



30 September 2022

## Update of Corporate Governance Statement

Skin Elements Limited (ASX: SKN) (“SKN” or “the Company”) is pleased to provide the re-release of its Corporate Governance Statement and Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations 4<sup>th</sup> Edition.

Full versions of the Company’s Corporate Governance Statement and Policies are available on the Company’s website: [www.skinelementslimited.com/investors/corporategovernance](http://www.skinelementslimited.com/investors/corporategovernance)

This announcement is approved by the Board of Directors of Skin Elements Limited.

END

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**About Skin Elements**

Skin Elements is an award winning Australian owned and operated ASX listed health and wellness company focused on the development of scientifically proven formulations using natural and organic ingredients. Skin Elements’ innovative approach to chemical free therapeutics has enabled the creation of a portfolio of products that have been sold and distributed across the world. Its flagship products include the plant based SuprCuvr Hospital Grade disinfectant and Invisi Shield sanitiser, Soléo Organics natural and organic sunscreen range, PapayaActivs therapeutic pawpaw skincare range and Elizabeth Jane Natural Cosmetics brand.

Further information is available via the Company website: <http://skinelementslimited.com>





**SKIN ELEMENTS LIMITED**

**ACN 68 047 794**

**CORPORATE GOVERNANCE STATEMENT**

**30 September 2022**

## CORPORATE GOVERNANCE STATEMENT

Skin Elements Limited (**SKN** or the **Company**) and its related entities (collectively the **SKN Group**) is committed to achieving and demonstrating the highest standards of corporate governance to protect and enhance shareholder interests.

This Corporate Governance Statement reports against the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**ASX Principles**). The principles detailed in this Corporate Governance Statement are current as at 30 September 2022 and covers activities and practices in the 2022 financial year of the Company.

Commensurate with the spirit of the ASX Corporate Governance Principles and Recommendations, the Company has followed each ASX Corporate Governance Recommendation where the Board has considered it to be an appropriate benchmark for corporate governance practices, taking into account factors such as the size of the Company and the Board, the resources available and the activities of the Company. Where, after due consideration, the Company's corporate governance practices depart from the ASX Corporate Governance Recommendations, the Board sets out its "if not, why not" report.

Corporate governance policies and practice of the Company are reflective of the Company's current position. As the Company's activities develop in size, nature and scope, the Board will reconsider and review the Company's corporate governance structures.

A description of the Company's main corporate governance practices are set out in this statement. Copies of the Company's corporate governance policies are available on the website at <http://www.skinelementslimited.com/investors/corporategovernance>.

**PRINCIPLE 1: THE BOARD LAYS SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT****Board Roles and Responsibilities**

The Board operates pursuant to a formal Board charter, which sets out the roles and responsibilities of the Board and management of the Company, and is available in the corporate governance section of the Company's website <http://www.skinelementslimited.com/investors/corporategovernance>.

The Board Charter is a written policy document that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of management in setting the direction, management and the control of the organisation. As such, it establishes the guidelines within which the Directors and Officers are to operate as they carry out their respective roles.

The purpose of this Board Charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities.

The Company's Board Charter has four major sections:

- Part A – Defining Governance Roles;
- Part B – Board Processes;
- Part C – Key Board Functions; and
- Part D – Continuing Improvement.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of Senior Management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- providing and demonstrating leadership to the Company;
- overseeing the development and implementation of an appropriate strategy;
- the instilling of the Company's values and performance;
- overseeing the control and accountability systems;
- ensuring corporate accountability to the shareholders;
- ensuring the integrity of the Company's accounting systems including the external audit;
- ensuring robust and effective risk management;
- appointing, and where necessary removing and/or replacing, the Chair;
- being responsible for the Company's senior management and personnel;
- ensuring that the Company's Remuneration & Nomination policy is aligned with the entity's purpose, values, strategic objectives and risk appetite.
- delegating appropriate powers to the CEO/MD, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- ensuring Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- where required, challenging management and holding it to account; and
- making all decisions outside the scope of these delegated powers.

**Board Committees**

The Board has established two committees to assist it in discharging its role and responsibilities:

- Audit and Risk Committee
- Nomination and Remuneration Committee

The role and responsibilities of the committees are set out in each Board Committee Charter and are summarised in this corporate governance statement and are located in full on the Company's website: <http://www.skinelementslimited.com/investors/corprategovernance>.

**Diversity**

SKN is committed to workplace diversity and inclusion at all levels of the Company regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience. This policy reflects the Company's values of respect.

The Company recognises that a talented and diverse workforce is a key competitive advantage and that success is a reflection of the quality and skills of its people. Diversity assists the business in achieving its objectives and delivering for its stakeholders by enabling it to attract and retain the most qualified and experienced individuals to the workforce.

The Company's general policy when choosing employees is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. The Company has minimal operational staff but expects to expand its workforce as its business operations continue to expand.

The Company's Diversity Policy is located on the Company's website: <http://www.skinelementslimited.com/investors/corprategovernance>.

**Board Evaluation**

The performance of the Board (as a whole), each standing Board Committee and Board members are reviewed at least annually, and at times decided upon by the Board, against measurable and qualitative benchmarks as may reasonably be determined from time to time by the Board having regard to accepted, sound corporate standards in accordance with the Company's Performance Evaluation Policy, which is located in full on the Company's website: <http://www.skinelementslimited.com/investors/corprategovernance>.

The Nomination and Remuneration Committee charter outlines the Committee's responsibility to review the processes for evaluating the performance of the Board, its committees and individual directors and ensuring that a fair and responsible reward is provided to executives and directors having regard to their performance evaluation.

Due to the current size and scope of the Company, external reviews are not conducted.

**PRINCIPLE 2: THE BOARD IS STRUCTURED TO BE EFFECTIVE AND TO ADD VALUE****Board Composition**

The Board of SKN currently has three Directors, one of whom is the Executive Chairman, Peter Malone, and the rest are Non-Executive Directors. The Board considers that the current size of the Board is appropriate to discharge its duties effectively.

The Directors in office at the date of this statement are as follows:

Name	Role	Term in office
Peter Malone	Executive Chairman	Appointed: 4 September 2015 – no fixed term
Filippo (Phil) Giglia	Non-Executive Director	Appointed: 23 November 2017 – no fixed term
Lee Christensen	Non- Executive Director	Appointed: 31 August 2021 – no fixed term

The names, qualifications, experience and tenure of each director are set out in the annual report and on the Company's website: <http://www.skinelementslimited.com/investors/directors>.

The Board is assisted by the Nomination and Remuneration Committee and the Audit and Risk Committee.

**Executive Chairman**

The Board is Chaired by Executive Chairman, Peter Malone. This is a departure from ASX Corporate Governance Recommendations 2.5 as the Chairman is not independent from the Company and its operations.

The Board has determined that the appointment of Peter Malone in the role of Executive Chairman is appropriate and in the best interests of the Company given his extensive experience, knowledge and expertise of the Company's technologies, development programs and commercialisation opportunities.

**Independent Directors**

The Board's policy is that the majority of Directors shall be independent, non- executive Directors at a time when the size of the Company and its activities warrants such a structure.

The Board has adopted the definition of independence set out in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition).

The Board will assess the independence of Directors on an ongoing basis. To facilitate independent judgement in decision-making, each Director has the right to seek independent professional advice at the expense of the Company. However, prior approval from the Chair is required, which may not be unreasonably withheld.

**Board Skills Matrix**

The Board will review capabilities, technical skills and personal attributes of its directors. It will normally review the Board's composition against those attributes and recommend any changes in Board composition that may be required.

**PRINCIPLE 3: THE BOARD INSTILLS A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY****Code of Conduct**

SKN is committed to conducting business in a lawful, ethical and responsible way and accordingly has adopted a Code of Conduct.

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment with the Company. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and management

The Code of Conduct is located on the Company's website:

<http://www.skinelementslimited.com/investors/corprategovernance>.

**Security Trading Policy**

SKN has in place a Securities Trading Policy which sets out the procedures and prohibitions for the dealing in securities by its directors, officers, employees, consultants and contractors (irrespective of location).

This policy is designed to help provide a summary of the law on insider trading in Australia and to prevent the misuse of unpublished information which could materially affect the value of such securities.

The Security Trading Policy is located on the Company's website:

<http://www.skinelementslimited.com/investors/corprategovernance>.

**Whistleblower Policy and Anti-Bribery and Corruption Policy**

The Whistleblower Policy supports the commitment of SKN in creating and maintaining a culture of proper conduct and fair and honest dealing in its business activities.

SKN encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving the Company and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation or reprisal.

SKN has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings.

The Anti-Bribery and Corruption Policy applies at all times to all employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) and must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector.

The Whistleblower Policy and Anti-Bribery and Corruption Policy are located on the Company's website: <http://www.skinelementslimited.com/investors/corprategovernance>.

**PRINCIPLE 4: THE BOARD SAFEGUARDS THE INTEGRITY IN CORPORATE REPORTING**

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place and is supported by the Audit and Risk Committee.

**Audit and Risk Committee**

The Audit and Risk Committee has been established under a Charter which is detailed on the Company's website: <http://www.skinelementslimited.com/investors/corporategovernance>.

The Audit and Risk Committee's role in safeguarding the integrity in corporate reporting includes the:

- monitoring and reviewing the integrity of the Audited Annual Reports and Half Year Report;
- monitoring and reviewing related party transactions;
- oversee the appointment of external auditors and the conduct and reporting on the annual and half year audit of the financial statements;
- monitoring and reviewing the effectiveness of internal audit function and financial controls;
- the policies on risk oversight and management;

Before the financial statements for the full year and half year are approved, the Board receives a declaration as required under section 295A of the *Corporations Act 2001* from the Executive Chairman and Chief Financial Officer.

**External Auditor**

SKN has appointed BDO Audit as its external auditor.

BDO Audit reviews SKN's financial reporting and provides an opinion on whether SKN's financial report gives a true and fair view of SKN's financial position and financial performance and whether it complies with Australian Accounting Standards and Corporations Regulations 2001.

BDO Audit attends each Audit and Risk Committee meeting.

BDO Audit has confirmed that there are no contraventions of the auditor independence requirements of the *Corporations Act 2001*.

BDO Audit's director will attend the Company's Annual general Meeting to answer any questions related to the external audit.

**PRINCIPLE 5: THE BOARD MAKES TIMELY AND BALANCED DISCLOSURE****Continuous Disclosure Policy**

SKN is committed to:

- complying with its disclosure obligations under the Corporations Act and ASX Listing Rules;
- the promotion or investor confidence by ensuring that all investors have equal and timely access to material information concerning the Company, including material information about its financial position, performance, ownership and governance; and
- providing announcements that are accurate, balanced and expressed in a clear and objective manner.

The Company has in place a Continuous Disclosure Policy which describes the process for Directors and Executive Management who become aware of material information which may require disclosure under ASX Listing Rules.

The Continuous Disclosure Policy is detailed on the Company's website:

<http://www.skinelementslimited.com/investors/corprategovernance>.

**Social Media Policy**

SKN has adopted a Social Media Policy (**Policy**) to regulate the use of social media by people associated with Skin Elements.

The rationale for the Social Media Policy is to operate in conjunction with the Continuous Disclosure Policy and manage the risks associated with the use of technology platforms. This Policy will apply to the wide range of technologies commonly referred to as 'social media' which fundamentally are no different to other forms of communication but do represent a risk as well as an opportunity because they can connect large numbers of people with relative ease.

The Social Media Policy is detailed on the Company's website:

<http://www.skinelementslimited.com/investors/corprategovernance>.

**PRINCIPLE 6: THE BOARD RESPECTS THE RIGHTS OF SECURITY HOLDERS****Shareholder Communication**

SKN respects the rights of its security holders and recognises the value of providing current and relevant information to its shareholders.

The Company has adopted a Shareholder Communications Policy which sets out how the Company communicates relevant information to its shareholders.

**Website**

The Company's website [www.skinelementslimited.com](http://www.skinelementslimited.com) provides information about itself and its business. The website includes a section dedicated to investors which includes copies of:

- ASX announcements made by the Company
- Periodic reports made by the Company
- Details of Directors
- Corporate Governance statements and Policies

**Investor Relations Program**

The Company encourages shareholders to receive communications electronically. Electronic communications allows SKN to communicate with shareholders quickly and more cost effectively. The Company's share registry emails shareholders when important information becomes available such as Annual reports and Notice of Meetings.

Shareholders who receive postal communications can log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to provide their email address and elect to receive communications electronically.

**Annual general Meeting**

The Annual General Meeting is an opportunity for shareholders to communicate with the Board and external auditor.

Detailed information on how shareholders can participate in the Annual General Meeting is set out in the Notice of Annual General Meeting that is sent to shareholders and announced to the market when the meeting is called.

All resolutions put to the Annual general Meeting are decided by way of poll which supports the principle of 'one share – one vote'.

**PRINCIPLE 7: THE BOARD RECOGNISES AND MANAGES RISK****Audit & Risk Committee**

The Audit and Risk Committee has been established under a Charter which is detailed on the Company's website: <http://www.skinelementslimited.com/investors/corporategovernance>.

The purpose of the Committee with respect to audit is to assist the Board of Directors of the Company in fulfilling its corporate governance and oversight responsibilities by Monitoring and reviewing:

- the integrity of financial statements;
- the effectiveness of internal financial controls;
- the independence, objectivity and competency of internal and external auditors;
- the policies on risk oversight and management; and
- making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement.

The Committee is also to assist the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

Due to the Company's size and that of the Board, the Committee currently consists of two members one of which is a non-executive independent Director. As the Company grows in size, the Company will appoint additional members.

Details of the skill and experience of the committee members are detailed in the Directors' report.

For details on the number of meetings of the Audit and Risk Committee held during the year and the attendees at those meetings, please refer to the Directors' Report.

**Economic, Environmental and Social Sustainability Risks**

Skin Elements has reviewed its economic, environmental and social sustainability risks. These risks have been identified as unlikely to occur. The Company will continue to review its risks and take steps to mitigate the risk should the risk rating increase.

**PRINCIPLE 8: THE BOARD REMUNERATES FAIRLY & RESPONSIBLY****Remuneration Committee**

The Board has an established Nomination and Remuneration Committee whose primary purpose is to support and advise the Board in fulfilling its responsibilities to shareholders as set out below:

The Remuneration and Nomination Risk Committee has been established under a Charter which is detailed on the Company's website:

<http://www.skinelementslimited.com/investors/corporategovernance>.

The functions of the Nomination and Remuneration Committee include the following:

- assisting the Board in examining the selection & appointment practices of the Company;
- ensuring remuneration arrangements are equitable and transparent and enable the Company to attract and retain executives and Directors who will create sustainable value for members and other stakeholders;
- ensuring the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- reviewing Board succession plans and Board renewal;
- reviewing the processes for evaluating the performance of the Board, its committees and individual Directors and ensuring that a fair and responsible reward is provided to executives and Directors having regard to their performance and evaluation;
- reviewing levels of diversity within the Company and Board and reporting on achievements pursuant to any diversity policy developed by the Board; and
- reviewing the Company's remuneration, recruitment, retention and termination policies for Board and senior executives.

Due to the Company's size and that of the Board, the committee consists of two members, one of which is a non-executive Director. As the Company grows in size, the Company will consider appointing additional members.

For details of Directors' attendance at meetings of the Nomination and Remuneration Committee, please refer to the Directors' Report in the Annual Report.

For details on Directors and Key Management's remuneration please refer to the Remuneration Report which is audited and contained in the Directors' Report in the Annual Report.

**PRINCIPLE 9: ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES****Language Other Than English**

SKN is established in Australia and holds meetings and prepares key documents in English. The Board and its sub-committees are composed of Directors whose primary language is English.

**Entities established outside Australia**

SKN is established in Australia and holds meetings of security holders in Australia at a reasonable place and time.

**Entities externally managed**

SKN is established in Australian and managed internally in Australia in accordance with the Corporations Act and ASX Listing Rules.



# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SKIN ELEMENTS LIMITED
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ABN/ARBN

90 608 047 794
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Financial year ended:

30 JUNE 2022
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: [www.skinelementslimited.com/investors/corporategovernance](http://www.skinelementslimited.com/investors/corporategovernance)

The Corporate Governance Statement is accurate and up to date as at 30 September 2022 and has been approved by the board.

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

Date: 30 September 2022

Name of authorised officer authorising lodgement: Phil Giglia

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.skinelementslimited.com//investors/corporategovernance</p> <p>and we have disclosed the information referred to in paragraph (c) at: www.skinelementslimited.com//investors/corporategovernance</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: www.skinelementslimited.com//investors/corporategovernance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:  <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:            2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> <a href="#">[If the entity complies with paragraph (a):]</a> and we have disclosed a copy of the charter of the committee at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p> <p><a href="#">[If the entity complies with paragraph (b):]</a> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>Not Applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a>  and, where applicable, the information referred to in paragraph (b) at: 2022 Annual Report  and the length of service of each director at: 2022 Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>Not Applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: Not Applicable</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 2022 Annual Report</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> <a href="#">[If the entity complies with paragraph (a):]</a> and we have disclosed a copy of the charter of the committee at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report</p> <p><a href="#">[If the entity complies with paragraph (b):]</a> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: Not Applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <a href="http://www.skinelementslimited.com/investors/corporategovernance">www.skinelementslimited.com/investors/corporategovernance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at: ..... <i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Not Applicable</p>