

# **Corporate Governance Statement**

**For the Financial Year Ended  
30 June 2022**

**30 August 2022**

**Verbrec Limited (ASX : VBC)**

**Level 14, 200 Mary Street**

**Brisbane QLD 4000**

**ACN: 127 897 689**

**[verbrec.com](http://verbrec.com)**

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# Corporate Governance Statement – FY2022

This Statement has been approved by a resolution of the Board of Verbrec Limited ('Verbrec' or 'Company') and is current on 30 August 2022.

The purpose of this Statement is to explain how Verbrec addresses the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition' published in February 2019.

The Reporting Period noted in this document is from 1 July 2021 to 30 June 2022.

Where the Company's compliance is detailed wholly or partly in this Corporate Governance Statement, that detail will be included in the relevant Compliance Statement within this document under the section titled 'Detailed Commentary'.

Where the Company's compliance is detailed wholly or partly in another document, this will be included in the relevant Compliance Statement within this document. Both the Document Title and URL where a copy of the document may be accessed are included in the Compliance Statement.

# Principle 1 – Lay Solid Foundations for Management and Oversight

## Recommendation 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.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | Board Charter<br>As approved by the Board of Directors on 3 July 2019  |
| URL                 | <a href="https://verbrec.com/investor_centre/board-charter/">https://verbrec.com/investor_centre/board-charter/</a>  |
| Detailed Commentary | <p>The Board is responsible for the overall corporate governance of the Company and has adopted as a guiding principle that it act honestly, diligently and fairly in accordance with the law and in the interests of the Shareholders with a view to building sustainable value for them, the Company's employees, and other stakeholders in the Company.</p> <p>The Board has adopted a Board Charter, which sets out the Board's role and responsibilities, the powers that it has reserved for its own consideration and the authority it has delegated to the Executive. The Board's reserved powers and responsibilities as set out in the Board Charter include:</p> <ul style="list-style-type: none"> <li>- setting the strategic direction of the Company, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives</li> <li>- ensuring there are adequate resources available to meet the Company's objectives</li> <li>- appointing the Chief Executive Officer (who may be appointed as a Managing Director) ('Chief Executive'), evaluating the performance and determining the remuneration of senior executives, including any executive incentive plan, and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning</li> <li>- determining the size, composition and structure of the Board and evaluating the performance of the Board and its Directors on an annual basis</li> <li>- determining remuneration levels of Directors</li> <li>- approving and monitoring financial reporting and capital management</li> <li>- approving and monitoring annual budgets</li> <li>- approving and monitoring the progress of business objectives</li> <li>- ensuring that any necessary statutory licences are held and compliance measures are maintained to ensure compliance with the law and licence(s)</li> <li>- ensuring that adequate risk management procedures exist and are being used</li> </ul> |

| RESPONSE CATEGORY | DETAIL / COMMENTARY   |
|-------------------|---|
|                   | <ul style="list-style-type: none"> <li>- ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility</li> <li>- ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company</li> <li>- approving the dividend policy of the Company and authorising payment of dividends</li> <li>- appointing or removing the Company's external auditors and approving the auditor's remuneration, upon recommendation from the Audit &amp; Risk Committee</li> </ul> <p>The Board has delegated to the Chief Executive responsibility for the day-to-day management of the Verbrec' group of companies, and implementation of policies and strategy set by the Board.</p> |

## Recommendation 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.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Nomination and Remuneration Committee Charter<br>As approved by the Board of Directors on 22 February 2019  |
| URL                 | <a href="https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/">https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/</a>   |
| Detailed Commentary | <p>The Board has established a Nomination and Remuneration Committee whose responsibilities include assisting the Board with the selection and appointment of appropriate directors of the Company.</p> <p>Appropriate checks are undertaken by the Company before appointing a person as a director and recommending that person for election (including character, experience, education, criminal record and bankruptcy history checks).</p> <p>All material information that is relevant to the decision of whether or not to elect or re-elect a Director is provided to shareholders in the notice of meeting for the relevant AGM.</p> |

### Recommendation 1.3

**“A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | All Directors enter into a written agreement with the Company which sets out their duties, responsibilities, rights, and remuneration entitlements, and all Directors provide a consent to act as a director prior to their appointment. Each member of Verbrec' Executive team is employed under an executive services agreement which sets out the terms on which the Executive is employed, including details of the Executive's duties, responsibilities, rights, and remuneration entitlements. |

### 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement. |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | For any matter relevant to the Company's secretarial duties or conduct of the Board, the Company Secretary is accountable to the Chairperson of the Board.          |

## Recommendation 1.5

“A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
  1. the measurable objectives set for that period to achieve gender diversity;
  2. the entity’s progress towards achieving those objectives; and
  3. either:
    - A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or
    - B. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | Diversity Policy   |
| URL                 | <a href="https://verbrec.com/investor_centre/diversity-policy/">https://verbrec.com/investor_centre/diversity-policy/</a>  |
| Detailed Commentary | <p>The Board has established the Diversity Policy dealing with diversity within its workforce.</p> <p>The Board through its committees monitors and reviews the Company's policies, including the diversity policy and other associated policies, to determine the effectiveness of the policies in the circumstances relevant to the industries in which the Company operates.</p> <p>Verbrec reports under the Workplace Gender Equality Act 2012 (Cth) and publication of Verbrec' Gender Equality Indicators can be found on the Workplace Gender Equality Agency website (<a href="https://www.wgea.gov.au/report/public-reports">https://www.wgea.gov.au/report/public-reports</a>).</p> |

## Recommendation 1.6

“A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | The performance of the Board, its committees and individual directors is reviewed by the Chairperson each year. As part of the performance evaluation process, the Chairperson holds discussions with each individual Director which will take place prior to the end of the calendar year. |

## Recommendation 1.7

“A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | The performance evaluation of the Chief Executive and senior executives is conducted on an annual basis through a review process with the Board as well as through external advisors (as required) and industry benchmarking. In addition, the performance of the Chief Executive and senior executives is monitored consistently by the Board in assessing the performance of the Company at each meeting to identify areas of improvement to assist the Company. |

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# Principle 2 – Structure the Board to be Effective and Add Value

## Recommendation 2.1

“The board of a listed entity should:

(a) have a nomination committee which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,

and disclose:

3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | Nomination and Remuneration Committee Charter<br>As approved by the Board of Directors on 22 February 2019   |
| URL                 | <a href="https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/">https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/</a>  |
| Detailed Commentary | <p>The Board has established a Nomination and Remuneration Committee.</p> <p>The Nomination and Remuneration Committee is responsible for reviewing and making recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> <li>- The Company's remuneration policies and practices, including those of the chief executive and executive management</li> <li>- Board appointments and re-elections</li> <li>- Board and senior executive succession plans</li> <li>- Board composition, competencies and diversity</li> </ul> <p>The Nomination and Remuneration Committee is also responsible for overseeing Director training and education programs, and the performance evaluation process for the Board, Board Committees and individual Directors.</p> |

| RESPONSE CATEGORY  | DETAIL / COMMENTARY  |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
|--------------------|--|------------------|----------------------------|------------------|---------------------|--------------------|---|---|---|----------------|---|---|---|------------------|---|---|---|--------------|---|---|---|---------|--|--|--|
|                    | The members of the committee, number of meetings and meeting attendance for the Reporting Period are as follows:   |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
|                    | <table border="1"> <thead> <tr> <th>Member Name</th> <th>Independent Director (Y/N)</th> <th># Meetings Total</th> <th># Meetings Attended</th> </tr> </thead> <tbody> <tr> <td>Phillip Campbell ^</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td>Matthew Morgan</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td>Brian O'Sullivan</td> <td>N</td> <td>1</td> <td>0</td> </tr> <tr> <td>Sarah Zeljko</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td colspan="4">^ Chair</td> </tr> </tbody> </table> | Member Name      | Independent Director (Y/N) | # Meetings Total | # Meetings Attended | Phillip Campbell ^ | Y | 1 | 1 | Matthew Morgan | Y | 1 | 1 | Brian O'Sullivan | N | 1 | 0 | Sarah Zeljko | Y | 1 | 1 | ^ Chair |  |  |  |
| Member Name        | Independent Director (Y/N)   | # Meetings Total | # Meetings Attended        |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Phillip Campbell ^ | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Matthew Morgan     | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Brian O'Sullivan   | N  | 1                | 0                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Sarah Zeljko       | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| ^ Chair            |  |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |

## Recommendation 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.”**

### Compliance Statement

| RESPONSE CATEGORY         | DETAIL / COMMENTARY   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
|---------------------------|---|-------------------|--------------------------------|--------------|---|---------------------|---|----------------|---|-----------------------|--------------------------------|-----------|---|-------------|---|------------------|---|-----------------------|--------------------------------|---------------------------|---|---------|---|-----------------|---|----------------------|---|-----------------|---|-------|---|
| Compliance Response       | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Document Title            | N/A   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| URL                       | N/A   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Detailed Commentary       | <p>The Board has in place a skills matrix and regularly assesses the balance of skills, knowledge, diversity and experience of its current Directors, which will support the effective functioning of the Board with regard to the strategic direction of the Company.</p> <p>The skills and experience held within the Board for the Reporting Period were as follows:</p> <table border="1"> <thead> <tr> <th>Sector Experience</th> <th>Number of Directors (out of 5)</th> </tr> </thead> <tbody> <tr> <td>Hydrocarbons</td> <td>3</td> </tr> <tr> <td>Minerals and Metals</td> <td>3</td> </tr> <tr> <td>Infrastructure</td> <td>5</td> </tr> <tr> <th>Geographic Experience</th> <th>Number of Directors (out of 5)</th> </tr> <tr> <td>Australia</td> <td>5</td> </tr> <tr> <td>New Zealand</td> <td>5</td> </tr> <tr> <td>Papua New Guinea</td> <td>2</td> </tr> <tr> <th>Functional Experience</th> <th>Number of Directors (out of 5)</th> </tr> <tr> <td>Listed Company Experience</td> <td>4</td> </tr> <tr> <td>Finance</td> <td>4</td> </tr> <tr> <td>Risk Management</td> <td>5</td> </tr> <tr> <td>Corporate Governance</td> <td>4</td> </tr> <tr> <td>Human Resources</td> <td>5</td> </tr> <tr> <td>Legal</td> <td>4</td> </tr> </tbody> </table> | Sector Experience | Number of Directors (out of 5) | Hydrocarbons | 3 | Minerals and Metals | 3 | Infrastructure | 5 | Geographic Experience | Number of Directors (out of 5) | Australia | 5 | New Zealand | 5 | Papua New Guinea | 2 | Functional Experience | Number of Directors (out of 5) | Listed Company Experience | 4 | Finance | 4 | Risk Management | 5 | Corporate Governance | 4 | Human Resources | 5 | Legal | 4 |
| Sector Experience         | Number of Directors (out of 5)  |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Hydrocarbons              | 3   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Minerals and Metals       | 3   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Infrastructure            | 5   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Geographic Experience     | Number of Directors (out of 5)  |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Australia                 | 5   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| New Zealand               | 5   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Papua New Guinea          | 2   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Functional Experience     | Number of Directors (out of 5)  |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Listed Company Experience | 4   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Finance                   | 4   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Risk Management           | 5   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Corporate Governance      | 4   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Human Resources           | 5   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |
| Legal                     | 4   |                   |                                |              |   |                     |   |                |   |                       |                                |           |   |             |   |                  |   |                       |                                |                           |   |         |   |                 |   |                      |   |                 |   |       |   |

| RESPONSE CATEGORY | DETAIL / COMMENTARY |
|-------------------|---------------------|
|                   | Technology 3        |

### Recommendation 2.3

“A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | <p>Verbrec considers a Director to be independent if the Director is independent of management and free of a business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgement in relation to matters concerning Verbrec.</p> <p>In determining whether a Director is independent, the Board has regard to:</p> <ul style="list-style-type: none"> <li>- whether the Director is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board</li> <li>- whether the Director is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the entity or any of its child entities</li> <li>- whether the Director is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship</li> <li>- whether the Director is a substantial security holder of the entity or an officer of, or otherwise associated with, a substantial security holder of the entity</li> <li>- whether the Director has a material contractual relationship with the entity or its child entities other than as a director</li> <li>- whether the Director has close family ties with any person who falls within any of the categories described above</li> <li>- whether the Director has been a director of the entity for such a period that his or her independence may have been compromised</li> <li>- any materiality guidelines applied in accordance with Australian Accounting Standards</li> <li>- any professional advice sought by the Board at its discretion</li> </ul> |

| RESPONSE CATEGORY | DETAIL / COMMENTARY   |  |                                |
|-------------------|---|--|--------------------------------|
|                   | The details of Verbrec's independent directors for the Reporting Period were: |  |                                |
|                   | Name of Independent Director  | Length of Service at the end of the Reporting Period | Factors affecting independence |
|                   | Phillip Campbell  | 32 Months  | Minor shareholding             |
|                   | Matthew Morgan  | 32 Months  | Minor shareholding             |
|                   | Sarah Zeljko  | 22 Months  | None                           |

## Recommendation 2.4

**“A majority of the board of a listed entity should be independent directors.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement. |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | 3 of 5 Directors of Verbrec are independent directors thus the Company has a majority of independent directors.   |

## 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.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement. |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | Mr Phillip Campbell, who is the current Chair of the Board, is an Independent Non-Executive Director and does not hold the role of Chief Executive Officer.         |

## 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.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | <p>The program for the induction of new directors is set out in the Company's Board Charter. Newly appointed Directors are inducted so that they gain an understanding of:</p> <ul style="list-style-type: none"><li>- the Company's financial, strategic, operational and risk management position</li><li>- the culture and values of the Company</li><li>- the rights, duties and responsibilities of the Directors</li><li>- the roles and responsibilities of Senior Executives</li><li>- the role of Board Committees</li><li>- meeting arrangements</li><li>- Director integration with each other, senior executives and other stakeholders</li></ul> <p>Directors are encouraged to attend continuing education to update and enhance their skills and knowledge at the Company's expense with the approval of the Chairperson (which approval is not unreasonably withheld).</p> |

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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.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement. |
| Document Title      | N/A   |
| URL                 | <a href="https://verbrec.com/the-verbrec-way/#values">https://verbrec.com/the-verbrec-way/#values</a>   |
| Detailed Commentary | “The Verbrec Way” is the articulation of the Company’s values and is disclosed on the Company’s website.  |

## Recommendation 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.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Code of Conduct   |
| URL                 | <a href="https://verbrec.com/investor_centre/code-of-conduct/">https://verbrec.com/investor_centre/code-of-conduct/</a>   |
| Detailed Commentary | Verbrec has a Corporate Code of Conduct that applies to Directors, officers, managers, employees, and consultants of Verbrec Limited and its subsidiaries, and it is expected that it will be complied with in all dealings in relation to the affairs of the Company’s business and when dealing with each other, shareholders, and the broader community. |

### Recommendation 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | Whistle-Blower Policy  |
| URL                 | <a href="https://verbrec.com/investor_centre_category/corporate-governance/">https://verbrec.com/investor_centre_category/corporate-governance/</a>  |
| Detailed Commentary | Verbrec has a Whistleblower policy that applies to Directors, officers, managers, employees, and consultants of Verbrec Limited and its subsidiaries, and it is expected that it will be complied with in all dealings in relation to the affairs of the Company's business and when dealing with each other, shareholders, and the broader community. |

### Recommendation 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Code of Conduct   |
| URL                 | <a href="https://verbrec.com/investor_centre/code-of-conduct/">https://verbrec.com/investor_centre/code-of-conduct/</a>   |
| Detailed Commentary | The anti-bribery and corruption policy for Verbrec is contained within the Corporate Code of Conduct.<br>Verbrec's Corporate Code of Conduct applies to Directors, officers, managers, employees, and consultants of Verbrec Limited and its subsidiaries, and it is expected that it will be complied with in all dealings in relation to the affairs of the Company's business and when dealing with each other, shareholders, and the broader community. |

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# Principle 4 – Safeguard the Integrity of Corporate Reports

## Recommendation 4.1

“The board of a listed entity should:

(a) have an audit committee which:

1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
2. is chaired by an independent director, who is not the chair of the board,

and disclose:

3. the charter of the committee;
4. the relevant qualifications and experience of the members of the committee; and
5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.”

## Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Audit & Risk Committee Charter<br>As approved by the Board of Directors 3 July 2019   |
| URL                 | <a href="https://verbrec.com/investor_centre/audit-risk-committee-charter/">https://verbrec.com/investor_centre/audit-risk-committee-charter/</a>   |
| Detailed Commentary | The Board has established an Audit and Risk Committee. The Committee has a formal charter that is available on Verbrec's website.<br>The Audit and Risk Committee is responsible for: <ul style="list-style-type: none"> <li>- reviewing the integrity and adequacy of the Company's financial reporting process</li> <li>- reviewing the adequacy of the Company's risk management framework (including the Risk Management Policy and Risk Management Plan adopted by the Company as set out below)</li> <li>- overseeing the Company's compliance programs</li> <li>- approving the terms of engagement for the external auditor and internal auditor</li> <li>- assessing the performance and independence of the external auditor and the internal audit function</li> </ul> |



| RESPONSE CATEGORY | DETAIL / COMMENTARY   |                  |                            |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |
|-------------------|---|------------------|----------------------------|------------------|---------------------|------------------|---|---|---|------------------|---|---|---|------------------|---|---|---|--------------|---|---|---|
|                   | <ul style="list-style-type: none"> <li>- overseeing the process and procedures for the selection, appointment and removal of the external auditor (including the rotation of the external audit partner) and the internal auditor</li> <li>- making recommendations to the Board for the appointment or (if necessary) the removal of the external auditor and the head of the internal audit function</li> <li>- making recommendations to the Board in relation to the Group insurance policies and financing arrangements</li> </ul> <p>The members of the committee, number of meetings and meeting attendance for the Reporting Period are as follows:</p> <table border="1"> <thead> <tr> <th>Member Name</th> <th>Independent Director (Y/N)</th> <th># Meetings Total</th> <th># Meetings Attended</th> </tr> </thead> <tbody> <tr> <td>Phillip Campbell</td> <td>Y</td> <td>3</td> <td>3</td> </tr> <tr> <td>Matthew Morgan ^</td> <td>Y</td> <td>3</td> <td>3</td> </tr> <tr> <td>Brian O'Sullivan</td> <td>N</td> <td>3</td> <td>3</td> </tr> <tr> <td>Sarah Zeljko</td> <td>Y</td> <td>3</td> <td>3</td> </tr> </tbody> </table> <p>^ Chair</p> | Member Name      | Independent Director (Y/N) | # Meetings Total | # Meetings Attended | Phillip Campbell | Y | 3 | 3 | Matthew Morgan ^ | Y | 3 | 3 | Brian O'Sullivan | N | 3 | 3 | Sarah Zeljko | Y | 3 | 3 |
| Member Name       | Independent Director (Y/N)  | # Meetings Total | # Meetings Attended        |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |
| Phillip Campbell  | Y   | 3                | 3                          |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |
| Matthew Morgan ^  | Y   | 3                | 3                          |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |
| Brian O'Sullivan  | N   | 3                | 3                          |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |
| Sarah Zeljko      | Y   | 3                | 3                          |                  |                     |                  |   |   |   |                  |   |   |   |                  |   |   |   |              |   |   |   |

## Recommendation 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.”**

## Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | <p>Prior to the approval of the financial statements for a financial period, the Board receives from the Chief Executive and the Chief Financial Officer declarations in writing that, in their opinion:</p> <ul style="list-style-type: none"> <li>- the financial records of the Company have been properly maintained</li> <li>- the financial statements for the financial period give a true and fair view of the Verbrec' group's financial condition and performance, and comply with the relevant accounting standards</li> <li>- this opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively in all material respects</li> </ul> |

### Recommendation 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | Any periodic corporate report that is released to the market that is not audited or reviewed by an external auditor undergoes an extensive review and approval process through the Board or a Committee of the Board prior to its release. Any announcement made to the market must first be approved by the Board and a statement of the approval is made on the announcement. |

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# 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.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | Continuous Disclosure Policy<br>As approved by the Board of Directors on 22 February 2019  |
| URL                 | <a href="https://verbrec.com/investor_centre/continuous-disclosure-policy/">https://verbrec.com/investor_centre/continuous-disclosure-policy/</a>  |
| Detailed Commentary | <p>The Board has established a policy for complying with its continuous disclosure obligations under the Listing Rules.</p> <p>The objectives of the Continuous Disclosure Policy are:</p> <ul style="list-style-type: none"> <li>- assist Verbrec to comply with its continuous disclosure obligations under the Corporations Act and the Listing Rules</li> <li>- establish procedures for the preparation, approval and release of announcements by the Company to ASX</li> <li>- promote investor confidence in the integrity of the Company and its securities</li> </ul> <p>The policy covers various topics including:</p> <ul style="list-style-type: none"> <li>- Legal requirements</li> <li>- Best practice guidelines</li> <li>- Disclosure principle</li> <li>- Immediate disclosure</li> <li>- Disclosure of price sensitive information</li> <li>- Authorised spokespersons</li> <li>- Company announcements</li> <li>- Pre-result periods</li> <li>- Media and market speculation</li> <li>- Trading halts and voluntary suspension</li> </ul> <p>Verbrec' Continuous Disclosure Policy ensures that matters having a material effect on the price of the Company's securities are notified to ASX in a timely manner.</p> |

## Recommendation 5.2

**“A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | Any announcement that is released to the market undergoes an extensive review and approval process through the Board or a Committee of the Board prior to its release. Any announcement made to the market must first be approved by the Board and a statement of the approval is made on the announcement. |

## 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.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.                 |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | Should a representative of Verbrec provide a presentation to a substantive investor or analyst a copy of the presentation will be released to the market ahead of the presentation. |

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# 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.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | <a href="https://verbrec.com/">https://verbrec.com/</a>  |
| Detailed Commentary | <p>Verbrec provides a substantial amount of information on its operations on its website, <a href="http://www.verbrec.com">www.verbrec.com</a>, including:</p> <ul style="list-style-type: none"> <li>- the names and a brief summary of the backgrounds and experience of each of its Directors</li> <li>- the Board Charter and the charters of each committee of the Board</li> <li>- the Company's corporate governance policies and other relevant materials</li> </ul> <p>Verbrec keeps investors informed of all major developments in an ongoing manner as follows:</p> <ul style="list-style-type: none"> <li>- all shareholders are provided with a copy of the Company's Annual Report (at their election this is either in hard copy or electronically), and a copy of the Annual Report is available to potential investors on the Company's website</li> <li>- the annual and half-yearly financial reports are lodged with ASX, and are available to view both on ASX and Verbrec' website</li> <li>- ASX announcements are available on the website</li> </ul> <p>The Company's website also contains a dedicated Investor Relations section, containing:</p> <ul style="list-style-type: none"> <li>- ASX announcements</li> <li>- Investor Presentations</li> <li>- Company Reports</li> <li>- Corporate Governance documents</li> <li>- Verbrec' Corporate Directory</li> <li>- A Board of Directors section</li> </ul> |

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## Recommendation 6.2

**“A listed entity should have an investor relations program that facilitates effective two-way communication with investors.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | <p>Verbrec has an investor relations program designed to communicate with its shareholders to ensure they are informed of all material information relating to the Company, and to promote shareholder involvement in the Company.</p> <p>The Company's communications strategy promotes the communication of information to shareholders through the distribution of the annual report, half-year reports, and all announcements through the ASX. Releases provided to ASX are posted on the Company's website and made available on the Company website immediately after release to the market. The Company also provides other information about itself and its governance on the Company website.</p> |

## Recommendation 6.3

**“A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.”**

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | <p>The Board encourages the participation of shareholders at the Annual General Meeting to seek to ensure a high level of accountability and discussion in relation to the Company's performance. Shareholders are encouraged to participate in the Annual General Meeting through asking questions and making comments. The Directors and Executives of the Company, including the Chief Executive and Chief Financial Officer, on occasion meet with analysts and investors. Any presentations made are released to the ASX.</p> <p>The external auditor attends the annual general meetings (as well as any relevant extraordinary general meetings) to answer questions concerning the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit</p> |

#### 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.                |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | The Company ensures that all resolutions at the Annual General Meeting are decided by poll. This practice will continue for all future meetings of the Company's security holders. |

#### Recommendation 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | <a href="https://verbrec.com/contact/">https://verbrec.com/contact/</a>  |
| Detailed Commentary | The Company receives enquiries from shareholders through the 'Contact' page of the Company's website.<br>Shareholders also have the option to receive key communications from the Company and its share registry electronically. |

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# Principle 7 – Recognise and Manage Risk

## Recommendation 7.1

“The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,

and disclose:

3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Audit & Risk Committee Charter<br>As approved by the Board of Directors 3 July 2019<br><br>Board Proposal Approval Committee BPAC Charter<br>As approved by the Board of Directors on 30 October 2019   |
| URL                 | <a href="https://verbrec.com/investor_centre/audit-risk-committee-charter/">https://verbrec.com/investor_centre/audit-risk-committee-charter/</a><br><br><a href="https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/">https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/</a>  |
| Detailed Commentary | The Board has two committees established to oversee risk: <ul style="list-style-type: none"> <li>- Audit and Risk Committee.</li> <li>- Board Proposal Approval Committee</li> </ul> Each Committee has a formal charter that is available on Verbrec’s website.<br><br>The Audit and Risk Committee is responsible for: <ul style="list-style-type: none"> <li>- reviewing the integrity and adequacy of the Company’s financial reporting process</li> <li>- reviewing the adequacy of the Company’s risk management framework (including the Risk Management Policy and Risk Management Plan adopted by the Company as set out below)</li> <li>- overseeing the Company’s compliance programs</li> </ul> |



**RESPONSE CATEGORY**

**DETAIL / COMMENTARY**

- approving the terms of engagement for the external auditor and internal auditor
- assessing the performance and independence of the external auditor and the internal audit function

The members of the committee, number of meetings and meeting attendance for the Reporting Period are as follows:

| Member Name      | Independent Director (Y/N) | # Meetings Total | # Meetings Attended |
|------------------|----------------------------|------------------|---------------------|
| Phillip Campbell | Y                          | 3                | 3                   |
| Matthew Morgan ^ | Y                          | 3                | 3                   |
| Brian O'Sullivan | N                          | 3                | 3                   |
| Sarah Zeljko     | Y                          | 3                | 3                   |

^ Chair

The Board Proposal Approval Committee ('BPAC') is responsible for:

- assisting the Board to fulfill its responsibilities with respect to review and approval of proposals to clients (and prospective clients)
- to review those proposals which are beyond the delegated authority provided by the Board to the Chief Executive Officer
- The BPAC will review proposals submitted to it to ensure that the Company's risks are appropriately managed, including:
  - o Ensuring that the proposed client's financial viability and reputation (and otherwise suitability as a counterparty) has been adequately assessed.
  - o Ensuring the scope of work is within the Company's capabilities to deliver (within schedule) taking into account the Company's resources and the capabilities of any nominated sub-contractors or other partners and any other plans to fill capability gaps.
  - o Ensuring the Company has a clear strategy for winning - including key messages and methodologies that address the client's key drivers, and a clear and appropriate strategy for pricing and scope qualifications.
  - o Ensuring that the pricing model for the proposal is appropriate and appropriate project cash flows.
  - o Ensuring the company's legal and contractual risks are suitably mitigated.

The members of the committee, number of meetings and meeting attendance for the Reporting Period are as follows:

| Member Name      | Independent Director (Y/N) | # Meetings Total | # Meetings Attended |
|------------------|----------------------------|------------------|---------------------|
| Linton Burns     | N                          | 8                | 8                   |
| Phillip Campbell | Y                          | 8                | 8                   |
| Brian O'Sullivan | N                          | 8                | 8                   |
| Sarah Zeljko ^   | Y                          | 8                | 7                   |

^ Chair

Note: Sarah Zeljko was appointed as Chair of the committee on 25 March 2022. Prior to this Phillip Campbell acted as Chair for the committee.

## Recommendation 7.2

“The board or a committee of the board should:

- (a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.”

### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Audit & Risk Committee Charter<br>As approved by the Board of Directors 3 July 2019<br><br>Board Proposal Approval Committee BPAC Charter<br>As approved by the Board of Directors on 30 October 2019   |
| URL                 | <a href="https://verbrec.com/investor_centre/audit-risk-committee-charter/">https://verbrec.com/investor_centre/audit-risk-committee-charter/</a><br><br><a href="https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/">https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/</a>  |
| Detailed Commentary | Risks identified by the Audit and Risk Committee or Management are raised and discussed regularly at Board meetings with the aim of identification, assessment and appropriate management of those risks.<br><br>Details of the material business risks which may impact on the Verbrec' group are set out in the Principal Activities & Review of Operations section of the Directors' Report in the relevant Reporting Period.<br><br>Ways in which the Company seeks to minimise its risks include: <ul style="list-style-type: none"><li>- capital and operational expenditure is approved via detailed budgets signed off by the Board with performance reviewed monthly, and forecasts revisited regularly</li><li>- occupational health and safety standards are stringently managed throughout the business</li><li>- business transactions are properly authorised and executed</li><li>- attracting and retaining quality and ethical personnel through recruitment practices, training and annual performance reviews; and</li><li>- consideration of environmental obligations and compliance</li></ul> |

### Recommendation 7.3

“A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.”

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has <u>not</u> followed the recommendation in full for the whole of the Reporting Period. Further detail on the reasons for doing so outlined below in this Corporate Governance Statement.   |
| Document Title      | Audit & Risk Committee Charter<br>As approved by the Board of Directors 3 July 2019<br><br>Board Proposal Approval Committee BPAC Charter<br>As approved by the Board of Directors on 30 October 2019   |
| URL                 | <a href="https://verbrec.com/investor_centre/audit-risk-committee-charter/">https://verbrec.com/investor_centre/audit-risk-committee-charter/</a><br><br><a href="https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/">https://verbrec.com/investor_centre/board-proposal-approval-committee-bpac-charter/</a>  |
| Detailed Commentary | Verbrec does not have a separate internal audit function. Rather, assessment of the appropriateness of the Company’s Risk Management Framework and governance systems is conducted by the Audit and Risk Committee. The Committee also monitors management’s response to recommendations arising from such assessments.<br><br>In addition, the Company has a Board Proposal Approval Committee (BPAC), chaired by an Independent Director, which provides governance over larger proposals to clients and prospective clients to assist the Board of Verbrec in fulfilling its responsibilities. Governance of smaller proposals is delegated to management. |

### Recommendation 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.”

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.               |
| Document Title      | N/A   |
| URL                 | N/A   |
| Detailed Commentary | The Board acknowledges its requirement to report on material environmental, social and governance risks and will continue to refine its ESG reporting in line with best practice. |

| RESPONSE CATEGORY | DETAIL / COMMENTARY   |
|-------------------|---|
|                   | <p>The Directors have considered climate-related risks and do not currently deem there to be an associated material risk to the Group's operations and the amounts recognised in the financial statements. The Group continues to monitor climate-related and other emerging risks and the potential impact on the financial statements. Potential impacts of legislation or other factors on our clients with regard to greenhouse gas emissions are regarded as presenting more opportunities than risks for the Group.</p> <p>The Company has determined that no particular or significant environmental regulations or risks apply to its operations.</p> |

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# Principle 8 – Remunerate Fairly and Responsibly

## Recommendation 8.1

“The board of a listed entity should:

(a) have a remuneration committee to oversee risk, each of which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,

and disclose:

3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a 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.”

## Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.   |
| Document Title      | Nomination and Remuneration Committee Charter<br>As approved by the Board of Directors on 22 February 2019  |
| URL                 | <a href="https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/">https://verbrec.com/investor_centre/nomination-and-remuneration-committee-charter/</a>   |
| Detailed Commentary | <p>The Board has established a Nomination and Remuneration Committee. The Nomination and Remuneration Committee is responsible for reviewing and making recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> <li>- The Company’s remuneration policies and practices, including those of the chief executive and executive management</li> <li>- Board appointments and re-elections</li> <li>- Board and senior executive succession plans</li> <li>- Board composition, competencies and diversity</li> </ul> <p>The Nomination and Remuneration Committee is also responsible for overseeing Director training and education programs, and the performance evaluation process for the Board, Board Committees and individual Directors.</p> |

| RESPONSE CATEGORY  | DETAIL / COMMENTARY  |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
|--------------------|--|------------------|----------------------------|------------------|---------------------|--------------------|---|---|---|----------------|---|---|---|------------------|---|---|---|--------------|---|---|---|---------|--|--|--|
|                    | The members of the committee, number of meetings and meeting attendance for the Reporting Period are as follows:   |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
|                    | <table border="1"> <thead> <tr> <th>Member Name</th> <th>Independent Director (Y/N)</th> <th># Meetings Total</th> <th># Meetings Attended</th> </tr> </thead> <tbody> <tr> <td>Phillip Campbell ^</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td>Matthew Morgan</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td>Brian O'Sullivan</td> <td>N</td> <td>1</td> <td>0</td> </tr> <tr> <td>Sarah Zeljko</td> <td>Y</td> <td>1</td> <td>1</td> </tr> <tr> <td colspan="4">^ Chair</td> </tr> </tbody> </table> | Member Name      | Independent Director (Y/N) | # Meetings Total | # Meetings Attended | Phillip Campbell ^ | Y | 1 | 1 | Matthew Morgan | Y | 1 | 1 | Brian O'Sullivan | N | 1 | 0 | Sarah Zeljko | Y | 1 | 1 | ^ Chair |  |  |  |
| Member Name        | Independent Director (Y/N)   | # Meetings Total | # Meetings Attended        |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Phillip Campbell ^ | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Matthew Morgan     | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Brian O'Sullivan   | N  | 1                | 0                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| Sarah Zeljko       | Y  | 1                | 1                          |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |
| ^ Chair            |  |                  |                            |                  |                     |                    |   |   |   |                |   |   |   |                  |   |   |   |              |   |   |   |         |  |  |  |

### 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.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY  |
|---------------------|--|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement.  |
| Document Title      | N/A  |
| URL                 | N/A  |
| Detailed Commentary | Verbrec' remuneration structure distinguishes between Non-executive Directors and that of the Chief Executive and Executive Team (including Executive Directors). A Remuneration Report as required under section 300A(1) of the Corporations Act 2001 is provided in the Director's Report which forms part of the Company's Annual Report. |

### Recommendation 8.3

**“A listed entity which has an equity-based remuneration scheme should:**

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- (b) disclose that policy or a summary of it.”**

#### Compliance Statement

| RESPONSE CATEGORY   | DETAIL / COMMENTARY   |
|---------------------|---|
| Compliance Response | The Company has followed the recommendation in full for the whole of the Reporting Period. Further detail is outlined below in this Corporate Governance Statement. |
| Document Title      | N/A   |
| URL                 | N/A   |

| RESPONSE CATEGORY                                  | DETAIL / COMMENTARY  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
|--|--|-------------------|---------------------------------------|-----------|---------|-------|------|----------------------------|-------------|----------|--------|-----|-----|----------------------------|-------------|----------|-----------|-----|-----|-----------------|------|----|
| Detailed Commentary                                | <p>Verbrec maintains Short Term Incentives for its key Senior Executives and Executive Directors which are set and reviewed annually.</p> <p>The Board, through its Nomination and Remuneration Committee, implemented a Performance Rights plan which was approved by Verbrec's Shareholders at the Annual General Meeting.</p> <p>The key terms of the plan are as follows:</p> <p><b>FY2022</b></p>   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Term   | Each Right has a Term of 15 years and if not exercised within that Term the Rights will lapse  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Measurement Period                                 | The Measurement Period for all Rights outlined in this Invitation is from the commencement of FY22 to the completion of FY24 i.e. three financial years.   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Service Condition                                  | Continued service with the Group up to the Vesting Date is not a requirement for Rights to become eligible to vest. Service during the first year of the Measurement Period is a requirement in order for all Rights that are the subject of this Invitation to become eligible to vest.   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Gate   | For any vesting of Performance Rights to occur, the Company's total shareholder return (TSR) must be positive over the Measurement Period. TSR is the percentage gain for Shareholders over a specified period from share price growth and dividends assuming that dividends are reinvested into Shares. Share price growth is measured relative to the Base Share Price.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Earnings Per Share Growth (EPSG) Vesting Condition | <p>The vesting condition for the Performance Rights is EPSG as measured on a compound annual growth rate (CAGR) basis. The CAGR is calculated by comparing the EPS for the last year of the Measurement Period (Final EPS) with the ESP for the year prior to the commencement of the Measurement Period (Base EPS) and calculating the compound annual growth rate required to move from the Base ESP to the Final EPS over the term of the Measurement period.</p> <p>EPS is calculated according to Australian Accounting Standards and audited by the Company's auditor.</p> <table border="1" data-bbox="778 1261 1433 1720"> <thead> <tr> <th>Performance Level</th> <th>CAGR for EPSG Over Measurement Period</th> <th>Vesting %</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>≥ 20%</td> <td>100%</td> </tr> <tr> <td>Between Stretch and Target</td> <td>&gt;15% &amp; &lt;20%</td> <td>Pro-Rata</td> </tr> <tr> <td>Target</td> <td>15%</td> <td>50%</td> </tr> <tr> <td>Between Threshold &amp; Target</td> <td>&gt;10% &amp; &lt;15%</td> <td>Pro-Rata</td> </tr> <tr> <td>Threshold</td> <td>10%</td> <td>25%</td> </tr> <tr> <td>Below Threshold</td> <td>&lt;10%</td> <td>0%</td> </tr> </tbody> </table> | Performance Level | CAGR for EPSG Over Measurement Period | Vesting % | Stretch | ≥ 20% | 100% | Between Stretch and Target | >15% & <20% | Pro-Rata | Target | 15% | 50% | Between Threshold & Target | >10% & <15% | Pro-Rata | Threshold | 10% | 25% | Below Threshold | <10% | 0% |
| Performance Level                                  | CAGR for EPSG Over Measurement Period  | Vesting %         |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Stretch  | ≥ 20%  | 100%              |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Between Stretch and Target                         | >15% & <20%  | Pro-Rata          |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Target   | 15%  | 50%               |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Between Threshold & Target                         | >10% & <15%  | Pro-Rata          |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Threshold  | 10%  | 25%               |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Below Threshold                                    | <10%   | 0%                |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Vesting and Vesting Date                           | If and when Rights vest, you will be notified by the Board in a Vesting Notice, which will specify the Vesting Date. Rights will typically vest following the completion of the Measurement Period based on an assessment of the Vesting Conditions, however Rights may vest before the end of the Measurement Period in some circumstances.   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |
| Exercise Price                                     | The Exercise Price for Performance Rights is nil.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |             |          |           |     |     |                 |      |    |

| RESPONSE CATEGORY                                  | DETAIL / COMMENTARY   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
|--|---|-------------------|---------------------------------------|-----------|---------|-------|------|----------------------------|-------------|----------|--------|-----|-----|----------------------------|-----------|----------|-----------|-----|-----|-----------------|------|----|
|  | <b>FY2021</b>   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Term   | Each Right has a Term of 15 years and if not exercised within that Term the Rights will lapse   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Measurement Period                                 | The Measurement Period for all Rights outlined in this Invitation is from the commencement of FY21 to the completion of FY23 i.e. three financial years.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Service Condition                                  | Continued service with the Group up to the Vesting Date is not a requirement for Rights to become eligible to vest. Service during the first year of the Measurement Period is a requirement in order for all Rights that are the subject of this Invitation to become eligible to vest.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Gate   | For any vesting of Performance Rights to occur, the Company's total shareholder return (TSR) must be positive over the Measurement Period. TSR is the percentage gain for Shareholders over a specified period from share price growth and dividends assuming that dividends are reinvested into Shares.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Earnings Per Share Growth (EPSG) Vesting Condition | <p>The vesting condition for the Performance Rights is EPSG as measured on a compound annual growth rate (CAGR) basis. The CAGR is calculated by comparing the EPS for the last year of the Measurement Period (Final EPS) with the ESP for the year prior to the commencement of the Measurement Period (Base EPS) and calculating the compound annual growth rate required to move from the Base ESP to the Final EPS over the term of the Measurement period.</p> <p>EPS is calculated using normal accounting protocols.</p> <table border="1"> <thead> <tr> <th>Performance Level</th> <th>CAGR for EPSG Over Measurement Period</th> <th>Vesting %</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>≥ 20%</td> <td>100%</td> </tr> <tr> <td>Between Stretch and Target</td> <td>&gt;15% &amp; &lt;20%</td> <td>Pro-Rata</td> </tr> <tr> <td>Target</td> <td>15%</td> <td>50%</td> </tr> <tr> <td>Between Threshold &amp; Target</td> <td>&gt;10%&amp;&lt;15%</td> <td>Pro-Rata</td> </tr> <tr> <td>Threshold</td> <td>10%</td> <td>25%</td> </tr> <tr> <td>Below Threshold</td> <td>&lt;10%</td> <td>0%</td> </tr> </tbody> </table> | Performance Level | CAGR for EPSG Over Measurement Period | Vesting % | Stretch | ≥ 20% | 100% | Between Stretch and Target | >15% & <20% | Pro-Rata | Target | 15% | 50% | Between Threshold & Target | >10%&<15% | Pro-Rata | Threshold | 10% | 25% | Below Threshold | <10% | 0% |
| Performance Level                                  | CAGR for EPSG Over Measurement Period   | Vesting %         |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Stretch  | ≥ 20%   | 100%              |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Between Stretch and Target                         | >15% & <20%   | Pro-Rata          |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Target   | 15%   | 50%               |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Between Threshold & Target                         | >10%&<15%   | Pro-Rata          |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Threshold  | 10%   | 25%               |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Below Threshold                                    | <10%  | 0%                |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Vesting and Vesting Date                           | If and when Rights vest, you will be notified by the Board in a Vesting Notice, which will specify the Vesting Date. Rights will typically vest following the completion of the Measurement Period based on an assessment of the Vesting Conditions, however Rights may vest before the end of the Measurement Period in some circumstances.  |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |
| Exercise Price                                     | The Exercise Price for Performance Rights is nil.   |                   |                                       |           |         |       |      |                            |             |          |        |     |     |                            |           |          |           |     |     |                 |      |    |

Recommendations 9.1, 9.2 and 9.3 do not apply to Verbrec.

- end -





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