

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

MyState Limited

ABN/ARBN

26 133 623 962

Financial year ended:

30 June 2024

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

- These pages of our annual report:
- This URL on our website: <https://www.mystatelimited.com.au/home/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 21 August 2024 and has been approved by the board.

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

Date: 20 September 2024

Name of authorised officer authorising lodgement: Scott Lukianenko – Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a> and the information referred to in paragraph (4) in our Corporate Governance Statement and (5) in our 2024 Annual Report located at <a href="https://www.mystatelimited.com.au/home/?page=reports">https://www.mystatelimited.com.au/home/?page=reports</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: <a href="https://www.mystatelimited.com.au/home/?page=board-of-directors">https://www.mystatelimited.com.au/home/?page=board-of-directors</a> and, where applicable, the information referred to in paragraph (b) at: <u>n/a</u> and the length of service of each director at: <a href="https://www.mystatelimited.com.au/home/?page=board-of-directors">https://www.mystatelimited.com.au/home/?page=board-of-directors</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our redacted Fraud and Corruption Control Policy and Framework at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) at <a href="https://www.mystatelimited.com.au/home/?page=board-of-directors">https://www.mystatelimited.com.au/home/?page=board-of-directors</a> and (5) in our 2024 Annual Report located at <a href="https://www.mystatelimited.com.au/home/?page=reports">https://www.mystatelimited.com.au/home/?page=reports</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a> and the information referred to in paragraphs (4) in the Corporate Governance Statement and (5) in our 2024 Annual Report located at <a href="https://www.mystatelimited.com.au/home/?page=reports">https://www.mystatelimited.com.au/home/?page=reports</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and 2024 Annual Report located at <a href="https://www.mystatelimited.com.au/home/?page=reports">https://www.mystatelimited.com.au/home/?page=reports</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a> and the information referred to in paragraphs (4) in the Corporate Governance Statement and (5) in our 2024 Annual Report located at <a href="https://www.mystatelimited.com.au/home/?page=reports">https://www.mystatelimited.com.au/home/?page=reports</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> 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: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <a href="https://www.mystatelimited.com.au/home/?page=corporate-governance">https://www.mystatelimited.com.au/home/?page=corporate-governance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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**MyStateLimited** 

**Corporate Governance Statement**

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### ASX Corporate Governance Council Principles

#### Lay solid foundations for management and oversight

*A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance*

#### Structure the Board to be effective and add value

*The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.*

#### Instil a culture of acting lawfully, ethically and responsibly:

*A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly*

#### Safeguard integrity of corporate reports

*A listed entity should have appropriate processes to verify the integrity of its corporate reports.*

#### Make timely and balanced disclosure

*A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*

#### Respect the rights of security holders

*A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as owners effectively.*

#### Recognise and manage risk

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework*

#### Remunerate fairly and responsibly

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.*

## GOVERNANCE FRAMEWORK

MyState Limited (ASX:MYS) is the ASX listed, Non-Operating Holding Company (NOHC) of MyState Bank Limited (MSB) and TPT Wealth Limited (TPT) a trustee and asset management company.

The Board is committed to upholding the highest levels of corporate governance and subscribes to the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council in order to promote investor confidence in the company and within the broader market.

In addition the Australian Prudential Regulation Authority (APRA) requires MYS, as the NOHC of a bank, to comply with the prudential obligations that apply directly to the bank including Prudential Standard CPS 510 *Governance*.

To this end the Board has a governance framework whereby the appropriate policies, meeting the APRA prudential requirements, apply across the MYS Group of companies (Group or MyState).

MyState's Corporate Governance policies are available on the Company's website <https://www.mystatelimited.com.au/home/?page=corporate-governance> (*the website*). Unless otherwise stated, all additional documents and policies referred to in this Corporate Governance statement are located on *the website*.

This Corporate Governance Statement has been approved by the Board and is current as at 19 August 2024. MyState has complied with the principles and the underlying recommendations of ASX Corporate Governance Council for the full year to 30 June 2024.



## BOARD OF DIRECTORS

### **Role of the Board**

The role of the Board is to:

*Appoint and monitor the performance of the CEO*

*Provide overall leadership, setting the purpose and values*

*Set the strategic direction and risk profile of the Group*

*Oversee key policies and compliance management*

*Lead and monitor the culture and performance including customer experience and outcomes*

The Board has a governance framework which includes policies, control systems and procedures to identify, assess, monitor and manage business risks and compliance with regulatory requirements.

The Board is responsible for the appointment of the Chief Executive Officer (CEO), setting his/her remuneration and assessing his/her performance annually.

The CEO is responsible to the Board for the appointment of the Group Executive Committee (Executive) and the day-to-day operation of the Company, with all powers, discretions and delegations authorised, from time to time by the Board.

The Board also reviews recommendations from the CEO and approves the Executive structure, including appointment, succession plan considerations, remuneration and annual performance assessments.

Further details regarding the role and responsibilities of the Board and the CEO are contained in the *Board Charter* and the *Role of the Managing Director/Chief Executive Officer* documents on *the website*.

Formal performance evaluations have been undertaken for the CEO and Executives during the current financial year in accordance with the process detailed in the Remuneration Report published within the 2024 Annual Report located in the Reports section of *the website*.

### **Board Structure**

The Board must comprise a majority of independent Directors and in addition, the Chair must also be independent and not the same person as the CEO. The Board currently comprises six, independent, non-executive Directors, including the Chair, together with the CEO.

The profile of each Director including term of office, skills, experience and expertise are set out in Board of Directors section of *the website* and also in the 2024 Annual Report located in the Reports section of *the website*.

The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the board.

### **Director Independence**

The Board has an 'Independent Director Standards' policy that complies with the ASX Corporate Governance Principles and Recommendations and is available on *the website*.

To qualify as being 'independent', a Director must, in the opinion of the Board, be independent of Management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the exercise of his/her unfettered and independent judgement.

The Board has reviewed the position and associations of each of the current non-executive Directors and, noting that no Director opined on their own position, has determined that all are independent.

### **Board Skills, Knowledge and Experience**

Each year the Board, through the Group People, Remuneration and Nominations Committee (GPRNC), reviews the key competencies required for the optimal composition of the Board.

The Board has assessed its collective skills and experience as being appropriate for effective oversight and guidance of the Group.

The Board provides Directors with the opportunity for professional development to maintain and develop the skills and knowledge required to effectively perform their role.

In addition, the GPRNC oversees the Director induction process to provide new Directors with the necessary information and support upon commencement of their role.

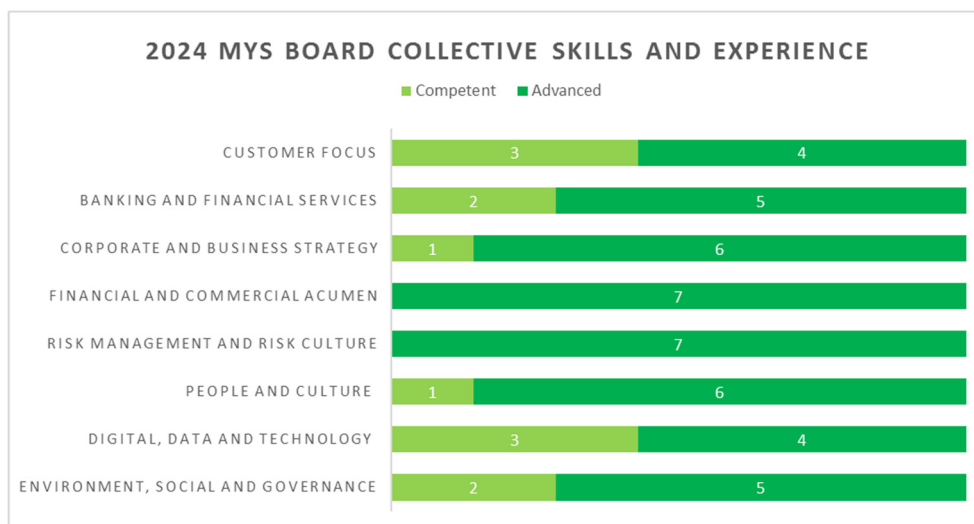
APRA's Prudential Standard CPS 520 '*Fit and Proper*' also requires Directors, Senior Management and auditors of an authorised deposit-taking institution to be assessed before appointment to establish that they have the appropriate skills, experience and knowledge to perform their role.

The Board approved Fit and Proper policy is located on *the website* and all 'Responsible Persons', including all Directors, have been assessed as meeting the 'fit and proper' criteria.



## BOARD SKILLS MATRIX

Collective Skills and Experience	Relevance to MYS
<b>Customer Focus</b> Experience at senior executive or senior advisory level of orienting business strategy and decision-making around the customer and the customer's experience of service delivery. Experience encouraging customer-centric innovation and process improvement.	Customer service and loyalty and a strong Net Promoter Score are key competitive advantages of MYS in the conduct of its businesses and execution of its growth strategy.
<b>Banking and Financial Services</b> Experience at senior executive or senior advisory level in major components of banking and financial services, including retail banking, funds management, capital management and treasury.	Important in understanding our business model and distribution channels, and important in understanding the extensive regulatory frameworks in which financial services are delivered.
<b>Corporate and business strategy</b> Extensive experience in the development of corporate and business strategy and oversight of implementation.	Brings a longer term perspective and an ability to test and challenge priorities and investment opportunities.
<b>Financial and Commercial Acumen</b> Well established skills in overseeing financial services businesses and assessing the adequacy and effectiveness of financial controls. Critical in the assessment of risk and the exercise of business judgment.	Essential to understanding the financial drivers of the MYS business and to the oversight of financial reporting. Also important in the exercise of business judgment and assessment of risk and business opportunities.
<b>Risk Management and Risk Culture</b> Practiced oversight of risk management frameworks including the identification, monitoring and management of material financial and non-financial risks and controls and the drivers of organisational risk culture. Setting organisational risk appetite for key strategic risks.	Risk management is critical to business performance and regulatory compliance. Organisational risk culture is essential to wise, risk-informed decision-making throughout the organisation.
<b>People and Culture</b> Extensive experience in overseeing remuneration frameworks and assessing their effectiveness against business, cultural and regulatory objectives; experience in oversight of organisational cultural change and capability enhancement.	MYS is a relatively small organisation where organisational culture, remuneration and reward frameworks, and building workforce capability are essential to delivering a positive employee experience, which attracts and retains good people.
<b>Digital, Data and Technology</b> Oversight of investment in complex technology systems and infrastructure and assessment of value delivery; oversight of the governance, use and protection of data in the delivery of a positive customer focussed digital experience.	Digital service delivery and digital marketing are key to MYS's growth strategy. Quality of digital service delivery is a key aspect of the customer experience.
<b>Environment, Social and Governance</b> Commitment to the highest standards of governance including publicly listed company experience. Extensive experience overseeing environmental and social impacts of the business, both on its workforce and on the communities in which it operates.	Sound corporate governance is the foundation of reliable oversight of decision-making; it is also essential to investor confidence and alignment of behaviours with MYS values. This in turn underlies MYS's social licence. It is important for the Board to make sure it hears the voices of all stakeholders, including customers, shareholders, employees and regulators.



### **Board Performance Evaluation**

The Board undertakes the following performance evaluation processes:

- An independent external review by appropriately skilled specialists is conducted at least every three years.

An externally facilitated review was completed in 2022;

- In the intervening years Directors complete an internal evaluation. The results are collated and discussed by the Board.

An internal review has been completed in 2023 and 2024; and

- Each Board Committee conducts an annual review of its performance against its Charter.

The Board and each Board Committee completed a review during the prior 12 months.

### **Board Renewal and Succession Planning**

Board renewal and succession planning is a fundamental part of MyState's corporate governance framework and is conducted in accordance with the Board Renewal and Evaluation Policy located on *the website*.

The GPRNC reviews the composition of the Board in consideration of many factors including, but not limited to:

- The retirement by rotation of Directors in accordance with the Constitution; and
- The collective skills and experience around the Board table.

### **Meetings of Directors**

The Board currently meets formally at least eight times a year and on other occasions, as required. Management are invited to attend and make presentations at Board meetings as appropriate and respond to questions from Directors.

The Board also conducts separate non-executive Director discussions each month without Management present.

The number of Board meetings and each Director's attendance at those meetings for the reporting period is detailed in the 2024 Annual Report located in the Reports section of *the website*.

Directors have access to appropriate and necessary Company records and the Board receives regular detailed financial and operational reports from Management to enable it to carry out its duties.

Each Director may, with the prior written approval of the Chair, obtain independent professional advice to assist the Director in the proper exercise of powers and discharge of duties as a Director or as a member of a Board Committee. The Company will reimburse the Director for the reasonable expense of obtaining that advice.

### **Strategic Planning**

The Board conducts workshops with management each year to review and assess the strategic plan which focusses on MyState's long term profitable growth to deliver value to shareholders.

MyState has previously announced its growth strategy intentions to the market.

The Board continues to endorse a growth strategy commensurate with economic conditions and provides the necessary support to the Executive team in its execution of the plan.

### **Board Committees**

MyState has three Board Committees to assist the Board in the oversight and control of the Company. These committees are the Group Audit Committee (GAC), the Group Risk Committee (GRC) and the GPRNC.

The Board dissolved its Group Digital and Marketing Committee with effect from August 2023. Relevant oversight responsibilities were transferred to Group company Boards. The change has created a more efficient and effective application of management resources and Board oversight.

Each Board Committee operates under a formal Charter approved by the Board which sets out matters relevant to the composition, responsibilities and administration of those Committees. The Charters are reviewed at least annually and are available on *the website*.

Membership of each Committee is reviewed by the Board on an annual basis. All Committees must be comprised of at least three non-executive Directors, appointed by the Board, the majority being independent. Details of each Committee member's respective skills and qualifications are detailed in the 2024 Annual Report located in the Reports section of *the website*.

Each Committee develops and maintains an annual 'Program of Events', which details major items of business to be considered at set times throughout the year, to support both the Committee's and the Board's objectives. Minutes of Committee meetings and Committee recommendations are provided to the Board.

Each Committee is empowered, with the prior approval of the Chair of the Board, to consult experts at the expense of the Company where the Committee considers it necessary to carry out its duties.

All Directors are entitled to attend the meetings of all Board Committees and have unrestricted access to the papers for each Committee meeting. In practice generally, all Directors attend all Committee and Board meetings.

The number of Committee meetings held over the reporting period and the attendance of Committee members is contained in the 2024 Annual Report located in the Reports section of *the website*.

Each Committee has completed a performance review during the reporting period.

### **Group Audit Committee**

The GAC is comprised of at least three non-executive Directors with at least one member having professional accounting, or professional financial management expertise. The Committee Chair must be an independent non-executive Director but must not be the Board Chair or the GRC Chair.

The Committee members are Andrea Waters (Chair), Stephen Davy, Warren Lee and Vaughn Richtor.

The Committee meets four times per annum and otherwise as required.

The CEO, Chief Financial Officer (CFO), Chief Risk Officer (CRO), Company Secretary, internal auditor and external auditor are invited to attend meetings on a regular basis with other senior leaders invited to attend as required.

### **Group Risk Committee**

The GRC is comprised of all of MyState's non-executive Directors and the Chair must be an independent non-executive Director.

The Committee members are Sibylle Krieger (Chair), Robert Gordon, Stephen Davy, Warren Lee, Vaughn Richtor and Andrea Waters.

The Committee meets at least four times per annum and otherwise as required.

The CEO, CRO, CFO and Company Secretary are invited to attend meetings on a regular basis with other senior leaders invited to attend as required.

### **Group People, Remuneration and Nominations Committee**

The GPRNC is comprised of at least three non-executive Directors. The Committee Chair must be an independent non-executive Director.

The Committee members are Stephen Davy (Chair), Sibylle Krieger, Robert Gordon and Vaughn Richtor.

The Committee meets at least four times per annum and otherwise as required.

The CEO, General Manager People and Culture and the Company Secretary are invited to attend meetings on a regular basis, as required.

## **VALUES**

As the most tangible demonstration of culture, the MyState values reflect how our staff are required to behave in achieving our strategic ambitions. Our cultural values are:

**Create customer 'wow'** - walking in our customers shoes and understanding their perspective.

**Chase the better** - being bold about our ambition and embracing the change required to succeed.

**Collaborate to win** - giving our best and doing the right thing by each other, our customers, partners and the community.

Our values are integrated into our business processes, policies and procedures, including the Code of Conduct and annual performance assessment.

We monitor our organisational culture through a culture survey conducted by an external party every two years. Our risk culture is monitored annually, and we provide a confidential feedback mechanism for our people via the voice of the employee staff survey each year.

In 2022 we launched our new purpose. Developed internally by our people we captured the care for our customers, the ways we collaborate with each other, and the need for continued investment in the communities that we serve. The final result is a long form purpose statement capturing who we are, why we exist and our continued focus on growth and investment. Our purpose is lived through our rally cry – *Together for the better.*

## **CONDUCT AND ETHICS**

The Board expects that Directors will at all times conduct themselves in a manner appropriate to their roles as Directors and maintain the highest of ethical standards. The same requirement is expected of management and staff, as is respect for the privacy of customers and observance of the law.

MyState has a suite of Board approved policy documents which all operate in concert as part of the broader risk management framework to set the behavioural expectations.

The MyState Code of Conduct clarifies the standard of behaviour that is expected of anyone who is employed by or works within the Group, including Directors and employees (both permanent and temporary), contractors, consultants and suppliers. The Code of Conduct is available on *the website*.

The MyState Whistleblower Protection Policy encourages the reporting of inappropriate conduct. The policy is linked to the Code of Conduct and details how Whistleblowers are protected from detriment. The MyState Whistleblower Protection Policy is available on *the website*.

MyState's Fraud and Corruption Control Policy and Framework outlines the policies, procedures, controls and reporting mechanisms which actively work to discourage, prevent and detect fraudulent and corrupt behaviour.

The Fraud and Corruption Control Policy and Framework contain sensitive operational information and therefore a redacted version is published on *the website*.

The Whistleblower Protection Policy and the Fraud and Corruption Control Policy and Framework both include a requirement that incidents are reported to the Board, through the GAC.

## DIVERSITY

MyState considers Workplace Diversity a valuable asset in creating a workplace culture for innovation and quality customer experiences.

An inclusive workplace culture, where our people feel safe to share their ideas, skills and experiences helps us attract, retain and engage the best people, reflecting the diversity of our customers and the community. When we feel included we have a sense of belonging and can bring our best self to work every day, enabling us to fulfil our Purpose and uphold our Values.

MyState recognises that workplace diversity is achieved through systemic change

Accordingly, MyState's people and culture practices and initiatives are designed to promote an inclusive culture. In addition to appropriately aligned recruitment and selection processes this also includes data collection and reporting, opportunities for networking, mentorship and advocacy, and access to development opportunities.

MyState's Diversity Policy was reviewed in June 2023 and is available on *the website*.

The MyState Board also approved our refreshed diversity plan, providing the framework for our diversity and inclusion initiatives over the next three years. To enable us to make a genuine difference this plan focuses on:

- Cultural diversity
- Aboriginal and Torres Strait islander peoples
- Disability
- Gender diversity in leadership

The activities that bring our diversity plan to life will create a more inclusive and diverse workforce for everyone. Other diversity indicators such as LGBTQI+, religion, age, socio-economic status, care-giving responsibilities and geographic location are also very important to the Group. This work will benefit us all, our customers and our community.

Our diversity plan is complemented by our wellbeing program, our flexible work practices, and investment in developing capability (including leadership) and is available on *the website*.

### Gender Diversity

At 30 June 2024, women account for 59% of the Group's workforce and gender diversity by role within the Group sat at the following levels with percentages representative of women placed in all roles available at that job level:

Role Category	% Women Representation (As at 30/6/24)
Non-Executive Directors	33%
Executives <sup>1</sup>	25%
Senior Managers <sup>2</sup>	33%
Middle Managers <sup>3</sup>	68%

<sup>1</sup> Executives comprise of direct reports to, and including, the Managing Director.

<sup>2</sup> Senior Managers comprise of direct reports to members of the Group Executive.

<sup>3</sup> Middle Managers comprise of direct reports to Senior Managers.

MyState has complied with its 2023-24 reporting obligations under the Workplace Gender Equality Act 2012 (Cth). The report is available on *the website*.

### Diversity Objectives 2023 - 2026

The MyState Group has remained steady or improved performance as measured against our diversity metrics.

#### Objective

Board composition to have not less than 30% of Non-Executive Directors of each gender.

#### Status

At 30 June 2024, the Board included 33% female non-executive Directors

#### Objective

35% representation of women in executive leadership positions (defined as CEO – 1)

#### Status

MyState currently has a 25% representation of women in leadership positions.

#### Objective

50% of women in senior leadership positions

#### Status

MyState currently has a 33% representation of women in leadership positions.

#### Objective

50% of women in management positions.

#### Status

MyState currently has 68% of women in management positions.

#### Objective

3% representation of people who identify as Aboriginal or Torres Strait Islander

#### Status

1.8% of MyState's workforce identify as Aboriginal and Torres Strait Islander.

**Objective**

5% representation of people who identify as having a disability

**Status**

0% of MyState's workforce is represented by employees with a disability.

**Objective**

15% representation of people born overseas.

**Status**

15% of MyState's workforce is represented by employees born outside of Australia

**Objective**

10% of people for whom English is not their first language

**Status**

4.2% of MyState employees do not speak English as their first language.

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## REMUNERATION POLICY

MyState's Remuneration Policy is available on *the website*. The Remuneration Policy details our remuneration practices.

In particular it prescribes that non-executive Directors receive only fees (including superannuation) for their services. Non-executive Directors are not entitled to receive any benefit on retirement or resignation other than superannuation. Unless approved by Shareholders, non-executive Directors cannot receive any shares, options or other securities in addition to or as part of their remuneration and are not eligible to participate in MyState's Employee Share Plan or any other incentive plan

The Remuneration Policy provides a considered balance of the interests of stakeholders (including customers, shareholders and staff) and the sustained performance and security of the Group as a listed entity and prudentially regulated business. The methodology for rewarding Executives is detailed. The GPRNC considers a range of relevant matters, including financial and non-financial risks when considering the performance and remuneration of the Executive. A performance review of Executives has been undertaken this year in accordance with the Remuneration Policy.

In addition, the 2024 Annual Report, located in the Reports section of *the website*, contains the Remuneration Report which includes details of the remuneration of Executive and non-executive Directors and other Key Management Personnel of the Company and details of the Company's Executive Short Term and Long Term Incentive Plans.

MyState has accountable persons registered with the Regulators (APRA and ASIC) under the Financial Accountability Regime (FAR) Any entitlement to variable remuneration (remuneration

conditional on the achievement of objectives) for accountable persons is subject to the FAR and that payment may be deferred, reduced or forfeited at the discretion of the Board.

All Directors and Senior Executives have a written agreement with the Company that sets out the terms of their appointment.

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## FINANCIAL REPORTING

MyState's financial report preparation and approval process for the financial year ended 30 June 2024, involved both the Chief Executive Officer and Chief Financial Officer providing a written statement to the Board, that, to the best of their knowledge and belief:

- the financial records of the MyState and its controlled entities for the financial year ended 30 June 2024 (Financial Period) have been properly maintained in accordance with section 286 of the Corporations Act;
- the financial statements and the notes referred to in section 295(3)(b) of the Corporations Act for the Financial Period comply with the accounting standards and other mandatory professional reporting requirements; and
- MyState's financial report presents a true and fair view, in all material respects, of the Company's financial condition and operating results.

In addition, MyState has in place a process whereby the Chief Executive Officer and the Chief Financial Officer provide a written statement to the Board that the financial statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

From time to time MyState may issue a report to the market that is not subject to audit review. In such instances a rigorous review and sign off process is completed, which may also include independent external review, for assurance that the report is materially accurate and provides stakeholders with appropriate information.

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## RISK MANAGEMENT

Through the GRC, the Board monitors management's performance against the Board approved Risk Management Strategy and Framework Policy and Risk Appetite Statement. The risk strategy is reviewed at least annually and is operationalised through a Three Lines of Defense model. This model clearly establishes Line 1 risk management accountabilities and responsibilities for all staff through divisional risk committees. Line 2 oversight is provided by MyState's Risk Management team with Line 3 oversight provided by the Internal Audit function.

The Internal audit function is currently performed by Deloitte Touche Tohmatsu and provides an independent review of business practices and an assessment of the adequacy and effectiveness of the risk management strategy and framework. The annual internal audit plan is approved by the GAC.

The Risk Management Strategy and Framework Policy incorporates a forward looking view via a combination of the Strategic Risk register and an Emerging Risk register which are monitored regularly and reviewed at least annually. The requisite review of the Risk Management Strategy and Framework Policy, Strategic Risk and Emerging Risk registers and the Risk Appetite Statement have been completed during the reporting period.

MyState is cognisant of environmental and social sustainability (ESG) risks including climate risk, modern slavery and human rights risks. Such risks are managed within the Risk Management Strategy and Framework. An overview of MyState's approach to ESG and associated material risks is provided in the Annual Report. Our Modern Slavery Statement and Human Rights Statement are published on *the website* and explain how we assess and address these risks in our business operations and supply chains. MYS is in the third year of reporting against the Task Force on Climate Related Financial Disclosures (TCFD) disclosures, which includes greenhouse gas emissions for FY24 for scope 1, 2, 3 and financed emissions.

## EXTERNAL AUDIT GOVERNANCE AND INDEPENDENCE

As part of MyState's commitment to safeguarding integrity in financial reporting, it has policies and procedures to monitor the independence of the Company's external auditor.

### Appointment of Auditors

MyState's external auditor for the financial year was Wise Lord and Ferguson. The effectiveness, performance and independence of the external auditor is assessed annually by the GAC and reviewed by the Board. If it becomes necessary to replace the external auditor for performance or independence reasons, the GAC will commence a formal process to appoint a new external auditor.

### Independence Declaration

The *Corporations Act* requires external auditor to make an annual independence declaration, addressed to the Board of Directors, confirming that the auditor has maintained their independence in accordance with the *Corporations Act 2001* and professional auditing standards.

In accordance with the *Corporations Act*, prior approval of the GAC is required for the provision of any non-audit services by the external auditor. The GAC has also adopted guidelines to assist in identifying the types of services that may compromise the independence of the external auditor and regular reviews occur of the

independence safeguards put in place by the external auditor.

Examples of services that could potentially compromise independence include valuation services and internal audit services.

The GAC has assessed the other services provided by Wise Lord and Ferguson in the financial year and has concluded that the auditor's independence has not been compromised.

### Remuneration of External Auditor

Information about the total remuneration of the external auditor, including details of remuneration for any non-audit services, is set out in the financial statements within the 2024 Annual Report located on *the website*.

### External Auditor attendance at AGM

The external auditor attends MyState's Annual General Meeting (AGM) and is available to answer Shareholder questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by MyState in relation to the preparation of the Financial Report; and,
- the independence of the auditor in relation to the conduct of the audit.

## SHARE TRADING

The Board requires Directors to own MyState shares, to further align their interests with the interests of Shareholders. The Board also encourages employees generally to own shares.

The Share Trading Policy governs share dealings by Directors and employees in accordance with the requirements of the *Corporations Act* and:

- provides a summary of the insider trading prohibition and sets out the specific requirements in relation to the buying, selling or otherwise dealing in MyState shares, or shares in other companies;
- establishes procedures relating to buying and selling shares that provides protection to MyState, Directors and employees, so that they do not abuse, and do not place themselves under suspicion of abusing, inside information that they have or may be thought to have, especially in periods leading up to an announcement of MyState's results; and,
- explains the type of conduct that is prohibited under the *Corporations Act*.

In addition the Share Trading Policy clearly prohibits the hedging of any economic exposure to MyState shares whether that relates to unvested entitlements under the Executive Long Term Incentive Plan or to shares owned outright.

A copy of the Share Trading Policy is available on *the website*.

## CONTINUOUS DISCLOSURE

MyState understands that timely disclosure of price sensitive information is central to the efficient operation of the ASX's securities market and accordingly, has a Market Disclosure and Communications policy, available on *the website*, covering all announcements to the ASX.

MyState is committed to full compliance with its continuous disclosure obligations under ASX Listing Rules and the Corporations Act to provide all shareholders and investors equal and timely access to material information.

The policy attributes accountability at Executive level for compliance and, in particular, it sets out how information will be identified, considered for disclosure and then, where appropriate, disclosed to the market.

The website also contains a direct link to the ASX Company Announcements Platform. It also contains publications such as annual financial reports, half year results, notices of meeting, media releases and analyst and investor presentations, with the latter released prior to or simultaneously with the commencement of the relevant presentation.

The Company Secretary is the nominated disclosure officer and has responsibility for:

- overseeing and coordinating disclosure of information to the ASX;
- promptly providing a copy of all market announcements to the Board after they have been made; and
- administering the Market Disclosure and Communications Policy.

## SHAREHOLDER COMMUNICATION

MyState is committed to the provision of relevant information to Shareholders in a timely manner.

MyState recognises the importance of its relationship with investors and analysts and therefore the investor relations program incorporates periodic investor and analyst briefings. In these cases the following protocols apply:

- no information which could be expected to have a material effect on the price or value of the MyState's securities will be disclosed at these briefings unless it has been previously, or is simultaneously, released to the market and, if material information of this kind inadvertently released, it will immediately be released to the market via the ASX and be available on *the website*;
- questions at presentations that deal with material information not previously disclosed will not be answered; and,
- publish a copy of the presentation material on *the website*.

Where requested to do so, MyState may review analysts' research reports but will confine

comments to factual matters and previously disclosed material. MyState may comment on analysts' earnings estimate to the extent of:

- acknowledging the current range of estimates;
- questioning an analyst's assumptions or sensitivities if the analyst's estimate is significantly at variance from current market range estimates; and,
- advising factual errors where data is already in the public domain.

Forecast information will not generally be provided by MyState unless it has already been disclosed to the market.

### Annual General Meeting

The AGM is a forum for Shareholders to ask questions about the company performance and also provides an opportunity for Shareholders to provide feedback.

The AGM allows Shareholders to vote on a range of matters with all resolutions determined by a poll, including the election of Directors. MyState provides Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board has determined to hold a hybrid AGM again in 2024 which will maximise potential attendance and participation by allowing shareholders to attend the meeting in person or through online access.

The 2024 Notice of AGM will be published on the website on Friday 20th September 2024.

<https://www.mystatelimited.com.au/investor-tools/?page=events>

*The website* and notice of meeting will include details of how to attend the AGM in person or online, submit questions and vote in real time.

*The website* and notice of meeting will also advise how shareholders can lodge a proxy vote or ask a question ahead of the meeting.

MyState continues to provide the option for Shareholders to receive communications from, and send communications electronically to, the company and our share registry manager, Computershare, and takes every opportunity when communicating with Shareholders to encourage the use of this service.

## ADDITIONAL COMPANY POLICIES

In addition to the policies and procedures already discussed above, MyState has also implemented a wide range of policies encompassing such areas as safety, health, human rights, environment, security, employment and fair trading. These policies form part of the MyState's broader governance documentation suite.

Where appropriate, these policies are supplemented by supporting procedures for compliance and monitoring effectiveness.

Key policies are published on *the website*.