

25 October 2021

The Manager

Market Announcements Office
Australia Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Electronic Lodgement

Corporate Governance Statement & Appendix 4G

Attached is an announcement for release to the market.

Authorised for lodgement by:



Adrian Lucchese

Company Secretary

Investor Relations

investorrelations@a2baustralia.com

0403 372 612

For personal use only

2021
Corporate Governance Statement



Corporate Governance

The Board of A2B Australia Limited (the “**Company**” or “**A2B**”) is responsible for the corporate governance of the Company and its controlled entities (“**Group**”). The Board believes that robust corporate governance practices, internal control systems and an effective risk management framework contribute to the responsible and sustainable creation of long-term value for the Company’s shareholders.

Throughout the year ended 30 June 2021 (“**FY21**”), the Company’s corporate governance arrangements were consistent with the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th edition). The Board continually reviews the Company’s governance policies and practices to ensure that they remain appropriate in light of changes in corporate governance expectations and developments.

This Corporate Governance Statement is current as at 22 October 2021 and has been approved by the Board.

The Company continued to focus on corporate governance during FY21, reflecting the Board’s commitment to fostering a strong governance culture. Key focus areas included:

- **Modern Slavery compliance:** Since the enactment of the *Modern Slavery Act 2018* (Cth), the Company has continued to review and improve its procurement and supplier management practices with regard to mitigating potential risk areas for modern slavery practices in its operations and supply chain. This has resulted in enhancements to certain A2B contracts and supplier on-boarding processes, following the implementation of A2B’s Supplier Code of Conduct in FY19. In April 2021, the Company published its first modern slavery statement.
- **Anti-bribery and Corruption Policy:** During the financial year ended 30 June 2021, the Company adopted a new Anti-bribery and Corruption Policy. The Policy formalises and expands on the Company’s previous policies for preventing bribery and corruption as set out in its Code of Conduct. The Policy sets out the Company’s commitment to the highest level of integrity and ethical standards in its business practices and its zero tolerance for bribery and corruption. It provides guidance on what constitutes bribery and corruption, the types of conduct that are prohibited, Stakeholder’s obligations, and who they can speak to if they have any concerns.
- **Board and Committee Charters:** Updates to the Board and Committee Charters.

1. A2B's values and culture

The Company has four core values as set out in A2B's Code of Conduct. These values underpin all activities of the Group and are embedded in its leadership. All Group representatives are expected to behave and conduct business in the workplace in a manner which is consistent with these core values.

Integrity	Progression	Wellbeing	Engagement
For a fair go	Always look ahead	Every moment matters	Build trust
- Customers can depend on us - Our staff follow through on agreements and promises to their colleagues - Suppliers and partners can depend on us when we are doing business together	- We continuously strive to improve the customer experience and performance of our business - Our workplace provides opportunities for personal and professional growth for our employees	- We care about and fulfil our role within the transport ecosystem and the wider community - All our staff act with respect and consideration towards our customers, Drivers, colleagues and other stakeholders - Through our actions we seek to create mutual benefit for our stakeholders	- We believe we can build a better A2B when we work as a team - Our staff are active and proud members of our business - We are open to different views and new ideas to solve our greatest challenges - We continuously strive to get better at what we do

The Board sets and monitors A2B's culture and adherence to its core values through 'tone from the top'. Together with Management, it monitors the Group's culture and considers whether it appropriately reflects the Company's values and identity. The Board is committed to instilling a culture where its people are expected to behave in a lawful, ethical and socially responsible manner.

Further details on the standards of ethics and conduct that its representatives are expected to maintain in all business and workplace activities can be found in A2B's Code of Conduct, available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/. The Board continuously monitors the appropriateness of the Code of Conduct and its alignment with market best practice. Material breaches of the Code of Conduct are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

2. The board and its role

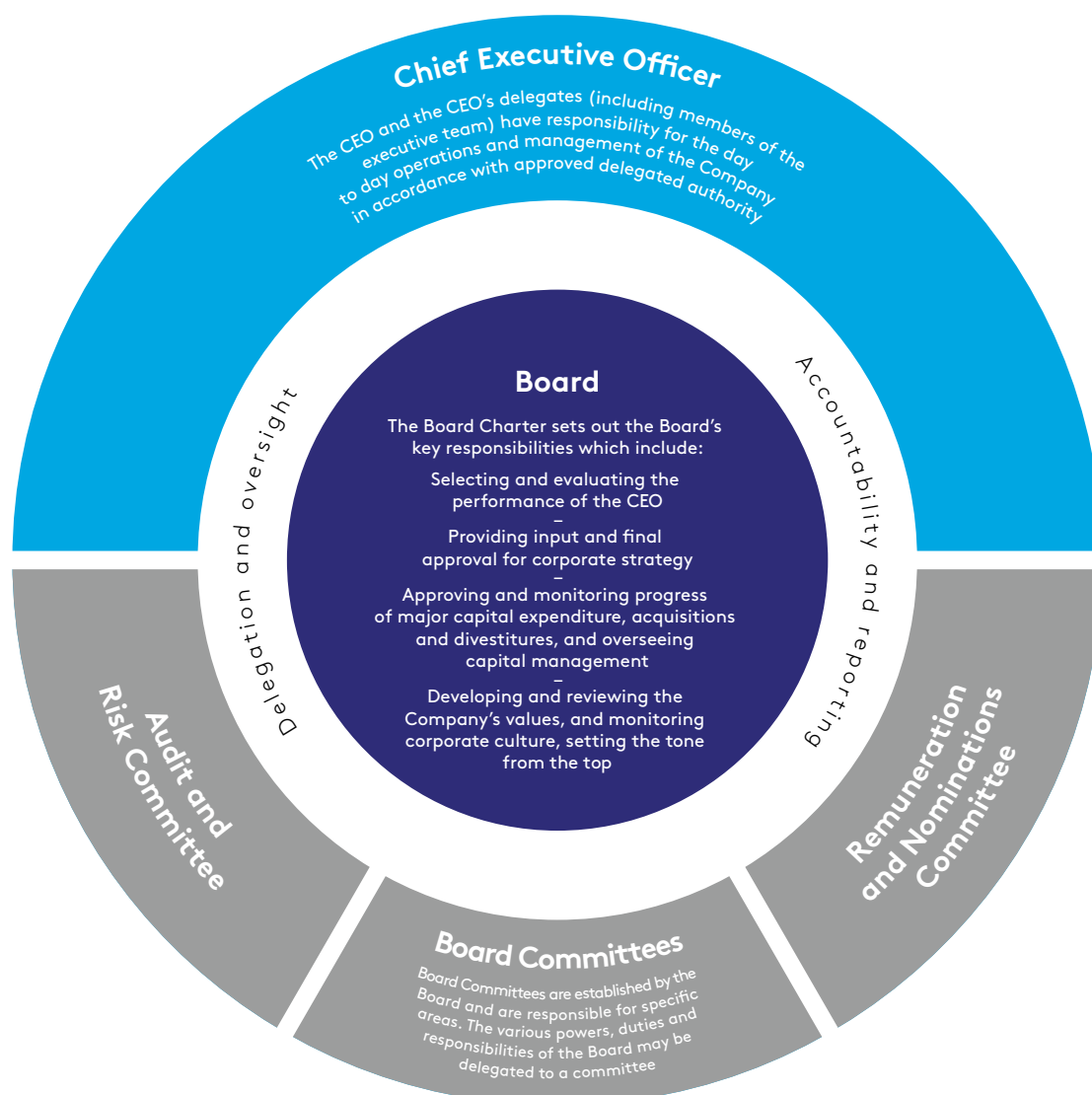
2.1 Responsibilities of the Board

The Board has overall accountability for the proper management of the Group. The Board reviews and approves the strategic direction of the Company and oversees Management's implementation of the Company's business model and achievement of the Company's strategy.

The Board delegates responsibility to Management, through the CEO and Managing Director, for overseeing the day-to-day operation of the Company. This includes oversight of the implementation of the Company's strategy and ensuring that the Company continues to operate within the risk parameters set by the Board.

The Board also delegates a number of responsibilities to its Committees.

The respective roles and responsibilities of the Board, its Committees and the CEO and Managing Director are set out in the diagram below.



The responsibilities of the Board and its Committees are set out in their respective Charters, which are available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/. The Board reviews the Charters at least annually, and more frequently if required. A review of the Board and Committee Charters was conducted in FY21 and were updated so that they are in line with the 4th edition of the ASX Principles.

The Company Secretary is responsible for the coordination of all Board business. This includes the preparation of agendas and minutes, co-ordinating the completion and circulation of Board and Committee papers, and communications with regulatory bodies and the ASX.

All Directors have access to the Company Secretary and the Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

2.2 Composition of the Board

The Board currently comprises five Non-executive Directors and the Managing Director. Ms Horrigan was appointed to the Board as a Non-Executive Director on 11 September 2020.

The Board believes that its current composition represents a depth and breadth of skills and experience that will allow it to continue operating effectively. The skills and attributes of the Board are discussed further in section 2.4.

The Directors in office as at the date of this Corporate Governance Statement are set out in the table below.

Director	Independent	Date of appointment	Term in office
Paul Oneile Chairman	✓	27 February 2017	4 years and 8 months
David Grant Non-executive Director	✓	2 June 2020	1 year and 5 months
Jennifer Horrigan Non-executive Director	✓	11 September 2020	1 year and 1 month
Louise McCann Non-executive Director	✓	29 August 2017	4 years and 2 months
Clifford Rosenberg Non-executive Director	✓	29 August 2017	4 years and 2 months
Andrew Skelton CEO and Managing Director	–	10 December 2014	6 years and 10 months

Details of each Director's experience, qualifications and Committee memberships are set out on pages 14 to 15 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

The number of Board and Committee meetings held during FY21 and the attendances of individual Directors and Committee members at those meetings are also set out on page 32 of the Annual Report.

2.3 Director independence and tenure

The Board has adopted the factors set out in Box 2.3 of the ASX Principles relevant for assessing the independence of a Director. Those factors are set out in the Board's Charter.

The Board has recently assessed the independence of each Non-executive Director and considers that, as at the date of this Corporate Governance Statement, all of its Non-executive Directors, including the Chairman, are independent.

2.4 Skills and attributes of Directors

The Board has developed a skills and attributes matrix that sets out the collective mix of skills and attributes that the Board would like to achieve.

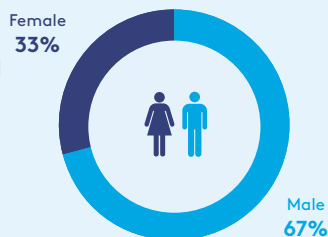
The Remuneration and Nominations Committee ("**RANC**") refers to the skills and attributes matrix when assessing and selecting new Directors and also when considering professional development opportunities for current Directors.

The diagram below demonstrates the relevant skills, experience and attributes that the Board considers are possessed by current Directors.

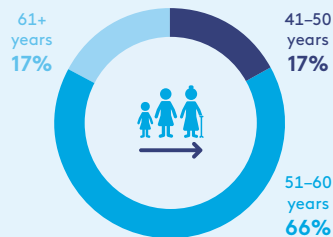
Skills and experience



Gender



Age



Tenure



The Board is satisfied that the current Directors collectively possess the necessary mix of skills, expertise and industry knowledge to meet the needs of the Company. The Board considers that the collective skills of the Directors will continue to enable the Company to meet its strategic objectives, including those related to the implementation of marketing initiatives and digital platforms.

The Board considers diversity as a factor in assessing the relevant mix of skills and attributes on the Board. Further details about the Company's diversity policy is set out in section 5.1 of this Corporate Governance Statement.

2.5 Succession planning

The Board, with the assistance of the RANC, is responsible for succession planning. The RANC assists the Board with identifying potential Director candidates, having regard to the overarching principle that there should be a broad range of skills and attributes represented on the Board, by reference to the Board's skills and attributes matrix.

All shortlisted Director nominees are interviewed by the RANC and then by the other Directors. The final appointment decision is made by the Board. Detailed background checks are carried out prior to all appointments to director and senior executive positions.

New Directors are put forward to shareholders for election at the first Annual General Meeting following their appointment. The Company will provide shareholders with all material information in the Company's possession about a Director candidate that is relevant to shareholders' decision on that Director's election and subsequent re-elections.

2.6 Induction and training

Non-executive Directors are given a letter of appointment setting out the terms of their appointment, time commitment envisaged and the Company's expectations. Directors are also expected to acquire a meaningful shareholding in the Company (being a holding equivalent to 100% of their total annual base fee) within three years from the date of their appointment under the Company's Minimum Shareholding Requirement.

On appointment, Directors receive an induction package which includes the Company's Constitution, the Board and Committee Charters and other relevant governance documentation. All new Directors have the opportunity to meet with members of Management and be formally briefed on the Group's corporate strategy.

Directors are also encouraged to undertake programs of continuing professional development to ensure that they remain up to date on developments relating to law and governance practices, as well as key changes within the personal transport industry generally. The Company periodically reviews 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.

2.7 Access to information, independent advice and indemnification

Upon appointment, each Director enters into a Deed of Access, Indemnity and Insurance with the Company. The Deed provides Directors with access to certain Company documents and insurance arrangements during their appointment and within a period following their retirement as a Director of the Company.

Procedures are also in place to ensure that each Director has the right to seek independent professional advice at the Company's expense on matters pertaining to their role as a Director.

3. Board Committees

3.1 Audit and Risk Committee

Audit and Risk Committee

Roles and responsibility

The Audit and Risk Committee ("**ARC**") operates under a Charter. Its key responsibilities and functions are to oversee the Company's:

- Financial reporting process;
- Relationship with the external auditor and the external audit function generally;
- Relationship with the internal auditor and the internal audit function generally;
- Processes for monitoring compliance with laws and regulations and its Code of Conduct; and
- Processes for identifying and managing risk.

Membership

The ARC must consist of:

- At least three members;
- Only Non-executive Directors;
- A majority of independent Directors; and
- An independent Director as Chairman, who is not the Chairman of the Board.

The ARC is comprised of the following members, all of whom are independent Non-executive Directors:

- David Grant (Chairman from 19 November 2020)
- Jennifer Horrigan (from 11 September 2020)
- Louise McCann
- Paul Oneile
- Clifford Rosenberg

Selection and appointment of the external auditor

The ARC reviews the performance of the external auditor and recommends to the Board the approval of the terms of the external audit engagement. The ARC also considers the independence of the external auditor and oversees the external audit partner rotation.

KPMG is the current external auditor of the Group and was appointed in 2007. The most recent external audit partner rotation took place in the financial year ended 30 June 2019.

3.2 Remuneration and Nominations Committee

Remuneration and Nominations Committee

Roles and responsibility

The RANC operates under a Charter. Its key responsibilities and functions are to review and make recommendations to the Board in relation to:

- The size and composition of the Board, including reviewing Board succession plans and the succession of the Chairman and the CEO and Managing Director;
- The criteria for nomination as a Director and the membership of the Board more generally;
- The remuneration arrangements for the Chairman and other Non-executive Directors;
- The arrangements for the CEO and Managing Director including contract terms, annual remuneration and participation in the Company's short and long term incentive plans; and
- In consultation with the CEO and Managing Director, the policies and procedures related to remuneration, recruitment, retention, termination and performance assessments of employees.

Membership

The RANC must consist of:

- At least three members;
- Only Non-executive Directors;
- A majority of independent Directors; and
- An independent Director as Chairman.

The RANC is comprised of the following members, all of whom are independent Non-executive Directors:

- Louise McCann (Chairman to 9 June 2021)
- David Grant
- Jennifer Horrigan (from 11 September 2020)
- Paul Oneile (Chairman from 10 August 2021)
- Clifford Rosenberg

Remuneration of Key Management Personnel

The RANC is responsible for overseeing and making recommendations to the Board in relation to remuneration of the CEO and Managing Director and the Non-executive Directors. The CEO and Managing Director, in consultation with the RANC, makes recommendations to the Board in relation to the remuneration and performance of his direct reports. The Company's remuneration policies appropriately reflect the different roles and responsibilities of Non-executive Directors compared with the CEO and Managing Director and other executives.

The Company's policies and practices in relation to the remuneration of KMP are set out in the Remuneration Report on pages 34 to 51 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

The remuneration entitlements of each executive KMP (including superannuation entitlements) are contained in written employment agreements between the executive and the Company. Each executive KMP's employment agreement includes a description of their position and responsibilities, terms of employment, and their fixed remuneration which is benchmarked by independent remuneration consultants.

Where appropriate, the Board will exercise its discretion to adjust remuneration arrangements and outcomes. During FY21, the RANC gave careful consideration to the ongoing impact of the COVID-19 pandemic on the Company's financial performance, position and strategic priorities. As a result, the RANC exercised its discretion to make changes to remuneration arrangements for KMP, including deferral of scheduled remuneration reviews. Further details are provided in the Company's Remuneration Report on pages 34 to 51 of the Annual Report.

4. Performance evaluation

The process for the performance evaluation of the Board, its Committees, individual Directors and executive KMPs is guided by the Company's Performance Evaluation Policy, a summary of which is set out in the diagram below.

All suggestions for improvement and change arising out of the annual performance evaluation process are received by the Board, through the RANC or the CEO and Managing Director (where appropriate). The Board or RANC may also engage an external consultant to facilitate the annual performance evaluation process.

The Board

The Board as a whole discusses and analyses its own performance during the year, including suggestions for change or improvement. This process is facilitated by the RANC.

Committees

The Chairman of each Committee discusses the performance of the Committee with its members. Directors complete a questionnaire relating to the role, composition, procedures and practices of the Board and the Committees.

Chairman of the Board

Non-executive Directors evaluate the performance of the Chairman, led by the Chairman of the Audit and Risk Committee.

Directors

The Chairman conducts interviews with each Non-executive Director separately to discuss individual performance and ideas for improvement.

Chief Executive Officer

The RANC assesses the CEO's performance against targets (which are set by reference to the strategic objectives of A2B for that year).

Senior Executives

The CEO assesses the performance of each senior executive, in light of the operational and financial responsibilities of the executive and his or her contribution to management and leadership at A2B. The CEO's evaluation is reviewed in consultation with the RANC.

FY21 performance evaluations

In accordance with the Performance Evaluation Policy, the Company undertook performance evaluations of the Board, its Committees, individual Directors and executive KMP for FY21.

The results of the performance reviews of executive KMP are reflected in their remuneration outcomes set out in the Remuneration Report on pages 34 to 51 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

5. Corporate Governance and Group Policies

All of the Company's policies referred to in this section are available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/.

5.1 Diversity

Policy and programs

A2B values diversity and inclusiveness in the workforce and recognises that diversity drives the Company's ability to attract, retain, motivate and develop the best talent and deliver the highest quality services to its customers. The Company recognises that its greatest assets are its people, and is committed to creating an environment where all employees have an opportunity to realise their potential and contribute to the success of the Company.

The Company's vision for diversity relates to a broad range of areas. A2B's diversity objectives include cultural background, religion, sexual orientation, gender, age, disability, ethnicity and includes differences that have arisen as a result of varied experiences such as education, problem solving skills, functional expertise and interpersonal skills.

The Company actively ensures that its diversity objectives and the Diversity Policy are followed by adopting initiatives, programs and policies including the following:

Encouraging Management to include at least one female candidate on all shortlists when looking for appointees (and requiring Management to report to the Board on outcomes).

Providing an Employee Assistance Program that assists employees with personal or work related counselling and advice.

Providing corporate and social responsibility, including supporting National Harmony Day and Royal Children's Good Friday Appeal and the Malabar Ocean swim.

Providing appropriate facilities for our new parents to assist with the transition back to the workforce.

Improving cultural awareness through training and employee engagement, such as celebrating various multicultural and faith events.

Encouraging open discussions about diversity to promote awareness and openness at all levels of the A2B business.

In accordance with the Workplace Gender Equality Act, the Company has lodged its annual compliance report with the Workplace Gender Equality Agency. The report contains the Company's "Gender Equality Indicators". A copy of the report is available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/.

Gender diversity measurable objectives

In accordance with the Company's Diversity Policy, the Board has set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally, and is required to annually assess both the objectives and the Company's progress in achieving them. These objectives and the Company's progress towards achieving them for FY21 are set out below.

Objective	Target	Outcome
Diversity awareness		
A2B aims to create an environment in which individual differences are valued and all staff have the opportunity to realise their potential and contribute to the success of A2B. Diversity objectives are communicated to business units and a diversity forum comprising Management and team representatives has been set up.	Staff members are provided with the Diversity Policy on induction and through further training to line managers on diversity and conscious versus unconscious bias.	The Diversity Policy is made available to all employees through the A2B website. Employees are also invited to provide feedback and comments on workplace gender equality.
Recruitment		
Efforts are made to identify prospective appointees who are female.	Recruiter briefings to include diversity requirements.	All roles attracted female applicants.
Efforts are made for any shortlist of prospective appointees to include at least one female candidate.	Any shortlist of prospective appointees should include at least one female candidate.	Female applicants successfully gained employment in key managerial and sales roles.
Retention		
Pay parity has been assessed to ensure females are not paid less than males for equivalent roles.	Pay parity analysis performed to understand the extent of pay parity discrepancies.	A pay parity exercise has been undertaken and no roles identified where pay parity is of concern.
Workflow flexibility		
A2B has flexible work arrangements in place – compressed working weeks, flexible work, time in lieu, telecommuting, carer's leave, unpaid leave and part time work.	100% of employees offered workplace flexibility programs to the extent possible for the particular role and the arrangement suits the business' needs.	All employees may request workplace flexibility. Each request is considered on a case by case basis taking into account the reasons for the request, the individual's requirements, business needs, demands and flexibility.

Although A2B is not within the scope of the recommendation in the 4th edition which provides that a listed entity within the ASX300 should have a target of having at least 30% of Directors of each gender, the Board of A2B acknowledges the role that numerical gender targets can play in promoting diversity and understands there is a variety of stakeholder views on the matter. Accordingly, the Board will continue to assess the appropriateness of adopting numerical targets for the Company in the future, including the timeframe over which any such change would be appropriate having regard to the Board's succession planning processes and the wording of the ASX Principles which suggests that the period over which the objective will be achieved should be specified.

5.2 Securities dealing

The Company has adopted a Securities Dealing Policy which is intended to uphold shareholder, investment community, and public confidence in the integrity of the market for A2B shares. The policy prohibits Directors, senior executives and other staff members from trading in securities or directing the trade of securities on the basis of inside information or communicating inside information to other people.

The policy allows trading by Directors, senior executives, and nominated employees in specified trading windows, subject to complying with insider trading prohibitions and on the condition that prior notification of the intention to trade is provided. The trading windows are:

- The one month period commencing at 10.00am on the next trading day after the announcement to ASX of A2B's half-yearly results;
- The one month period commencing at 10.00am on the next trading day after the announcement to ASX of the preliminary final statement or full year results; and
- Any other period the Board determines, from time to time.

The Board may determine at any time that a trading window is closed. Permission to trade outside of these windows may only be given in exceptional circumstances.

In addition, the terms of the Company's equity incentive schemes prohibit participants from entering into transactions that limit the economic risk of equity-based remuneration (i.e. hedging and other arrangements).

5.3 Market disclosure and investor engagement

The Company has processes in place to ensure that the market is kept informed of material information by ensuring that all employees across the Group are aware of their continuous disclosure obligations.

The Company has adopted a Market Disclosure and Investor Engagement Policy, which is designed to identify matters requiring disclosure and to allow appropriate announcements to be made in a timely manner consistent with the ASX Listing Rules. In particular, the policy:

- Provides guidance on the type of information that must be disclosed and the procedures for internal notification and external disclosure;
- Details the procedures in place for promoting the understanding of continuous disclosure requirements, minimising risks associated with selective disclosure and monitoring compliance against the Company's disclosure obligations; and
- Establishes procedures to ensure that all material matters which may potentially require disclosure are promptly reported to the CEO and Managing Director through established reporting lines, including an immediate point of contact for all employees through their immediate managers.

The Company keeps its employees informed of any relevant changes to the continuous disclosure regime established by the ASX Listing Rules or the Corporations Act.

The Board is provided with copies of all material announcements promptly after they have been made. A copy of the presentation materials for any new and substantive investor or analyst presentation are released on the ASX Market Announcements Platform ahead of the presentation.

5.4 Environmental, social and governance

The Company recognises the interdependence of financial returns, social benefits and environmental impacts and aims to create sustainable value for all its stakeholders – customers, employees, shareholders, business partners and the communities which the Company serves.

Environment

A2B seeks to minimise environmental harm in its business operations. Although A2B is not a substantial carbon emitter it seeks to reduce usage and increase efficiencies in relation to waste, water and energy to reduce the Company's carbon footprint.

A2B follows the principles of reduce, re-use and recycle and actively seeks to improve systems and processes to minimise the operational impact of the Company on the environment. In addition, environmental considerations are now an integral part of new product development.

Community

The Company has a strong interest in developing successful community partnerships. A2B recognises the importance of providing its customers and the community more generally with services that are safe, accessible and efficient.

A2B actively seeks to become involved in the communities in which it operates and believes it is important to play a role in contributing to the community, both directly, and through involvement in and support of personal transport industry initiatives.

Some of the initiatives the Company was involved in throughout FY21 are set out in A2B in the community section on pages 12 to 13 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

5.5 Shareholder engagement

The Company is committed to facilitating two-way communications with shareholders, to ensure that shareholders have an understanding of the Group's business, governance and performance, and can provide the Company with their own views on such matters.

A summary of the Company's Shareholder Communications Policy and communications practices to encourage shareholder participation at general meetings is set out below.

Company policy	Communication practice
The Board's commitment to shareholder engagement is reflected in the Company's Shareholder Communications Policy. The purpose of the policy is to: • Give shareholders information about the Company to enable them to exercise their rights as shareholders in an informed manner; • Make relevant information available to the market so that the market for shares in the Company can function in an informed manner; and • Develop a strong culture of disclosure and make relevant information available to shareholders, potential shareholders and other stakeholders in a timely and accurate manner.	• The Company's website contains all market announcements, annual reports, important dates, and important governance documents; • The Company conducts periodic reviews of its website with an aim to improve the effectiveness of its electronic communications with shareholders and stakeholders generally; • The Board encourages shareholders to receive and send electronic communications via its share registrar, Link Market Services; • All shareholders have the right to attend the Company's Annual General Meeting; • Shareholders are provided with a Notice of Meeting and an explanatory statement of the resolutions proposed. A copy of the Notice of Meeting is lodged with the ASX and is included in the market announcements feed on the Company's website; and • The Company ensures that its external auditor attends its Annual General Meeting, and allows shareholders to submit questions directly to the auditor prior to or at the Annual General Meeting.

In addition to the Policy, the Company also has a practice of putting substantive resolutions at general meetings to a poll, to ensure that voting outcomes reflect the true will of the shareholders attending, both in person and by proxy.

5.6 Speak Up Policy

The Company is committed to conducting business honestly, with integrity, and in accordance with its values and standards of expected behaviour.

The Company has adopted a Speak Up Policy in order to:

- encourage people to speak up if they become aware of potential misconduct;
- explain how to speak up and what protections a discloser will receive;
- outline the Group's processes for responding to speak up reports; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

Material incidents reported under the Speak Up Policy are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

5.7 Anti-bribery and Corruption Policy

The Company is committed to the highest level of integrity and ethical standards in all its business practices, and has zero tolerance for bribery and corruption.

The Company has adopted an Anti-bribery and Corruption Policy to explain:

- A2B's commitment to countering bribery and corruption;
- what constitutes bribery and corruption;
- the types of conduct that are prohibited;
- personnel's obligations; and
- who personnel can speak to if they have any concerns.

Material breaches of the Anti-bribery and Corruption Policy are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

6. Risk framework

6.1 Risk identification and management

The Board, in consultation with the ARC, is responsible for reviewing, ratifying and monitoring the Company's systems of risk management.

The ARC advises the Board on high-level risk related matters, and oversees processes to ensure that:

- There is an adequate system of internal control and management of business risk; and
- A regular review is undertaken of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.

The CEO and Managing Director and Management are responsible for developing and promoting the appropriate management of risk and the ongoing maintenance of the control environment. Management are required to report to the ARC on the Company's risk management and internal control systems.

Annual risk management review and declaration

The ARC reviews A2B's risk management framework at least annually to ensure that it continues to be sound and that A2B is operating with due regard to the risk appetite set by the Board. The ARC provides reports to the Board on the findings of its review.

During FY21 the Board undertook a review of the Company's risk management framework. Based on the results of the review, the Board is satisfied that the risk management framework is sound and continues to operate effectively, and that A2B is operating with due regard to the risk appetite set by the Board.

Consistent with the ASX Principles, before the Board approves the Group's financial statements, it receives from its CEO and Managing Director and CFO a declaration that:

- In their opinion and as required by the Corporations Act, the financial records of the Group have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group; and
- That opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

These declarations were received by the Board prior to the approval of the Group's half year and full year financial statements for FY21.

Process for verifying periodic corporate reports

The Company is committed to timely, consistent and transparent corporate reporting for its shareholders and other stakeholders.

The process for verifying the integrity of the Company's periodic corporate reports varies based on the nature and subject matter of the relevant report, as well as its intended place of publication. However, as a general principle, the Company seeks to ensure that periodic corporate reports:

- are written by or under the supervision of subject matter experts for the relevant area;
- comply with any applicable legislation or regulations;
- are reviewed, along with any data underlying them, to ensure that they are not inaccurate, false, misleading or deceptive; and
- are authorised for release by the appropriate approver where required under any applicable law or Company policy.

Consistent with these general principles, this Corporate Governance Statement and sections of the 2021 Annual Report that have not been reviewed by the external auditor were prepared by relevant subject matter experts and reviewed and verified by relevant executives and senior managers before being approved by the Board.

The Company's ASX announcements (except administrative announcements) are reviewed and approved by the CEO or the Board in accordance with the Company's Market Disclosure and Investor Engagement Policy.

Internal audit process

The ARC has appointed PwC to carry out the Group's internal audit function. The internal auditor is independent of the external auditor, KPMG. Representatives from the internal auditor meet with the ARC and key senior executives to understand the business and the existing risk management framework and execute a process to identify and understand the current risks facing the business in light of the strategic direction of the Company.

The ARC reviews and recommends to the Board the approval of the annual internal audit plan each financial year. The ARC and Management meet with PwC regularly to consider and if necessary refine the internal audit plan.

Material exposure to environmental and social risks

A2B monitors and seeks to manage material environmental and social risks within the Company's broader risk management and internal control framework. This includes ensuring that information is effectively communicated between the Board, the ARC, the internal audit function and Management.

As set out on pages 24 to 25 of the Company's Annual Report, A2B continues to monitor risks related to changes to regulation, the competitive landscape and technology environment within and outside its business, including as they relate to environmental and social risk areas. Developments relating to these or other risks that may impact A2B are escalated within the business and to the executive team, the ARC and the Board as relevant. The Company uses a number of methods to minimise and manage such risks, including by diversifying its operations and business activities, adopting contingency plans and risk control frameworks and, where necessary, adapting the Company's strategy to reduce its risk exposure.

For personal use only



A2B Australia Limited
ABN 99 001 958 390

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

A2B Australia Limited

ABN/ARBN

99 001 958 390

Financial year ended:

30 June 2021

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

☐ These pages of our annual report:

☒ This URL on our website:

www.a2baustralia.com/investor-center/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 22 October 2021 and has been approved by the board.

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

Date: 22 October 2021

Name of authorised officer
authorising lodgement:

Adrian Lucchese, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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, in section 2.1 (Responsibilities of the Board) and we have disclosed a copy of our board charter at: www.a2baustralia.com/investor-center/corporate-governance/
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, in section 2.5 (Succession planning)
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, in section 2.6 (Induction and training) and section 3.2 (Remuneration and Nominations Committee)
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, in section 2.1 (Responsibilities of the Board)

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/”).

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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, in section 5.1 (Diversity) and we have disclosed a copy of our diversity policy at: https://www.a2baustralia.com/investor-center/corporate-governance/ and we have disclosed the information referred to in paragraph (c), in our Corporate Governance Statement, in section 5.1 (Diversity) and at www.a2baustralia.com/investor-center/corporate-governance/ and if we were included in the S&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. N/A
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) in our Corporate Governance Statement, in section 4 (Performance Evaluation) and whether a performance evaluation was undertaken for the reporting period in accordance with that process, in our Corporate Governance Statement, in section 4 (Performance Evaluation)
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) in our Corporate Governance Statement, in section 4 (Performance Evaluation) and whether a performance evaluation was undertaken for the reporting period in accordance with that process, in our Corporate Governance Statement, in section 4 (Performance Evaluation)

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.a2baustralia.com/investor-center/corporate-governance/ and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement, in section 3.2 (Remuneration and Nominations Committee) and page 32 of our 2021 Annual Report, a cross reference to which is included in our Corporate Governance Statement in section 2.2 (Composition of the Board)
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.	☒ and we have disclosed our board skills matrix in our Corporate Governance Statement, in section 2.4 (Skills and attributes of Directors)
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, in section 2.2 (Composition of the Board) and section 2.3 (Director independence and tenure) and, where applicable, the information referred to in paragraph (b), in our Corporate Governance Statement, in section 2.3 (Director independence and tenure) and the length of service of each director, in our Corporate Governance Statement, in section 2.2 (Composition of the Board)
2.4	A majority of the board of a listed entity should be independent directors.	☒ in our Corporate Governance Statement, in section 2.2 (Composition of the Board) and section 2.3 (Director independence and tenure)
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.	☒ in our Corporate Governance Statement, in section 2.2 (Composition of the Board) and section 2.3 (Director independence and tenure)
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, in section 2.6 (Induction and training)

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Corporate Governance Statement, in section 1 (A2B's values and culture) and in our code of conduct available at https://www.a2baustralia.com/investor-center/corporate-governance/
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, in section 1 (A2B's values and culture) and we have disclosed our code of conduct at: https://www.a2baustralia.com/investor-center/corporate-governance/
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, in section 5.6 (Speak Up Policy) and we have disclosed our whistleblower policy at: https://www.a2baustralia.com/investor-center/corporate-governance/
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.	☒ in our Corporate Governance Statement, in section 5.7 (Anti-bribery and Corruption Policy) and we have disclosed our anti-bribery and corruption policy at: https://www.a2baustralia.com/investor-center/corporate-governance/

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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, in section 3.1 (Audit and Risk Committee) and we have disclosed a copy of the charter of the committee at: https://www.a2baustralia.com/investor-center/corporate-governance/ and the information referred to in paragraphs (4) and (5) in our 2021 Annual Report at pages 14 to 15 and 32, a cross-Reference to which is included in our Corporate Governance Statement in section 2.2 (Composition of the Board)
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, in section 6 (Risk Framework)
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, in section 6 (Risk Framework)
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, in section 5.3 (Market disclosure and investor engagement) and we have disclosed our continuous disclosure compliance policy at: https://www.a2baustralia.com/investor-center/corporate-governance/
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, in section 5.3 (Market disclosure and investor engagement)
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, in section 5.3 (Market disclosure and investor engagement)

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this 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.	☒ in our Corporate Governance Statement, in section 5.5 (Shareholder engagement) and we have disclosed information about us and our governance on our website at: https://www.a2baustralia.com/investor-center/corporate-governance/
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ in our Corporate Governance Statement, in section 5.5 (Shareholder engagement)
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement, in section 5.5 (Shareholder engagement)
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 Corporate Governance Statement, in section 5.5 (Shareholder engagement)
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, in section 5.5 (Shareholder engagement)
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, in section 3.1 (Audit and Risk Committee) and we have disclosed a copy of the charter of the committee at: https://www.a2baustralia.com/investor-center/corporate-governance/ and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement in section 3.1 (Audit and Risk Committee) and in our 2021 Annual Report at page 32, a cross-reference to which is included in our Corporate Governance Statement in section 2.2 (Composition of the Board)
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, in section 6 (Risk Framework) and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement, in section 6 (Risk Framework)

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this 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.	☒ and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement, in section 6 (Risk Framework)
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 in our Corporate Governance Statement, in section 6 (Risk Framework) and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement, section 6 (Risk Framework) and on pages 24 to 25 of our 2021 Annual Report, a cross-reference to which is included in our Corporate Governance Statement in section 6 (Risk Framework)

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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 in section 3.2 (Remuneration and Nominations Committee) and we have disclosed a copy of the charter of the committee at: https://www.a2baustralia.com/investor-center/corporate-governance/ and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement in section 3.2 (Remuneration and Nominations Committee) and in our 2021 Annual Report at page 32, a cross-Reference to which is included in our Corporate Governance Statement in section 2.2 (Composition of the Board)
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 in our Corporate Governance Statement, in section 3.2 (Remuneration and Nominations Committee) and in our Remuneration Report on pages 34 to 51 of our 2021 Annual Report, a cross-reference to which is included in our Corporate Governance Statement in section 3.2 (Remuneration and Nominations Committee)
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.	☒ Corporate Governance Statement in section 5.2 (Securities dealing) and we have disclosed our policy on this issue or a summary of it at: https://www.a2baustralia.com/investor-center/corporate-governance/