



Aussie Broadband Limited

ABN 29 132 090 192

Corporate Governance Statement

For the year ended 30 June 2023

AUSSIE BROADBAND LIMITED AND ITS CONTROLLED ENTITIES

ABN 29 132 090 192

3 Electra Avenue, Morwell VIC 3840

1300 880 905

www.aussiebroadband.com.au

Introduction

The Board is responsible for establishing Aussie Broadband Limited's (the Company's) corporate governance framework, the key features of which are set out below. In establishing its corporate governance framework, the Board referred to the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Recommendations).

In accordance with ASX Listing Rule 1.1 Condition 16, the corporate governance statement discloses the extent to which the Company follows the ASX Recommendations. The Company follows each ASX Recommendation where the Board considers the ASX Recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow an ASX Recommendation, the Board has reported on the adoption of the ASX Recommendation. In compliance with the 'if not, why not' reporting regime, where, after due consideration, the Company's corporate governance practices do not follow an ASX Recommendation, the Board has explained its reasons for not following the ASX Recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the ASX Recommendation.

The following governance-related documents can be found on the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>:

- Board Charter
- Audit, Risk and Compliance Committee Charter
- People and Community Committee Charter
- Code of Conduct
- Statement of Values
- Securities Trading Policy
- Continuous Disclosure Policy
- Occupational Health and Safety Policy
- Gifts, Entertainment and Hospitality Policy
- Speak Out (Whistleblower) Policy

This corporate governance statement was approved by the Board and is current as at 25 August 2023.

ASX Recommendation	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight	
<p>1.1 A listed entity should have and disclose a Board Charter setting out:</p> <ul style="list-style-type: none"> (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved for the Board and those delegated to management. 	<p>The Company complies with this recommendation.</p> <p>The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved for the Board and those delegated to management and has documented these roles and responsibilities in its Board Charter.</p> <p>The responsibilities of the Board include (without limitation) to:</p> <ul style="list-style-type: none"> • represent and serve the interests of shareholders by overseeing and appraising the Company’s strategies, policies and performance; • optimise the Company’s performance to build sustainable value for shareholders; • review compliance with the Company’s ‘why’ (i.e. the Company’s mission and purpose), values and governance framework; and • ensure that shareholders are kept informed of the Company’s performance. <p>In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, the government and the community. The Board also acknowledges that, in line with the Company’s recent attainment of B Corp Certification, the Board and management will have regard to the long term consequences of decisions, the interests of the Company’s employees, relationships with suppliers, customers and others, community and environmental impacts, reputational impacts, the interests of shareholders, and the ability of the Company to create an overall positive impact on society and the environment.</p> <p>The Board has delegated responsibility for the day-to-day business operations of the Company to the Managing Director. The management team, led by the Managing Director, is accountable to the Board.</p> <p>Matters expressly reserved for the Board are set out in the Board Charter.</p>

ASX Recommendation	Compliance by the Company
	<p>A copy of the Board Charter is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	<p>The Company complies with this recommendation.</p> <p>The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has a written agreement with each of the directors and senior executives setting out the terms of his or her appointment.</p>
<p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Company Secretary is accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.</p>
<p>1.5 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>The Company does not comply with this recommendation.</p> <p>The Company does not have a diversity policy. The Company's view is that inclusion should be driven by culture (we want to) rather than by policy (we have to). In this regard, inclusion and diversity are embedded in the Company's culture stemming from two of its values:</p> <ul style="list-style-type: none"> • be good to people; and • no bullsh*t.

ASX Recommendation	Compliance by the Company
<p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined 'senior executive' for these purposes); or</p> <p>(B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under that Act.</p> <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its Board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>The Company has developed a mature inclusion and diversity program that is driven by staff, with an 'all the small things' approach that produces strong results.</p> <p>The program includes:</p> <ul style="list-style-type: none"> an overall Inclusion & Diversity Steering Group which has representatives from staff working groups that drive initiatives and projects across the Company, including sub-groups for our Reconciliation Action Plan, Neurodiversity, Gender diversity and LGBTIQ+ networks, currently addressing aspects of diversity including gender, sexual orientation, gender expression, disability, neurodivergence, multiculturalism, Aboriginal and Torres Strait Islanders, menopause and veterans; the introduction of a Gender Diversity Working Group, which has been a particular focus during the reporting period. The Gender Diversity Working Group is focussed on a number of areas, with task forces for female representation & mentoring, parental leave engagement, and anti-discrimination culture. Of note has been the recent launch of a market leading Parental Leave Policy with benefits for primary and secondary carers and enhanced provisions for other care givers such as foster parents and grandparents. A dedicated Inclusion and Diversity Specialist has responsibility for overseeing the implementation of initiatives and projects as determined by the Working Group; compulsory training on anti-discrimination and equal opportunity, workplace bullying, sexual harassment and whistleblower awareness; and staff training options to build awareness of modern slavery, multiculturalism, disability, neurodiversity, Aboriginal and Torres Strait Islander inclusion, mental health training, and LGBTIQ+ inclusion and ally training, which provides participants with education and support in relation to LGBTIQ+ inclusion and experiences. <p>The Company considers the diversity program together with its culture, which inherently instils diversity, suitable for the Company given its resources, size and operations. The Company has recently introduced a new staff engagement survey tool, Peakon, which has produced strong initial indications that staff satisfaction in relation to inclusion and diversity outcomes is well above benchmarks.</p>

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	<p>In FY23, the Company submitted reports under the Workplace Gender Equality (WGEA) program for all staff, including staff from the Over the Wire business (which was acquired by the Company in March 2022 and reported separately to WGEA during FY22). During the reporting period, the Company reported an overall gender pay gap of 13.09%, which is smaller than the average gender pay gap for telecommunications companies in Australia. The Company maintained 28% female representation across the business, with 25.6% of senior leadership or executive positions being represented by females. The Company has continued to take action during the reporting period to improve gender equity and female workforce participation across all levels of the organisation, including through the Gender Diversity Working Group and the introduction of the Parental Leave Policy.</p> <p>The People and Community Committee Charter specifies that directors must review:</p> <ul style="list-style-type: none"> • the diversity of the Board, senior management and workforce; • inclusion and diversity objectives, programs and progress; and • policies and practices relating to equal opportunity, sexual harassment, diversity and unfair dismissal to ensure they not only meet compliance requirements but are a good fit for our culture. <p>The People and Community Committee must assist the Board to develop and disclose a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. The Company tracks Board diversity across a range of aspects, including gender, LGBTIQ+ and multiculturalism. It continues to focus on diversity as opportunities to refresh the Board and Executive arise.</p> <p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>1.6 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>The Company complies with this recommendation.</p> <p>The Board will ensure that a regular performance evaluation of the Board, individual directors and the Chair is conducted in accordance with its performance evaluation</p>

ASX Recommendation	Compliance by the Company
<p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>process as set out at Annexure 2 of the Board Charter (Performance Evaluation Process).</p> <p>An evaluation of the performance of the Board, its committees and individual directors during the reporting period was undertaken in accordance with the Performance Evaluation Process in the reporting period.</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Company complies with this recommendation.</p> <p>The People and Community Committee is responsible for evaluating the performance of the Company's executive team in accordance with the Performance Evaluation Process.</p> <p>Arrangements are in place to monitor the performance of senior executives of the Company. The direct reports to the Managing Director will have formal reviews conducted at least once a year.</p> <p>Performance is measured against previously agreed objectives / key performance indicators (KPIs). Apart from reviewing KPIs, the performance appraisal also considers leadership competencies, areas of improvement, training and development as well as career aspirations.</p>
<p>Principle 2 – Structure the Board to add value</p>	
<p>2.1 The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least 3 members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	<p>The Company complies with this recommendation.</p> <p>The Company established a People and Community Committee to perform the role ordinarily assumed by a nomination committee.</p> <p>The People and Community Committee provides advice and assistance to the Board regarding the Company's people and community activities, including making recommendations to the Board on remuneration packages and policies in respect of directors and senior executives of the Company.</p> <p>The People and Community Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> • Richard Dammary (Chair); • Adrian Fitzpatrick;

ASX Recommendation	Compliance by the Company
<p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 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>	<ul style="list-style-type: none"> • Patrick Greene; and • Vicky Papachristos. <p>The People and Community Committee contains a majority of independent directors and is chaired by an independent director.</p> <p>The People and Community Committee Charter sets out the required composition of the Committee, including that the Committee should comprise:</p> <ul style="list-style-type: none"> • a minimum of 3 members; and • an independent director of the Company as Chair. <p>The People and Community Committee is responsible for:</p> <ul style="list-style-type: none"> • reviewing the Company’s people strategy to ensure it is consistent with the Company’s business strategy and supports the Company’s culture; • reviewing the Company’s strategies and programs in relation to the attraction, development and retention of talented staff; • assisting the Board in developing a skills matrix and identifying the mix of skills and diversity that the Board currently has or is looking to achieve; • assisting the Board in identifying qualified individuals for nomination to the Board; • making recommendations in relation to the composition of the Board; • reviewing the Company’s people policies and practices including safety, health and wellbeing policies, performance management and succession planning; • reviewing the Company’s “inclusion first” approach to diversity and inclusion and reviewing the broader inclusion and diversity of the Company’s workforce and Board;

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	<ul style="list-style-type: none"> • reviewing and approving the Company’s remuneration policy to ensure that the Company’s remuneration is competitive and attracts, retains and motivates team members; • as required, appointing remuneration consultants to meet the requirements of the <i>Corporations Act 2001</i> (Cth) and be satisfied that the Company has adequate information and advice to make remuneration decisions for executive staff and key management personnel; and • assisting the Board to develop and implement a process to evaluate the performance of the Board, its committees and members. <p>During the reporting period, the People and Community Committee met 7 times.</p> <p>A copy of the People and Community Committee Charter is available on the Company’s Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>2.2 A listed entity should have and disclose a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	<p>The Company complies with this recommendation.</p> <p>The Company provides in the People and Community Committee Charter that it will have and disclose a Board Skills Matrix. Please see Annexure A (Board Skills Matrix) to this Corporate Governance Statement.</p> <p>The professional skills, experience and expertise of each director as at the date of listing, are set out in the Annual Report.</p> <p>The directors possess a range of skills, which, as a group, enable the Board to function effectively. The key collective skills of the directors are:</p> <ul style="list-style-type: none"> • senior executive experience, including with ASX listed entities; • non-executive director experience, including with ASX listed entities; • telecommunications or technology industry expertise;

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> • growth business experience; • accounting and finance; • marketing; • strategy; • operations; • corporate governance; • legal, risk and public policy; and • HR including remuneration expertise.
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company complies with this recommendation.</p> <p>The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the ASX Recommendations.</p> <p>Currently, the Board is structured as follows:</p> <ul style="list-style-type: none"> • Adrian Fitzpatrick (Independent Non-Executive Chair) appointed on 1 July 2020; • Phillip Britt (Executive Director and Managing Director) appointed on 7 July 2008; • Michael Omeros (Executive Director) appointed on 15 March 2022; • Patrick Greene (Independent Non-Executive Director) appointed on 24 July 2017; • Richard Dammary (Independent Non-Executive Director) appointed on 1 July 2020; and

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> Vicky Papachristos (Independent Non-Executive Director) appointed on 1 July 2020. <p>Phillip Britt and Michael Omeros, who are executive directors, are not considered to be independent.</p> <p>Phillip Britt via his associated entity Digital Interworks Pty Ltd has a substantial holding (voting power of 5% or more) in the Company as disclosed to the ASX from time to time.</p> <p>Details of substantial holders are available in the Company's Annual Report.</p>
2.4 A majority of the Board of a listed entity should be independent directors.	<p>The Company complies with this recommendation.</p> <p>The Board comprised a majority of independent directors during the whole of the reporting period.</p>
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.	<p>The Company complies with this recommendation.</p> <p>Adrian Fitzpatrick, the Chair of the Board, is an independent director and is not the same person as the Chief Executive Officer / Managing Director.</p>
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.	<p>The Company complies with this recommendation.</p> <p>The People and Community Committee ensures that there is an induction program in place for directors and that processes are in place for providing continuing professional development opportunities for directors. The Committee regularly reviews the effectiveness of such opportunities and maintains development programs to support the Company's performance and culture.</p> <p>A copy of the People and Community Committee Charter is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p>	

ASX Recommendation	Compliance by the Company
<p>3.1 A listed entity should articulate and disclose its values.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has adopted a Statement of Values to reinforce the values that underpin how the Company undertakes its business. The Statement of Values outlines the norms and behaviours expected of the Company’s directors, senior leaders, staff and those the Company seeks to work with.</p> <p>A copy of the Statement of Values is available on the Company’s Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>3.2 A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has adopted a formal Code of Conduct that outlines the manner in which the Company expects its directors and employees to behave and conduct business in the workplace. The Code of Conduct applies to all staff, officers, directors, associates, contractors, consultants and relevant third parties of the Company.</p> <p>The objectives of the Code of Conduct are to:</p> <ul style="list-style-type: none"> • provide a benchmark for ethical and professional behaviour; • promote healthy, respectful and positive working environments for all staff and directors; • ensure compliance with laws, regulations, policies and procedures relevant to the Company; • ensure there are appropriate mechanisms and procedures in place for staff and directors to report breaches of the Code of Conduct; • ensure that staff and directors are aware of the consequences for breaching the Code of Conduct; and • ensure that any material breach is reported to the Board. <p>A copy of the Code of Conduct is available on the Company’s Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>

ASX Recommendation	Compliance by the Company
<p>3.3 A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>The Company complies with this recommendation.</p> <p>The Company has a whistleblower policy called the "Speak Out (Whistleblower) Policy" that promotes and supports a culture of honest and ethical behaviour and encourages disclosure of improper conduct.</p> <p>The Whistleblower Policy also states that Whistleblower Protection Officers will provide the Board with reports on investigations undertaken under the Whistleblower Policy (or as directed by the Chair) as well as quarterly reports to the Board that relate to disclosures made under the Whistleblower Policy.</p> <p>A copy of the Speak Out (Whistleblower) Policy is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p> <p>In FY24, the Speak Out (Whistleblower) Policy will be reviewed and updated and the updated version will be published on the Company's Investor Centre page.</p>
<p>3.4 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy. 	<p>The Company complies with this recommendation.</p> <p>The Company has adopted a Gifts, Entertainment and Hospitality Policy. This policy ensures the Company's officers, directors, associates, contractors and staff:</p> <ul style="list-style-type: none"> • do not give or accept gifts and/or benefits that will compromise their integrity or appear to cause a conflict of interest; • do not give or receive payments of secret commissions; • understand whether gifts and benefits are acceptable or not; • promote investor confidence in the integrity of the Company and its subsidiaries; and • understand the process to be followed if there is a suspected breach of the policy. <p>The Gifts, Entertainment and Hospitality policy also explains key principles of bribery and corruption and the Company's compliance process, including that the Board or a</p>

ASX Recommendation	Compliance by the Company
	<p>committee of the Board must be notified of all material breaches of the Gifts, Entertainment and Anti-Bribery Policy.</p> <p>The Company developed its Gifts, Entertainment and Hospitality Policy with regard to the matters set out in Box 3.4 of the Principles and Recommendations.</p> <p>A copy of the Gifts, Entertainment and Hospitality Policy is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>Principle 4 – Safeguard integrity in corporate reporting</p>	
<p>4.1 The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the Chair of the Board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>The Company complies with this recommendation.</p> <p>The Audit, Risk and Compliance Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Audit, Risk and Compliance Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> • Vicky Papachristos (Chair); • Adrian Fitzpatrick; • Richard Dammary; and • Patrick Greene. <p>The Audit, Risk and Compliance Committee comprises an independent Chair (who is not the Chair of the Board), a total of 4 members, all of whom are Non-Executive directors and a majority of whom are independent directors.</p> <p>The relevant qualifications and experience of the members of the Audit, Risk and Compliance Committee are set out in the Annual Report.</p> <p>The Audit, Risk and Compliance Committee Charter sets out:</p>

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> • the composition of the Committee, including that the Committee should comprise: <ul style="list-style-type: none"> ○ only non-executive directors; ○ a majority of independent directors of the Company; ○ an independent Chair, who is not Chair of the Board; and ○ a minimum of 3 members; • the Committee's ability to have access to the Company's staff, internal and external auditors without management present, and to seek explanations and additional information from them; • that the Committee may seek the advice of the external auditors, solicitors or other independent advisors, consultants or specialists on any matter relating to the responsibilities and duties of the Committee; and • the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> ○ overseeing the Company's relationship with its external and internal auditors and audit functions generally; ○ overseeing the preparation of financial statements and reports, as well as the Company's financial controls and systems; ○ managing the process of identification of risk and risk management strategies including compliance; and ○ overseeing the Company's systems, procedures and controls for monitoring and ensuring compliance with legal and regulatory requirements. <p>The Audit, Risk and Compliance Committee Charter is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p> <p>The Committee met 4 times during the reporting period.</p>

ASX Recommendation	Compliance by the Company
<p>4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Company complies with this recommendation.</p> <p>The Board receives assurance from its Managing Director and Chief Financial Officer in the form of 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 is founded on the basis of a sound system of risk management and internal controls which is operating efficiently and effectively in all material respects and, where not so operating, is being brought into compliance.</p>
<p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Audit, Risk and Compliance Committee Charter provides that the Audit, Risk and Compliance Committee will assist the Board in the implementation of the Company's processes 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>Periodic reports to the market that are not audited or reviewed by external auditors are subject to a number of layers of management review to ensure all content is materially accurate, balanced and appropriate. A final review and approval by the Board is mandatory for all material market announcements prior to release. Non-material market announcements must be approved by the Chair and Managing Director prior to release to the market or if administrative in nature, the Company Secretary.</p>
<p>Principle 5 – Make timely and balanced disclosures</p>	

ASX Recommendation	Compliance by the Company
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>The Company complies with this recommendation.</p> <p>The Company is committed to:</p> <ul style="list-style-type: none"> ensuring that shareholders and the market are provided with full and timely information about its activities; complying with the continuous disclosure obligations contained in the ASX Listing Rules and the applicable sections of the <i>Corporations Act 2001</i> (Cth); and providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner. <p>The Company has adopted a Continuous Disclosure Policy, which:</p> <ul style="list-style-type: none"> provides reporting protocols and processes for determining whether information should be disclosed to the market; and designates responsibility for managing and monitoring the Company's compliance with its continuous disclosure obligations. <p>All relevant information provided to the ASX is posted on the Company's website after the ASX confirms the appropriate announcement has been made.</p> <p>A copy of the Continuous Disclosure Policy is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p>
<p>5.2 A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company complies with this recommendation.</p> <p>The Company's Continuous Disclosure Policy provides under its announcement protocol that the Board is promptly provided with copies of all information disclosed to ASX.</p>
<p>5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the</p>	<p>The Company complies with this recommendation.</p>

ASX Recommendation	Compliance by the Company
<p>presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>The Company's Continuous Disclosure Policy provides that the Company will not disclose any information in open briefing sessions that may have a material effect on the price or value of the Company's securities, unless such information has already been announced on ASX. The Company advises the market in advance of open briefings via the ASX announcements platform and the Company's website, lodges all presentation materials with ASX prior to the presentation and places such information on the Company's website promptly following the briefing.</p> <p>The Company's Continuous Disclosure Policy further sets out that the same protocols are to be maintained in relation to presentations to investors or analysts and a record of all one-on-one briefings with the financial community or institutional investors will be kept to ensure the Company can comply with those same protocols in those briefings.</p> <p>The Company's Managing Director and Chief Financial Officer undertake investor roadshows following the release of half-year and full-year results announcements. An Investor Presentation forms part of these announcements and it is this document the Managing Director and Chief Financial Officer reference at the roadshows.</p>
<p>Principle 6 – Respect the rights of security holders</p>	
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company complies with this recommendation.</p> <p>The Company provides information about itself and its governance to investors via its website at https://www.aussiebroadband.com.au/investor-centre/. The Company is committed to maintaining a website with general information about the Company and its operations, and information specifically targeted at keeping shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following is posted to the Company website:</p> <ul style="list-style-type: none"> • relevant announcements made to the market via ASX; • media releases; • investment updates; • Company presentations and media briefings; and

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> copies of press releases and announcements for the preceding 3 years.
<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with this recommendation.</p> <p>Outbound communication to shareholders is undertaken by the Company's communications team, backed by market-leading and experienced external advisers. The Company website features a dedicated section for investor relations, which includes a range of information including corporate governance documents, financial reports, ASX announcements and media releases.</p> <p>Link Market Services is the Company's Share Registry. They handle shareholder queries via phone and email and provide company secretarial services including the escalation of shareholder issues. Many shareholders are also customers and shareholder-related matters will be escalated from the Company's call centre to the Company Secretary.</p> <p>The Company's Continuous Disclosure Policy sets out how the Company intends to communicate with the market to ensure timely disclosure of information in which shareholders, investors and the ASX have a legitimate interest, including information which may affect share prices or influence investment decisions.</p> <p>The Continuous Disclosure Policy sets out:</p> <ul style="list-style-type: none"> the various forums through which the Company communicates with shareholders, potential investors and other stakeholders, including the corporate website, annual general meeting, annual report, ASX announcements, alerts, presentations and the share registry; the manner in which general meetings of shareholders are to be conducted, and the role of general meetings in encouraging shareholder participation and ensuring Company accountability; and the manner in which the Investor Centre section of the Company's website is to be used to communicate with investors, including making available Company presentations, ASX announcements and media releases upon lodgement with the ASX.

ASX Recommendation	Compliance by the Company
	<p>In addition, the Company is required by law to communicate to shareholders through the lodgement of all relevant financial and other information with ASX and, in some instances, mailing information to shareholders.</p>
<p>6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this recommendation.</p> <p>The Board encourages full participation of shareholders at members' meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Due to the size and nature of the Company, the Board does not consider a policy outlining processes that facilitate and encourage participation at meetings of shareholders to be appropriate at this stage. However, the Company's Continuous Disclosure Policy outlines how the Company facilitates shareholder participation at shareholder meetings, including:</p> <ul style="list-style-type: none"> • shareholders being encouraged to attend or, if unable to attend, vote on proposed motions by appointing a proxy or any other means included in the notice of meeting; • holding general meetings in locations and at times that are intended to maximise participation by shareholders; • providing shareholders the opportunity to submit questions prior to each annual meeting; and • ensuring the Managing Director, senior management and auditors are present to assist with providing answers at annual meetings.
<p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Company's constitution provides that the Chair of the general meeting may demand a poll at a meeting of shareholders. All resolutions put to security holders at a meeting of security holders are to be decided by a poll.</p>
<p>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.</p>	<p>The Company complies with this recommendation.</p>

ASX Recommendation	Compliance by the Company
	<p>Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically.</p> <p>To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company's website provides information about how to receive and send information to the Company electronically.</p>
Principle 7 – Recognise and manage risk	
<p>7.1 The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least 3 members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 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>The Company complies with this recommendation.</p> <p>The Company has an Audit, Risk and Compliance Committee. The Audit, Risk and Compliance Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Audit, Risk and Compliance Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> • Vicky Papachristos (Chair); • Richard Dammary; • Patrick Greene; and • Adrian Fitzpatrick. <p>The Audit, Risk and Compliance Committee comprises an independent Chair (who is not the Chair of the Board), a total of 4 members, all of whom are non-executive directors and a majority of whom are independent directors.</p> <p>The relevant qualifications and experience of the members of the committee are set out in the Annual Report. The Audit, Risk and Compliance Committee Charter sets out:</p> <ul style="list-style-type: none"> • the composition of the Committee, including that the Committee should comprise: <ul style="list-style-type: none"> ○ only non-executive directors;

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> ○ a majority of independent directors of the Company; ○ an independent Chair, who is not Chair of the Board; and ○ a minimum of 3 members; ● the Committee's ability to have access to the Company's staff, internal and external auditors without management present, and to seek explanations and additional information from them; ● that the Committee may seek the advice of the external auditors, solicitors or other independent advisors, consultants or specialists on any matter relating to the responsibilities and duties of the Committee; and ● the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> ○ overseeing the Company's relationship with its external and internal auditors and audit functions generally; ○ overseeing the preparation of financial statements and reports, as well as the Company's financial controls and systems; ○ managing the process of identification of risk and the management of risk strategies; and ○ overseeing the Company's systems, procedures and controls for monitoring and ensuring compliance with legal and regulatory requirements. <p>The Audit, Risk and Compliance Committee Charter is available on the Company's Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p> <p>The Committee met 4 times during the reporting period.</p>

ASX Recommendation	Compliance by the Company
<p>7.2 The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> (a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and (b) disclose, in relation to each reporting period, whether such a review has taken place. 	<p>The Company complies with this recommendation.</p> <p>The Company’s risk management framework is reviewed annually or upon material change by the Audit, Risk & Compliance Committee. The Board is satisfied that it continues to effectively identify all areas of current, emerging and potential risk and compliance obligations, taking into account the risk appetite set by the Board.</p>
<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<p>The Company complies with this recommendation.</p> <p>The internal audit function has a direct line of access to the Audit, Risk and Compliance Committee, while its day-to-day operations are overseen by the General Manager Risk, Compliance & Regulatory Affairs. The function plans its work program consistent with the areas of focus identified under the risk framework. The internal audit function operates with independence and conducts internal audit and assurance reviews across the Company’s business divisions and functional areas.</p>
<p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Company is subject to general risks and certain specific risks. A summary of key risks is set out in the Directors’ Report, which forms part of the Annual Report.</p> <p>In addition, where the Company has identified those general and specific risks to which it has a material exposure, and disclosed how it intends to manage those risks, the Audit, Risk and Compliance Committee will be responsible for management of such risks as disclosed in the Audit, Risk and Compliance Committee Charter.</p> <p>The Company has not identified any material exposure to environmental or social risks.</p>





ASX Recommendation	Compliance by the Company
Principle 8 – Remunerate fairly and responsibly	
<p>8.1 The Board of a listed entity should:</p> <p>(a) have a remuneration committee that:</p> <p>(i) has at least 3 members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director;</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 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>The Company complies with this recommendation.</p> <p>The People and Community Committee performs the role ordinarily assumed by a remuneration committee.</p> <p>The People and Community Committee provides advice and assistance to the Board relating to the Company’s people and community activities, including making recommendations to the Board on remuneration packages and policies in respect of directors and senior executives of the Company.</p> <p>The People and Community Committee comprises 4 directors, being:</p> <ul style="list-style-type: none"> • Richard Dammery (Chair); • Adrian Fitzpatrick; • Patrick Greene; and • Vicky Papachristos. <p>The People and Community Committee contains a majority of independent directors and is chaired by an independent director.</p> <p>The People and Community Committee Charter sets out the required composition of the Committee, including that the Committee should comprise:</p> <ul style="list-style-type: none"> • a minimum of 3 members; and • an independent director of the Company as Chair. <p>The People and Community Committee is responsible for:</p> <ul style="list-style-type: none"> • reviewing the Company’s people strategy to ensure it is consistent with the Company’s business strategy and supports the Company’s culture;

ASX Recommendation	Compliance by the Company
	<ul style="list-style-type: none"> • reviewing the Company’s strategies and programs in relation to the attraction, development and retention of talented staff; • assisting in the development of a skills matrix for the Board and identifying the mix of skills and diversity that the Board currently has or is looking to achieve; • assisting the Board in identifying qualified individuals for nomination to the Board; • making recommendations in relation to the composition of the Board; • reviewing the Company’s people policies and practices, safety, health and wellbeing policies, performance management and succession planning; • reviewing the Company’s “inclusion first” approach to diversity and inclusion and reviewing the broader inclusion and diversity of the Company’s workforce and Board; • reviewing and approving the Company’s remuneration policy to ensure that the Company’s remuneration is competitive and attracts, retains and motivates team members; • as required, appointing remuneration consultants to meet the requirements of the <i>Corporations Act 2001</i> (Cth) and be satisfied that the Company has adequate information and advice to make remuneration decisions for executive staff and key management personnel; and • assisting the Board to develop and implement a process to evaluate the performance of the Board, its committees and members. <p>A copy of the People and Community Committee Charter is available on the Company’s Investor Centre page at https://www.aussiebroadband.com.au/investor-centre/.</p> <p>The Committee met 7 times during the reporting period.</p>

ASX Recommendation	Compliance by the Company
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>The Company complies with this recommendation.</p> <p>Details of the Company’s remuneration policies, and the remuneration of the Board and senior executives are set out in the ‘Remuneration Report’ in the Annual Report.</p>
8.3 A listed entity that has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	<p>The Company complies with this recommendation.</p> <p>Participants in equity-based remuneration schemes are prohibited under the Company’s Securities Trading Policy from entering into transactions in financial products (whether through the use of derivatives or otherwise) which operate to limit the economic risk associated with holding the relevant securities.</p>

Annexure A – Board Skills Matrix

The Board assesses itself against a range of criteria, scoring on the following basis:

Extensive experience	3	
Moderate experience	2	
Low experience	1	
No experience	0	

The current Board skills assessment is represented below based on the following categories:



Board Skills Matrix

