

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Wellard Limited

ABN/ARBN

53 607 708 190

Financial year ended:

30/06/2023

Our corporate governance statement¹ for the period above is attached, and can also be found at:²

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.wellard.com.au/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 September 2023 and has been approved by the board.

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

Date: 22 September 2023

Name of authorised officer
authorising lodgement:

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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|---|---|--|---|
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Remuneration and nomination Committee charter at:</p> <p>https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>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 <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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|--|--|---|---|
| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: http://www.wellard.com.au/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) in the Company's FY 2023 Annual Report, available at: http://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> <p>Q(a)(4): Attendance at Directors' and Committee Meetings can be found at p. 36 of the Company's FY23 Annual Report</p> <p>Q(a)(5): Membership of the Nomination & Remuneration Committee can be found at p.40 of the Company's FY23 Annual Report, and is summarised in the Company's Corporate Governance Statement (attached)</p> | <p><input checked="" type="checkbox"/> details are also set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.2 | A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership. | <p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>N/A</p> <p>and the length of service of each director in our Annual Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

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|---|---|--|---|
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input type="checkbox"/> | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input type="checkbox"/> | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> and we have disclosed our values in our Code of Conduct at: https://www.wellard.com.au/corporate/corporate-governance/ . | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.2 | A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.wellard.com.au/corporate/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.3 | A listed entity should: (a) have and disclose a whistle-blower 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 whistle-blower policy at: https://www.wellard.com.au/corporate/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.4 | A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.wellard.com.au/corporate/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |

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|---|--|--|--|
| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: http://www.wellard.com.au/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) is disclosed in the Company's FY23 Annual Report which can be found at: http://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> <p>Q(a)(4) &(5): Membership of, and attendance at Audit & Risk Committee Meetings can be found at p. 36 of the Company's FY23 Annual Report, and is summarised in the Company's Corporate Governance Statement (attached).</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.2 | The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 4.3 | A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |

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|---|---|---|--|
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.wellard.com.au/corporate/corporate-governance/ | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.wellard.com.au | <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 and in all our Notices of Meeting and Explanatory Memoranda sent to securityholders. | <input checked="" type="checkbox"/> Further details are also 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 |

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|--|--|---|--|
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: http://www.wellard.com.au/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) is disclosed in the Company's FY23 Annual Report which can be found at: http://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> <p>Q(a)(4) &(5): Membership of, and attendance at Audit & Risk Committee Meetings can be found at p. 36 of the Company's FY23 Annual Report, and is summarised in the Company's Corporate Governance Statement (attached).</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> |

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|---|---|---|--|
| 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 type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.4 | <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement, and comprehensive summaries of the material risks relevant to the Company's business in various of its publicly released documents, including its 3 April 2017 offer document, and all of the Company's Annual Reports up to and including FY23, and how we manage or intend to manage those risks the places set out above.</p> <p>The Company's FY23 Annual Report can be found at:</p> <p>http://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

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|--|--|---|--|
| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: http://www.wellard.com.au/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: http://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> <p>Q(a)(4): Attendance at Directors' and Committee Meetings can be found at p. 36 of the Company's FY23 Annual Report</p> <p>Q(a)(5): Membership of the Nomination & Remuneration Committee can be found at p.40 of the Company's FY23 Annual Report, and is summarised in the Company's Corporate Governance Statement (attached)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.2 | A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. | <p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report contained in our FY 2021 Annual report, and in our Nomination and Remuneration Committee Charter at: https://www.wellard.com.au/corporate/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 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 in the Company's Employee Share Option Plan and Securities Trading Policy at: https://www.wellard.com.au/corporate/corporate-governance/</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
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| ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES | | | |
| 9.1 | A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents. | <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 OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.2 | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time. | <input type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.3 | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | <input type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <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 |
| ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES | | | |
| - | <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. | <input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

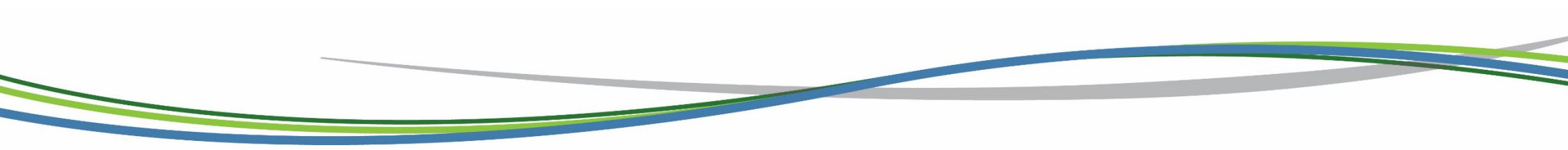
| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
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| - | <p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p> | <p><input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |



Wellard

Corporate Governance Statement

For the Financial Year Ending 30 June 2023



1 About

This Corporate Governance Statement is dated 30 September 2023 and has been approved by the Board of the Wellard Limited (ABN 53 607 708 190) (**Company**).

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2023, followed the recommendations set by the ASX Corporate Governance Council in its publication, Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practises were adopted in lieu of the recommendation during that period.


The Company has adopted various Corporate Governance Policies, which provide the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Policies are available on the Company's website at <http://www.wellard.com.au>

2 Board & Sub-committee Composition

The Company has not appointed any new Directors in FY2023. The Board comprises 4 Directors:

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|  <p>John Klepec Executive Chairman</p> | <p>Mr. Klepec was appointed to the position of Executive Chairman on 3 August 2018, after a prior period as a non-executive Director. As at the date of this report, he remains in the position of Executive Chairman, which incorporates the role of CEO, Mr. Klepec is a non-independent Director, and is not the board appointee of any shareholder.</p> <p>Mr. Klepec has over thirty years commercial management experience across a range of industry groups including construction, resources, media, health care, logistics, transport, shipping, livestock trading, construction materials, building products and agriculture. He has considerable public company experience, and was appointed as Chairman of Fleetwood Limited in March 2021.</p> <p>Mr Klepec was previously the Chief Development Officer for Hancock Prospecting from 2010 to 2016, prior to which, he held senior management positions with major Australian publicly listed companies BHP Billiton Limited, Mayne Group Limited and with the private BGC Group. He is also a previous Non-Executive Director of Ten Network Holdings Limited.</p> <p>From his prior successful executive and Board roles Mr Klepec brings extensive financial expertise, corporate development, operational leadership and strategic thinking to any commercial position</p> <p>APPOINTED</p> |
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| | <p>16 November 2016 (Director) 3 August 2018 (Executive Chairman)</p> <p>STATUS Non-Independent, Executive Director.</p> <p>QUALIFICATIONS - B.Comm</p> |
|  <p>John Stevenson Non-Executive Director</p> | <p>Mr Stevenson has been a Director of Wellard since 6 August 2018, and also held the role of Group CFO until 22 November 2019 on which date he ceased being an executive director and became a non-executive director. 3 years have elapsed since Mr Stevenson left his executive role with Wellard, and he now meets all of the requirements within the Board Charter and Nomination & Remuneration Committee Charter for independence. The Board believes that Mr. Stevenson exercises independent thought and analysis in his approach to Wellard matters. He is not the board appointee of any shareholder. Mr Stevenson assumed Chairmanship of the Audit & Risk Committee on 1 July 2021.</p> <p>Mr Stevenson has extensive experience as an executive in publicly listed organisations as well as large family and private equity businesses in Australia and Asia.</p> <p>Mr Stevenson's expertise in the agribusiness and livestock sectors includes having previously been the Chief Executive Officer of Namoi Cotton Limited (ASX: NAM) until 30 June 2023, and the Chief Financial Officer of Wellard Limited (ASX: WLD) and Consolidated Pastoral Company.</p> <p>Mr Stevenson is a Fellow of the Chartered Accountants of Australia and New Zealand, a Fellow of the Governance Institute of Australia, and a graduate of the Australian Institute of Company Directors.</p> <p>APPOINTED 28 October 2016 – 22 November 2019 (CFO) 1 July 2020 (Director)</p> <p>STATUS Independent, Non-Executive</p> <p>QUALIFICATIONS - FCA, GAICD, FGIA, BBus.</p> |

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| | <p>Mr Stevenson is a Fellow of the Chartered Accountants of Australia and New Zealand as well as the Governance Institute of Australia and a graduate of the Australian Institute of Company Directors.</p> |
|  <p>Philip Clausius Non-Executive Director</p> | <p>Mr. Clausius is an independent, non-executive Board Member. Clausius does not hold shares in Wellard and does not represent any shareholder. He exercises independent thought and analysis in matters relating to Wellard. Mr Clausius is Chairmanship of the Nomination & Remuneration Committee.</p> <p>Mr Clausius is the Founder & Managing Partner of Singapore based Transport Capital Pte. Ltd., an investment management and advisory firm focused on the global marine transport, aviation and offshore industries. Prior to this, he was Co-Founder and CEO of the FSL Group, a Singapore-based provider of leasing services to the international shipping industry where he oversaw the acquisition and financing of approximately US\$1 billion in maritime assets as well as the IPO of FSL Trust in March 2007, which raised about US\$330 million in equity proceeds in a globally marketed offering.</p> <p>As well as being a Non-Executive Director of Wellard, Mr Clausius is the Chairman of the Singapore War Risks Mutual and a Director of the Bengal Tiger Line. He served as Director and CEO of Nasdaq OMX Copenhagen listed Nordic Shipholding until 1 January 2023 and was a Director of the Standard Club and Standard Asia until 20 February 2023.</p> <p>Mr Clausius graduated from the European Business School, Germany in 1992 with the “Diplom-Betriebswirt” (Business Administration) degree and completed the Advanced Management Programme by INSEAD in July 2023.</p> <p>APPOINTED 19 November 2015 (Director)</p> <p>STATUS Independent, Non-Executive</p> <p>QUALIFICATIONS - BA (Hons) Business Administration Mr. Clausius graduated from the European Business School, Germany in 1992 with the “Diplom-Betriebswirt” (Business Administration) degree and completed the Advanced Management Programme by INSEAD in July 2023.</p> |

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|  <p>Kanda Lu Executive Director Business Development Manager China</p> | <p>Mr Lu is Business Development Manager China and has been a Director since 15 May 2017. He is a non-independent Director, and not the board appointee of any shareholder.</p> <p>Mr. Lu possesses considerable expertise in commerce and financial institutions. His most recent prior position was Vice President for Morgan Stanley China GCM. Mr. Lu currently runs his own boutique asset management firm in Hangzhou China.</p> <p>In addition to his Executive Director role, Mr. Lu is responsible for the development and growth of Wellard's entry into the Chinese market and other business initiatives.</p> <p>APPOINTED 15 May 2017 (Director & Head Of China Initiatives)</p> <p>STATUS Non-Independent, Executive Director.</p> <p>QUALIFICATIONS B. Comm., M. International Relations with M. Commercial Law, Macquarie University</p> |
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After completing a significant operational, financial, and strategic balance sheet restructure during FY20, resulting in a smaller overall business, the Company continues to believe that there is no appropriate justification for the cost of a larger Board or sub-committees. The Board and each sub-committee conduct careful and constant reviews of any conflicts of interest and have in place a Board Charter with rigorous guidelines in this regard. The Company will consider the appointment of new independent directors if there is sufficient justification, and when opportunity arises.

The Company does not comply fully with some ASX Recommendations, including 1.5 (setting and reporting on measurable objectives for achieving gender diversity); 2.4 (majority independent membership of the Board); 2.5 (Independent Chairman); and 7.3 (internal audit function) for the financial year ending 30 June 2023 as set out in this 2023 Corporate Governance Statement.

Wellard runs combined committees for (i) Remuneration and Nomination; and (ii) Audit and Risk. Note that questions in relation to these functions are answered separately in this report. Each Board sub-committee is chaired by an Independent Director and comprises one other independent Director and one executive Director.

For convenience, the membership of Wellard's Board and sub-committees is set out below.

| BOARD MEMBER | STATUS | BOARD | NOMINATION & REMUNERATION COMMITTEE | AUDIT & RISK COMMITTEE | CONFLICTS OF INTEREST COMMITTEE (ad hoc) |
|-----------------|-----------------------------|----------|-------------------------------------|------------------------|---|
| John Klepec | Executive / Non-Independent | Chairman | Member | Member | Chairman |
| Philip Clausius | Non-Executive / Independent | Member | Chairman | Member | Member |
| Kanda Lu | Executive / Non-Independent | Member | Invitee | Invitee | Member |
| John Stevenson | Non-Executive / Independent | Member | Member | Chairman | Member |

The Board has taken into account the guidance contained in its Board & Committee Charters relating to the assessment of a Director's independence.

- Mr Clausius is an independent director.
- Mr. Stevenson was previously Wellard's CFO. On 29 November 2022, 3 years has elapsed since he left that executive role. Accordingly, he now meets all of the requirements within the Board Charter and Nomination & Remuneration Committee Charter for independence.
- Mr Klepec and Mr Lu are non-independent by virtue of their executive roles within the business.

No board member is a shareholder representative.

Note that due to its small size, the Company combines various functions in its (i) Audit and Risk Committee; and (ii) its Remuneration and Nomination Committee.

3 Summary of Policies

| Recommendation | Comply | Comment |
|--|--------|---|
| Principle 1: Lay solid foundations for management oversight | | |
| <p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> | Yes | <p>The Company's Board Charter is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following matters expressly reserved to the Board:</p> <ul style="list-style-type: none"> - appointing the Board's Chair and the Company's Chief Executive Officer*; - setting and monitoring the Company's strategic objectives; - approving and monitoring strategic and financial plans; - approving and monitoring annual budgets and business plans; - approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of securities; - approving financial reports and material external communications and reports in accordance with the Company's Continuous Disclosure Policy; - overseeing the integrity of accounting and corporate reporting systems, including the external audit; - appointing, re-appointing and removing the Company's external auditors and approving the auditor's remuneration, upon recommendation from the Company's Audit, Risk & Compliance Committee; and |

| Recommendation | Comply | Comment |
|---|-----------|---|
| | | <ul style="list-style-type: none"> - determining the Company's dividend policy. <p>*Currently, Mr Klepec is the Executive Chairman, and effectively functions as CEO</p> |
| Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director. | Yes | <p>The Company notes the following:</p> <ul style="list-style-type: none"> - potential directors are required to complete a standardised process to confirm that candidate's qualifications, experience, history, and character are suitable for the Company; and - information concerning each current Director's qualifications, experience, other material directorships, terms of appointment and all other relevant material information are included in the Company's 2023 Annual Report. |
| Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment. | Yes | |
| Recommendation 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. | Yes | |
| Recommendation 1.5 A listed entity should: | Partially | <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company has a diversity policy in accordance with the Recommendation; |

| Recommendation | Comply | Comment |
|--|------------|---|
| <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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p> | | <ul style="list-style-type: none"> - the Company's Diversity Policy is available at https://www.wellard.com.au/corporate/corporate-governance/. - Under the Company's Diversity Policy, "diversity" is defined as <i>"Differences of gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation, gender identity, background, perspective or life experiences – anything that distinguishes one person from another"</i>. - Due to the small size of the Company's board and workforce, the Company did not set any measurable objectives for achieving gender diversity during FY2023; - accordingly, the Company has not disclosed measurable objectives for achieving gender diversity in accordance with the Recommendation; and - the Company is not a 'relevant employer' under the Workplace Gender Equality Act and the Company is no longer of sufficient size to require WGE reporting. |
| <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the</p> | <p>N/A</p> | |

| Recommendation | Comply | Comment |
|---|--------|--|
| 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. | | |
| Recommendation 1.6 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the Board, its committees, and individual Directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | Yes | <p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>In light of the Company's size and resources, the Company did not carry out a formal performance review of the Board and its committees in FY2023. The composition of the Board has not changed since 2019.</p> <p>As set out in the relevant charter:</p> <ul style="list-style-type: none"> - the Remuneration and Nomination Committee is responsible for scheduling formal performance reviews of the Board and its committees every financial year; - the Committee then makes a recommendation to the Board, which undertakes an evaluation process to review its own performance. |
| Recommendation 1.7 A listed entity should: <ul style="list-style-type: none"> (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 was undertaken in the reporting period in accordance with that process during or in respect of that period. | Yes | <p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Executive Chairman is responsible for assessing the performance of the Executive Management Team on an annual basis by measuring performance against key performance indicators; - for certain matters the Executive Chairman makes a recommendation to the Nomination and Remuneration Committee, |

| Recommendation | Comply | Comment |
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| | | which then considers and, where necessary, approves or denies those recommendations. |
| Principle 2: Structure the Board to be effective and add value | | |
| Recommendation 2.1 The Board of a listed entity should: <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> and disclose: <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.</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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p> | Yes | <p>The charter of the Company's Remuneration & Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Remuneration & Nomination Committee comprised Mr Philip Clausius (Chair / Independent Director), Mr John Stevenson (Independent Director), and Mr John Klepec (Non-Independent Director). - The Committee includes a majority of independent Directors. - See the Company's 2023 Annual Report for the number of times the committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Remuneration & Nomination Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman has access to external independent professional advice should it be required. |

| Recommendation | Comply | Comment |
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| <p>Recommendation 2.2</p> <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>Yes</p> | <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Board recognises that each Director will not necessarily possess experience in all areas relevant to the Company's operations, and so seeks to ensure that its membership includes an appropriate mix of directors with skills, knowledge and experience in agriculture, shipping, other relevant industry sectors, general management, legal and finance; and - set out in Schedule 1 is the Board Skills Matrix, which provides a summary of the skills and experience of the Directors. |
| <p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position 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. | <p>Yes</p> | <p>The Company notes the following:</p> <ul style="list-style-type: none"> - Mr Philip Clausius is considered to be an independent director; - Mr Stevenson is considered to be an independent Director; - The Board has reviewed its Charter guidelines regarding the standards to be taken into account when assessing a Director's independence and considers them to be adequate and appropriate; and - the length of service of each Director is set out in the Company's 2023 Annual Report. |

| Recommendation | Comply | Comment |
|--|--------|---|
| Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors. | No | <p>The Board comprises 4 members – 2 independent and 2 non-independent. It does not include a majority of independent Directors.</p> <p>The Company is continuing to evaluate its Board composition and may appoint additional non-executive directors should the size and nature of the business justify it, and if appropriate candidate can be identified.</p> |
| Recommendation 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. | No | <p>The Executive Chairman, Mr. John Klepec, is not independent, and is currently functioning as CEO.</p> |
| Recommendation 2.6 A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | Yes | <p>The Company's Board charter is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Executive Chairman, together with the Company Secretary, include educational materials in the majority of the Board's meeting materials. - The Executive Chairman consistently evaluates the skills and experience of the Company's directors and considers whether additional professional development programs are required to ensure the Board has an adequate mix of skills and experience; and - the Company Secretary is responsible for the induction program for new directors. |

| Recommendation | Comply | Comment |
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| Principle 3: Instil a culture of acting lawfully, ethically and responsibly | | |
| Recommendation 3.1 A listed entity should articulate and disclose its values. | Yes | <p>WELLARD'S VISION AND VALUES:</p> <p><i>Wellard has built its business on passion, commitment and the courage to innovate.</i></p> <p><i>Our company is dedicated to the efficient, sustainable and compassionate production and export of protein throughout the world.</i></p> <p><i>We want to pioneer and achieve best practice, create opportunities for our business partners and assist both our stakeholders and communities in which we operate wherever possible.</i></p> <p>The Company's employees and Board are all provided with copies of its Code of Conduct, which contains the above Vision and values, and have received training on its meaning and contents.</p> |
| Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives, and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | Yes | <p>The Company's Code of Conduct can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> |

| Recommendation | Comply | Comment |
|---|-----------|---|
| Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a whistle-blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | Yes | <p>The Company's Whistleblower Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/</p> <p>The Board is informed on any material incidents reported under the Company's whistle-blower policy.</p> |
| Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. | Yes | <p>The Company's Anti-Bribery and Corruption Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/</p> <p>The Board is informed on any material incidents reported under the Company's Anti Bribery and Corruption policy.</p> |
| Principle 4: Safeguard integrity in corporate reports | | |
| Recommendation 4.1 The Board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: (b) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (c) is chaired by an independent Directors, who is not the Chair of the Board, | Partially | <p>The Company's Audit and Risk Compliance Committee Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Audit, Risk & Compliance Committee comprised Mr John Stevenson (Chair / Independent Director)), Mr Philip Clausius (Independent Director) and Mr John Klepec (Non-Independent Director). - The Company's FY2023 Annual Report includes a summary of the Audit, Risk & Compliance Committee Members' qualifications and experience, and a summary of the number of times the Company's |

| Recommendation | Comply | Comment |
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| <p>and disclose:</p> <ul style="list-style-type: none"> (d) the charter of the committee; (e) the relevant qualifications and experience of the members of the committee; and (f) 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 (g) 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>Audit, Risk & Compliance Committee met throughout the period and the individual attendances of the members at those meetings.</p> <ul style="list-style-type: none"> - All Directors are provided papers for and are invited to attend all meetings of the Company's Audit, Risk & Compliance Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman holds qualifications and has experience which the Board considers appropriate and suitable for the role and has access to external independent professional advice should it be required. |
| <p>Recommendation 4.2</p> <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 the financial records of the entity 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 efficiently.</p> | <p>Yes</p> | <p>As part of each half-year and full-year audit, the Board receives a Management Representation Letter, which has reviewed by its independent Auditors, and which contained the appropriate declarations from its Executive Chairman (CEO-equivalent) and CFO.</p> |
| <p>Recommendation 4.3</p> | <p>N/A</p> | |

| Recommendation | Comply | Comment |
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| 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 | | The Company does not make any unaudited periodic report to the market. |
| Principle 5: Make timely and balanced disclosure | | |
| Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | Yes | The Company's Continuous Disclosure Policy can be accessed at https://www.wellard.com.au/corporate/corporate-governance/ . |
| Recommendation 5.2 A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made | Yes | The Board's directors receive all market announcements made by the Company via an automated email service. |
| Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | Yes | No new or substantive investor or analyst presentations have been made in FY23. |
| Principle 6: Respect the rights of security holders | | |
| Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website. | Yes | The Company has a well maintained and informative website at: www.wellard.com.au |

| Recommendation | Comply | Comment |
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| | | The Company's Corporate Governance Policies are available at https://www.wellard.com.au/corporate/corporate-governance/ . |
| Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | Yes | The Company places significant importance on effective communication with shareholders and is committed to keeping them informed of all major developments that affect the Company. This information is communicated through: <ul style="list-style-type: none"> - the Company's Annual Report and Half-Year Financial Report; - the Company's announcements, which comply with continuous disclosure obligations in accordance with ASX Listing Rules; - market briefings to assist shareholders and stakeholders to understand key issues (none have been required in FY23); - communications posted on the Company's website; - the Chairman's address at the Company's Annual General Meeting; - other Shareholder meetings |
| Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | Yes | The Company notes the following: <ul style="list-style-type: none"> - the Company's website has a dedicated 'Investors' section that is updated regularly for the purpose of displaying all pertinent Company information, including media releases and presentations; - the Company facilitates and encourages participation at meetings of shareholders and all shareholders are encouraged to attend in person or online; and |

| Recommendation | Comply | Comment |
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| | | <ul style="list-style-type: none"> - the Company provides adequate opportunity for shareholders to post questions in advance of a meeting or ask questions at the end of each meeting. - At its 2021 AGM, Shareholders passed a resolution amending Wellard's constitution requiring future shareholder meetings to be conducted as "Hybrid" meetings – taking place both on-line and in person. This expands the participatory reach of such meetings. |
| Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | Yes | All resolutions put to shareholders are decided by poll. |
| Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its share registry electronically. | Yes | <p>Shareholders wishing to receive communications from and send communications to the Company and its share registry electronically should contact the Company's Share Registry, Link Market Services, on +61 1300 554 474.</p> <p>The Company periodically sends correspondence to Shareholders via its share registry encouraging shareholders to receive all communications electronically.</p> |

| Recommendation | Comply | Comment |
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| Principle 7: Recognise and manage risk | | |
| <p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p> <p>(b) If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p> | Yes | <p>The Company's Audit, Risk & Compliance Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Audit, Risk & Compliance Committee comprises Mr John Stevenson (Chair / Independent Director), Mr John Klepec (Non-Independent Director) and Mr Philip Clausius (Independent Director). - Mr Stevenson assumed the chair of this committee from 1 July 2021. - See the Company's FY2023 Annual Report for a summary of the Audit, Risk & Compliance Committee Members' qualifications and experience, and a summary of the number of times the Company's Audit, Risk & Compliance Committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Audit, Risk & Compliance Committee. - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman holds qualifications and has experience which the Board considers appropriate and suitable for the role and has access to external independent professional advice should it be required. |

| Recommendation | Comply | Comment |
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| <p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> (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. | Yes | <p>The Company's Audit, Risk & Compliance Committee Charter can be accessed at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - a role of the Audit, Risk & Compliance Committee is to oversee risk; and - in FY2023, the Audit, Risk & Compliance Committee undertook a review of the Company's risk management plan to ensure it is appropriate and aligns with the Company's Risk Appetite. |
| <p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (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 risk management and internal control processes. | Partial | <p>There is currently no dedicated internal audit person or team employed by the Company.</p> <p>In light of the Company's size and resources, the Company has adopted an internal audit policy that utilises external consultants when required. In FY23, the Company did not consider that there was a need to engage external consultants on these matters.</p> <p>The Company is audited externally by Moore Australia Audit (WA) Pty Ltd, in Australia (assisted by Moore Stephens, Singapore), and the audit process allows for the identification of systems or processes that may present opportunities for improvement. The Auditors' Report is available in the FY23 Company's Annual Report.</p> |
| <p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> | Yes | <p>The Company has included a comprehensive summary of the material risks relevant to the Company's business in various of its publicly released documents, including its 3 April 2017 offer document, and all of the Company's Annual Reports up to and including FY23.</p> |

| Recommendation | Comply | Comment |
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| | | <p>Specific discussion of the Company's risks, including exposure to ESG risks, can be found in the Wellard FY2023 Annual Report at: https://www.wellard.com.au/investor-centre/annual-general-meeting-reports/</p> <p>This includes but is not limited to the dedicated section on Material Business Risks.</p> |
| Principle 8: Remunerate fairly and responsibly | | |
| <p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</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</p> | Yes | <p>The charter of the Company's Remuneration & Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes the following:</p> <ul style="list-style-type: none"> - the Company's Remuneration & Nomination Committee comprised Mr Philip Clausius (Chair / Independent Director), Mr John Stevenson (Independent Director), and Mr John Klepec (Non-Independent Director). - See the Company's 2023 Annual Report for the number of times the committee met throughout the period and the individual attendances of the members at those meetings. - All Directors are provided papers for and are invited to attend all meetings of the Company's Remuneration & Nomination Committee - Committee members or invitees are restricted or excluded from matters in which they have a conflict. - The Committee Chairman has access to external independent professional advice should it be required |

| Recommendation | Comply | Comment |
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| remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive. | | |
| Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives. | Yes | <p>The Company's current Remuneration policy is summarised in its FY2023 Annual Report and contained in the charter of the Company's Remuneration and nomination Committee.</p> <p>The charter of the Company's Remuneration and Nomination Committee is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> |
| Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (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. | Yes | <p>The Company's Employee Share Option Plan and Securities Trading Policy is available at https://www.wellard.com.au/corporate/corporate-governance/.</p> <p>The Company notes that participants are not permitted to enter into transactions that limit the economic risk of participating in the Company's equity based-remuneration scheme.</p> |
| 9. Additional recommendations that apply only in certain cases | | |
| Recommendation 9.1 | N/A | |

| Recommendation | Comply | Comment |
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| 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. | | The principal language of the Board and its papers is English. All Directors have excellent English language skills. |
| Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time. | N/A | Not relevant for Wellard Limited |
| Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | N/A | Not relevant for Wellard Limited |

Schedule 1 – FY2023 Board Skills Matrix

Set out below is a summary of the relevant skills and experience of the Board.

