

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Peet Limited

ABN/ARBN

56 008 665 834

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/22082551ppc2022corporategovernancestatement.pdf

The Corporate Governance Statement is accurate and up to date as at 25 August 2022 and has been approved by the board.

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

Date: 25 August 2022

Name of authorised officer authorising lodgement: Dom Scafetta

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220620board-charter-final.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<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>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/diversity-policy-final-dec-2021.pdf and we have disclosed the information referred to in paragraph (c) at: Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<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>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220524--nomination-committee-charter-final.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement and Directors' Report</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>and the length of service of each director at: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220620code-of-conduct-and-ethics-final.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/whistleblower-policy-final-dec-2021.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: [insert location]	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220620-Audit--Risk-Management-Committee-Charter-FINAL.pdf and the information referred to in paragraphs (4) and (5) at:</p> <p>Corporate Governance Statement and Directors' Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/continuous-disclosure--external-communications-policy-final-dec-2021.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.peet.com.au	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220620-Audit--Risk-Management-Committee-Charter-FINAL.pdf and the information referred to in paragraphs (4) and (5) at:</p> <p>Corporate Governance Statement and Directors' Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Directors' Report and, if we do, how we manage or intend to manage those risks at: Directors' Report	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p>www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/220524_remuneration-committee-charter-final.pdf and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement and Directors' Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Remuneration Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: www.peet.com.au/-/media/peet/documents/corporate/corporate/corporate-governance/guidelines-for-dealing-in-securities-final-dec-2021.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Outlined below are the main corporate governance policies and practices in place during the financial year ended 30 June 2022 (“FY22”). Unless otherwise stated, these are consistent with the 4th edition of the Australian Securities Exchange (“ASX”) Corporate Governance Council’s Principles and Recommendations which came into force for financial years commencing on or after 1 January 2020 (“ASXCGC Recommendations”) and copies of relevant charters, codes and policies are available on our [website](#).

This statement should be read in conjunction with the 2022 Annual Report.

1 Management and Oversight

Roles of the Board

ASXCGC Recommendation 1.1

The Board of Directors is responsible for the corporate governance structures and practices of the Group.

The [Board Charter](#) sets out the matters reserved to the board and those delegated to management. Under the Board Charter, the Board’s responsibilities include:

- setting the strategic direction of the Group and monitoring management’s performance within that framework;
- ensuring there are adequate resources available to meet the Group’s objectives;
- appointing and removing the Managing Director and Chief Executive Officer (“Managing Director”) and overseeing succession plans for the senior executive team;
- conflicts management;
- approving and monitoring financial reporting and capital management;
- approving and monitoring the progress of business objectives;
- ensuring that any necessary statutory licences are held and compliance measures are maintained to ensure compliance with the law and licence(s);
- ensuring that adequate risk management procedures are in place;
- ensuring that the Group has appropriate corporate governance structures in place, including standards of ethical behaviour;
- ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Group; and
- monitoring and guiding the culture, reputation and standards of conduct of the Group.

Board Appointments

ASXCGC Recommendations 1.2, 1.3

The Nomination Committee assists the Board with the selection and appointment of Directors, and will ensure that appropriate background checks are undertaken prior to putting a candidate forward for election.

Shareholders are provided with information regarding a director’s relevant background to assist them in their decision whether or not to elect or re-elect a director.

It has not been the Company’s practice to have written agreements with each director as it considers the role and responsibilities of directors is adequately covered under the relevant charters and policies.

The Company has written agreements with each senior executive setting out the terms of their appointment.

Company Secretary

ASXCGC Recommendation 1.4

The Group Company Secretary is the Secretary of the Board, and is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

Diversity

ASXCGC Recommendation 1.5

The Board recognises the benefits that arise from employee and board diversity and has adopted a [Diversity Policy](#).

In the Diversity Policy, “Diversity” includes, but is not limited to, gender, age, ethnicity, sexual orientation, disability and cultural background. The Policy also requires that the Board establish measurable objectives for gender diversity.

The ASXCGC Recommendations recommend that companies disclose annually their measurable objectives for achieving gender diversity and their progress towards achieving those objectives.

The Company’s gender diversity objectives and progress towards achieving those objectives are detailed below.

Objective	Progress
Target of 30% of management roles to be held by females by 2030.	As at the date of the Group’s Workplace Gender Equality Report, 24% (2021: 26%) of managers were female. This target continues to be reviewed. There was one female considered a General Manager (member of the Leadership Team) and six women considered Senior Managers (senior positions across the business) in the Company as at 1 April 2022.

Objective	Progress
Pay equality to be reviewed annually.	Undertaken in accordance with annual objective.
Annual resource planning sessions with divisional managers to discuss succession planning and staff resourcing.	Undertaken in accordance with annual objective.
During each director and executive selection and appointment process, the Board will aim to consider a diverse pool of candidates.	The Company meets the objective.
Continue to assess and provide for flexible working arrangements and family support programs that balance the needs of employees with families and those of the Company.	The Company meets the objective.
Establish a program which requires senior employees to continue to stay in touch with employees on parental leave on a regular basis and provide assistance to help them successfully transition back to work.	The Company meets the objective.

In addition to the organisation monitoring progress against the diversity objectives, Peet also complies with the annual reporting requirements set by the Workplace Gender Equality Agency which requires the annual submission of a workplace profile covering gender equality indicators.

The Company's most recent 'Gender Equality Indicators' are set out in its most recent [Workplace Gender Equality Report](#).

Performance Assessment ASXCGC Recommendation 1.6

The Board undergoes periodic formal assessments and informal self-assessments as and when considered appropriate.

The Non-executive Directors undertook performance assessments by way of individual interviews with the Chairman.

Other assessment processes may involve the appointment of an independent, third party consultant to facilitate the process and typically include the requirement for each director to complete a questionnaire and to be interviewed by the third-party consultant. Matters assessed may include the role, composition, procedures, practices and behaviour of the Board, its committees and their members.

This is then generally followed by a facilitated workshop at which the Directors discuss the findings from the questionnaires and interviews and agree on a program of actions.

The final part of the process may involve individual feedback sessions facilitated by the independent third-party consultant.

A third-party-facilitated Board performance assessment was not completed in FY22. Refer to Section 8 for details of performance assessments undertaken for senior executives.

2 Board Structure

Nomination Committee ASXCGC Recommendation 2.1

The Company has appointed a Nomination Committee which currently comprises the full board.

While the composition of the Nomination Committee does not meet the requirements of the ASXCGC Recommendation which recommends that a majority of members of the Committee should be independent, and that it also be chaired by an independent director, the Directors consider that this is currently the most appropriate composition.

The [Nomination Committee Charter](#) provides further detail on the composition of the Committee, the running of Committee meetings, the Committee's primary duties and the process followed in the appointment of new directors.

The Nomination Committee Charter requires the Committee to meet periodically, as and when required, and it held four meetings during FY22.

Details of Directors' attendance at the Nomination Committee meetings held during FY22 is set out at item 10 in the 2022 Directors' Report.

Directors' skills and experience ASXCGC Recommendation 2.2

The Company strives to have a Board with an appropriate mix of skills and experience in order to discharge its duties effectively.

Details of the members of the Board, their experience, expertise, qualifications and independent status are set out below and in the Board of Directors section of the 2022 Annual Report.

The overall skills and experience required to competently discharge the Board's duties, having regard to Peet's strategic direction and the diversity aspirations of the Board is periodically assessed.

A summary of a skills matrix setting out the diverse skills the Board currently has is included on the next page.

Peet Limited Board skills matrix

Leadership & governance					
General leadership					
Previous board experience					
Executive leadership					
Community, stakeholder engagement (including Government relations)					
Corporate governance					
Strategy					
Property & Operations					
Development & construction					
Property acquisitions					
Health and Safety					
Sustainability & environment					
Technology & digital innovation					
Project delivery					
Marketing					
Finance, Risk & Legal					
Accounting					
Banking & finance					
Capital management					
Corporate mergers and acquisitions					
Risk Management					
Legal					
People and Culture					
Human resources					
Business culture					
Remuneration					

High competency or experience
 Developing

Directors' independence

ASXCGC Recommendations 2.3, 2.4

As at the date of this report the Board comprised of five non-executive directors (including three independent directors) and one executive director.

The Board assesses the independence of Non-Executive Directors upon appointment and reviews their independence as needed in accordance with the factors relevant to assessing the independence of a director as set out in ASXCGC Recommendation 2.3.

The current composition of the Board does not meet the ASXCGC Recommendation to comprise a majority of independent directors.

Mr Tony Lennon who is (indirectly) the largest shareholder in the Company and the Non-executive Chairman, is not independent. He has been a director of the Company since 1985.

Mr Brendan Gore as the Managing Director and Chief Executive Officer of Peet is an Executive Director. He has been a director of Peet since 2007.

Mr Trevor Allen is considered independent in accordance with the factors relevant to assessing the independence of a director as set out in ASXCGC Recommendation 2.3. He has been a director of Peet since 2012.

Ms Vicki Krause is considered independent in accordance with the factors relevant to assessing the independence of a director as set out in ASXCGC Recommendation 2.3. She has been a director of Peet since 2014.

Mr Robert McKinnon is considered independent in accordance with the factors relevant to assessing the independence of a director as set out in ASXCGC Recommendation 2.3. He has been a director of Peet since 2014.

Mr Anthony Lennon is not considered independent in accordance with the factors relevant to assessing the independence of a director as set out in ASXCGC Recommendation 2.3. He has been a director of Peet since 1994.

Chairman and Managing Director
ASXCGC Recommendations 1.1, 2.5

Mr Tony Lennon, the Non-executive Chairman is not independent, however, the Board continues to believe that due to the wealth of experience in the Group's business sector and knowledge of the Group's business that he brings to the Board, he is currently the most suitable person to occupy the position of Chairman. The Chairman is responsible for:

- leading the Board in its duties to the Group;
- ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual directors;
- facilitating effective discussions at Board meetings; and
- ensuring effective communication with shareholders.

Mr Brendan Gore is the Managing Director of Peet.

The Managing Director's responsibilities include:

- strategy and policy direction of the operations of the Group;
- the efficient and effective operation of the Group;
- ensuring the Board is provided with accurate and clear information in a timely manner to promote effective decision-making; and
- ensuring all material matters affecting the Group are brought to the Board's attention.

Director induction and training
ASXCGC Recommendation 2.6

New directors are expected to undertake a due diligence process before agreeing to join the Board. This process includes having direct access to existing Board members and various senior managers of the Group.

This process allows new directors to obtain a sufficient understanding of the Group's business to allow them to adequately discharge their responsibilities.

The Group does not currently offer formal professional development programs to non-executive directors, but encourages them to seek attendance at various industry and professional seminars.

3 Acting Lawfully, Ethically and Responsibly

Values and behaviours

ASXCGC Recommendation 3.1

The Board believes that the success of the Group has been, and will continue to be, enhanced by a strong ethical culture within the organisation.

To reinforce the importance of ethical standards, the Board has embraced policies to ensure that all directors, executives and employees act with the utmost integrity and objectivity in their dealings with all people that they come in contact with during their tenure with the Group. The various charters and policies are periodically reviewed and updated as necessary to ensure they reflect appropriate standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity.

Underpinning the Company's various charters, policies and codes are the Company's values which are used to assess the performance of employees. The values are:

- Integrity, Teamwork, Accountability, Adaptability, Respect and Customer Service.

Codes and policies

ASXCGC Recommendations 3.2, 3.3, 3.4

Employees are required to report violations of the [Code of Conduct and Ethics](#) to their immediate supervisor, or to a Whistleblower Protection Officer, in accordance with the Company's Whistleblower Policy.

The [Whistleblower Policy](#) contains procedures to ensure employees are not disadvantaged for reporting violations of the Code or other unethical conduct.

The Company does not have an anti-bribery and corruption policy as such matters are sufficiently covered by various other codes and policies adopted by the Company, including the Code of Conduct and Ethics, Whistleblower Policy, and a Gifts and Benefits Policy.

Additionally, the Company has a [Conflicts of Interest Policy \(Directors\)](#) and a [Conflicts of Interest Policy \(Employees\)](#).

4 Integrity of Corporate Reports

Audit and Risk Management Committee

ASXCGC Recommendations 4.1, 7.1

The purpose of the Audit and Risk Management Committee is to review and monitor the financial affairs of the Company and to ensure there are adequate policies in place in relation to risk management, compliance and internal control systems.

Under its [Charter](#), the Audit and Risk Management Committee consists of a minimum of three directors with a majority of independent directors. The Board selects the chairperson of the Audit and Risk Management Committee.

The Audit and Risk Management Committee will consider any matters relating to the financial affairs of Peet and any other matter referred to it by the Board.

The Audit and Risk Management Committee Charter requires the Committee to meet at least three times a year and it held six meetings during FY22.

The members of the Committee from 1 July 2021 up to the date of this report were:

- Mr T J Allen (Chairman);
- Mr A J Lennon; and
- Mr R J McKinnon.

At the discretion of the Committee, the external auditor and other members of the Board and management are invited to Committee meetings as and when considered appropriate.

The external auditors were invited to attend all of the meetings held during FY22.

The Group Company Secretary acts as secretary to the Committee and attends its meetings.

Details of the above Directors' attendance at Audit and Risk Management Committee meetings are set out at item 10 in the 2022 Directors' Report.

CEO and CFO Declarations

ASXCGC Recommendation 4.2

Prior to the approval of the FY22 financial statements, the Managing Director and Chief Financial Officer declared to the Board:

- that in their opinion the Group's 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 a sound system of risk management and internal control which is operating effectively.

Non-audited corporate reports

ASXCGC Recommendation 4.3

Not all corporate reports released to the market are subject to audit or review by the external auditor. These reports are reviewed by appropriate senior management and, where required, the Audit & Risk Management Committee and/or the Board, to ensure the reports are materially accurate, balanced and provide investors with appropriate information.

5 Timely and Balanced Disclosure

Continuous disclosure

ASXCGC Recommendations 5.1, 5.2, 5.3

The Company places a high priority on communication with shareholders and is aware of the obligations it has under the *Corporations Act 2001* and the ASX Listing Rules, to keep the market fully informed of information which is not generally available and which may have a material effect on the price or value of the Company's securities.

The Company has adopted a [Continuous Disclosure and External Communications Policy](#), which establishes procedures to ensure that directors and management are aware of and fulfill their obligations in relation to the timely disclosure of material price sensitive information.

The Group Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the *Corporations Act 2001* and the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX.

Directors automatically receive copies of all market announcements once released to the market by ASX.

Copies of investor and analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.

6 Rights of Security Holders

Website

ASXCGC Recommendation 6.1

The Company's website offers a variety of information, including among other things, the following:

- information about the Company's activities and operations;
- news updates;
- information about the Company's governance; and
- access to documents released on the ASX Market Announcements Platform.

Investor relations

ASXCGC Recommendations 6.2, 6.3, 6.4, 6.5

Investor relations is overseen by the Managing Director and the Company regularly meets with existing and potential investors.

Information is also communicated to shareholders as follows:

- the Annual and Half-yearly Financial Reports are lodged with the ASX, with the Annual Report made available for distribution to shareholders;

- announcements of annual and interim results, results presentations and other price sensitive information are made to the ASX;
- addresses made by the Chairman and Managing Director to the Annual General Meeting ("AGM") are lodged with ASX prior to the commencement of the AGM; and
- addresses made by the Managing Director at various investor briefings, if required, are lodged with ASX.

Shareholders are entitled to attend the AGM and receive a notice of such meeting together with an explanatory memorandum of proposed resolutions (as appropriate). Shareholders are encouraged to ask questions of the Board pertaining to the formal business of the AGM and the Company's activities more broadly. If shareholders cannot attend the AGM they are entitled to lodge a proxy in accordance with the *Corporations Act 2001* and Peet's Constitution.

The external auditor is requested to attend the AGM and be available to answer shareholders' questions about the conduct of the audit and the preparation and content of the audit report.

Traditionally, voting at AGMs has been undertaken on a show of hands, with a poll only called where a special resolution has been required (e.g. change of name) or to confirm whether a 'strike' is made against the Remuneration Report. All resolutions considered at the 2021 AGM were decided by a poll. The Directors will determine how resolutions will be decided at the 2022 AGM closer to the meeting.

The Company's security holders are able to receive communication from, and send communication to, Peet and its share registry electronically.

7 Risk Management

ASXCGC Recommendations 7.1, 7.2, 7.3, 7.4

The Board recognises the importance of managing the risks associated with Peet's business operations and has adopted a formal Risk Management Plan in keeping with its [Risk Management Policy](#).

Management is responsible for the design and implementation of the risk management framework and internal control systems to manage the Company's material business risks and to report to the Board on whether those risks are being managed effectively.

Individual business units are responsible for integrating the risk management framework within their business processes and systems.

The Audit and Risk Management Committee assists the Board in its risk management oversight function, receives reports from management on the Company's material

business risks and monitors the effectiveness of risk management and internal control policies.

Refer to section 4.1 for further details of the Audit and Risk Management Committee.

The Board and management generally review the risk management framework annually to ensure its ongoing relevance and the identification, monitoring and reporting of risks occurs on an ongoing basis. The last review was undertaken in December 2021 and the next review is currently scheduled to take place in December 2022.

While the Company does not have an internal audit function, the Risk Management Plan represents a component of the overall internal controls of Peet. Other internal controls to mitigate operational and financial management-related risks include:

- establishing a company-wide code of conduct;
- the adoption of written policies and procedures;
- the delegation of authority across the various levels of the Company;
- detailed financial internal control measures such as separation of duties, documented review processes and controlled annual leave usage;
- establishment of reporting systems to monitor compliance;
- appointment of a compliance officer and a workplace health and safety officer;
- a network disaster recovery plan;
- various IT-related systems across the Group;
- various Management meetings (e.g. Leadership Team, project-related and budget meetings);
- review of internal controls by our auditors as part of conducting their annual financial audit of the Group; and
- various financial risk management measures in respect to liquidity risk, credit risk and interest rate risk as outlined in Note 17 of the Financial Report.

During the year, the Audit and Risk Management Committee and the Board received periodic reports on management's ongoing monitoring of, and action plans for, material business risks.

The Group's key economic, environmental and social sustainability risks, together with the approach to managing those risks, are outlined in the 2022 Directors' Report.

8 Fair and Responsible Remuneration

Remuneration Committee

ASXCGC Recommendation 8.1

The Committee operates in accordance with its [Charter](#) and its membership comprises a majority of independent directors.

The chairperson of the Remuneration Committee is the person appointed by the Board.

The Remuneration Committee Charter requires the Committee to meet at least twice a year and it held four meetings during the year.

The members of the Committee from 1 July 2021 up to the date of this report were:

- Mr R J McKinnon (Chairman);
- Mr T J Allen;
- Ms V Krause; and
- Mr A J Lennon.

Details of the above Directors' attendance at Remuneration Committee meetings are set out at item 10 in the 2022 Directors' Report.

At the discretion of the Committee, the other members of the Board, including the Managing Director, are invited to Committee meetings as and when considered appropriate.

The Group Company Secretary acts as secretary to the Committee and attends its meetings.

Remuneration policies and performance evaluation

ASXCGC Recommendations 1.7, 8.2

As at 30 June 2022, the Company's key management personnel comprised the Directors and the following members of the Leadership Team:

- Chief Financial Officer;
- Group Company Secretary; and
- Chief Investment Officer.

The Managing Director has his performance assessed by the Remuneration Committee and the Board based on various Group financial and non-financial performance criteria. The criteria are outlined in a Balanced Scorecard agreed between the Managing Director and the Board.

The Managing Director and Chief Executive Officer will generally also receive feedback on his performance as part of the Board's performance assessment processes.

The process for evaluating the performance of the Chief Financial Officer, Group Company Secretary and Chief Investment Officer generally involves an assessment of various Group financial and non-financial performance criteria. The criteria are developed based on the Managing Director's Balanced Scorecard, and will also include a focus

on the respective executive's personal objectives and key performance indicators.

This performance evaluation is undertaken by the Managing Director.

A performance evaluation of the Managing Director and the other executives referred to above was undertaken in respect of FY22.

Details of key management personnel remuneration is set out at items 12 and 13 in the 2022 Directors' Report.

Equity-based remuneration scheme

ASXCGC Recommendation 8.3

The Company has adopted guidelines for dealing in securities, which:

- explains the type of conduct in relation to dealings in securities that is prohibited under the *Corporations Act 2021*, which is applicable to the Directors and all employees of the Company; and
- establishes a procedure relating to buying and selling securities that provides protection to the Company, the Directors and employees against the misuse of unpublished information which could materially affect the value of securities.

A copy of the [Guidelines for Dealing in Securities](#) (which also apply to Directors) is available in the Corporate Governance section of the Company's website.

The Company's Guidelines for Dealing in Securities prohibit the entering into of schemes by Directors and employees to protect the value of unvested entitlements under any equity-based remuneration scheme.