



**Aussie Broadband Limited**

**ABN 29 132 090 192**

## **Corporate Governance Statement**

**For the year ended 30 June 2021**

**AUSSIE BROADBAND LIMITED AND ITS CONTROLLED ENTITIES**

ABN 29 132 090 192

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## Introduction

The Board is responsible for establishing Aussie Broadband Limited's (the Company's) corporate governance framework, the key features of which are set out below. In establishing its corporate governance framework, the Board referred to the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Recommendations).

In accordance with ASX Listing Rule 1.1 Condition 16, the corporate governance statement discloses the extent to which the Company follows the ASX Recommendations. The Company follows each ASX Recommendation where the Board considers the ASX Recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow an ASX Recommendation, the Board has reported on the adoption of the ASX Recommendation. In compliance with the 'if not, why not' reporting regime, where, after due consideration, the Company's corporate governance practices do not follow an ASX Recommendation, the Board has explained its reasons for not following the ASX Recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the ASX Recommendation.

The following governance-related documents can be found on the Company's website at [www.aussiebroadband.com.au](http://www.aussiebroadband.com.au):

- Board Charter
- Audit, Risk and Compliance Committee Charter
- People and Community Committee Charter
- Code of Conduct
- Statement of Values
- Securities Trading Policy
- Continuous Disclosure Policy
- Occupational Health and Safety Policy
- Gifts, Entertainment and Anti-Bribery Policy
- Whistleblower Policy

This corporate governance statement was approved by the Board and is current as at 30 August 2021.

ASX Recommendation	Compliance by the Company
<b>Principle 1 – Lay solid foundations for management and oversight</b>	
<p>1.1 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 for the Board and those delegated to management.</li> </ul>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved for the Board and those delegated to management, and has documented these roles and responsibilities in its Board Charter.</p> <p>The responsibilities of the Board include (without limitation) to:</p> <ul style="list-style-type: none"> <li>• represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance;</li> <li>• optimise the Company's performance to build sustainable value for shareholders;</li> <li>• review compliance with the Company's 'why' (i.e. the Company's mission and purpose), values and governance framework; and</li> <li>• ensure that shareholders are kept informed of the Company's performance.</li> </ul> <p>In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, the government and the community.</p> <p>The Board has delegated responsibility for the day-to-day business operations of the Company to the Managing Director. The management team, led by the Managing Director, is accountable to the Board.</p> <p>Matters expressly reserved for the Board are set out in the Board Charter.</p> <p>A copy of the Board Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>

ASX Recommendation	Compliance by the Company
<p>1.2 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><b>The Company complies with this recommendation.</b></p> <p>The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.</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>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company has a written agreement with each of the directors and senior executives setting out the terms of his or her 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 Board.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company Secretary is accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.</p>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> </ul> </li> </ul>	<p><b>The Company does not comply with this recommendation.</b></p> <p>The Company does not have a diversity policy in place. The Company's view is that inclusion should be driven by culture (we want to) rather than by policy (we have to). In this regard, inclusion and diversity are embedded in the Company's culture stemming from two of its values:</p> <ul style="list-style-type: none"> <li>• be good to people; and</li> <li>• no bullshit.</li> </ul> <p>The Company has developed a mature diversity and inclusion program that is driven by staff, with an 'all the small things' approach that has dramatically shifted diversity figures within the Company over the past 4 years.</p>

ASX Recommendation	Compliance by the Company
<p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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>The program includes:</p> <ul style="list-style-type: none"> <li>a staff working group with representation from across the business that drives initiatives and projects across the Company, including sub-groups for our Reconciliation Action Plan and LGBTIQ+ networks, currently addressing aspects of diversity including gender, sexual orientation, gender expression, disability, neurodivergence, multiculturalism, Aboriginal and Torres Strait Islanders and ex-offenders;</li> <li>a dedicated Community Impact Officer to implement initiatives and projects as determined by the working group;</li> <li>compulsory training on unconscious bias, anti-discrimination and equal opportunity; and</li> <li>staff training options to build awareness of multiculturalism, disability, Australian and Torres Strait Islander and LGBTIQ inclusion, as well as LGBTIQ Ally training.</li> </ul> <p>The Company also acknowledges that its understanding of diversity and inclusion is constantly shifting, and that its approach needs to be flexible to accommodate this. For example, the Company no longer regards gender as binary, and recently adopted neurodivergence as an aspect of its diversity program. The Company considers the diversity program together with its culture, which inherently instils diversity, suitable for the Company given its resources, size and operations.</p> <p>As at May 2021, 31% of the Company's employees were women. Women in middle management positions totalled 32%, while women working in our business as team members represented 31%. There is one woman on the Executive Leadership Team.</p> <p>The People and Community Committee Charter specifies that directors must review:</p> <ul style="list-style-type: none"> <li>the diversity of the Board, senior management and workforce;</li> <li>diversity objectives, programs and progress; and</li> </ul>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>policies and practices relating to equal opportunity, sexual harassment, diversity and unfair dismissal to ensure they not only meet compliance requirements but are a good fit for our culture.</li> </ul> <p>The People and Community Committee must assist the Board to develop 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.</p> <p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p> <p>The Company is pleased to note that staff satisfaction on inclusion measures including age, race/ethnicity, gender, disability, neurodivergence and sexual orientation scored between 91% and 98% for FY21. This data was taken from the annual survey performed independently by Great Place to Work Australia Pty Ltd. The full survey data-set plus a culture audit score forms the judging criteria which certified the Company as a 'Great Place to Work'.</p>
<p>1.6 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><b>The Company complies with this recommendation.</b></p> <p>The Board will ensure that an annual performance evaluation of the Board, individual directors and the Chair is conducted in accordance with its performance evaluation process as set out at Annexure 2 of the Board Charter (<b>Performance Evaluation Process</b>).</p> <p>This process is reviewed annually. An evaluation of the performance of the Board, its committees and individual directors was undertaken during July and August 2021 in accordance with the Performance Evaluation Process.</p>
<p>1.7 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; 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><b>The Company complies with this recommendation.</b></p> <p>The People and Community Committee is responsible for evaluating the performance of the Company's executive team in accordance with the Performance Evaluation Process.</p>

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	<p>Arrangements are in place to monitor the performance of senior executives of the Company. The direct reports to the Chief Executive Officer will have formal reviews conducted at least once a year.</p> <p>Performance is measured against previously agreed objectives / key performance indicators (KPIs). Apart from reviewing KPIs, the performance appraisal also considers leadership competencies, areas of improvement, training and development as well as career aspirations.</p>
<b>Principle 2 – Structure the Board to add value</b>	
<p>2.1 The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least 3 members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company established a People and Community Committee to perform the role ordinarily assumed by a nomination committee.</p> <p>The People and Community Committee provides advice and assistance to the Board regarding the Company's people and community activities, including making recommendations to the Board on remuneration packages and policies in respect of directors and senior executives of the Company.</p> <p>The People and Community Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> <li>• Richard Dammary (Chair);</li> <li>• Adrian Fitzpatrick;</li> <li>• Patrick Greene; and</li> <li>• Vicky Papachristos.</li> </ul> <p>The People and Community Committee contains a majority of independent directors and is chaired by an independent director.</p> <p>The People and Community Committee Charter sets out the required composition of the Committee, including that the Committee should comprise:</p> <ul style="list-style-type: none"> <li>• a minimum of 3 members; and</li> </ul>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>an independent director of the Company as Chair.</li> </ul> <p>The People and Community Committee is responsible for:</p> <ul style="list-style-type: none"> <li>assisting the Board in developing a skills matrix and identifying the mix of skills and diversity that the Board currently has or is looking to achieve;</li> <li>assisting the Board in identifying qualified individuals for nomination to the Board;</li> <li>making recommendations in relation to the composition of the Board;</li> <li>reviewing the Company's people policies and practices including safety, health and wellbeing policies, performance management and succession planning;</li> <li>reviewing the Company's equal opportunity and diversity policies and practices;</li> <li>reviewing and approving the Company's remuneration policy to ensure that the Company's remuneration is competitive and attracts, retains and motivates team members;</li> <li>making recommendations to the Board on the Company's equality-based remuneration plans available to the executive team and employees; and</li> <li>assisting the Board to develop and implement a process to evaluate the performance of the Board as a whole.</li> </ul> <p>During the reporting period, the People and Community Committee met 5 times.</p> <p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<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.</p>	<p><b>The Company complies with this recommendation.</b></p>



ASX Recommendation	Compliance by the Company
	<p>The Company provides in the People and Community Committee Charter that it will have and disclose a Board Skills Matrix. Please see Annexure A (<b>Board Skills Matrix</b>) to this Corporate Governance Statement.</p> <p>The professional skills, experience and expertise of each director as at the date of listing, are set out in the Annual Report and also in Section 6.1 of the Company's prospectus issued in connection with the Listing, dated 14 September 2020 (the Prospectus).</p> <p>The directors possess a range of skills, which, as a group, enable the Board to function effectively. The key collective skills of the directors are:</p> <ul style="list-style-type: none"> <li>• Board experience;</li> <li>• telecommunications industry expertise;</li> <li>• industry and technical expertise;</li> <li>• accounting and financial acumen;</li> <li>• marketing expertise;</li> <li>• strategy and leadership experience;</li> <li>• management and commercial experience;</li> <li>• corporate governance expertise;</li> <li>• legal, risk and compliance expertise; and</li> <li>• mergers and acquisitions experience.</li> </ul>
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the ASX Recommendations.</p>

ASX Recommendation	Compliance by the Company
<p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Currently, the Board is structured as follows:</p> <ul style="list-style-type: none"> <li>• Adrian Fitzpatrick (Independent Non-Executive Chair) appointed on 1 July 2020;</li> <li>• Phillip Britt (Executive Director and Managing Director) appointed on 7 July 2008;</li> <li>• John Reisinger (Executive Director and Chief Technology Officer) appointed on 7 July 2008;</li> <li>• Patrick Greene (Non-Executive Director) appointed on 24 July 2017;</li> <li>• Richard Dammery (Independent Non-Executive Director) appointed on 1 July 2020; and</li> <li>• Vicky Papachristos (Independent Non-Executive Director) appointed on 1 July 2020.</li> </ul> <p>Phillip Britt and John Reisinger, who are executive directors, are not considered to be independent.</p> <p>Non-Executive Director, Patrick Greene, is currently also not considered independent due to his role as a director of Panama Trial Pty Ltd, which is a substantial shareholder of the Company. Please refer to Section 11.9 of the Prospectus for full details in relation to Patrick Greene's substantial holding. Notwithstanding this, the Board believes that Patrick is able to objectively analyse the issues before him in the best interests of the Company and all shareholders and in accordance with his duties as a director.</p> <p>The following directors have a substantial holding (voting power of 5% or more) in the Company as disclosed to the ASX from time to time:</p> <ul style="list-style-type: none"> <li>• Phillip Britt via his associated entity Digital Interworks Pty Ltd;</li> <li>• John Reisinger via his associated entity Intertubes Pty Ltd; and</li> <li>• Patrick Greene via his associated entity Panama Trial Pty Ltd.</li> </ul>

ASX Recommendation	Compliance by the Company
	Details of substantial holders is available in the Company's Annual Report.
2.4 A majority of the Board of a listed entity should be independent directors.	<p><b>The Company does not comply with this recommendation.</b></p> <p>The Board did not comprise a majority of independent directors during the reporting period. However, the Company considers that the current composition of the Board is suitable given its resources, size and operations. In particular, the current size and composition of the Board was determined based on the operations and skill set of the directors both individually and collectively, and in the best interest of shareholders.</p>
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.	<p><b>The Company complies with this recommendation.</b></p> <p>Adrian Fitzpatrick, the Chair of the Board, is an independent director and is not the same person as the Chief Executive Officer / Managing Director.</p>
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.	<p><b>The Company complies with this recommendation.</b></p> <p>The People and Community Committee ensures that there is an induction program in place for directors and that processes are in place for providing continuing professional development opportunities for directors. The Committee regularly reviews the effectiveness of such opportunities and maintains development programs to support the Company's performance and culture.</p> <p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b>	
3.1 A listed entity should articulate and disclose its values.	<p><b>The Company complies with this recommendation.</b></p> <p>The Company has adopted a Statement of Values to reinforce the values that underpin how the Company undertakes its business. The Statement of Values outlines the norms and behaviours expected of the Company's directors, senior leaders, staff and those the Company seeks to work with. The Company's core values and behaviours are:</p>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>• <b>Don't be ordinary, be awesome</b> - We always strive to go above and beyond what is expected, even if it's just injecting an element of humour where appropriate or spending the extra time to make sure our customers are happy.</li> <li>• <b>Think big</b> - If someone tells us something can't be done, that's when we do our best work. We do things differently and we question the status quo. Just because something has always been done that way, does it have to stay like that?</li> <li>• <b>No bullshit</b> - We don't bullshit our customers. We tell it to them straight, even though it may be news they don't want to hear or we don't want to tell them. We don't sell them things they don't need and we take ownership when we are wrong. We are human and it's alright to make mistakes if we clean them up and don't repeat them.</li> <li>• <b>Be good to people</b> - Above all, the Company is a family for our staff and our customers. Family is important, whether you have just joined or whether you have been here from the start. We treat each other with respect and we are good people because it is the right thing to do, not because it is a selling point.</li> <li>• <b>Have fun</b> - At Aussie Broadband, we love a joke, we banter and we are playful with our customers where appropriate. Belly laughs happen a lot. We think that if you are not having fun, you are in the wrong job or with the wrong company.</li> </ul> <p>A copy of the Statement of Values is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<p>3.2 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><b>The Company complies with this recommendation.</b></p> <p>The Company has adopted a formal Code of Conduct that outlines the manner in which the Company expects its directors and employees to behave and conduct business in the workplace. The Code of Conduct applies to all staff, officers, directors, associates, contractors, consultants and relevant third parties of the Company.</p> <p>The objectives of the Code of Conduct are to:</p>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>• provide a benchmark for ethical and professional behaviour;</li> <li>• promote healthy, respectful and positive working environments for all staff and directors;</li> <li>• ensure compliance with laws, regulations, policies and procedures relevant to the Company;</li> <li>• ensure there are appropriate mechanisms and procedures in place for staff and directors to report breaches of the Code of Conduct;</li> <li>• ensure that staff and directors are aware of the consequences for breaching the Code of Conduct; and</li> <li>• ensure that any material breach is reported to the Board.</li> </ul> <p>A copy of the Code of Conduct is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<p>3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company has adopted a Whistleblower Policy that promotes and supports a culture of honest and ethical behaviour and encourages disclosure of improper conduct.</p> <p>The Whistleblower Policy also states that Whistleblower Protection Officers will provide the Board with reports on investigations undertaken under the Whistleblower Policy (or as directed by the Chair) as well as quarterly reports to the Board that relate to disclosures made under the Whistleblower Policy. A copy of the Whistleblower Policy is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<p>3.4 A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company has adopted a Gifts, Entertainment and Anti-Bribery Policy. This policy ensures the Company's officers, directors, associates, contractors and staff:</p>

ASX Recommendation	Compliance by the Company
<p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>	<ul style="list-style-type: none"> <li>do not give or accept gifts and/or benefits that will compromise their integrity or appear to cause a conflict of interest;</li> <li>do not give or receive payments of secret commissions;</li> <li>understand whether gifts and benefits are acceptable or not;</li> <li>promote investor confidence in the integrity of the Company and its subsidiaries; and</li> <li>understand the process to be followed if there is a suspected breach of the policy.</li> </ul> <p>The Gifts, Entertainment and Anti-Bribery policy also explains key principles of bribery and corruption and the Company's compliance process, including that the Board or a committee of the Board must be notified of all material breaches of the Gifts, Entertainment and Anti-Bribery Policy.</p> <p>The Company developed its Gifts, Entertainment and Anti-Bribery Policy with regard to the matters set out in Box 3.4 of the Principles and Recommendations.</p> <p>A copy of the Gifts, Entertainment and Anti-Bribery Policy is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<b>Principle 4 – Safeguard integrity in corporate reporting</b>	
<p>4.1 The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the Chair of the Board, and disclose:</li> </ul>	<p><b>The Company complies with this recommendation.</b></p> <p>The Audit, Risk and Compliance Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Audit, Risk and Compliance Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> <li>Vicky Papachristos (Chair);</li> </ul>

ASX Recommendation	Compliance by the Company
<p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <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>	<ul style="list-style-type: none"> <li>• Adrian Fitzpatrick;</li> <li>• Richard Dammary; and</li> <li>• Patrick Greene.</li> </ul> <p>The Audit, Risk and Compliance Committee comprises an independent Chair (who is not the Chair of the Board), a total of 4 members, all of whom are Non-Executive directors and a majority of whom are independent directors.</p> <p>The relevant qualifications and experience of the members of the Audit, Risk and Compliance Committee are set out in section 6.1 of the Prospectus.</p> <p>The Audit, Risk and Compliance Committee Charter sets out:</p> <ul style="list-style-type: none"> <li>• the composition of the Committee, including that the Committee should comprise: <ul style="list-style-type: none"> <li>○ only non-executive directors;</li> <li>○ a majority of independent directors of the Company;</li> <li>○ an independent Chair, who is not Chair of the Board; and</li> <li>○ a minimum of 3 members;</li> </ul> </li> <li>• the Committee's ability to have access to the Company's staff, internal and external auditor and additional information from staff, management, regulatory authorities and auditors for the purposes of carrying out its responsibilities;</li> <li>• that the Committee may seek the advice of independent advisors on any matter relating to the responsibilities and duties of the Committee; and</li> <li>• the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> <li>○ overseeing the Company's relationship with its external and internal auditors and audit functions generally;</li> </ul> </li> </ul>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>○ overseeing the preparation of financial statements and reports; and</li> <li>○ managing the process of identification of risk and the management of risk strategies.</li> </ul> <p>The Audit, Risk and Compliance Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>. The Committee met 6 times during the reporting period.</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>	<p><b>The Company complies with this recommendation.</b></p> <p>The Board receives assurance from its Managing Director and Chief Financial Officer in the form of 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 is founded on the basis of a sound system of risk management and internal controls which is operating efficiently and effectively in all material respects and, where not so operating, is being brought into compliance.</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>	<p><b>The Company complies with this recommendation.</b></p> <p>The Audit, Risk and Compliance Committee Charter provides that the Audit, Risk and Compliance Committee will assist the Board in the implementation of the Company's processes 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>Periodic reports to the market that are not audited or reviewed by external auditors are subject to a number of layers of management review to ensure all content is materially accurate, balanced and appropriate. A final review and approval by the Board is mandatory for all material market announcements prior to release. Non-material market announcements must be approved by the Chair and Managing Director prior to release to the market.</p>
<p><b>Principle 5 – Make timely and balanced disclosures</b></p>	



ASX Recommendation	Compliance by the Company
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company is committed to:</p> <ul style="list-style-type: none"> <li>ensuring that shareholders and the market are provided with full and timely information about its activities;</li> <li>complying with the continuous disclosure obligations contained in the ASX Listing Rules and the applicable sections of the <i>Corporations Act 2001</i> (Cth); and</li> <li>providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.</li> </ul> <p>The Company has adopted a Continuous Disclosure Policy, which:</p> <ul style="list-style-type: none"> <li>provides reporting protocols and processes for determining whether information should be disclosed to the market; and</li> <li>designates responsibility for managing and monitoring the Company's compliance with its continuous disclosure obligations.</li> </ul> <p>All relevant information provided to the ASX is posted on the Company's website after the ASX confirms the appropriate announcement has been made.</p> <p>A copy of the Continuous Disclosure Policy is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p>
<p>5.2 A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company's Continuous Disclosure Policy provides under its announcement protocol that the Board is promptly provided with copies of all information disclosed to ASX.</p>
<p>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.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company's Continuous Disclosure Policy provides that the Company will not disclose any information in open briefing sessions that may have a material effect on</p>

ASX Recommendation	Compliance by the Company
	<p>the price or value of the Company's securities, unless such information has already been announced on ASX. The Company advises the market in advance of open briefings via the ASX announcements platform and the Company's website, lodges all presentation materials with ASX prior to the presentation and places such information on the Company's website promptly following the briefing.</p> <p>The Company's Continuous Disclosure Policy further sets out that the same protocols are to be maintained in relation to presentations to investors or analysts and a record of all one-on-one briefings with the financial community or institutional investors will be kept to ensure the Company can comply with those same protocols in those briefings.</p> <p>The Company's Managing Director and Chief Financial Officer undertake investor roadshows following the release of half-year and full-year results announcements. An Investor Presentation forms part of these announcements and it is this document the Managing Director and Chief Financial Officer reference at the roadshows.</p>
Principle 6 – Respect the rights of security holders	
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company provides information about itself and its governance to investors via its website at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>. The Company is committed to maintaining a website with general information about the Company and its operations, and information specifically targeted at keeping shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following is posted to the Company website:</p> <ul style="list-style-type: none"> <li>• relevant announcements made to the market via ASX;</li> <li>• media releases;</li> <li>• investment updates;</li> <li>• Company presentations and media briefings; and</li> <li>• copies of press releases and announcements for the preceding 3 years.</li> </ul>

ASX Recommendation	Compliance by the Company
<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>Outbound communication to shareholders is undertaken by the Company's communications team, backed by market-leading and experienced external advisers. The Company website features a dedicated section for investor relations, which includes a range of information including corporate governance documents, financial reports, ASX announcements and media releases.</p> <p>Link Market Services is the Company's Share Registry. They handle shareholder queries via phone and email and provide company secretarial services including the escalation of shareholder issues. Many shareholders are also customers and shareholder-related matters will be escalated from the Company's call centre to the Company Secretary.</p> <p>The Company's Continuous Disclosure Policy sets out how the Company intends to communicate with shareholders to ensure they have sufficient information to assess the performance of the Company and are informed of all major developments affecting the Company.</p> <p>The Continuous Disclosure Policy sets out:</p> <ul style="list-style-type: none"> <li>the manner in which Company announcements are to be made (including that they must be made in a timely manner, be easily accessible and be clearly expressed);</li> <li>the regular communications to be received by shareholders from the Company;</li> <li>the manner in which the Company's website is to be used to communicate with shareholders; and</li> <li>the manner in which meetings of shareholders are to be conducted.</li> </ul> <p>In addition, the Company is required by law to communicate to shareholders through the lodgement of all relevant financial and other information with ASX and, in some instances, mailing information to shareholders.</p>

ASX Recommendation	Compliance by the Company
<p>6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Board encourages full participation of shareholders at members' meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Due to the size and nature of the Company, the Board does not consider a policy outlining processes that facilitate and encourage participation at meetings of shareholders to be appropriate at this stage. However, the Shareholder Communication Protocols, which are detailed in the Company's Continuous Disclosure Policy, outline how the Company facilitates shareholder participation at shareholder meetings, including:</p> <ul style="list-style-type: none"> <li>• shareholders being encouraged to attend or, if unable to attend, vote on proposed motions by appointing a proxy or any other means included in the notice of meeting;</li> <li>• holding general meetings in locations and at times that are intended to maximise participation by shareholders;</li> <li>• providing shareholders the opportunity to submit questions prior to each annual meeting; and</li> <li>• ensuring the Managing Director, senior management and auditors are present to assist with providing answers at annual meetings.</li> </ul>
<p>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.</p>	<p><b>The Company complies/will comply with this recommendation.</b></p> <p>The Company's constitution provides that the Chair of the general meeting may demand a poll at a meeting of shareholders. All resolutions put to security holders at a meeting of security holders are to be decided by a poll.</p>
<p>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.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically.</p> <p>To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company's website provides information about how to receive and send information to the Company electronically.</p>

ASX Recommendation	Compliance by the Company
<b>Principle 7 – Recognise and manage risk</b>	
<p>7.1 The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least 3 members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have a 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><b>The Company complies with this recommendation.</b></p> <p>The Company has an Audit, Risk and Compliance Committee. The Audit, Risk and Compliance Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Audit, Risk and Compliance Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> <li>• Vicky Papachristos (Chair);</li> <li>• Richard Dammary;</li> <li>• Patrick Greene; and</li> <li>• Adrian Fitzpatrick.</li> </ul> <p>The Audit, Risk and Compliance Committee comprises an independent Chair (who is not the Chair of the Board), a total of 4 members, all of whom are non-executive directors and a majority of whom are independent directors.</p> <p>The relevant qualifications and experience of the members of the committee are set out in section 6.1 of the Prospectus.</p> <p>The Audit, Risk and Compliance Committee Charter sets out:</p> <ul style="list-style-type: none"> <li>• the composition of the Committee, including that the Committee should comprise: <ul style="list-style-type: none"> <li>○ only non-executive directors;</li> <li>○ a majority of independent directors of the Company;</li> <li>○ an independent Chair, who is not Chair of the Board; and</li> <li>○ a minimum of 3 members;</li> </ul> </li> </ul>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> <li>the Committee's ability to have access to the Company's staff, internal and external auditor and additional information from staff, management, regulatory authorities and auditors for the purposes of carrying out its responsibilities;</li> <li>that the Committee may seek the advice of independent advisors on any matter relating to the responsibilities and duties of the Committee; and</li> <li>the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> <li>overseeing the Company's relationship with its external and internal auditors and audit functions generally;</li> <li>overseeing the preparation of financial statements and reports; and</li> <li>managing the process of identification of risk and the management of risk strategies.</li> </ul> </li> </ul> <p>The Audit, Risk and Compliance Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>. The Committee met 6 times during the reporting period.</p>
<p>7.2 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><b>The Company complies with this recommendation.</b></p> <p>The Company's risk management framework was established in September 2020 and the Board is satisfied that it continues to effectively identify all areas of current, emerging and potential risk and compliance obligations, taking into account the risk appetite set by the Board.</p>
<p>7.3 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</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company established an internal audit function in March 2021. The function has a direct line of access to the Audit, Risk and Compliance Committee, while its day-to-day operations are overseen by the Head of Risk and Compliance. The function plans its work program consistent with the areas of focus identified under the risk framework.</p>

ASX Recommendation	Compliance by the Company
continually improving the effectiveness of its governance, risk management and internal control processes.	
<p>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.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company is subject to general risks and certain specific risks as outlined in the Prospectus.</p> <p>In addition, where the Company has identified those general and specific risks to which it has a material exposure, and disclosed how it intends to manage those risks, the Audit, Risk and Compliance Committee will be responsible for management of such risks as disclosed in the Audit, Risk and Compliance Committee Charter.</p> <p>The Company has not identified any material exposure to environmental or social risks.</p>
<b>Principle 8 – Remunerate fairly and responsibly</b>	
<p>8.1 The Board of a listed entity should:</p> <p>(a) have a remuneration committee that:</p> <p>(i) has at least 3 members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director;</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The People and Community Committee performs the role ordinarily assumed by a remuneration committee.</p> <p>The People and Community Committee provides advice and assistance to the Board relating to the Company's people and community activities, including making recommendations to the Board on remuneration packages and policies in respect of directors and senior executives of the Company.</p> <p>The People and Community Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> <li>• Richard Dammary (Chair);</li> <li>• Adrian Fitzpatrick;</li> <li>• Patrick Greene; and</li> <li>• Vicky Papachristos.</li> </ul>

ASX Recommendation	Compliance by the Company
<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 People and Community Committee contains a majority of independent directors and is chaired by an independent director.</p> <p>The People and Community Committee Charter sets out the required composition of the Committee, including that the Committee should comprise:</p> <ul style="list-style-type: none"> <li>• a minimum of 3 members; and</li> <li>• an independent director of the Company as Chair.</li> </ul> <p>The People and Community Committee is responsible for:</p> <ul style="list-style-type: none"> <li>• assisting in the development of a skills matrix for the Board and identifying the mix of skills and diversity that the Board currently has or is looking to achieve;</li> <li>• assisting the Board in identifying qualified individuals for nomination to the Board;</li> <li>• making recommendations in relation to the composition of the Board;</li> <li>• reviewing the Company's people policies and practices, safety, health and wellbeing policies, performance management and succession planning;</li> <li>• reviewing the Company's policies and practices on equal opportunity and diversity;</li> <li>• reviewing and approving the Company's remuneration policy to ensure that the Company's remuneration is competitive and attracts, retains and motivates team members;</li> <li>• making recommendations to the Board on the Company's equality-based remuneration plans available to the executive team and employees; and</li> <li>• assisting the Board to develop and implement a process to evaluate the performance of the Board as a whole.</li> </ul>



ASX Recommendation	Compliance by the Company
	<p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>.</p> <p>The Committee met 5 times during the reporting period.</p>
<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.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>In addition to disclosing the remuneration of the Board and senior executives in the Prospectus, details of the Company's remuneration policies are set out in the 'Remuneration Report' in the Annual Report.</p>
<p>8.3 A listed entity that 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) that limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><b>The Company complies with this recommendation.</b></p> <p>The Company's Securities Trading Policy includes a statement on the Company's policy on prohibiting restricted persons under that policy (i.e. directors, senior executives and specified employees) from entering into transactions (whether through the use of derivatives or otherwise) designed to hedge their exposure to the Company's securities.</p>

## Annexure A – Board Skills Matrix

The Board assesses itself against a range of criteria, scoring on the following basis:

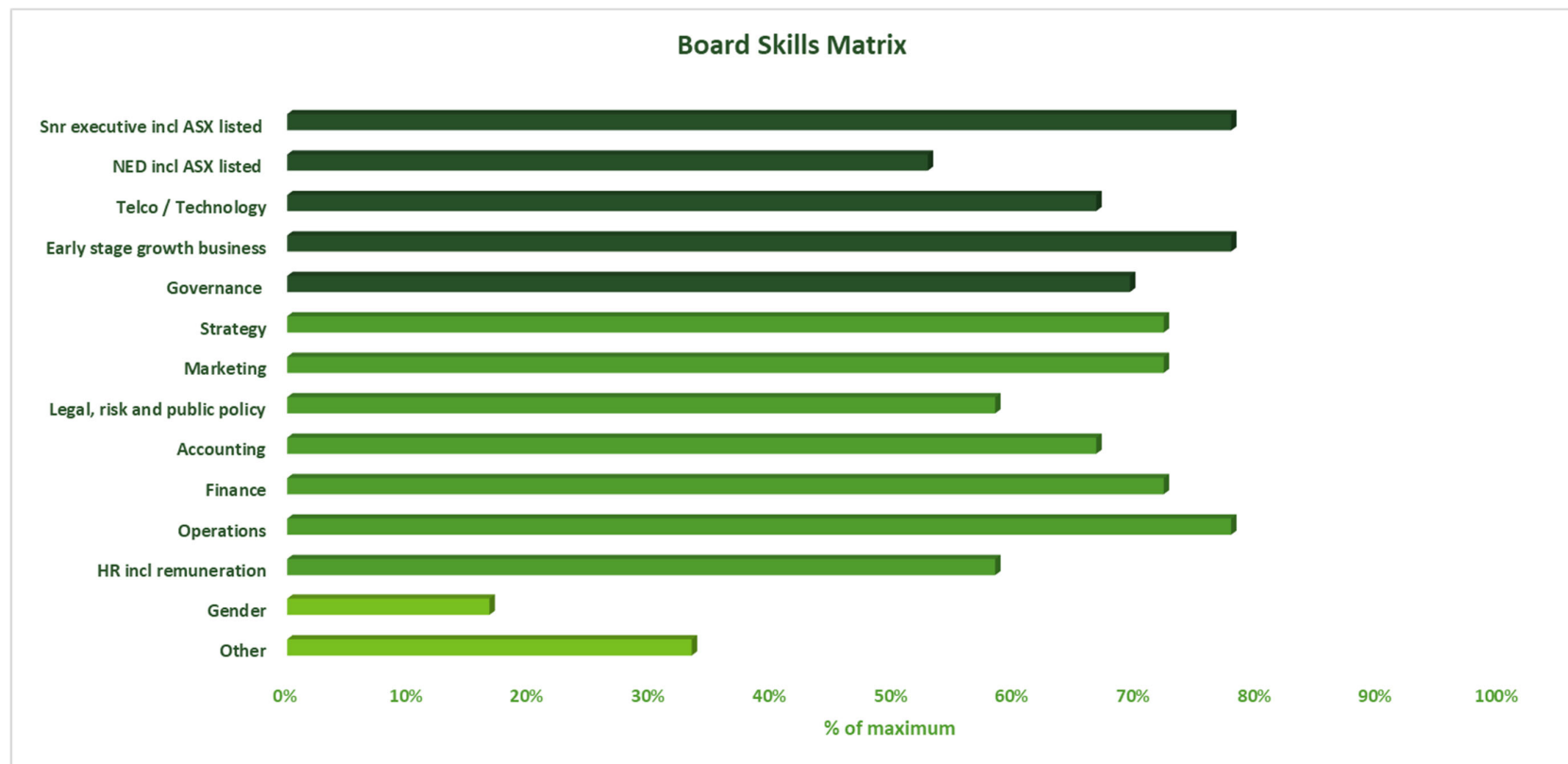
**Extensive experience** 3 

The current Board skills assessment is represented below based on the following categories:

**Moderate experience** 2 

**Low experience** 1 

**No experience** 0 



# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

AUSSIE BROADBAND LIMITED

ACN

132 090 192

Financial year ended:

30 June 2021

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.aussiebroadband.com.au/investor-centre/>

The Corporate Governance Statement is accurate and up to date as at 30 August 2021 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: 30 August 2021

Name of authorised officer  
authorising lodgement: Brian Maher

<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 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: <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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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 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: <sup>5</sup>
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&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>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</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>
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) at: Annexure 2 of the Board Charter</p> <p><a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <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>in the Corporate Governance Statement</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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a> 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 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	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><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: the 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>

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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: ..... [insert location] and, where applicable, the information referred to in paragraph (b) at: ..... [insert location] and the length of service of each director at: ..... [insert location]	<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 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
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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement



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3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a></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 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	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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: ..... [insert location]	<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

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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
<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: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a> 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 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>	<input type="checkbox"/> set out in our Corporate Governance Statement
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>.....</p> <p><i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</a> 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 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 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	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><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>in the Remuneration Report as part of the 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: <a href="https://www.aussiebroadband.com.au/investor-centre/">https://www.aussiebroadband.com.au/investor-centre/</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>