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ASX ANNOUNCEMENT

DATE: 14 October 2020

2020 Corporate Governance Statement and Appendix 4G

Please find attached in accordance with Listing Rules 4.7.3, 4.7.4 and 4.10.3, a copy Pact Group Holding's Corporate Governance Statement and completed Appendix 4G.

ENDS

For further information contact:

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Company Secretary
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This document has been authorised for release by Jonathon West, Company Secretary.

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Corporate Governance Statement 2020

The Pact Group Holdings Ltd (the Company or Pact) Board recognises the importance of good corporate governance and its role in ensuring the accountability of the Board and management to shareholders.

The Board is concerned to ensure that the Company and its subsidiaries (Group) are properly managed to protect and enhance shareholder interests and that the Company, its Directors, officers and employees operate in an appropriate environment of corporate governance.

The Board has adopted a corporate governance framework comprising principles and policies that are consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (ASX Recommendations).

This Corporate Governance Statement:

- outlines the key aspects of the Group's corporate governance framework;
- is structured and numbered in order of the principles set out in the ASX Recommendations;
- includes cross references to other relevant information in this Corporate Governance Statement on the Company's charters, policies and codes, details of which are available in the Corporate Governance section of the Company's website at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance; and
- should be read in conjunction with the Directors' Report and the Remuneration Report (contained in the Directors' Report) which is included in the 2020 Annual Report available at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/ as those reports also contain information required to be included by the ASX Recommendations.

The Board has approved this Corporate Governance Statement and considers that the Company's corporate governance framework and practices have complied with the ASX Recommendations for the financial year, except as otherwise detailed in this Corporate Governance Statement.

Principle 1: Lay solid foundations for management and oversight

Role of the Board and Management

The Board is responsible for the corporate governance of the Company. The Board provides strategic guidance for the Company and effective oversight of management.

The principal role of the Board is to:

- represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance;
- protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- set, review and ensure compliance with the Company's values and governance framework; and
- ensure shareholders are kept informed of the Company's performance and major developments affecting its state of affairs.

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The Board's key responsibilities/functions include:

- defining the entity's purpose;
- approving the entity's statement of values and code of conduct to underpin the desired culture within the entity;
- overseeing management in its instilling of the entity's values;
- ensuring the entity has in place an appropriate risk management framework that covers both financial and non-financial risks;
- ensuring appropriate framework exists for relevant information to be reported by management to the Board;
- as and when required challenging management and holding it accountable;
- satisfying itself that the entity's remuneration policies are aligned with the entity's purpose, values, strategic objectives and risk appetite;
- selecting, appointing and evaluating the performance of, determining the remuneration of, and planning for succession of, the Chief Executive Officer (CEO);
- contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;
- reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance;
- monitoring corporate performance and implementation of strategy and policy; and
- approving major capital expenditure, acquisitions and divestitures, and monitoring capital management.

The Company has established the functions reserved for the Board and these are contained in the Board Charter and the Group's 'Delegated Authority Policy'. The CEO and senior executives, who are accountable to the Board, are responsible for matters that are not specifically reserved to the Board, primarily being the day-to-day operations and management of the Group.

Matters which are specifically reserved for the Board or its Committees include:

- appointment of a Chair;
- appointment and removal of the CEO, the Chief Financial Officer (CFO) and the Company Secretary;
- appointment of Directors to fill a vacancy or as an additional Director;
- establishment of Board committees, their membership and delegated authorities;
- approval of dividends;
- approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;
- calling of meetings of shareholders; and
- any other specific matters nominated by the Board from time to time.

Directors

The Board has adopted a Policy which applies to a person who will be appointed to a casual vacancy, as an addition to the Board or to a candidate for election as a Director for the first time. The Policy involves undertaking appropriate checks of the candidate including checks as to the person's character and experience, criminal and bankruptcy history and any other relevant matters.

The Board has also adopted a policy for the re-election of incumbent Directors. This includes the Nomination and Remuneration Committee considering the results of an individual Director's performance evaluation.

Material information in the possession of the Company which is relevant to a decision on whether or not to elect or re-elect a Director of the Company will be provided in the explanatory memorandum which accompanies the Notice of Annual General Meeting. Directors eligible for election or re-election are also invited to address the meeting and provide details of the relevant experience and skills they bring to the Board.

The Company has a written agreement with each Director and senior executive setting out the terms of their appointment. These agreements were put in place prior to the appointment of the Director or senior executive, other than in respect of the Chairman whose agreement was put in place during the 2014 financial year. The nature of the agreements differ between those for Non-executive Directors and those for the Executive Director and senior executives, recognising and reflecting that the latter are employees of the Company.

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Company Secretary

The Company Secretary's employment agreement recognises that he is directly accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board.

Diversity Policy

The Company recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity to ensure a discrimination-free place of work. Encouraging diversity drives the Company's ability to attract, retain and develop the best talent. It also enables an engaged workforce, the delivery of the highest quality services to its customers and the continued growth of the business.

The Company's vision for diversity incorporates a number of different factors, including gender, ethnicity, disability, age and educational experience. The Company's Diversity Policy can be accessed in the Corporate Governance section at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance.

The Board set its measurable objectives as required by the Diversity Policy. Those measurable objectives are:

- Each monthly staff recruitment assignment requires at least one female candidate to be recommended for interview and / or job ready process.
- Ensure the annual salary review outcomes for female monthly employees are not less than the same percentage increase in remuneration as males across the Group.
- Include specific questions in the next Group employee engagement survey quantify gender as an issue in the workplace across the Group.
- Ensure pay equity by gender as each level of the organisation.
- Have 30% female in the executive levels of CEO-1 and CEO-2 populations.

The annual salary review includes gender detail to identify any gender pay equity imbalance. Active management of salary review with a "lens on gender" has helped to identify and take steps to reduce inequity. Commencement salaries are reviewed against peers to ensure that there is not a discrepancy where the requirements of the role and the capabilities and experience of the candidate are the same or similar.

The Group lodged its annual public report with the Workplace Gender Equality Agency (WGEA) including detail on gender pay equity. It has been confirmed by the WGEA that it achieved compliance status.

The following table shows the representation of men and women at various levels within the Group workforce as at 30 June 2020:

Level	Proportion of Women %	Proportion of Men %
Non-Executive Directors	33	67
Senior Executives*	20	80
Other Levels	36	64
Total	36	64

* Senior Executives are defined as the CEO and direct reports to the CEO..

Board and Committee Performance Evaluation

The evaluation of the Board, its Directors and Committees is assessed every second year.

Directors provided written feedback in relation to the performance of the Board against a set of agreed criteria. Each Director was also required to provide feedback on his or her own performance. Feedback was collected by the Chairman of the Board via the Company Secretary.

The results of the Board evaluations have been discussed by the Directors. The results concluded that the Board is functioning in an appropriate manner.

Senior Executive Performance Evaluation

The performance of senior executives is formally evaluated every six months by the CEO which also includes the establishment of their forward objectives. The CEO engages with each of his direct reports on an ongoing basis in relation to their performance and has regular discussions with each of them to facilitate a process of ongoing continuous improvement of their performance across technical, business and leadership criteria.

At the mid-year review a discussion takes place between each senior executive and the CEO. The key purpose of the mid-year review is to track progress against the objectives and to determine action plans to ensure achievement of objectives to the extent considered necessary.

The full year review, which occurs in July of each year, assesses the full year performance of the senior executives against their objectives as well as the corporate values of the Company.

Performance evaluations for senior executives, which accords with the process described above, took place in July 2020 for the 2020 financial year.

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Principle 2: Structure the Board to be effective and add value

Board

Pact's Constitution provides that the Board does not comprise of more than seven Directors. During the 2020 financial year, the Board comprised of six Directors, being five Non-executive Directors and the CEO, to

21 April 2020. From 21 April to 30 June the Board comprised of seven Directors, being six Non-executive Directors and the CEO.

Board Committees

To assist the Board in meeting its responsibilities, the Board currently has established the following two committees:

- the Nomination and Remuneration Committee (NRC); and
- the Audit, Business Risk and Compliance Committee (ABRCC).

The members of these Committees as at 30 June are set out below:

	NRC	ABRCC
Chairman	Jonathan Ling	Jonathan Ling (since Peter Margin's retirement)
Members	Lyndsey Cattermole Raphael Geminder	Lyndsey Cattermole Ray Horsburgh Michael Wachtel

Each Committee is structured so that it:

- consists of a majority of independent Directors;
- is chaired by an independent Director; and
- has at least three members.

The ABRCC is also structured so that it consists only of Non-executive Directors.

The Charters for each of the NRC and ABRCC can be accessed in the Corporate Governance section at https://pactgroup.com/investor/corporate-governance/board-and-committee-charters/.

The responsibilities of the NRC are as follows:

As they relate to nomination matters:

- review, assess and make recommendations to the Board on the desirable size, composition, competencies and attributes of the Board;
- review and recommend to the Board succession plans regarding the Chairman and CEO;
- review and recommend to the Board membership of the Board including recommendations for the appointment and re-election of Directors;
- establish policies and procedures and make recommendations to the Board for the selection, appointment and removal of the CEO; and
- assist the Board to assess the performance of the Board, its Committees and its members.

As they relate to remuneration matters:

- review and recommend to the Board remuneration and contractual arrangements for the CEO and executives reporting to the CEO;
- review, at least annually, the performance of the CEO against individual and Company targets;
- review the senior executives' performance assessment processes and results and review and approve short term incentive strategy, performance targets and bonus payments;
- review and recommend to the Board the establishment of any employee equity incentive plan; and
- review and recommend to the Board remuneration arrangements for the Chairman and Non-executive Directors.

Board and Committee Meetings

Details of the number of Board and Committee meetings held during the 2020 financial year and the attendance of Directors and members of the Committees respectively are contained on page 35 of the 2020 Annual Report.

Board Skills Matrix

The Board considers it important to maintain an appropriate mix of skills, experience, expertise and diversity in its membership to ensure that it is able to meet the present and future needs of the Company. The Board has developed a Board Skills Matrix which sets out the mix of skills, experience and expertise that the Board considers relevant to the membership of the Pact Board.

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The skills, experience and expertise and their relative importance to Pact are set out in the table below.

Skill/Experience/Expertise	Importance
Manufacturing industry, business/ commercial, marketing, strategy development	Very important
Environment and social responsibility, governance and good judgement, strategy development, risk management, investment/capital management, corporate social responsibility	Important
Public relations/communication/investor relations, legal, finance/accounting, human resources, information technology	Relevant

Each member of the Board has undertaken a self-assessment against the skills, experience and expertise and rated themselves and this has then been reflected in the matrix and discussed with the rest of the Board.

The Board is of the view that collectively each of these areas is currently well represented on the Board. The Board benefits from the combination of Directors' individual skills, experience and expertise as well as the different perspectives and insights that each Director brings to the Board.

In respect of diversity, the Board recognises the benefit of having, and looks to achieve in its membership, varying backgrounds, attributes and gender representation.

Independence of Directors

It is the Board's policy that there should be a majority of independent, Non-executive Directors. A review of each Non-executive Directors' independence has been undertaken. The Board remains of the view that it has a majority of independent Directors, with five of the seven Directors (Ms Cattermole, Ms Chua, Mr Horsburgh, Mr Ling and Mr Wachtel) considered independent. For more information on each Director (including their experience, expertise, qualifications and term of office) see pages 31 to 34 of the 2020 Annual Report.

In general, Directors will be considered to be 'independent' if they are not members of management (a Non-executive Director) and they:

- do not receive performance-based remuneration (including options or performance rights) or participate in an employee incentive scheme;
- are not material shareholders of the Company, or officers of, or otherwise associated with, material shareholders of the Company;
- have not within the last three years been employed in an executive capacity by the Company or another Group member;
- are not and have not within the last three years, been in a material business relationship with the company, or is an officer of, or otherwise associated with someone with such a relationship;
- have not within the last three years been an officer, or employee of, or professional adviser to a substantial shareholder;
- are not, or have not within the last three years been a material supplier to, or customer of, the Company or other Group member or an officer of, or otherwise associated with, a material supplier or customer;
- have no material contractual relationship with the Company or another Group member, other than as a Director of the Company;
- have no close family ties with any person who falls within any of the categories described above;
- have not been a Director of the Company for such period that his or her independence may have been compromised; and
- are free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The Board considers the materiality of any given relationship on a case-by-case basis and has adopted materiality guidelines to assist in this regard which are set out in Attachment 1 to the Board Charter which can be accessed in the Corporate Governance section at https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/.

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In general, the Board will consider holding 5% or more of the Company's shares to be material. The Board will also consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. The Board views independence of each Director in light of interests disclosed to the Board from time to time.

The Chairman, Mr Raphael Geminder, holds approximately 42% of the issued capital of the Company. Accordingly, the Chairman is not an independent Director. As outlined in the Prospectus dated 27 November 2013 and the Company's previous Corporate Governance Statements, the Board believes that Mr Geminder is the most appropriate person to lead the Board as Chairman and that he is able to and does bring quality of judgement to all relevant issues falling within the scope of the role of Chairman and that the Group as a whole benefits from his long-standing experience of its operations and business relationships.

The Board is conscious that there are a number of related party dealings between the Group and interests associated with Mr Geminder. These related party transactions are disclosed in the Financial Statements for the relevant years. As a consequence, the Board has put in place a Related Party Protocol to monitor and govern these transactions and to ensure compliance with the Corporations Act.

Induction and Professional development

The Company has an induction program for new Directors. On an ongoing basis, the Company provides the Directors with information to ensure the Directors have knowledge of current business performance and major issues. In addition, this is supported by periodic site visits in conjunction with Board meetings as well as the opportunity to hear from senior executives on a regular basis.

The Directors are expected to undertake any necessary continuing professional education to enable them to discharge their duties. The Company has offered the Directors, through the Company Secretary, the opportunity to be advised of various professional development opportunities should they request it. In addition, relevant professional development opportunities are provided from time to time by the Company to the Board.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Code of Conduct

The Company is committed to instilling a culture of ethical behaviour and operating with integrity in all business practices. All Group employees, Directors and contractors and suppliers and volunteers, when providing products or services to the Group, must comply with the obligations under the Code of Conduct (Code).

The Code is central to the framework of the Group's compliance program and is complemented by a suite of additional policies and procedures.

The Code addresses how the Group does business and focuses on ethics, integrity and reputation; compliance with laws and regulations; commitment to quality; conflicts of interest; bribes, gifts and commissions; privacy; and public communications and disclosures. It also focuses on how the Group behaves in the workplace and addresses matters such as equal opportunity and anti-discrimination; workplace health and safety; improper use or theft of Group property and securities trading.

Finally, it deals with how the Group interacts with the community and addresses the Group's contribution to the community, environment and outside activities and public office.

The Code encourages employees and others to report any behaviour or situation where there is a genuine belief that it may breach the Code, Group policies and procedures or the law. The Company is committed to ensuring that those who do so are not disadvantaged or discriminated against when making reports in good faith. The Company has a whistle blower policy which contains appropriate protections for those who report such behaviour and has established an externally facilitated hotline to enable employees and other stakeholders to report any concerns.

The Company's Code can be accessed in the Corporate Governance section at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance.

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Principle 4: Safeguard integrity of corporate reports

Audit, Business Risk and Compliance Committee

The Board has established an Audit, Business Risk and Compliance Committee.

Details of the Committee's members are set out under Principle 2. Details of the ABRCC members' qualifications and experience and the number of times the Committee met and the individual attendances of those members are contained at pages 31 to 35 of the 2020 Annual Report.

The responsibilities of the ABRCC are to:

- oversee and monitor the Company's risk management framework periodically and review at least annually to satisfy itself that it continues to be sound and that entity is operating with due regard to the risk appetite set by the Board, including:
  - operational, environment risks and social risks generally;
  - the Company's workplace health and safety management, controls and systems;
  - the process of identification and management of financial risk; and
  - the effectiveness of the compliance program to ensure that legal and regulatory requirements are met;
- oversee the Company's relationship with the external auditor and the external audit function generally;
- oversee the Company's relationship with the internal auditor and the internal audit function generally;
- oversee the preparation of the financial statements and reports; and
- oversee the Company's financial controls and systems.

Managing Director and CEO and CFO Declaration

At both the half-year and full year financial periods, the CEO and CFO provided a declaration in accordance with section 295A of the Corporations Act 2001.

External Auditor

As required by the Corporations Act, the Group's auditor, Ernst & Young, attends the Company's Annual General Meeting (AGM) and are available to answer questions from security holders relevant to the audit.

Principle 5: Make timely and balanced disclosure

Continuous Disclosure Policy

The Company is committed to complying with its continuous disclosure obligations to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

The Company discharges these obligations by releasing information in ASX announcements and by disclosure of other relevant documents to the ASX and to shareholders (e.g. annual reports).

The Company's Continuous Disclosure Policy is designed to ensure the timely release of material price sensitive information to the market. This policy establishes procedures to ensure the Directors and management are aware of the Company's disclosure obligations and procedures and have accountability for the Company's compliance with those obligations.

The policy also sets up procedures that must be followed in relation to the release of announcements to the market and discussions with analysts, the media or shareholders.

The Company's Continuous Disclosure Policy can be accessed in the Corporate Governance section at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance.

The Company's ASX announcements are available after they are released to ASX on the Company's website at https://pactgroup.com.au/investor/investor-communications/asx-and-other-announcements/.

Principle 6: Respect the rights of shareholders

The Company ensures it provides its shareholders with appropriate information and facilities to allow them to execute their rights as shareholders effectively.

Website

One of the Company's key communication tools is its website located at www.pactgroup.com.

The Company has a separate landing page titled 'Corporate Governance' at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance. Important information about the Company can be found in that section on the website.

This includes the Board and Board Committee charters, the Company's Constitution and other key corporate governance policies.

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Investor Relations

The Company communicates with its investors on three main occasions during the year. These are when its half-year results are released, its full year results are released and at the AGM. The Company holds a results briefing at the release of each of the half-year and full year results and those briefings are open to all investors, analysts and other interested stakeholders. Participants have the opportunity to ask questions of the Company.

In addition, each result briefing is recorded and placed on the Company's website for a period to enable those that were unable to attend to access the information.

The Company may also present at other forums during the year. Presentation materials are lodged with ASX and placed on the Company's website so that all investors have the benefit of knowing what the Company presents.

During the year, the Company also meets with investors and other market participants upon request within the parameters of its Continuous Disclosure Policy. This interaction with investors and other market participants allows the Company to obtain an understanding of their areas of interest or matters for concern. These are then considered by management and, where relevant, communicated to the Board.

The Company has also provided investors and other interested parties with the opportunity to register their email details on its database. Registrants receive via email a copy of all material ASX releases within 24 hours of release to ensure they are kept well informed and given access to the most recent information about the Company.

Shareholder participation at meetings

The Chairman, in a letter to shareholders, encourages online attendance at the AGM. There is an opportunity to ask questions on the business of the Company, its financial results and specific business of the meeting both through online participation at the meeting or by sending questions to the Company ahead of the AGM. The most commonly asked questions are responded to at the AGM.

The Company also has live audio webcasting at its AGM so that shareholders who are unable to attend the meeting online can hear the proceedings that are recorded.

Communications

The Company's website contains a facility for shareholders to direct enquiries to the Company and to elect to receive communications from the Company via email. Shareholders also have the option to receive communications from, and send communications to, the Company's share registry, Computershare Investor Services Pty Limited, electronically.

Principle 7: Recognise and manage risk

The Board has established the Audit, Business Risk and Compliance Committee which oversees the Group risk framework and periodically reviews the effectiveness of that framework. Further detail regarding the ABRCC can be found in the commentary under Principles 2 and 4.

Review of risk management framework

The Company promotes a risk-aware culture and is committed to managing all risks within the Group in a proactive and effective manner. This requires the identification and mitigation of risk in a way that protects business continuity and reputation, informs management decisions and drives competitive advantage.

The ABRCC has approved a Risk Management Policy (Policy) and Risk Management Framework (Framework) to oversee and manage risk.

The Policy provides that the Company's commitment is to promote a risk-aware culture in decision making and a commitment to manage all risks that may materially impact the business of the Group in a proactive and effective manner.

The principles and approach for recognising and managing risk are described in the Framework which is comprised of the practical process and tools to support consistent implementation of the Policy, including roles and responsibilities, and the approach for risk analysis, including identifying, assessing, responding to and monitoring risks. The Framework is based on AS ISO31000:2018 Risk Management Guidelines.

The reporting of newly identified risks that may impact the operations of the Group across all areas is encouraged. This includes, but is not limited to, operational, environmental, sustainability, compliance, strategic, ethical conduct, reputation or brand, technological product or service quality, human capital, financial reporting and market related risks.

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Management has developed a process to ensure new risks are identified and existing risks remain relevant. All material risks are recorded on the Group Risk Register which is reviewed regularly by the ABRCC.

Mitigation Plans are reviewed and assessed regularly by management to ensure the processes and internal controls in place remain effective and to ensure identified improvement activities continue to be implemented. Updates are provided to the ABRCC on a regular basis.

During the financial year, the ABRCC reviewed the Group Risk Management Policy and Framework to satisfy itself that it continues to be sound.

The Company's Risk Management Policy can be accessed from the Corporate Governance section at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/#corporateGovernance.

Internal Audit Function

The function of Internal Audit is carried out by the internal audit function, which is independent from external audit and administratively reports to the CFO. This function provides management and the ABRCC assurances and evaluation of the effectiveness of our internal control processes, focusing on financial controls, accounting policies and supporting the management of key risks.

The annual Internal Audit program, including the scope and schedule of audits, is developed in consultation with management and approved by the ABRCC. The audit results are reviewed by management and provided to the ABRCC on a regular basis.

If the audit program identifies work where the internal audit function does not have the necessary expertise to carry out the required scope of work, the internal audit function is complemented by the engagement of external consultants who have that expertise. These engagements are scoped and managed by the Internal Audit Manager in consultation with the CFO.

The ABRCC reviews the results and effectiveness of the internal audit program and the performance and objectivity of the internal audit function. Additionally, the ABRCC evaluates and critiques management's responsiveness to internal audit's finding and recommendations, to ensure risks are being effectively managed.

The Company monitors the Group's exposure to risks including economic, environmental and social sustainability risks. The Company has published a Sustainability Report for the 2020 financial year. That report discloses the Group's material exposure to economic, environmental, social and governance sustainability risks and how they are managed. It can be located at https://pactgroup.com/sustainability/.

Principle 8: Remunerate fairly and responsibly

Nomination and Remuneration Committee

As described in the commentary under Principle 2, the Company has a Nomination and Remuneration Committee.

Details of the Committee's membership is set out under Principle 2. Details of the number of times the Committee met and the individual attendances of those members, are contained at page 35 of the 2020 Annual Report.

Remuneration Policies

Details regarding the structure of Non-executive Directors' remuneration and Executive Director and Senior Executive remuneration are contained in the Remuneration Report which is located at pages 38 to 47 of the 2020 Annual Report.

The Company does not have any scheme for retirement benefits, other than superannuation, for Non-executive Directors.

Following the approval of shareholders at Pact's 2016 and 2017 AGMs, the Company has implemented an equity based long term incentive plan (LTIP), which has taken effect for the CEO from December 2015 and for other senior executives from the 2018 financial year. Further information on the Company's LTIP is located at pages 43 to 44 of the 2020 Annual Report.

www.pactgroup.com.au

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Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Pact Group Holdings Limited

ABN/ARBN

55 145 989 644

Financial year ended:

30 June 2020

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website:

The Corporate Governance Statement is accurate and up to date as at 17 September 2020 and has been approved by the board.

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

Date: 14 October 2020

Name of authorised officer authorising lodgement: Jonathon West
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.

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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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed a copy of our Board Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement **OR** ☐ 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.

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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]
1.4	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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed a copy of our Board Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed a copy of our diversity policy at: https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/ and we have disclosed the information referred to in paragraph (c) at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ in our Corporate Governance Statement. Pact were included in the S&P / ASX 300 Index at the commencement of the reporting period and our measurable objective for achieving a gender diversity in the composition of its board of not less than 30% has been achieved.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ A formal performance evaluation was undertaken for the reporting period in accordance with that process at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and the process is also defined in our Board Charter and Relationship with Management at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ A performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and is also defined in our Nomination and Remuneration Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed a copy of our Nomination and Remuneration Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/ and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and in the Directors Report which is contained in our 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ we have disclosed our board skills matrix.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and, where applicable, the information referred to in paragraph (b) at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and the length of service of each director at: in the Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☐	☒ set out in our Corporate Governance Statement https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ **OR** ☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and referred to in our Nomination and Remuneration Committee Charter and in our Board and Relationship with Management Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ we discuss values and we have disclosed our values at: https://pactgroup.com.au/pact-who-we-are/#visionvalues	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-stat and we have disclosed our code of conduct at: https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-stat and we have disclosed our Whistleblower Policy at: https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/	☐ 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.	☒ We have disclosed our anti-bribery and corruption policy at: https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/ and in our Annual Report at: https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and referred to in our Audit, Business Risk and Compliance Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/ and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement or in the Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement
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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement

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4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed our continuous disclosure compliance policy: https://pactgroup.com.au/wp-content/uploads/2017/06/DisclosurePolicy_v4.pdf	☐ set out in our Corporate Governance Statement
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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and we have disclosed our continuous disclosure compliance policy at: https://pactgroup.com.au/wp-content/uploads/2017/06/DisclosurePolicy_v4.pdf	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: https://pactgroup.com.au/	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement

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6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ we have disclosed how we facilitate and encourage participation at meetings of security holders.	☐ 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.	☒ In our Constitution at: https://pactgroup.com.au/wp-content/uploads/2017/06/ConstitutionPact.pdf	☐ 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.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and have disclosed in our Audit, Business Risk and Compliance Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/ and the information referred to in paragraphs (4) and (5) at: the Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/	☐ set out in our Corporate Governance Statement
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.	☒ In our Corporate Governance Statement at (and for (a) and (b)): https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and have disclosed in our Audit, Business Risk and Compliance Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/	☐ set out in our Corporate Governance Statement

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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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: our Corporate Governance Statement https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and, if we do, how we manage or intend to manage those risks at: https://pactgroup.com.au/sustainability/#substain-report-main	☐ set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ In our Corporate Governance Statement at: https://pactgroup.com.au/investor/corporate-governance/corporate-statement/ and have disclosed in our Nomination and Remuneration Committee Charter at: https://pactgroup.com.au/investor/corporate-governance/board-and-committee-charters/ and the information referred to in paragraphs (4) and (5) at: Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ 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: the Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: the Directors Report which is contained in the 2020 Annual Report located at https://pactgroup.com.au/investor/investor-communications/reports-and-presentations/ and our Dealing in Securities Policy located on our website at https://pactgroup.com.au/investor/corporate-governance/policies-and-standards/	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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.	Not applicable	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ 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.	Not applicable	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ 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.	Not applicable	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ 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			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ Not applicable	☐ set out in our Corporate Governance Statement
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ Not applicable	☐ set out in our Corporate Governance Statement

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