



## SAUNDERS 2023 APPENDIX 4G AND CORPORATE GOVERNANCE STATEMENT

Wednesday, 30 August 2023

See attached for the Saunders International Limited Appendix 4G and 2023 Corporate Governance Statement.

### **About Saunders International Limited**

Saunders International Limited (ASX:SND) is a multi-disciplined engineering and construction company providing design, fabrication, construction, shutdown, maintenance, and industrial automation services to leading organisations across Australia, and the Pacific Region. The Group provides innovative cost-effective solutions to the oil & gas, infrastructure, water, power, new energy, mining & minerals, and defence sectors. Additional information about Saunders, its services, and the sectors it operates in can be found at [www.saundersint.com](http://www.saundersint.com).

### **For further information, please contact:**

Mark Benson, Managing Director & Chief Executive Officer

(02) 9792 2444

*This announcement was authorised for release by the Board of Saunders International Limited.*

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SAUNDERS INTERNATIONAL LIMITED
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ABN/ARBN

14 050 287 431
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Financial year ended:

30 June 2023
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://saundersint.com/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 28 August 2023 and has been approved by the Board.

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

Date: 28 August 2023

Name of authorised officer authorising lodgement:

Brett Gregory, Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>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 type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><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 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:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p><a href="https://saundersint.com/board-of-directors/">https://saundersint.com/board-of-directors/</a></p> <p>or</p> <p><a href="https://saundersint.com/annual-reports/">https://saundersint.com/annual-reports/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>  and, where applicable, the information referred to in paragraph (b) at: <a href="https://saundersint.com/board-of-directors/">https://saundersint.com/board-of-directors/</a>  and the length of service of each director at:  <a href="https://saundersint.com/board-of-directors/">https://saundersint.com/board-of-directors/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for 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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://saundersint.com/annual-reports/">https://saundersint.com/annual-reports/</a>	<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: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<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: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<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:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><a href="https://saundersint.com/annual-reports/">https://saundersint.com/annual-reports/</a></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>.....</p> <p><i>[insert location]</i></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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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<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
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<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: <a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<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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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><a href="https://saundersint.com/annual-reports/">https://saundersint.com/annual-reports/</a></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>.....</p> <p><i>[insert location]</i></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><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><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>.....</p> <p><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>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" 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><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></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 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:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>Remuneration Report section of the 2023 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p><a href="https://saundersint.com/corporate-governance/">https://saundersint.com/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<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>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

# Corporate Governance Statement 2023

29 August 2023



**SAUNDERS**  
INTERNATIONAL



# Corporate Governance Statement 2023

The Saunders International Limited Board is committed to achieving and maintaining high standards of corporate governance. This Corporate Governance Statement sets out the extent to which Saunders International (Company) corporate governance practices for the year-ended 30 June 2023, comply with the fourth edition of the ASX Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (ASX Principles). This Statement should be read in conjunction with the Appendix 4G posted on the ASX Announcements platform on 30 August 2023. The Board of the Company has approved this statement.

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 1</b></p>	<p><b>LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a Board charter setting out:</p> <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its Board and management; and</li> <li>(b) those matters expressly reserved to the Board and those delegated to management.</li> </ul>	<p>The Company complies with Recommendation 1.1</p> <p>The Company has a Board Charter which addresses Recommendation 1.1 in that it identifies the respective roles and responsibilities of the Board and management, and it identifies those matters expressly reserved for the Board and those delegated to management.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</li> <li>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ul>	<p>The Company complies with Recommendation 1.2</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with Recommendation 1.3</p> <p>All Directors and Executive Leadership Team members have written agreements with the Company, which set out the terms of their appointments.</p>
<p><b>Recommendation 1.4</b></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>	<p>The Company complies with Recommendation 1.4</p> <p>The Company Secretary is accountable directly to the Board through the Chairman on governance matters and all matters relating to the proper functioning of the Board. The Company currently has two Company Secretaries.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>i. the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>ii. 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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its Board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>The Company does not comply with Recommendation 1.5, gender diversity.</p> <p>The reasons for not complying with this recommendation include that the Company has a small number of employees (circa 400) and a small Board (5 persons). The industries and sectors the company operates in also continues to be heavily male dominated which further makes it difficult to establish meaningful objectives or gender diversity across its Board and workforce. However, the Company's Recruitment Strategy ensures that appropriate selection criteria based on qualifications, experience and diverse skills are used when hiring new staff. Additionally, the Company's Harassment and Discrimination Strategy embraces the principle of equal opportunity for all regardless of gender, race, sexual preference, family responsibilities and any other attributes.</p> <p>The Company has continued its successful recruitment of female candidates to the business with several female employees commencing in the financial year. The Company has set a goal to further improve gender diversity this year. The Company is committed to providing a working environment that encourages respect and fairness for all participants. The Company recognises the benefits arising from employee and Board diversity including; the promotion of innovation, improving employee retention, attraction of the best possible pool of applicants and ensuring equality and fairness in career advancement.</p> <p>The Company does comply with the Workplace Gender Equality Act for the latest reporting period as confirmed by written advice from the Workplace Gender Equality Agency, a copy of which is on the Company's website.</p>
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The Company complies with Recommendation 1.6</p> <p>The Company has a formal process for the periodic evaluation of the performance of the Board and its committees and individual directors. The most recent evaluation process was completed in December 2021 and the Board intends to complete another evaluation process in December 2023.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(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.</li> </ul>	<p>The Company complies with Recommendation 1.7</p> <p>The Company has a formal process for the evaluation of the Managing Director and CEO and senior executives and this evaluation is conducted annually with the latest being in June-August 2023.</p> <p>The Managing Director and CEO and each Executive Leadership Team member is measured against key performance indicators and other performance criteria set by the Board. The performance indicators and criteria are comprised of financial, safety and individual performance targets.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 2</b></p>	<p><b>STRUCTURE THE BOARD TO ADD VALUE</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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>The Company does not comply with Recommendation 2.1</p> <p>A nomination committee has not been established by the Board because it does not consider that such a committee is necessary having regard to the current size and composition of the Board. The role and processes of a nomination committee are conducted by the full Board. The Board considers succession issues on an ongoing basis and considers the necessary skills, knowledge and experience of the Board and management and seeks to fill any gaps in these areas as appropriate.</p>
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	<p>The Company complies with Recommendation 2.2</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described below but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company complies with Recommendation 2.3</p> <p>The Board regularly assesses whether a Director is independent by reference to the independence and materiality criteria set out in the ASX Principles. The Board considers the independence of a Director at the time of their appointment, when they face election or re-election or if there is a change to the Director's interests, positions or associations that may impact upon the Director's independence.</p> <p>The Non-Executive Directors have been assessed against this definition and Recommendation 2.3 of the ASX Principles and Greg Fletcher and Nick Yates are considered by the Board to be Independent Non-Executive Directors for FY23. Timothy Burnett is not considered Independent as he is a substantial security holder of the Company (holds greater than 5% of Company's securities). Brendan York was appointed a Director on 24 July 2023 and he is not considered Independent as he is an employee of the Company's largest security holder (holds greater than 5% of Company's securities).</p> <p>Mark Benson is not considered Independent given his executive role as Managing Director &amp; Chief Executive Officer.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>Recommendation 2.4</b></p> <p>A majority of the Board of a listed entity should be independent directors.</p>	<p>The Company does not comply with Recommendation 2.4</p> <p>The Board is comprised of 40% of Independent Directors, being Greg Fletcher and Nick Yates. Mark Benson is the Managing Director and therefore not considered to be an Independent Director. Timothy Burnett and Brendan York are not considered to be an Independent Director for the reasons stated under Recommendation 2.3.</p> <p>The Company considers the current composition of the Board to be in its best interests and is appropriate to discharge its duties effectively. The size of the Company and the specialist nature of its activities is best served by a small Board with an adequate component of Company and industry specific knowledge.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Company did not comply with Recommendation 2.5 during the year ending 30 June 2023.</p> <p>The Board has separate individuals in the role of Chairman and Managing Director. Timothy Burnett was the Chairman until 30 June 2023, along with being a non-executive director. Mark Benson is the Managing Director. Timothy Burnett is not considered an Independent Director for the reasons stated under Recommendation 2.3. Nick Yates who is an Independent Director, replaced Mr Burnett as Chairman from 1 July 2023, so the Company now complies with recommendation 2.5.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company complies with Recommendation 2.6</p> <p>Newly appointed Directors of the Company receive an induction pack which includes all relevant corporate governance documents, policies, annual reports and previous Board and Committee papers.</p> <p>The Board supports the professional development opportunities for its directors by endorsement of training by external parties, updates on developments in accounting standards and changes in law, as required.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 3</b></p>	<p><b>ACT ETHICALLY AND RESPONSIBLY</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	<p>The Company complies with Recommendation 3.1</p> <p>The Company has established and disclosed on its website a Statement of Values in accordance with this recommendation. The Statement of Values applies to all Directors, Executive Leadership Team and employees of the Company.</p> <p>The Board approves the Company's Statement of Values and charges the Senior Leadership Team with the responsibility of indoctrinating those values across the organisation.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</li> </ul>	<p>The Company complies with Recommendation 3.2</p> <p>The Company has a policy for Code of Business Conduct that sets out the Company's expectations for behavioural standards for Directors and Senior Executives and this is disclosed on the Company website.</p> <p>The Board and ARC are informed of any material breaches of the Code of Business Conduct by Senior Executives and all other employees.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a whistle blower policy; and</li> <li>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</li> </ul>	<p>The Company complies with Recommendation 3.3</p> <p>The Company has a Whistleblower Policy that is compliant with the law and is designed to encourage a culture of disclosing Reportable Conduct. The Board and Audit &amp; Risk Committee are informed of any material incidents reported under the policy.</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</li> </ul>	<p>The Company complies with Recommendation 3.4</p> <p>The Company is committed to minimising the risk of fraud and corruption through responsible corporate governance and ensuring that it has appropriate internal controls in place to promote compliance with antibribery and corruption laws in Australia. The Board has endorsed the Anti-Bribery and Corruption Policy to support the Company's Code of Business Conduct and Corporate Governance Statement. Any breaches of the Anti-Bribery and Corruption Policy are reported to the Board by Senior Executives.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 4</b></p>	<p><b>SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 4.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the Board, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ol> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Company complies with Recommendation 4.1</p> <p>The Board has an Audit and Risk Committee (ARC) which assists the Board in providing shareholders and regulatory authorities with timely and reliable financial reports of the Company. The ARC has a Charter which is posted on the Company's website.</p> <p>The Committee reviews audit scope, assesses the performance of and fees paid to the external auditor, liaises with the external auditor to ensure that the annual audit and half-year review are conducted in an effective, accurate and timely manner and considers whether non-audit services provided by the external auditors are consistent with maintaining the external auditor's independence.</p> <p>The Committee reports to the Board on financial and audit matters at each relevant Board meeting.</p> <p>All four members of the ARC, being Greg Fletcher, Timothy Burnett, Nick Yates and Brendan York are all non-executive directors. The chairman of the ARC, Greg Fletcher, is not the Chairman of the Board.</p> <p>Further details on the qualifications and experience of the ARC members are available in the Directors' Report in the Company's Annual Report.</p>
<p><b>Recommendation 4.2</b></p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Company complies with Recommendation 4.2</p> <p>Prior to the approval of the financial statements the Managing Director &amp; Chief Executive Officer and Chief Financial Officer provide a declaration to the Board, as required by section 295A of the Corporations Act 2001, that in their opinion the financial records of the Company 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 this opinion has been formed on the basis of a sound system of risk management and internal controls which are operating effectively.</p> <p>The receipt of the Managing Director &amp; Chief Executive Officer and Chief Financial Officer declaration is affirmed each year in the Directors' Declaration provided in the Company's Financial Statements.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>The Company complies with Recommendation 4.3</p> <p>The Company does not release any periodic corporate report that is not audited or reviewed by an external auditor.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 5</b></p>	<p><b>MAKE TIMELY AND BALANCED DISCLOSURE</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>The Company complies with Recommendation 5.1</p> <p>The Company is committed to providing timely and accurate disclosure to the market of all material matters concerning the Company. The Company's Continuous Disclosure Policy seeks to ensure that its shareholders and the market have equal access to information issued by the Company.</p> <p>Copies of the Company's ASX announcements can be found on the Company's website. The Company's Continuous Disclosure Policy is also available on the Company's website.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company complies with Recommendation 5.2</p> <p>It is a reserved power of the Board that all ASX announcements obtain Board approval prior to their disclosure. Accordingly, the Board receives copies of all market announcements prior to their release, as well as promptly after material market announcements have been made.</p>
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst a presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>The Company complies with Recommendation 5.3</p> <p>The Company releases all new and substantive investor reports on the ASX Market Announcements Platform ahead of the presentation. These investor presentations include:</p> <ul style="list-style-type: none"> <li>• Half Year and Full Year Market presentations</li> <li>• Managing Director's Address to Shareholders</li> <li>• Chairman's Address to Shareholders</li> </ul> <p>The presentations and reports can be found on the Company's website.</p>

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 6</b></p>	<p><b>RESPECT THE RIGHTS OF SECURITY HOLDERS</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company complies with Recommendation 6.1</p> <p>The Company respects the rights of its shareholders and provides them with appropriate information and facilities to allow them to exercise their rights. The Company provides information about itself on the Company's website, in particular the "Investors" section, which includes a Corporate Governance page.</p>
<p><b>Recommendations 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with Recommendation 6.2</p> <p>The Company has a Shareholder Communication Policy which addresses these recommendations and is available on the Company's website.</p> <p>All shareholders have the option to receive communications from and send communications to the Company and its share registrar Link Market Services, electronically.</p>
<p><b>Recommendations 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with Recommendation 6.3</p> <p>At the Company's AGMs and EGMs shareholders are given an opportunity to ask questions about and comment on the performance and operations of the Company and its subsidiaries, the resolutions of the meeting and to vote on other items of business including Director appointments. Key aspects of recent AGMs have been made available online for shareholders who were unable to attend the meeting. Furthermore, shareholders who are unable to attend in person can ask questions ahead of the meeting via email, as well as appoint a proxy.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>The Company complies with Recommendation 6.4</p> <p>At the Company's AGMs and EGMs, all substantive resolutions are decided by a poll, the results of which are disclosed to the market.</p>
<p><b>Recommendation 6.5</b></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>	<p>The Company complies with Recommendation 6.5</p> <p>All shareholders have the option to receive communications from, and send communications to, the Company and its share registrar Link Market Services electronically.</p>



PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 7</b></p>	<p><b>RECOGNISE AND MANAGE RISK</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The Company complies with Recommendation 7.1</p> <p>The Company does have an Audit and Risk Committee. See notes on the Recommendation 4.1 concerning the composition of the committee.</p> <p>The charter of the committee is disclosed via the Company's website.</p> <p>The composition of the committee, the number of meetings and attendance is disclosed annually in the Company's Annual Report.</p>
<p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The Company complies with Recommendation 7.2</p> <p>The Company manages a range of business risks which have the potential to have a material impact on the performance and operation of the Company. The ARC and the Board recognise that they have ultimate responsibility for ensuring that the risk mitigation actions, and internal control environment of the Company is fit for purpose and adequate in terms of safeguarding shareholder value.</p> <p>The approach to operational risk management was reviewed by the Audit and Risk Committee during the FY2023 and recommendations made for the adoption of more formal risk review processes in FY2024.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>The Company complies with Recommendation 7.3</p> <p>The Company does not have an all-encompassing internal audit function.</p> <p>The Company does have an internal audit process with respect to certain classes of risk, namely OHS and Quality.</p> <p>Other risks are monitored and managed by management and this process is overseen by the Board.</p> <p>The Audit and Risk Committee has the responsibility to oversee the internal Control and Risk Management of the Company, as detailed in its charter.</p>

**PRINCIPLES AND RECOMMENDATIONS****DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE****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 complies with Recommendation 7.4

The Company has exposure to material economic risks including variability of market conditions and legislative changes in the sectors within which it operates. The risks are mitigated by ongoing research and monitoring of the changing market conditions and by the diversification of services and sectors the Company offers and operates in.

The Company has implemented policies, procedures and protocols to limit the operational impact due to the COVID-19 pandemic. While operational impacts from the pandemic have reduced during the current financial year, the Company continues to monitor impacts from COVID-19 closely to react to any changes and ensure the safety of our people, our clients and the communities we operate in.

The Company's mitigation of environmental risks includes maintenance of a certified environmental management systems (AS/NZS ISO 14001:2015) and compliance with state and territory environmental protection legislation. The company has implemented an environmental management program that aims to ensure sustainable work practices and monitoring to minimise environmental impacts as a best as possible.

PRINCIPLES AND RECOMMENDATIONS	DISCLOSURE AS TO COMPLIANCE AND/OR REASONS FOR NON-COMPLIANCE
<p><b>PRINCIPLE 8</b></p>	<p><b>REMUNERATION FAIRLY AND RESPONSIBLY</b></p> <p><b>The Company complies with this principle and recommendations to the extent as described below:</b></p>
<p><b>Recommendation 8.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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>The Company does not fully comply with Recommendation 8.1</p> <p>The Company has a Remuneration Committee which has a charter which is disclosed via the Company's website. During the year ending 30 June 2023, the Remuneration Committee was composed of two independent non-executive Directors and the non-independent Board Chairman who until 24 July 2023 was also the Remuneration Committee Chairman. Since his appointment on 24 July 2023 as a non-executive Director, Brendan York has become Chairman of the Remuneration Committee. Brendan is not considered Independent as he is an employee of the Company's largest security holder (holds greater than 5% of Company's securities).</p> <p>The number of meetings and attendance is disclosed annually in the Company's Annual Report.</p> <p>The Remuneration Committee has responsibility for reviewing and making recommendations to the Board in relation to remuneration. The Committee seeks to ensure that the Company offers remuneration, which is fair and competitive, is appropriately linked to performance and motivates Management to pursue the long-term growth and success of the Company.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company complies with Recommendation 8.2</p> <p>The Company discloses annually, information about the remuneration of non-executive directors, the Managing Director and CEO and key management personnel in the Remuneration Report section of the Annual Report.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company complies with Recommendation 8.3</p> <p>The Company discloses annually, information about its Employee Share Plan and Performance Rights Plan in the notes to the Financial Statements contained in the Annual Report.</p>