

**Corporate
Governance
Statement
2022**

**Celebrating
100 years**



Corporate Governance

The Board regularly reviews and assesses the governance structures that apply to EBOS Group Limited (the Company) and its subsidiaries (together, the Group) to ensure they are consistent, both in form and in substance, with best practice.

The Board considers that the Company is substantially in compliance with the NZX Corporate Governance Code dated 17 June 2022 (NZX Code). In some cases, where the Company has not followed the NZX Code in full and, as required under the NZX Listing Rules, this is set out in the 2022 Annual Report.

The Company supports the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations dated February 2019 (ASX Principles) and was in compliance with a substantial majority of ASX's recommendations. Where the Company does not meet the ASX Principles, these have been outlined below.

Further information on the corporate governance policies and practices of the Company can be found in the Company's Corporate Governance Code ('Corporate Governance Code'), the full content of which can be found on the Company's website at <https://ebosgroup.gcs-web.com/corporate-governance>. The Corporate Governance Code includes the charters of the Board and its committees and the policies referred to in this Corporate Governance Statement.

This Corporate Governance Statement was approved by the Board of EBOS Group Limited and is current as at 23 August 2022.

Principle 1 – Code of Ethical Behaviour

The Company has a Code of Ethics which was updated in May 2022 and is a framework of standards by which the directors, employees and contractors of the Company and its related companies (EBOS people) are expected to conduct their professional lives. It covers expectations in relation to the conduct of EBOS people, particularly in relation to acting honestly, with integrity, in the best interests of the Group, its shareholders and stakeholders and in accordance with law.

The Code of Ethics sets out the Group's values. EBOS people are expected to undertake their duties in accordance with the Group's values, being:

- customer driven;
- brave and innovative;
- working together;
- taking care of each other;
- striving for excellence; and
- doing what is right.

The Code also addresses anti-bribery and corruption and whistleblower protection matters. In support of this, the Company has an Anti-Bribery and Corruption Policy and a Whistleblower Protection Policy.

Each of the Code of Ethics, Anti-Bribery and Corruption Policy and Whistleblower Protection Policy provide that material breaches/matters are to be reported to the Audit & Risk Committee.

The Code of Ethics is set out as Appendix A to the Corporate Governance Code. The Whistleblower Protection Policy and the Anti-Bribery and Corruption Policy are set out as Appendices H and I to the Corporate Governance Code.

Share Trading By Directors And Officers

The Code of Ethics also refers to securities trading by directors and employees and the Company has a separate policy in place that directors and employees must follow when trading the Company's shares. The Securities Trading Policy was updated in May 2022 and is set out as Appendix D to the Corporate Governance Code.

Principle 2 – Board Composition and Performance

Role Of The Board And Management

The Board is responsible for the supervision of the business and affairs of the Company and the monitoring of the performance of the Company on behalf of shareholders. The Board also places emphasis on regulatory compliance.

The Board is responsible for directing the Company and enhancing its value for shareholders. It has adopted a formal Corporate Governance Code that details the Board's role, responsibilities, membership and operation.

Responsibility for the day-to-day management of the Company has been delegated to the Chief Executive Officer (CEO) and his management team.

A key responsibility of the Board is its oversight of senior management and, in this regard, all Company executives are subject to annual performance reviews and goal planning. In addition, the Board monitors the performance of the CEO against the Board's requirements and expectations. In the 12 month period ended 30 June 2022, a review of each member of the Company's senior management was completed and this was discussed with the executive concerned as part of the annual review process for that executive.

Structure Of The Board

The Board is structured to bring to its deliberations a range of experience relevant to the Company's operations. The Board has a skills matrix and an assessment of each director having regard to the skills matrix is set out below:

Core skills	Elizabeth Coutts	Tracey Batten	Stuart McGregor	Stuart McLauchlan	Sarah Ottrey	Peter Williams
Governance <ul style="list-style-type: none"> Board experience (NZX50 or equivalent other than EBOS) or experience as an adviser to Boards for at least 5 years experience in setting and implementing corporate governance standards and commitment to the highest standards of governance 	●	●	●	●	●	●
Finance & accounting <ul style="list-style-type: none"> senior executive or Board experience in financial accounting, taxation, external and/or internal audit and reporting 	●		●	●	●	
Risk management <ul style="list-style-type: none"> developing and overseeing an appropriate risk framework and culture experience evaluating and managing financial and non-financial risks 	●	●	●	●	●	●
Capital markets and M&A <ul style="list-style-type: none"> experience with equity and debt markets and mergers & acquisitions 	●	●	●	●	●	●
Health and safety <ul style="list-style-type: none"> experience in, and strong understanding of, health, safety and wellbeing obligations and practices 	●	●	●	●	●	
Regulatory knowledge and experience <ul style="list-style-type: none"> experience in, or understanding of, the regulatory environment in which the Group operates 	●	●	●	●	●	●

Core skills	Elizabeth Coutts	Tracey Batten	Stuart McGregor	Stuart McLauchlan	Sarah Ottrey	Peter Williams
Human resources <ul style="list-style-type: none"> • an ability to assess senior management • experience in, or familiarity with, best practice in relation to human resources 	●	●	●	●	●	●
Growth <ul style="list-style-type: none"> • a track record of developing and implementing a successful strategy 	●	●	●	●	●	●
Strategy <ul style="list-style-type: none"> • ability to think strategically and assess strategic options and business plans/ budgets • understanding of potential disruptive models that could impact the Group or its customers 	●	●	●	●	●	●
Operations and supply chain excellence <ul style="list-style-type: none"> • experience in leading or advising on organisational change / operational and supply chain businesses 	●	●	●		●	●
Healthcare <ul style="list-style-type: none"> • experience in the Healthcare sector 	●	●	●	●	●	●
Customer insight/ retail and brand <ul style="list-style-type: none"> • experience, or understanding of, retail brands and marketing 	●		●		●	●
International experience <ul style="list-style-type: none"> • experience in international markets 	●	●	●	●	●	●
Government relationships <ul style="list-style-type: none"> • experience in developing relationships with key Government stakeholders and regulators 	●	●	●	●	●	●
Investor relationships <ul style="list-style-type: none"> • experience in developing and maintaining constructive relationships with shareholders/ investors 	●		●	●		●

In addition to the above, pages 34 and 35 of the 2022 Annual Report sets out the qualifications, expertise, experience and length of service of each director in office as at the date of this report.

The Board is elected by the shareholders of the Company. Under the Company's constitution, directors are required to retire and seek re-election in accordance with the NZX Listing Rules.

The Board currently comprises six directors. All of the directors are non-executive directors and all of the directors were determined to be Independent.¹

A statement as to which of the Company's directors were considered to be Independent as at 30 June 2022 and the factors relevant to that determination is set out in the 2022 Annual Report.

As set out in the Corporate Governance Code, the Chair and CEO are and should be different people.

As a New Zealand listed entity, the Company does not have a company secretary. The General Counsel provides company secretarial services. The General Counsel is accountable to the Board through the Chair.

The Company's Corporate Governance Code provides for directors of the Company to obtain independent professional advice at the expense of the Company subject to obtaining the prior approval of the Audit and Risk Committee.

Procedure For Nomination And Appointment To The Board

The Company's policy in relation to the nomination and appointment of directors is set out in its Corporate Governance Code. The Company's policy is to undertake appropriate checks before putting forward a person to shareholders for election or appointing a person to fulfil a casual vacancy. Where the Company determines that a person is an appropriate candidate, shareholders are notified of that and are provided with all material information in the Company's possession that is relevant to their decision on whether or not to elect or re-elect a director through a number of channels, including through the Notice of Meeting and other information contained in the Annual Report and on the Company's website.

Agreements With Directors And Senior Management

Upon appointment, each director (and senior executive) receives a letter of appointment that sets out the formal terms of their appointment, along with a deed of indemnity, insurance and access.

Information About The Directors

Information about the directors, their independence and ownership interests in the Company can be found in the 2022 Annual Report at pages 34,35, 104, 114 and 115.

A table at page 115 of the 2022 Annual Report shows each director's attendance at the Board and relevant committee meetings during the year ended 30 June 2022.

Diversity

The Group has a Diversity & Inclusion Policy which is set out as Appendix F of the Corporate Governance Code. Under the policy, the Board is responsible for setting measurable objectives for achieving diversity. The Board set the current objectives in February 2021. The current objectives are set out below.

- Aim to increase the proportion of women on the Board as vacancies arise, having regard to the circumstances (including skill requirements) relating to the vacancies.
- Aim to increase the proportion of women in executive and senior leadership roles by identifying internal talent through robust succession planning, developing female leaders and acquiring external talent through fair and objective recruitment practices.
- Ensure a remuneration framework is in place that will allow the organisation to complete an objective analysis of EBOS pay equity annually to monitor pay rates and identify if there are any gender based pay issues that need to be addressed.
- Continue to promote family friendly and flexible work place practices including but not limited to a commitment to supporting those on parental leave, supporting flexible return to work arrangements and on-going flexible work arrangements that suit both the organisation and the individual.
- Continue to commit to the EBOS Reconciliation Action Plan (RAP) in Australia and improving cultural awareness across both Australia and NZ.
- Educate our leaders through training to ensure they are equipped and can role model the principles outlined in our Diversity and Inclusion policy and bring the policy to life in our workplace.

The Board's evaluation of the Company's performance with respect to the Diversity & Inclusion Policy is set out in the 2022 Annual Report.

A quantitative breakdown of the Group's gender representation is also provided in the 2022 Annual Report.

Training

Directors attend formal induction sessions where they are briefed on the Company's values, strategy, businesses, financial performance, and governance and risk management frameworks. Directors are also provided with ongoing professional development and

¹ Independent means that the director is considered to be an Independent Director as defined under the NZX Listing Rules and independent having regard to the factors set out in the ASX Principles.

training opportunities and programs to enable them to develop and maintain the skills and knowledge needed to perform their role effectively.

Evaluating The Board's Performance

The Corporate Governance Code sets out a process for evaluating the performance of the Board, its committees and individual directors. This process occurred during the year and was led by the Chair.

Principle 3 – Board Committees

Specific responsibilities can be delegated to the Audit and Risk Committee and the Remuneration Committee. Each of these committees has a charter setting out the committee's objectives, procedures, composition and responsibilities. Copies of these charters are available on the Company's website and form part of the Corporate Governance Code.

Under the Corporate Governance Code, the Board may constitute an ad hoc Committee to deal with a particular issue facing it which requires specialist knowledge and experience.

The Board has determined, having regard to the current composition of the Board, that a nomination committee is not currently required. The Board undertakes the functions that were previously delegated to a nomination committee.

Further information about the relevant qualifications and experience of the members of the committees is set out on pages 34 and 35 of the 2022 Annual Report.

Audit And Risk Committee

The Audit and Risk Committee provides the Board with assistance in fulfilling its responsibilities to shareholders, the investment community and others for overseeing the Company's financial statements, financial reporting processes, internal accounting systems, financial controls, annual external financial audit and the Company's relationship with its external auditor. In addition, the Audit and Risk Committee is responsible for the establishment of policies and procedures relating to risk oversight, identification, management and control and the Company's internal audit program.

The current members of the Audit and Risk Committee are Stuart McLauchlan (Chair), Elizabeth Coutts and Sarah Ottrey. Nick Dowling was a member of the Committee prior to retiring from the Board in February 2022. Accordingly all of the members of the committee (including the Chair of the committee) are Independent.

The Audit and Risk Committee Charter which outlines the Committee's authority, duties, responsibilities and relationship with the Board is set out as Appendix B to the Corporate Governance Code. Information on the procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners, is set out in section 10 of the Corporate Governance Code.

There were three Audit and Risk Committee meetings held during the year which were attended by all the then-current members of the committee.

Employees only attend meetings of the Committee at the invitation of the Committee.

Remuneration Committee

The Remuneration Committee provides the Board with assistance in establishing relevant remuneration policies and practices for directors, executives and employees including ensuring appropriate background checks are undertaken.

The current members of the Remuneration Committee are Elizabeth Coutts (Chair), Stuart McLauchlan and Tracey Batten. Sarah Ottrey was a member of the Committee during the year prior to joining the Audit & Risk Committee. Accordingly, all of the members of the committee (including the Chair of the committee) are Independent.

The Remuneration Committee's Charter which outlines the Committee's authority, duties, responsibility and relationship with the Board is set out as Appendix C to the Corporate Governance Code.

There were four Remuneration Committee meetings held during the year which were attended by all then-current members of the committee.

The CEO has a standing invitation to attend the Remuneration Committee however, it is open to the Committee to meet without the CEO or any other management being present.

Takeover Offer Protocol

The Board has established a takeover response protocol to be followed in the event that there is a takeover offer received.

Principle 4: Reporting and Disclosure

Continuous Disclosure Policy

The Company has a Continuous Disclosure Policy that is designed to ensure compliance with the NZX Listing Rule and ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance. Amongst other things, the policy provides that a new and substantive investor or analyst presentation should be released on the NZX and ASX platforms ahead of the presentation being given. In addition, it is the practice of management to circulate material announcements to the Board prior to their release. The General Counsel is responsible for the Company's compliance with statutory and NZX and ASX continuous disclosure requirements and the Board is advised of, and considers, continuous disclosure matters at each Board meeting.

The Company's Continuous Disclosure Policy is set out as Appendix E to the Corporate Governance Code.

Financial And Non-Financial Reporting

In respect of the Company's annual and half-year accounts released publicly, the Board has received assurances from the Chief Executive Officer and the Chief Financial Officer that, in their opinion, the financial records of the Company and the consolidated group have been properly maintained; the financial statements and notes required by accounting standards for external reporting give a true and fair view of the financial position and performance of the Company and the consolidated group, and comply with the accounting standards and any further legislative requirements. The Chief Executive Officer and the Chief Financial Officer have also assured the Company that these representations are based on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Non-financial risks affecting the Group are considered as part of the risk management framework. The Group's risk management framework is tailored to the Group's business and aligned to the Group's short term and long term objectives. During FY2022, the Board undertook a detailed review of the strategic risk profile of the Group with input from senior executives and facilitated by appropriately qualified consultants. It also approved a risk appetite statement describing the level of risk the Group is willing to take in relation to specific risk categories. Set out below is a summary of the key (or material) financial risks, together with certain key non-financial risks that were identified as part of the review of the strategic risk profile. With regard to the impact of climate change and, in particular, the impact of severe weather events, these factors are considered as part of specific risks, in particular supply chain disruption and loss of critical warehouse operations. As part of the regular review of the risk management framework and implementing the Group's ESG Program, the Group will continue to review whether it has a material exposure (as referred to in the ASX Principles) to environmental and social risks.

Further details regarding our ESG Program can be found in the Group's Sustainability Report which is available at: www.ebosgroup.com.

Risk	Risk management
<p>Competition risk</p> <p>The Group operates in highly competitive markets. This competitive environment can be significantly affected by local market forces, general competitive dynamics, new market entrants, changes in economic conditions and product demand. In relation to the Group's Community Pharmacy business, contracts with pharmacy group wholesale customers tend to be for periods of between 2 to 5 years and for this reason at any point in time the Group is engaged in customer negotiations and tender processes. Any increased competition from new and existing competitors can impact on the Group's ability to generate sales, lead to a loss of market share, and cause a decline in profitability.</p>	<p>The risk of increased competition in the markets that the Group operates in is ever present and to a large extent outside the control of the Group. The Group has a continued focus on its operating performance to ensure that it continues to service the needs of its customers whilst at the same time delivering acceptable returns to shareholders.</p>
<p>Supply chain disruption and reliance on key suppliers</p> <p>A material proportion of the Group's inbound supplies is derived from key suppliers (or 'original equipment manufacturers') in several of its markets. If a key supplier ceased supplying to the Group or materially reduced the level of its supply, this could result in a material negative impact on the financial performance of the Group.</p> <p>The on-going impacts of COVID-19 has resulted in challenges in the supply chain for various businesses in the Group for example accessing suitably qualified labour, accessing freight services at commercially acceptable rates, restricted supply of products where demand has rapidly escalated and increased shipping and delivery times.</p>	<p>There is the possibility of competition for supply of wholesale services or goods with some key suppliers choosing a direct model, rather than a wholesale or distribution model. The Group is focused on maintaining its critical supplier relationships by active engagement programs.</p> <p>The Group continues to monitor stock levels to manage the risk of stock shortages where practicable. The Group also has in place business continuity plans. However, the Group is reliant on suppliers providing goods in full and on time and in many circumstances is not able to fully mitigate the risk of disruptions to supply.</p>
<p>Significant changes to price regulation</p> <p>The commercial success of the Group is partly dependent on the achievement of acceptable pricing and margins for the goods and services it provides. The Group operates in a number of highly regulated industry segments relating to the distribution and supply of pharmaceuticals, medical consumables, medical devices and other health related products. As such, the Group is continually exposed to the risk of new government policies, regulations and legislation that may impact on both the pricing of products and its resulting profitability.</p>	<p>The Australian government's reforms to the Pharmaceutical Benefits Scheme (PBS) over many years has had and continues to have the effect of lowering the prices paid for medicines, thereby lowering the distribution margin earned by Symbion Pty Ltd (Symbion), a wholly owned subsidiary of the Company. The Group has no control over these price adjustments and to date has offset the impact of lower distribution margin by reducing operating costs and increasing sales volumes in Symbion. As the regulated adjustment to medicine prices continues, the Group is focused on adjusting its business model that best meets its objectives, however there is no guarantee that it will always be in a position to offset the lost margin from these reforms.</p> <p>In Australia, the benefit paid to medical device manufacturers and distributors (such as LifeHealthcare) by private health insurers is determined by the Australian Government's Protheses List. Reforms to the Protheses List in the past have reduced the benefit payable to medical device manufacturers and distributors. There is no guarantee that EBOS will be able to mitigate the impact of currently known or future reforms in part or in full.</p>

Risk	Risk management
<p>Significant changes to industry regulation</p> <p>The financial performance of the Group may be materially affected by changes in government regulations with respect to the pharmacy industry in Australia and New Zealand, including the Community Service Obligation (CSO) funding in Australia. Any material adverse change in the CSO arrangements could have a material negative impact on the financial performance of the Group. These changes could include: changes to the basis of the CSO funding (including a reduction in the overall CSO funding pool or the way in which payments to eligible wholesalers are calculated), changes to the performance criteria, or the termination or expiry of Symbion's CSO deed. In addition, Symbion could fail to achieve the performance criteria resulting in restricted or no access to the CSO funding pool.</p>	<p>Symbion, is a signatory to the CSO deed which governs the arrangements under which it distributes medicines around Australia in return for access to a pool of funding that subsidises the distribution of pharmaceuticals to rural and remote parts of Australia. Failure to meet the obligations under this deed or other state-based legislation, may result in restricted or no access to the CSO pool of funding, fines or loss of licence to distribute pharmaceuticals. Symbion reports and reviews its compliance with regulations to ensure all obligations are met. Symbion's operations are also subject to separate external audit by the CSO Agency.</p> <p>If at any point in the future the Australian government decided to reduce the amount of funding provided under the CSO deed then the Group may need to reconsider its business model and determine whether being a signatory to the CSO deed continues to be commercially viable.</p>
<p>Significant changes to pharmacy regulation</p> <p>Future potential changes to the structure of the pharmacy industry in Australia or New Zealand may have a material impact on the Group's margins and financial performance.</p>	<p>Pharmacy in Australia and New Zealand is subject to significant government regulation. This regulation governs the rules on both pharmacy ownership and location. If a government was to change either the ownership or location rules then this could have a significant impact on the Group's operations and financial position. The Group has no control over each government's approach to regulation of these matters but does actively engage with each government on the benefits of the current model.</p>
<p>Currency risk</p> <p>The Group's operations are primarily located in New Zealand and Australia. Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the primary currency for the Group's operations. The Group makes purchases in foreign currencies such as the US dollar and the Euro and is therefore exposed to foreign exchange risk arising from movements in exchange rates.</p>	<p>To manage the currency risk in respect of both revenue and expenses, the Group may hedge a percentage of its net foreign currency exposures using forward foreign exchange contracts and/or foreign exchange options to reduce the variability from changes in the Group's net operating income and cash flows to acceptable parameters. Such hedging does not, however, guarantee a more favourable outcome than that achieved by not hedging.</p>
<p>Impairment risk</p> <p>The Company carries significant goodwill and intangible assets on its balance sheet. Accounting standards require that these assets be tested for impairment annually and that the underlying assumptions supporting their carrying value be confirmed. There is a risk that the carrying balances for goodwill and/or intangibles may become impaired in the future which would have an adverse effect on the Company's financial position.</p>	<p>Whether the Company experiences a write down in the carrying value of its intangibles will largely depend on the operating performance of the business with which those intangibles are associated. The Company conducts an annual test for impairment on the value of all goodwill and indefinite life intangible assets, including the underlying assumptions using a discounted cash flow analysis. The impairment assessment analysis prepared by management, including supporting underlying assumptions, is approved by the Audit & Risk Committee annually.</p>

Risk	Risk management
<p>Interest rate risk</p> <p>The Group is subject to the risk of rising interest rates associated with borrowing on a floating rate basis.</p>	<p>The Group seeks to manage part of its exposure to adverse fluctuations in floating interest rates through interest rate hedging arrangements, including derivative financial instruments. Such arrangements involve risk, such as the risk that counterparties may fail to honour their obligations and that such arrangements may not be effective in reducing exposure to movements in interest rates. To the extent that the Group does not hedge effectively (or at all) against movements in interest rates, such interest rate movements may adversely affect the Group's results.</p>
<p>Product liability and litigation risk</p> <p>The Group may, from time to time, supply products that are, or are claimed to be, defective or be subject to other claims relating to products and services the Group provides. Defects in products and services could be difficult or costly to correct and could expose the Group to the risk of litigation which may affect the Group's financial position. Other consequences of claims related to defective products and services could include regulatory liability, loss of business and reputational damage.</p>	<p>The Group has in place insurance in relation to its products and services. The Group also seeks contractual protection from suppliers where commercially practicable in relation to defective products and services. However, there is no guarantee that, if proceeds were received from third parties (including insurers), this would fully cover loss suffered by the Group. The Group has in place quality management systems for products it supplies that are tailored to the relevant business.</p>
<p>Cyber risk</p> <p>The Group operates a number of information technology systems. These systems may be subject to internal or external security breaches. A security breach could result in significant business disruption and cost, misappropriation of funds, loss of intellectual property and disclosure of sensitive business information or personal data.</p> <p>Other consequences as a result of a security breach could include legal or regulatory liability, loss of business and reputational damage.</p>	<p>The Group has in place a number of measures to manage cyber risk including:</p> <ul style="list-style-type: none"> • policies, procedures and practices regarding the use of company information and IT security, including regular employee training; • a data breach response plan to respond to, and mitigate the effects of, any instances of sensitive data breaches should they occur; and • the implementation in FY2022 of a strategy on data security that focussed on identified areas of improvement. <p>Notwithstanding the Group's efforts to manage this risk as outlined above, there is no guarantee that the Group will not suffer loss or damage if a security breach occurs.</p>
<p>Health and safety risk</p> <p>Due to the nature of the Group's operations, there is a risk of workplace accidents or unsafe operations.</p> <p>A health and safety incident could lead to harm or injury to the Group's personnel or third parties. Other consequences could include legal or regulatory liability for the Group and its personnel, loss of business and reputational damage.</p>	<p>The Group has in place a Work Health & Safety management system which is more fully described below (see Principle 6 – Risk Management) and work health and safety remains a key focus of the Group.</p> <p>Notwithstanding the preventative measures the Group puts in place, there can be no assurance that accidents or unsafe operations will not occur and injure Group personnel or third parties.</p>

Risk	Risk management
<p>Loss of critical operations for a sustained period</p> <p>The loss of a critical site permanently or for a sustained period could be as a result of a number of factors including a weather-related event. It would result in significant disruption for customers and suppliers and could materially affect the Group's financial results.</p>	<p>Critical sites have in place building and engineering controls such as fire protection and security systems. In considering sites for new facilities, the Group will select sites that are suitable (for example, avoiding flood prone areas).</p> <p>Critical sites also have business continuity plans in place, including utilising other sites within the Group if an event occurs.</p> <p>The Group has business continuity insurance which may cover some losses incurred depending on the circumstances. There is no guarantee that, if insurance proceeds were received, this would fully cover loss suffered by the Group.</p>
<p>New acquisitions</p> <p>A part of the Group's strategy is investing for growth, which includes through acquisitions.</p> <p>There is a risk that the results of an acquired business are weaker than those indicated by the Group's analysis undertaken prior to acquiring the business.</p>	<p>The Group has a robust due diligence process which is supported by external advisors as required. Regular updates are provided to the Board and the Board approves all acquisitions.</p> <p>Transition and integration plans are put in place with key actions, responsibilities and timelines identified.</p> <p>Notwithstanding the measures put in place, risks may exist in relation to an acquired business of which the Group is unaware including latent, future or otherwise unknown claims or liabilities. The analysis undertaken by the Group may draw conclusions, or be based on assumptions regarding sectors, geographic markets or the future, that are inaccurate or not realised in due course.</p>
<p>COVID-19 risk</p> <p>The COVID-19 pandemic has severely impacted, and will likely continue to severely impact, New Zealand, Australia and Southeast Asia. The impact of the COVID-19 pandemic on the Group has and may continue to change over time and affects different parts of the Group in different ways. This could include impacting some of the Group's supply chain, operations, people and customers. By way of example, a COVID-19 outbreak at a major operational site could lead to that site being required to cease operations for a period which would likely result in significant disruption for customers and suppliers.</p>	<p>The Group has in place measures to minimise the workplace health and safety and operational risks related to COVID-19. The Group continues to engage with its key suppliers and closely monitor potential supply chain disruptions. The Group also actively manages and closely monitors credit risk.</p>

All periodic corporate reports (as that term is defined in the ASX Principles) that are not subject to an audit or reviewed by an external auditor are reviewed by senior management to ensure accuracy and consistency with the Company's audited or reviewed results.

Principle 5 – Remuneration

Director And CEO Remuneration

The remuneration of directors for the financial year ended 30 June 2022 is set out on page 111 and for the CEO is set out on page 109 of the 2022 Annual Report.

Should shareholder approval of director remuneration be required, the Company is committed to recommending the director remuneration in a transparent manner.

Remuneration Policy

It is recognised that in order to drive sustainable business performance and to execute the Group's strategic plan, the Group must attract and retain people of a high calibre. The Company has a Remuneration Policy in respect of directors, the CEO and certain senior management. The policy was revised in June 2022 and is set out as Appendix G to the Corporate Governance Code.

In relation to the Group's senior executives, they are appointed by the CEO and their key performance indicators contain specific financial and other objectives. These KPIs are reviewed annually by the CEO and noted by the Remuneration Committee. The performance of the Group's senior executives against these objectives is evaluated annually.

In accordance with the Remuneration Policy the relative weightings of the remuneration of the CEO and his direct reports who are Officers in relation to FY2022 and approved by the Board was as follows:

Chief Executive Officer	21% fixed remuneration
	37% short term incentive
	42% long term incentive
CEO Direct Report who is an Officer*	36% fixed remuneration
	33% short term incentive
	31% long term incentive

*Officer has the meaning given in the NZX Listing Rules

LTI plans

The Company operates long term incentive plans for senior executives. Under the rules for the plans and the Securities Trading Policy, a participating executive must not enter into hedging arrangements or other arrangements affecting the participant's economic exposure in respect of unvested entitlements.

Principle 6 – Risk Management

The Company defines risk management as the identification, assessment and treatment of risks that have the potential to materially impact the Group's operations, people, and reputation, the environment and communities in which the Group works, and the financial prospects of the Group.

The Company's risk management framework is tailored to its business, embedded largely within existing processes and aligned to the Company's objectives, both short and longer term. Given the diversity of the Group's operations, a wide range of risk factors have the potential to affect the achievement of business objectives.

The Company has established the Audit and Risk Committee whose purpose is to, among other things, assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to identifying and monitoring material business risks. The functions of the Audit and Risk Committee are described in the Audit and Risk Committee Charter which is set out as Appendix B to the Corporate Governance Code.

The members of the Audit and Risk Committee and their independence is noted on pages 34, 35 and 104 of the 2022 Annual Report. As noted above, there were three Audit and Risk Committee meetings held during the year which were attended by all the then-current members of the committee.

During FY2022, the Board reviewed the strategic risk profile of the Group (see 'Financial and Non-Financial Reporting' above for more details). The Audit and Risk Committee monitors the implementation of the risk appetite levels set by the Board. More generally and as part of its usual processes, the management team also reports to the Board and the Audit and Risk Committee on whether EBOS' material business risks are being managed effectively and the Committee reviews EBOS' risk management framework regularly and at least annually. The last such review was conducted in May 2022.

Health And Safety Risk Management

The Company aims to provide workplaces that are safe and healthy and workplace health and safety remains a key focus of the Board and senior management. The Group's Work Health & Safety management system ensures strong leadership and accountability for the Group's safety policies (such as the Group's Worker Health & Safety Policy), procedures and work practices across all facilities. This is supported by a risk management framework that is focussed on injury prevention. Key parts of the Work Health & Safety management system include:

- **Identifying and managing workplace health and safety risks.**

The Group has implemented a systematic approach to the identification, assessment and control of hazards in the workplace. This approach typically includes workplace inspection, risk assessment and training. Individual risk management programs have been implemented for our critical risks, being working at height and traffic management.

Regarding the potential impact of the COVID-19 pandemic on the Group's workplaces, a number of measures were implemented to minimise the risks related to COVID-19 pandemic and to reflect the various requirements and recommendations of governments.

- **Incident notification and investigation procedures**

All work-related incidents resulting in (or with potential to result in) injury or ill-health to employees, contractors visitors and members of the public must be logged and investigated via a dedicated Group-wide reporting system.

- **Provision of information, instruction and training.**

Appropriate training on health and safety requirements is provided to the Board, senior management and site personnel.

Workplace health and safety personnel provide the Board, executives and senior management regular reports on the Group's health and safety performance, including lost time injury frequency rates (LTIFR), total recordable injury frequency rates (TRIFR), incidents, training and key activities coordinated by the health and safety team. This also included providing reports relating to the COVID-19 pandemic as required. In addition, the Group Safety Committee, chaired by the CEO, develops safety initiatives and identifies areas for further improvement with wide representation from across the Group, thereby encouraging shared learnings and open communication regarding health and safety concerns and opportunities.

Principle 7 – Auditors

The Company's external auditor, Deloitte, was reappointed on 27 October 2015. Deloitte is invited to attend all Audit and Risk Committee meetings and all Audit and Risk Committee papers are made available to Deloitte. The Audit and Risk Committee Charter sets out the framework for the Company's relationship with its external auditor.

Deloitte attends the Company's Annual Meeting and a representative is available to answer questions from shareholders relevant to that audit at, or ahead of, the Annual Meeting.

The Company has appointed KPMG to act as the Company's internal auditor by reviewing specific areas of the business each year under a program approved by the Audit and Risk Committee to provide the Company with an independent and objective evaluation of the Company's management of risk.

Principle 8 – Shareholder Rights and Relations

Respecting the rights of shareholders is of fundamental importance to the Company and a key element of this is how the Company communicates to its shareholders. To this end, the Company recognises that shareholders must receive relevant information in a timely manner in order to properly and effectively exercise their rights as shareholders.

Information is communicated to shareholders in the Annual Report and the half year financial statements and related documents. Investors are provided with information on the Company from its website.

The website contains recent NZX and ASX announcements and reports. Shareholders are also given the option to receive communications from, and send communications to, the Company and its security registry electronically.

The Company has an investor relations program, which aims to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Company. This program is governed by a set of shareholder participation principles that are designed to promote effective communication with shareholders and encourage shareholder participation at general meetings. These principles are set out in section 12 of the Corporate Governance Code.

The Board encourages full participation of shareholders at the Company's meetings to ensure a high level of accountability and identification with the Company's strategies and goals, including encouraging shareholders to attend meetings, giving advanced notice of the dates of all scheduled meetings, ensuring that meetings are held at a reasonable place and time, inviting shareholders to submit questions in advance and allowing time at meetings for shareholders to speak on any resolutions and ask questions of the Board. The notice of meeting for any annual meeting is despatched at least 20 working days prior to the meeting. As required by the NZX Listing Rules, all resolutions are decided by a poll.

The Board acknowledges NZX Code Recommendation 8.4 regarding the offer of further securities on a pro rata basis. In considering options regarding capital raisings, the Board will take into account a number of factors including the Recommendation however its decision will be based on the best outcome for the Company.



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