year. The Managing Director and CFO also provide assurance to the Board that the declaration provided in accordance with section 295A of the Corporations Act 2001 is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
<p>Recommendation 5.1</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>	Yes	<p>The Company has a Continuous Disclosure and Market Communications Policy that outlines the processes followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its market communications. The Continuous Disclosure and Market Communications Policy is available on the Company's website.</p>
<p>Recommendation 5.2</p>		<p>Under the Company's policies, all members of the Board receives material market</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	announcements 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.	Yes	New and substantive investor or analyst presentations are released 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.	Yes	Information about the Company and its governance is available in the Corporate Governance Statement and associated policies which can be found on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders. The Shareholder Communications Policy is available on the Company's website.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. The Shareholders Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders. The Company permits shareholders to vote online (and by other methods) prior to an Annual General Meeting if they are unable to attend the meeting. All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.

Principle and Recommendations	Comply (Yes/No)	Explanation
<p>Recommendation 6.4</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>	Yes	The Company intends to decide all substantive resolutions at future meetings of security holders by a poll rather than a show of hands.
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>The Shareholders Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders including receiving communications electronically.</p> <p>The Company's shareholder communication strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders queries are referred to the Company Secretary at first instance and are directed to the appropriate staff member for a response.</p>
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
<p>Recommendation 7.1</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.</p> <p>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</p>	Yes	<p>The Company has an Audit and Risk Committee which comprises 3 non-executive directors (Danielle Lee, Tim Goldsmith and Dr Jack Hamilton). The majority of the members are independent and it is chaired by an independent Director who is not chair of the Board (Danielle Lee).</p> <p>The Audit and Risk Committee Charter is available on the Company's website.</p> <p>The Company has reported on the Audit and Risk Committee meetings and attendance in its Annual Report for the year ended 30 June 2023.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p>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 process it employs for overseeing the entity's risk management framework.</p>		
<p>Recommendation 7.2</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>	Yes	<p>The Board will, at least annually, assisted by the Audit and Risk Committee, undertake a structured consideration and review of the risk management framework and the material risks faced by, and the risk attitude of, the Company.</p> <p>The Company undertook a review in the reporting period up to the date of this statement.</p>
<p>Recommendation 7.3</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>	Yes	<p>The Company does not have a separate internal audit function. The Board considers that the process employed pursuant to the Audit and Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its risk management and internal control processes given the size and complexity of the current business.</p>
<p>Recommendation 7.4</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>	Yes	<p>The Company manages environmental and social risk assessment through a periodic review of its corporate risk register by the Board, with assistance from the Company Audit & Risk committee. The Company has assessed and is complying with all applicable regulations and approvals required for its Commercial Demonstration</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
		<p>Plant including planning, environmental and heritage approvals.</p> <p>The Company gives regular consideration to these matters. The Company has in place an internal control framework to assist in identifying, assessing, monitoring and managing risk. This framework includes operational reporting, regulatory reporting, financial reporting, maintenance of and adherence to the Company's continuous disclosure policy and regular operations reports provided by management.</p> <p>The Group is an ASX-listed technology development company undertaking the commercialisation of the Hazer Process, a low-emission hydrogen and graphitic carbon production process. The Hazer Process enables the effective conversion of natural gas and similar methane feedstocks, into hydrogen and high-quality advanced carbon materials, using iron ore as a process catalyst.</p> <p>As such, the Group faces risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the Group's ability to create or preserve value for security holders over the short, medium or long term. The Group views sustainable and responsible business practices as an important long-term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and partners and positive interaction with the community.</p>
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director.</p> <p>and disclose:</p>	Yes	<p>The Company has a Remuneration and Nomination Committee which comprises 3 non-executive Directors (Dr Jack Hamilton, Danielle Lee and Tim Goldsmith). The majority of the members are independent Directors, it is chaired by an independent Director (Dr Jack Hamilton).</p> <p>The Remuneration and Nomination Committee has reported on the number of times that the Committee met throughout the period, and the individual attendances of the members at those Committee meetings in the Company's Annual Report for the year ended 30 June 2023.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<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 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>Recommendation 8.2</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>	Yes	<p>The Company provides disclosure of all Directors and executive remuneration in its annual report.</p> <p>Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. There are no documented agreements providing for termination or retirement benefits to non-executive directors.</p> <p>Executive directors and senior executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness. Performance incentives may include performance bonus payments, shares and / or options granted at the discretion of the Board and subject to obtaining the relevant approvals.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p>Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has an employee incentive scheme and has adopted a policy that participants are not permitted to enter into transactions which limit the economic risk of participating in the scheme. The Company's securities dealing policy and ESOP is also disclosed.</p>