

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Eureka Group Holdings Limited

ABN/ARBN

15 097 241 159

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.eurekagroupholdings.com.au/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

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

Date: 29 August 2023

Name of authorised officer authorising lodgement: Patricia Vanni – 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.eurekagroupholdings.com.au/investors/corporate-governance/	<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
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&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://www.eurekagroupholdings.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>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</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) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</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"/></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.eurekagroupholdings.com.au/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) are in the Director's Report contained in the 2023 Annual Report located at https://www.eurekagroupholdings.com.au/investors/annual-reports/</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"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement</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"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors, the information referred to in paragraph (b) and the length of service of each director in our Corporate Governance Statement</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 type="checkbox"/>	<input checked="" 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 in our Corporate Governance Statement	<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.eurekagroupholdings.com.au/investors/corporate-governance/	<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://www.eurekagroupholdings.com.au/investors/corporate-governance/	<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: https://www.eurekagroupholdings.com.au/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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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>we have disclosed a copy of the charter of the committee at: https://www.eurekagroupholdings.com.au/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) are in the Director's Report contained in the 2023 Annual Report located at https://www.eurekagroupholdings.com.au/investors/annual-reports/</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

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 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"/>	<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.eurekagroupholdings.com.au/ and https://www.eurekagroupholdings.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 in our Corporate Governance Statement	<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

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 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.eurekagroupholdings.com.au/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) are in the Director's Report contained in the 2023 Annual Report located at https://www.eurekagroupholdings.com.au/investors/annual-reports/</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 in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></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 in our Corporate Governance Statement</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 <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
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/></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.eurekagroupholdings.com.au/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) are in the Director's Report contained in the 2023 Annual Report located at https://www.eurekagroupholdings.com.au/investors/annual-reports/</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"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report contained in the 2023 Annual Report located at https://www.eurekagroupholdings.com.au/investors/annual-reports/</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"/></p> <p>and we have disclosed our policy on this issue or a summary of it included in our Corporate Governance Statement</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>

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
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			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: <ol style="list-style-type: none"> (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. 	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement

2023 Corporate Governance Statement

Eureka Group Holdings Limited

ACN 097 241 159



This corporate governance statement (**Corporate Governance Statement**) sets out the Company's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**Principles and Recommendations**) and addresses the reasons for any departure from the Principles and Recommendations, for the financial year ended 30 June 2023 (**Financial Year**). The Principles and Recommendations are not mandatory. Except as set out below, the Company has complied with all of the Principles and Recommendations in respect of the Financial Year.

The Company's corporate governance policies and charters are available in a dedicated 'corporate governance' section of the Company's website at <https://www.eurekagroupholdings.com.au/investors/corporate-governance/> (**Website**). This Corporate Governance Statement and all of the policies and charters referred to within it can be viewed on the Website.

This Corporate Governance Statement was approved by the board of directors of the Company (Board) on 28 August 2023.

Principles and Recommendations	Comply Yes/No	Explanation
1 Lay solid foundations for management and oversight		
<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> 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. 	Yes	<p>The respective roles and responsibilities of the Board and management are defined under the Board charter.</p> <p>There is a clear delineation between the Board's responsibility for the Company's strategy and oversight of its business and affairs, and the day-to-day management of operations. Mr Cameron Taylor was appointed as Chief Executive Officer (CEO) effective 1 July 2021 and resigned on 17 July 2023. Mr Murray Boyte is the Executive Chairman and has assumed the temporary role of Acting CEO while the Company undertakes a search for a permanent replacement. Mr Boyte continues to work with senior management on the continuing evolution of the group and strategic development through the growth opportunity channels Eureka has identified.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> 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. 	Yes	<p>The process for selection and appointment of new directors is detailed in the Nomination and Remuneration Committee charter.</p> <p>The Company undertakes appropriate checks before appointing a director or senior executive or putting forward to shareholders a candidate for election as a director.</p> <p>Shareholders are provided with all material information in the Company's possession relevant to a decision on whether to elect or re-elect a director including biographical details, qualifications and a statement as to whether the Board supports the nomination of the director.</p> <p>Information about each director's qualifications, skills and experience is also available on the Website and in the Company's annual reports.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.</p>
<p>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</p>	Yes	<p>The Company Secretary is Ms Patricia Vanni, who reports directly to the chair of the Board. The role of the Company Secretary is outlined in the Board charter. Ms Laura Fanning, the Company's Chief Financial Officer (CFO) is</p>

	board.		also a Company Secretary.																
1.5	<p>A listed entity should:</p> <p>a) have and disclose a diversity policy;</p> <p>b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>c) disclose in relation to each reporting period</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (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>	Yes	<p>The Company has a Diversity Policy that outlines Eureka's objectives in relation to gender, age, cultural background and ethnicity to reinforce existing practices.</p> <p>The Company is an equal opportunity employer and promotes a culture supportive of diversity and an inclusive workplace where employee differences in gender, age, culture, disability and lifestyle choice are valued. The unique skills, perspectives and experience that the Group's employees bring to the table encourage a level of creativity and innovation in thought that better represents the Group's diverse resident base, ultimately driving improved business performance and outcomes.</p> <p>The Company's recruitment and selection practices will continue to be structured so that a diverse range of candidates are considered for all positions in the Company, from Board-level down. Training and development opportunities are important tools for staff retention and succession planning.</p> <p>The Board has set measurable objectives for achieving gender diversity noting that Eureka actively encourages gender diversity at all levels in the organisation. The Company currently employs 197 people, being 122 women (62%) and 75 men (38%). The proportion of women employees in the Group as at 30 June 2023 was:</p> <table border="1"> <thead> <tr> <th>Measure</th> <th>Actual</th> <th>Objective</th> <th>Achieved</th> </tr> </thead> <tbody> <tr> <td>Women non-executive directors on the board</td> <td>25%</td> <td>At least 20% women</td> <td>No</td> </tr> <tr> <td>Women in senior executive positions ¹</td> <td>50%</td> <td>At least 40% women</td> <td>Yes</td> </tr> <tr> <td>Women in the organisation</td> <td>62%</td> <td>At least 40% women</td> <td>Yes</td> </tr> </tbody> </table> <p>¹ comprising the Chief Executive Officer (CEO) and his direct reports</p> <p>Responsibility for diversity has been included in the Board Charter and the Nomination and Remuneration Committee Charter.</p>	Measure	Actual	Objective	Achieved	Women non-executive directors on the board	25%	At least 20% women	No	Women in senior executive positions ¹	50%	At least 40% women	Yes	Women in the organisation	62%	At least 40% women	Yes
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1.6	<p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>Under the Board charter, the Board is required, at least once per year and with the advice and assistance of the Nomination and Remuneration Committee, to review and evaluate the performance of the Board, its committees and individual directors against the relevant charters, corporate governance policies and agreed goals and objectives (as applicable).</p> <p>The Board ensures that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board charter for each reporting period and has done so in respect of the Financial Year.</p>																

1.7	<p>A listed entity should:</p> <p>a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>Under the Nomination and Remuneration Committee charter, the Nomination and Remuneration Committee is required to review and make recommendations to the Board about the performance of senior executives.</p> <p>The Nomination and Remuneration Committee undertakes this evaluation at least once every reporting period and has done so in respect of the Financial Year.</p> <p>Performance reviews have been conducted for the CEO and CFO in respect of their employment during the Financial Year. Senior executives have detailed job descriptions and annual key performance indicators (KPIs) which have been set by the Board, having regard to the objectives and long-term strategies of the business. The performance of senior executives has been assessed against these KPIs for the Financial Year.</p>
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Principles and Recommendations	Comply Yes/No	Explanation
2 Structure the board to be effective and add value		
<p>2.1 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,</p> <p>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>	Yes	<p>The Board has a Nomination and Remuneration Committee to oversee the remuneration, selection and appointment practices of the Company.</p> <p>The Nomination and Remuneration Committee is governed by a Nomination and Remuneration Committee charter.</p> <p>The Nomination and Remuneration Committee consists of three members. Ms Sue Renkin (Chair) and Mr Russell Banham are independent non-executive directors. Mr Murray Boyte is the Company's Executive Chairman. Mr Boyte is currently the Acting CEO, and during the period of holding that additional position, he will not be classified as an independent director.</p> <p>The composition of the Nomination and Remuneration Committee complies with this Recommendation 2.1.</p> <p>All directors have a standing invitation to attend committee meetings.</p> <p>The Nomination and Remuneration Committee meets at least once a year and did so in respect of the Financial Year. The Company provides details as to the number of meetings held and the individual attendances of the members at those meetings for each reporting period in its annual reports.</p>



2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	<p>The matrix of skills the Board has and is seeking to achieve in its membership is included in the Appendix to this Corporate Governance Statement.</p> <p>The Board refers to the matrix when considering whether its size, composition, diversity and skills are sufficient to discharge its duties and responsibilities effectively. It is also used by the Board to identify any gaps in the skills or experience of the Board.</p> <p>The Board, having regard to the Company's stage of development and the collective experience and expertise of the directors, considers that the current composition of the Board (and its committees) is appropriate.</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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position 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>	Yes	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board charter which reflect the independence criteria set out in the Principles and Recommendations.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed.</p> <p>Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis. To facilitate this, interests of directors of the Company are considered at each Board meeting.</p> <p>The Board considers each the below directors to be independent for ASX purposes.</p> <p>The length of service of each director on the Board is as follows:</p> <ul style="list-style-type: none"> • Ms Sue Renkin: 24 November 2017 to present • Mr Russell Banham: 21 November 2018 to present • Mr Greg Paramor AO: 19 June 2020 to present <p>While Mr Boyte holds the additional position of Acting CEO he is not considered independent. However, once a replacement CEO is found, the Board considers that Mr Boyte is able to fulfil the role of an independent director for the purpose of the Principles and Recommendations.</p> <p>The Board considers that Mr Boyte's ongoing role as Executive Chairman does not, and will not, materially influence, or be reasonably perceived to influence, the exercise of his unfettered and independent judgement.</p> <p>Mr Boyte's remuneration comprises his non-executive director's fee and an additional fixed fee to reflect the responsibilities he has assumed as an executive. Mr Boyte is not contractually entitled to any short-term or long-term incentives or other general employment benefits and as such, the Board considers that he is not aligned with the interests of management and is able to act in the best interests of the Company and its shareholders generally.</p> <p>Mr Cameron Taylor was appointed CEO effective 1 July 2021 and resigned effective 17 July 2023. Mr Boyte is currently Acting CEO. The Company has commenced a search for a permanent CEO.</p>
2.4	A majority of the board of a listed entity should be independent directors	Yes	As noted in section 2.3, the Company has a majority of independent directors.



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	As noted in section 2.3, the Chair of the Board is considered by the Board to be an independent director. Mr Boyte is currently Executive Chair and Acting CEO. While Mr Boyte holds the additional position of Acting CEO he is not considered independent. However, once a replacement CEO is found the Board considers that Mr Boyte will be able to fulfill the role of an independent director for the purposes of the Principles and Recommendations.
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.	Yes	The Board conducts regular reviews of its performance and reviews and updates its skills matrix regularly assisting to identify opportunities for professional development. The Nomination and Remuneration Committee may assist identifying appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their duties as a director effectively. The Nomination and Remuneration Committee is also tasked with advising the Board on an induction program for new directors to provide knowledge about the Company and an understanding of its operations, as required.

Principles and Recommendations	Comply Yes/No	Explanation
3 Instill a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Yes The Company's core values are central to the Group's 'resident- first' philosophy. Teamwork, respect, empathy, community and kindness enable Eureka to make a difference in the lives of residents and to create communities that empower residents live independently and provide enrichment through community engagement.
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.	Yes The Company has a Code of Conduct which applies to all directors, officers and employees of the Company. The overriding principle is that Eureka must operate legally, ethically, safely and with adherence to the highest standards of propriety and business ethics. The Board charter also prescribes the conduct expected of individual directors in discharging their duties as a director. In accordance with the terms of the Code of Conduct, breaches may result in disciplinary action including dismissal and will be reported to the Board.
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.	Yes The Company has a Whistleblower Policy. All reports made under the Whistleblower Policy will be reviewed and, where appropriate, investigated at the earliest opportunity. Any findings will be managed promptly. The way in which a disclosure is managed will be determined on a case by case basis, having regard to the nature of the specific matter reported. Any reports made will be reported to the Audit and Risk Committee and the Board.



<p>3.4</p>	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose an anti-bribery and corruption policy; and b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>Yes</p>	<p>The Company's Code of Conduct requires employees to act honestly, legally and ethically in all business dealings and specifically prohibits any act which is intended to improperly obtain favourable, or avoid unfavourable, treatment.</p> <p>The Company has an Anti-Bribery and Corruption Policy, a copy of which is available on the Company's Website.</p> <p>Any material breaches of this policy will be reported to the Board and may result in disciplinary action including dismissal.</p> <p>The Company encourages all employees to raise concerns with their manager.</p>
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Principles and Recommendations	Comply Yes/No	Explanation
4 Safeguard the integrity of corporate reports		
<p>4.1 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>(6) 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>	Partial	<p>The Company has an Audit and Risk Committee to oversee the management of financial and internal risks and to ensure a sound system of risk management is in place.</p> <p>The Audit and Risk Committee is governed by an Audit and Risk Committee charter, a copy of which is available on the Company's website.</p> <p>The Audit and Risk Committee consists of three members. Mr Russell Banham (Chair) and Mr Gregory Paramor AO are independent, non-executive directors. Mr Murray Boyte is the Company's Executive Chairman and Acting CEO.</p> <p>The Committee's membership does not comply with this Recommendation 4.1 to be comprised of only non-executive directors due to Mr Boyte's Executive Chairman role. However due to the small size of the Board and Mr Boyte's strong financial background, the Board considers it appropriate for Mr Boyte to be a member of the committee.</p> <p>The Audit & Risk Committee has at all times during the Financial Year been chaired by an independent director who is not the Chair of the Board.</p> <p>All directors have a standing invitation to attend committee meetings</p> <p>The Audit and Risk Committee meets at least three times per year and did so in respect of the Financial Year. The Company provides details as to the relevant qualifications and experience of the members of the committee, the number of times the committee met and the individual attendances of the members at those meetings for each reporting period in its annual reports.</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>Prior to the Board approving the Company's financial statements for a financial period, the Board ensures that it receives from the Company's CEO and CFO a declaration 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 Company, 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>4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>The Company will disclose in its annual reports or in an applicable periodic corporate report that has not been audited or reviewed by an external auditor, the process used to verify the integrity of the report. The Company has not published any such reports during the Financial Year.</p>

Principles and Recommendations		Comply Yes/No	Explanation
5 Make timely and balance 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.	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Board aims to ensure that shareholders are informed of all material matters concerning Eureka, including its financial position, performance, ownership and governance, and that the Company complies with its disclosure obligations under the Corporations Act and ASX Listing Rules. Such disclosures are made through the ASX and shown on the Company's website in a timely manner.</p> <p>Continuous disclosure is a standing agenda item at each Board meeting.</p> <p>The Company's Continuous Disclosure Policy is available on the Company's website</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company Secretary ensures that the Board receives copies of all material market announcements promptly after they have been made.
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	The Company releases any presentation materials to the ASX Market Announcements Platform ahead of the relevant presentation.
Principles and Recommendations		Comply Yes/No	Explanation
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.	Yes	The Company provides investors with comprehensive and timely access to information about itself and its governance on its Website. Available information includes copies of the Company's constitution, Board and committee charters, key corporate governance policies and copies of all information lodged with ASX. Copies of announcements, annual reports and notices of shareholder meetings are all made available on the Company's website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is timely, clear and accessible.</p> <p>Shareholders are able to contact the Company via various means including email, phone, mail and in person at general meetings and at periodic investor relations road shows for institutional investors. Contact details are provided on all communications and are available on the Company's website.</p> <p>The Company has a Continuous Disclosure and Communication Policy and a copy is available on the Company's Website.</p>



6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	All shareholders are invited to attend the Company's annual meetings either in person or by proxy, attorney or representative. Shareholders are encouraged to actively participate by asking questions of the Board and management. Shareholders also have an opportunity to submit questions to the Board or to the Company's external auditor, regardless of whether the shareholder is able to attend.
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.	Yes	The Company ensures that all substantive resolutions at any meeting of shareholders are decided by a poll rather than by a show of hands.
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.	Yes	The Company's contact details are available on its Website and the Company encourages shareholders to submit questions or requests for information directly to the Company via email. The Company also encourages shareholders to update their personal information, elect to receive communications electronically, or submit any questions related to their shareholding in the Company to the Company's share registry. The share registry's contact details are also available on the website.

Principles and Recommendations		Comply Yes/No	Explanation
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,</p> <p>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>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>	Yes	<p>The Board is responsible for oversight of the Company's overall system of internal control and provides final approval and direction on any risk management issues.</p> <p>As outlined in section 4.1, the Board's Audit and Risk Committee assists the Board by overseeing risks and ensuring implementation of a sound system of risk management.</p> <p>The disclosures in section 4.1 are also applicable to this Recommendation 7.1.</p> <p>The composition of the Audit and Risk Committee complies with this Recommendation 7.1.</p> <p>In accordance with Recommendation 7.4, the Board has also established an Environmental Social Governance Committee (ESG Committee). The ESG Committee assists the Board by monitoring and mitigating material exposure to economic, environmental and social sustainability risks.</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>	Yes	<p>The Audit and Risk Committee and ESG Committee annually reviews and evaluates the effectiveness of the Company's risk management framework, including whether it is operating within the risk appetite set by the Board.</p> <p>The division of responsibility between the Board, the Audit and Risk Committee and ESG Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>Risk management is considered periodically by the Audit and Risk Committee and ESG Committee and regularly by the Board. In its annual report, the Company outlines key risk areas. In addition, operational risks are reported on regularly by management across key areas – safety, resident experience, regulatory compliance, people, financial and technology. Specific risk management objectives are identified and incorporated into senior executive KPIs for the Financial Year and subsequent year.</p>
7.3	<p>A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes</p>	Yes	<p>Due to the Company's current size and business circumstances, the Company does not have an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if and when the Company considers this necessary.</p> <p>Under the Audit and Risk Committee charter, the Audit and Risk Committee is responsible for monitoring, reviewing and advising or reporting to the Board on the implementation and effectiveness of the Company's risk management and internal control policies and procedures.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>While the Company does not consider that it has any material exposure to economic, environmental and social sustainability risks, its establishment of its ESG Committee aligns itself with Recommendation 7.1 by proactively monitoring these risks in its day-to-day activities.</p> <p>If the Company determines in the future that it has any material exposure to economic, environmental and social sustainability risks, the Company through its ESG Committee will effectively assess and mitigate these risks and provide details of such risk in its future annual reports.</p>

Principles and Recommendations	Comply Yes/No	Explanation
8 Remunerate fairly and responsibly		
<p>8.1 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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p>	Yes	<p>As outlined in section 2.1, the Board's Nomination and Remuneration Committee oversees the remuneration, selection and appointment practices of the Company.</p> <p>The disclosures in section 2.1 are also applicable to this Recommendation 8.1.</p> <p>The composition of the Nomination and Remuneration Committee complies with this Recommendation 8.1.</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>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>		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Nomination and Remuneration Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> <p>Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives are disclosed by the Company in its annual reports.</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>	Yes	<p>The Company has a Securities Trading Policy, which prohibits participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. A copy of the Securities Trading Policy is available on the Company's Website.</p>

Appendix Board skills matrix



Last reviewed 30 August 2023

Leadership and governance	
Governance	Director experience and commitment to the highest standards of governance and an ability to assess the effectiveness of management.
Strategy and risk	Experience in the development of successful organisational strategy; the achievement of defined strategic goals and the identification and management of strategic risks.
ASX / stakeholder relations	ASX company experience and expertise in stakeholder relations – shareholders; potential investors; funders & retirement community.
Personal qualities	Professional qualifications; integrity; interpersonal skills; curiosity and courage; entrepreneurial; interest in matters affecting older persons.
Business experience	
Asset management	Senior executive or equivalent experience in property asset management and corporate finance.
Real-estate industry	Solid experience in real estate transactions, property operational management and managing relationships with industry associations, State and Local Governments.
Sustainability	Expertise in responsible and sustainable business management, including environmental sustainability.
Social engagement	Leader in establishment of customer, community and stakeholder trust and driving socially responsible outcomes.
Technical competencies	
Financial expertise	Senior executive or equivalent experience in accounting and reporting, audit, internal controls, financial and capital management.
Risk and compliance	Executive level risk management experience including the identification and monitoring of risk and compliance issues, along with knowledge of legal and regulatory requirements.
Legal and regulatory	Experience in management of legal and regulatory matters arising from corporate, operational and transaction-based activities.
People and culture	Experience in people management, including remuneration, workplace culture, management development and succession, health & safety and diversity.
Marketing	Senior management or equivalent experience in business development, marketing and brand development.
Technology	Senior experience in business transformation through technology and improved operational efficiency.