

TEMPLE &  
WEBSTER

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Corporate  
Governance  
Statement  
**2024**



## Acknowledgement of Country

Temple & Webster Group acknowledges the Traditional Owners and Custodians of Country throughout Australia. We recognise their enduring connection to the lands, the waterways, and the skies.

We acknowledge the Gadigal and Wangal people, on whose lands our corporate head office is located, as well as all other First Nation Countries we operate across.

We pay our respects to Elders past, present and to all Aboriginal and Torres Strait Islander peoples.

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## 1. INTRODUCTION

### 1.1 Who we are

Temple & Webster is the leading pure-play online retailer of furniture and homewares in Australia.

Temple & Webster's Trade & Commercial division services the B2B market, offering exclusive product ranges, procurement, styling, specialised delivery and installation services by a dedicated support team.

The Group also offers a huge range of home improvement products that customers need to renovate and redecorate their homes.

### 1.2 Our mission and values

We believe everyone wants to live more beautifully. Our vision is to make the world more beautiful, one room at a time.

Our mission is to deliver beautiful solutions for our customers' homes and work spaces in the hope that one day, every home in Australia will cherish at least one beautiful piece from Temple & Webster.

To achieve our goals, we've created values centred around creativity, supportiveness, being inclusive, empowered, ambitious and getting \*\*it done.

### 1.3 Overview

This Corporate Governance Statement outlines the governance framework and key governance practices of Temple & Webster Group Ltd ('the Company') and its subsidiaries for the financial year ending 30 June 2024 ('reporting period').

During that time, the Company's governance practices were consistent with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations ('the ASX Principles and Recommendations').

This statement, together with ASX Appendix 4G is current at 13 September 2024 and has been approved by the Board.

All charters and policies referred to in this Corporate Governance Statement are available on the Company's website at <https://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>.

## **2. ROLES AND RESPONSIBILITIES**

### **2.1 Role and responsibilities of the Board**

The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the overall governance and operation of the Company.

The Company's Board Charter identifies the responsibilities and functions which are reserved to the Board or its Committees. Matters which are specifically reserved for the Board or its committees include:

- the appointment of a Chair;
- the appointment and removal of the Chief Executive Officer and the Chief Financial Officer;
- the appointment of additional Directors or Directors to fill a vacancy;
- the establishment of Board Committees their membership and delegated authorities;
- calling of meetings of shareholders;
- approval of dividends; and
- approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management.

Further details of the roles and responsibilities of the Chair the Board and senior management can be found in the Board Charter which is available on the Company's website.

The Board holds regular meetings and is expected to meet a minimum of 5 times a year and as frequently as may be required to deal with other matters which might arise between scheduled meetings.

Details of the current directors, their qualifications, skills and experience and their attendance at Board and Committee meetings during the year, are set out in the Annual Report.

### **2.2 Role and responsibilities of management**

The Chief Executive Officer ('CEO') is appointed (and when necessary replaced) by the Board.

The CEO is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Board formally approves an annual budget and delegates the power to the CEO to implement the budget.

### **2.3 Company Secretary**

The Company Secretary reports directly to the Board through the Chair, and all directors will have access to the Company Secretary for all Board and governance related issues.

The Company Secretary is responsible for coordinating all Board business and carrying out the administrative requirements of the Board. The Company Secretary holds primary responsibility for ensuring that the Board processes and procedures function efficiently and effectively and in accordance with regulatory and legislative requirements.

### 3. BOARD COMPOSITION AND INDEPENDENCE

#### 3.1 Board composition

The Board currently has five directors comprising four non-executive directors and one executive director. The Board is of the view that the current directors possess an appropriate mix of skills, commitment, experience, expertise and diversity to discharge its duties effectively.

The names of current directors and their respective appointment dates are set out below. Details of each director's qualifications and experience are set out in the Company's 2024 Annual Report.

Non-executive directors	Date of appointment
Conrad Yiu	6 October 2015
Stephen Heath	15 March 2016
Belinda Rowe	26 February 2021
Melinda Snowden	1 June 2023
Executive director	Date of appointment
Mark Coulter	23 October 2019 <sup>1</sup>

1. Mark Coulter was appointed as the CEO on 22 April 2016 and as the executive director on 23 October 2019.

#### 3.2 Independence of the Chairman

The Chairman is elected from the independent non-executive directors and there is a clear division of responsibility between the Chairman and the Chief Executive Officer.

The responsibilities of the Chairman are set out in the Board Charter.

Stephen Heath is the present serving Chairman. Conrad Yiu is the present serving Deputy Chairman. Further information on Messrs Heath and Yiu is set out on pages 45 and 46 of the 2024 Annual Report.

#### 3.3 Director independence

The Board requires a majority of its directors to be independent and has adopted guidelines which are set out in the Board Charter to assist in assessing the independence of directors.

Currently, three directors are considered by the Board to be independent non-executive directors, namely Stephen Heath (Chairman of the Board), Belinda Rowe and Melinda Snowden. Conrad Yiu, Deputy Chairman and a non-executive director, is not considered by the Board to be independent as he is a co-founder. Mark Coulter as the Company's CEO is an executive director and is therefore not considered to be independent.

The Board will continue to review the combined expertise of the directors in considering if additional director(s) should be appointed.

The Board regularly reviews the independence of each non-executive director in light of information relevant to this assessment (as disclosed by each non-executive director to the Board).

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operation and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.

# Corporate Governance Statement

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## 3.4 Board Skills Matrix

It has been determined through a process of review that the directors possess an appropriate mix of skills, experience and expertise to enable the Board to discharge its responsibilities. The Board skills matrix set out below identifies the combined skills, expertise and experience currently represented on the Board. To the extent they are not represented on the Board, they are augmented through management and external advisors. For example, whilst the Board has a good understanding of the laws applicable to the operations of the business, given the technicalities and interpretations of the laws, the Board defers to its external legal advisors as and when required.

The Board, with the assistance of the Nomination and Remuneration Committee, reviews, on an annual basis, the range of skills, experience and expertise which the Board currently has and is looking to achieve in the future.

### Board of Directors Skills, Experience & Expertise

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#### Executive Leadership

Proven executive experience in a “C” suite capacity to enable strategic and commercial support.

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#### ASX Board & Governance

Previous experience as either an Executive or Non-executive Director that demonstrates sound understanding of Corporate Governance Principles in an ASX listed Company.

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#### Strategic Planning & Execution

Experience in developing, implementing, measuring and reporting strategic objectives that succeed in delivering long term sustainable shareholder value.

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#### Financial Management

Experience in corporate and management financial accounting, management process audit, business risk identification and mitigation and controls, business unit and corporate finance reporting.

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#### Retail Marketing & Customer Engagement

Experience in trading in competitive retail markets and proven ability to successfully service market niches in an omni-channel environment under ACCC principles.

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#### Capital Markets

Experience in sourcing capital through equity and institutional debt facilities.

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#### Innovative & Entrepreneurial

Ability to think and act innovatively with the required entrepreneurial mindset to ensure success in a fast-moving market environment.

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#### E-commerce & Technology

Experience in building sustainable value through leveraging e-commerce, technology and data as well as identify the opportunities and risks of adopting new technologies such as artificial intelligence, cyber.

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#### Staff Engagement & Executive Remuneration

Experience in staff engagement principles and executive remuneration packaging, KPI management and reporting.

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#### Legal

Experience in or awareness of legal obligations under the Corporations Act 2001, Competition & Consumer Act 2009, Fair Work Act 2009 & ASX Listing Rules.

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### 3.5 Board Committees

The Board has established the following Committees to assist it in discharging its functions:

- Audit and Risk Management Committee; and
- Nomination and Remuneration Committee.

All directors have a standing invitation to attend committee meetings where there is no conflict of interest. The committees review matters on behalf of the Board and (subject to the terms of the relevant committee charter):

- refer matters to the Board for decision, with a recommendation from the committee (where the committee acts in an advisory capacity); or
- determine matters (where the committee acts with delegated authority) which it then reports to the Board.

A summary of the roles and responsibilities of each committee are set out below and full details are contained in the respective committee charters available on the Company's website.

Details of meeting attendance for members of each committee are set out in the directors' report on page 47 of the Company's 2024 Annual Report.

#### ***Audit and Risk Management Committee***

The purpose of the Audit and Risk Management Committee is to assist the directors in fulfilling statutory, corporate governance and oversight responsibilities by:

- monitoring and reviewing:
  - the integrity of the Company's internal financial reporting and external financial statements;
  - the effectiveness of internal financial controls;
  - the independence, objectivity and performance of external auditors; and
  - the policies on risk oversight and management;
- making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement; and
- assist the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

The Committee is required to meet as frequently as required in order to undertake its role effectively but must, at a minimum, meet four times a year.

#### ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee is responsible for matters relating to succession planning, nomination of the directors and CEO, and remuneration of the directors, CEO and executives that report to the CEO.

The Committee meets as often as its members deem necessary in order to fulfil their role but must as a minimum meet twice a year.

# Corporate Governance Statement

continued

## Committee composition

Details of the current memberships and composition of each committee are set out below. The relevant qualifications and experience of the members of each Committee are set out in the Annual Report.

Committee	Members	Composition
<b>Audit and Risk Management Committee</b>	<ul style="list-style-type: none"> <li>Melinda Snowden (Chair), independent non-executive director</li> <li>Stephen Heath, independent non-executive director</li> <li>Belinda Rowe, independent non-executive director</li> <li>Conrad Yiu, non-executive director</li> </ul>	<ul style="list-style-type: none"> <li>Three or more non-executive directors</li> <li>A majority of independent non-executive directors</li> <li>Chaired by an independent director who is not the chair of the Board</li> <li>At least 1 member who has financial and accounting expertise</li> <li>All members must be financially literate</li> <li>At least some members must have an understanding of the industry in which the Company operates</li> </ul>
<b>Nomination and Remuneration Committee</b>	<ul style="list-style-type: none"> <li>Belinda Rowe (Chair), independent non-executive director</li> <li>Stephen Heath, independent non-executive director</li> <li>Conrad Yiu, non-executive director</li> <li>Melinda Snowden, independent non-executive director</li> </ul>	<ul style="list-style-type: none"> <li>Three or more non-executive directors</li> <li>A majority of independent non-executive directors</li> <li>Chaired by an independent director</li> <li>Members must between them have an appropriate understanding of corporate governance principles, the Company's businesses and organisation structure, the functions of the Board and the roles and responsibilities of directors and senior executives, senior, disclosure requirements in relation to director and executive remuneration, and the complexities involved in negotiating and determining executive remuneration packages.</li> </ul>





## **4. BOARD SUCCESSION PLANNING**

### **4.1 Appointment and election of new Directors**

The ultimate responsibility for Board composition and succession issues rests with the directors, assisted by the Nomination and Remuneration Committee.

In appointing non-executive directors, the Board seeks to ensure that candidates have the appropriate skills, expertise and experience to complement the existing members of the Board. The Nomination and Remuneration Committee assists the Board in identifying candidates for appointment as directors and makes recommendations about Board size and composition.

Detailed background information about a potential candidate is provided to all directors. External search organisations may be engaged (as appropriate) to assist the Board identify potential director candidates.

Appropriate checks are undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a director. An offer of a Board appointment must be made by the Chair, only after having consulted all directors, with any recommendations from the Nomination and Remuneration Committee having been circulated to all directors. All new Board appointments are confirmed by a letter of appointment in the standard format approved by the Board or the Nomination and Remuneration Committee from time to time.

When a candidate is put before shareholders at a general meeting for appointment or election, or an incumbent director stands for re-election, all material information in the Company's possession that is relevant to the shareholders' decision will be provided.

In respect of the current directors, no material adverse information was revealed by checks performed in respect of each director, nor was any matter identified that might influence a director's ability to act in the best interests of the Company and its shareholders.

In accordance with the Company's Constitution, no director, except the CEO, shall hold office without re-election beyond the third annual general meeting at which the director was last elected or re-elected. Directors available for re-election at a general meeting are reviewed by the Nomination and Remuneration Committee after consultation with the Board.

### **4.2 Agreements with Directors**

Non-executive directors are engaged through a letter of appointment, which sets out the director's roles and responsibilities and the Company's expectations, including in respect of the requirement to comply with Company policies and the Company's Code of Conduct. The letter also addresses non-executive directors' indemnity and insurance arrangements, ongoing rights to access Company information and confidentiality obligations that apply on an ongoing basis.

### **4.3 Induction and professional development of Directors**

The Company has a program for induction of new directors and a continuing development program for directors to ensure directors are equipped with opportunities to develop and maintain the skills and knowledge necessary to perform their role effectively.

Directors are expected to participate in all induction and orientation programs and any continuing education or training arranged for them.

# Corporate Governance Statement

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## 5. BOARD AND EXECUTIVE PERFORMANCE EVALUATION

### 5.1 Board, Committee and Director performance

Directors provide feedback in relation to the performance of the Board and its Committees on an annual basis.

Each Committee of the Board is required to review, and provide feedback on, its own performance. Feedback is collected by the Board, or an external facilitator, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees.

The Nomination and Remuneration Committee is tasked with assisting the Board, as required, in relation to the performance evaluation of the Board, its Committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.

Performance evaluations of individual Directors, Board, and its Committees were undertaken in September 2024.

### 5.2 Performance and training of senior executives

The Company enters into service contracts with all executives, which sets out their individual roles and responsibilities, as well as their key performance indicators and corporate obligations in respect of adherence to Company policy and the Company's Code of Conduct.

Executives' key performance indicators ('KPIs') are set annually and are recommended by the CEO to the Board. The CEO conducts annual one-on-one performance evaluations with individual executives to assess whether they have met their KPIs set in the preceding year.

The Board sets key performance indicators for the CEO and formally evaluates the achievement of those objectives on an annual basis.

The Company has induction procedures in place to ensure that the executive is able to participate fully and actively in management decision-making at the earliest opportunity.



## 6. DIVERSITY AND INCLUSION

The Company has adopted a Diversity and Inclusion Policy which sets out Temple & Webster Group's commitment to diversity and inclusion in the workplace and which provides a framework under which the Board, or an appropriate committee of the Board, will set measurable objectives for achieving gender diversity targets and will assess annually both those objectives and Temple & Webster Group's progress in achieving the objectives that the Company has set itself. The initial key focus of the Board on diversity relates to gender diversity at the Board and senior executive level, and gender and ethnic diversity among employees and consultants.

The Board has set measurable objectives for achieving gender diversity.

The proportion of male and female employees and senior executives within the Company, and members of the Board, as well as the current gender diversity targets, are set out in the table below.

Level	% at 30 June 2024		Target: female participation
	Male	Female	
Board Members <sup>1</sup>	60%	40%	50%
Executive Team <sup>2</sup>	56%	44%	50%
Management Team	45%	55%	50%
All direct employees	33%	67%	50%

1. Includes the Managing Director & Chief Executive Officer

2. All direct reports to the Chief Executive Officer

In FY23, we became members of Diversity Council Australia ('DCA') and established our internal Diversity, Equity, and Inclusion ('DEI') Committee. As members of DCA, we have access to comprehensive resources, subject matter expertise and unique research. These resources will help the DEI Committee to identify best practices and guide our initiatives for being an inclusive workplace where everyone can genuinely thrive. More information can be found in our Environmental, Social and Governance ('ESG') Statement in the 2024 Annual Report and on our website.



# Corporate Governance Statement

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## 7. ETHICAL AND RESPONSIBLE BEHAVIOUR

### 7.1 Code of Conduct

The Company is committed to a high level of ethical standards in all business practices. The Company aspires to be a role model in conducting business honestly and fairly. It is proud of the quality of its employees and of the professional reputation and market image built by their work. The Company's Code of Conduct outlines how the Company expects its representatives to behave and conduct business in the workplace. All employees (including temporary employees and contractors) and Directors must comply with the Code of Conduct.

### 7.2 Whistleblower Policy

The Company has adopted a Whistleblower Policy that provides a safe and confidential environment for current and former Company officers, employees, contractors and suppliers to report any situations or behaviours that breach or potentially breach the Code of Conduct.

The purpose of the Whistleblower Policy is to:

- help detect and address unacceptable conduct;
- provide information about disclosures that qualify for whistleblower protection;
- provide information about the protections available to people who report unacceptable conduct;
- provide information about to whom reports of unacceptable conduct may be made, how they may be made, and how the Company will investigate those reports;
- help support and protect people who report unacceptable conduct; and
- ensure fair treatment of employees who are mentioned in reports of unacceptable conduct and employees to whom such disclosures relate.

The Board is immediately informed of any material incidents under the Whistleblower Policy and receives regular reports regarding any active whistleblower matter.

### 7.3 Anti-bribery & Corruption Policy

The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance.

The Company has adopted an Anti-Bribery & Corruption Policy which applies to all persons who work at the Company or any subsidiary of the Company, including directors, employees, contractors, consultants and secondees.

Under this policy, use of any form of bribery or corruption, whether directly or indirectly, is strictly prohibited. The policy provides guidelines as to what constitutes bribery and corruption and provides a framework for maintaining systems and procedures for giving, receiving and registering gifts and hospitality.

The Audit and Risk Management Committee oversees and reviews the Company's anti-bribery and corruption framework, including the Anti-Bribery and Corruption Policy and its applicable procedures and any reported non-compliance.

### 7.4 Securities Dealing Policy

The Company's Securities Dealing Policy is intended to explain the types of conduct in relation to dealings in securities that are prohibited under the *Corporations Act 2001* and establish best practice procedure for buying and selling securities that protects the Company, the directors and employees against the misuse of unpublished information that could materially affect the value of securities.

The purpose of the policy is to protect the Company and its reputation in the marketplace. The Board considers that compliance with the policy is essential to ensure that the highest standards of conduct are being met by all directors and employees.

The Securities Dealing Policy applies to all directors, employees and contractors of the Company ('TPW People').

TPW People in possession of Price Sensitive Information must not at any time:

- deal in Securities;
- advise, procure, encourage or suggest another person deal in Securities; or
- communicate the Price Sensitive Information, or cause the Price Sensitive Information to be communicated, to a person who may deal in Securities or may procure another person to deal in Securities.

TPW People are prohibited from dealing in the Company's securities (subject to limited exceptions) during the blackout periods specified in the Securities Dealing Policy. All TPW People must obtain prior clearance before dealing in the Company's securities in accordance with the procedure set out in the policy.

TPW People must not at any time engage in short-term dealing in Securities of the Company.

### **7.5 Modern Slavery**

The Company acknowledges the likelihood that modern slavery practices may exist within the value chains in which it does business, and that it has a moral responsibility to take actions which contribute to identifying, assessing and mitigating such risks and remediating harm. The Company is firmly committed to ensuring that its business operations do not cause or contribute to any form of modern slavery and that we work with other businesses who share our commitment to addressing modern slavery risk.

The Company's Anti-Slavery Policy sets out the key principles that the Company implements to minimise the risk of modern slavery occurring in its business operations and supply chains. This policy applies to all employees, partners, contractors, consultants, and any parties who are directly responsible for the procurement of goods and services or contribute to the Company's modern slavery due diligence process.

The Company will publish its next Modern Slavery Statement by 31 December 2024 which will detail the Company's assessment of the risk of modern slavery occurring throughout its operations and supply chain, as well as the risk management activities undertaken throughout the reporting period.

### **7.6 Conflicts of interest**

Personnel are required to fully disclose any business interest (public or private) and any other matters which may lead to potential or actual conflicts of interest, including any potential related party transactions in accordance with such policies adopted by the Company from time to time. In circumstances where other potential roles (whether serving as directors or trustees of another organisation), arrangements, or activities potentially conflict with the Company or its subsidiaries' interests, the member of personnel will advise and seek approval from the Chair in accordance with the Companies Code of Conduct and, in respect of directors, the Company's Constitution. Personnel will not use their role within the Group for political interests at any time, or for community interests unless authorised by the Company.

The Company regularly monitors and tests the Company's policies under the Code of Conduct to ensure that commitments remain relevant, effective and consistent with stakeholders' expectations.

# Corporate Governance Statement

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## 8. INTEGRITY IN CORPORATE REPORTING

### 8.1 Audit and Risk Management Committee

The Audit and Risk Management Committee assists the Board in fulfilling its responsibilities in respect of financial reporting, risk management, compliance and internal controls. It reviews the financial reporting process, the system of internal control and management of financial risks, and the process and coverage of internal and external audit, together with business risks including strategic operation and regulatory risk and compliance with applicable laws, regulation and Company policies.

The detailed responsibilities of the Audit and Risk Management Committee are set out in the Committee Charter.

The membership and composition of the Audit and Risk Management Committee are set out on page 8 of this Corporate Governance Statement. The members of the Committee collectively have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to effectively discharge the Committee's mandate.

The Audit and Risk Management Committee maintains unrestricted access to management, employees and all relevant Company information and regularly meets with the Company's external auditors. The CEO, Chief Financial Officer, Company Secretary, the external auditor (Ernst & Young), and other members of the executive leadership team attend meetings of the Committee by invitation.

### 8.2 Chief Executive Officer and Chief Financial Officer declarations

Before the Board approves the Company's half-year and full-year financial reports, the CEO and CFO provide the Board with declarations that, in their opinion, the financial records of the Group 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 Group, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board received a declaration of this kind in respect of the half-year ended 31 December 2023 and of the financial year ended 30 June 2024 from the CEO and the Chief Financial Officer prior to approving those financial reports.

### 8.3 Role of the external auditor

The Company has appointed Ernst & Young as its external auditor. The effectiveness, performance and independence of the external auditor is reviewed annually by the Audit and Risk Management Committee.

#### *Independence declaration*

Rachel Rudman, lead auditor, has provided the required independence declaration to the Board for the financial year ended 30 June 2024. The independence declaration forms part of the directors' report and is provided on page 70 of the 2024 Annual Report.

#### *Non-audit and assurance-related services*

The Board has considered the nature of the non-audit and assurance-related services provided by the external auditor during the year and has determined that the services provided and the amount paid for those services are compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. Details of fees paid (or payable) to Ernst & Young for non-audit and assurance-related services provided to the Company during the reporting period are set out in the directors' report on page 101 of the 2024 Annual Report.

#### *Attendance at Annual General Meeting*

The lead audit partner of Ernst & Young will attend the Company's annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders.

## 9. DISCLOSURE AND INVESTOR ENGAGEMENT

### 9.1 Price Sensitive Information Policy

The Company's Price Sensitive Information Policy establishes procedures to ensure, on the one hand, protection of confidential information and, on the other hand, the timely and balanced disclosure of all material matters concerning the Company.

The basic principle underlying the continuous disclosure framework is that timely disclosure must be made of information which may affect security values or influence investment decisions, and information in which shareholders, investors and ASX have a legitimate interest.

The Board has appointed the Company Secretary to act as the Disclosure Officer to monitor the Company's compliance with disclosure obligations and as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters.

Information will be communicated to shareholders through the lodgement of all relevant financial information and other information with ASX and continuous disclosure announcements will also be made available on the Company's website.

### 9.2 Investor engagement

The Company aims to ensure that shareholders are kept informed of all major developments affecting the state of affairs of the Company. Additionally, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time.

To achieve this, the Company communicates information regularly to shareholders and other stakeholders through a range of forums and publications. The Company also has in place an investor relations program to facilitate two-way communication with investors.

One of the Company's key communication tools is its website at [www.templeandwebstergroup.com.au](http://www.templeandwebstergroup.com.au). The Company's website contains a comprehensive overview of the Company's profile and businesses.

Measures adopted by the Company for communicating important aspects of the Company's affairs include:

- Notices of meetings: The full text of all notices of meetings and explanatory material are available on its website; the Company encourages shareholders to provide email addresses so that notices of meeting and explanatory material can be sent to shareholders via email;
- Annual General Meeting: The Company encourages attendance and full participation of shareholders at its Annual General Meeting each year and a full transcript of the Chairman's and the Chief Executive Officer's speeches are published. Shareholders are encouraged to lodge direct votes and proxies electronically in accordance with instructions on the Voting Form;
- Annual Report: The Company's Annual Report is available on its website and contains important information about the Company's activities and results for the previous financial year. Shareholders can elect to receive the Company's Annual Report as an electronic copy or in hard copy through the mail;
- Announcements lodged with the Australian Securities Exchange: All ASX announcements made to the market, including annual and half year financial results, are posted on the Company's website as soon as they have been released by ASX; and
- Presentations: Copies of all investor presentations made to analysts and media briefings are posted on the Company's website, and where appropriate, the Company uses webcasting or teleconferencing of these presentations and briefings.

The Company provides a telephone and email inquiry service to assist shareholders with any queries.

Shareholders are given the option of receiving communications from the Company, and sending communications to the Company, electronically.

## 10. RISK MANAGEMENT

### 10.1 Risk management

Risk management is viewed by the Company as integral to its objective of creating and maintaining shareholder value. The Company is committed to embedding risk management practices through all levels of the organisation to support the achievement of business objectives and to fulfil its corporate governance obligations.

Under the Board Charter one of the key roles and responsibilities of the Board is reviewing, ratifying and monitoring systems of risk management and internal compliance and control, and identifying business risks facing the Company and using reasonable endeavours to ensure that appropriate monitoring and reporting internal controls are in place to manage such risks. The Board has established the Audit and Risk Management Committee to assist it in discharging its functions.

The Audit and Risk Management Committee's primary roles with respect to risk management and compliance are to review and report to the Board that:

- the Committee has, at least annually, reviewed the Company's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk;
- adequate policies and processes have been designed and implemented to manage identified risks;
- reviewing the Company's level of insurance;
- overseeing tax compliance and tax risk management;
- at least annually an audit has been undertaken to test the adequacy of and compliance with prescribed policies; and
- proper remedial action is undertaken to redress areas of weakness.

The Committee reviewed the Company's risk management framework during the 2024 financial year. A summary of the Company's material business and economic risks, including operational, strategic, financial, environmental and social risks, are set out on pages 42 and 43 of the 2024 Annual Report.

Further details regarding the Audit and Risk Management Committee are set out on page 7 of this statement.

### 10.2 Internal audit

Given the size of the Company, the Company does not have an internal audit function.

Instead, the finance function, working with external advisors as appropriate, oversees the adequacy and effectiveness of the Company's systems for risk management, internal control and governance, and provides recommendations to improve the efficiency and effectiveness of these systems and processes. The CFO provides the Audit and Risk Management Committee with information relevant to assist the Committee discharge its roles and responsibilities.

The Audit and Risk Management Committee is responsible for reviewing the Company's risk management framework and procedures and recommending improvements to the Board to enhance the effectiveness of the risk management framework. The Committee is also responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing the internal control systems and the operational effectiveness of the policies and procedures related to risk and control, monitoring break downs of internal controls, and reviewing the effectiveness of the Company's internal control framework.



### **10.3 Environment, Social & Governance**

Sustainability is an essential part of delivering the Company's vision.

Through consultation with internal and external stakeholders during FY22, the Company has identified the ESG topics which stakeholders believe are material to the business. The Company has also developed a sustainability roadmap to determine initiatives for creating positive sustainability outcomes for customers, employees and communities in which the Company operates.

The key areas of focus for the sustainability roadmap are:

- carbon and energy management
- responsible sourcing (lower impact products)
- responsible packaging
- diversity, equity and inclusion
- advancing reconciliation with First Nations peoples
- ISO 27001:2022 Information Security certification

Full details are contained in the Company's ESG Statement set out on pages 18-38 of the 2024 Annual Report where we report on our progress on these key areas.

## **11. REMUNERATE FAIRLY AND RESPONSIBLY**

### **11.1 Nomination and Remuneration Committee**

The Nomination and Remuneration Committee assists the Board in fulfilling its responsibilities with respect to human resources policies, remuneration matters and nomination and succession planning for the Board and CEO. The Committee is responsible for ensuring that the Company's human resource, remuneration and incentive policies are aligned to its values and business objectives and performance and demonstrate a clear relationship between overall Company performance, executive performance and remuneration.

Further details regarding the Nomination and Remuneration Committee are set out on page 7.

### **11.2 Remuneration of Non-executive Directors and executives**

Senior executives are generally entitled to a remuneration package that contains a mix of base salary and performance-related incentives.

To ensure the independence of directors, directors are paid fees but are not invited to participate in the Company's performance-based plans.

The Company's policies and practices regarding the remuneration of executive and non-executive directors and other senior executives is set out in the Company's remuneration report starting on page 48 of the 2024 Annual Report together with details of remuneration paid during the reporting period.

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