

## ASX ANNOUNCEMENT



Vita Group Limited  
ACN 113 178 519  
77 Hudson Road  
Albion Qld 4010

20 October 2022

Market Announcements Office  
Australian Securities Exchange  
4<sup>th</sup> Floor, 20 Bridge Street  
SYDNEY NSW 2000

### ELECTRONIC LODGEMENT

Dear Sir or Madam

#### **Vita Group Limited (ASX: VTG) – 2022 Corporate Governance Statement and Appendix 4G**

In accordance with the Listing Rules, please find attached Vita Group's 2022 Corporate Governance Statement and Appendix 4G for release to the market.

This announcement has been authorised for lodgement by Vita's Chairman.

Yours sincerely

A handwritten signature in black ink, appearing to read "George Southgate".

**George Southgate**  
Chief Legal and Risk Officer / Company Secretary  
Vita Group Limited

#### **Further enquiries:**

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## Corporate Governance Statement FY 2022

Vita Group Limited ("Company") has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council ("ASX Principles and Recommendations").

This Corporate Governance Statement FY 2022 is dated as at 30 June 2022 and reflects the corporate governance practices of the Company and its subsidiaries ("Group") in place throughout the 2021/22 financial year. This statement was approved by Vita's Chairman on 14 October 2022.

This statement and the following supporting documents can be viewed in the 'Corporate Governance' section of Vita Group Limited ("Company")'s website at [www.vitagroup.com.au](http://www.vitagroup.com.au).

- Whistleblower Policy
- Anti-Bribery and Corruption Policy
- Board Charter
- Audit, Compliance & Risk Committee Charter
- Remuneration & Nomination Committee Charter
- Continuous Disclosure Policy
- Share Trading Policy
- Code of Business Practice & Ethics
- Performance Evaluation Process
- Director Selection Policy & Procedures
- External Auditor Policy & Procedures
- Shareholder Communication Policy
- Risk Management Policy
- Modern Slavery Statement
- Privacy Policy
- Diversity Policy; and
- Constitution.

### **Principle 1: Lay solid foundations for management and oversight**

#### **Role of Board and management**

The Board has adopted a Board Charter establishing the following:

- Board responsibilities
- Board composition
- Policy on independence
- Policy relating to Board meetings
- Board Committees; and
- Review of Board effectiveness.

The Board Charter is reviewed annually. The responsibilities and functions reserved to the Board as set out in the Board Charter include:

- approving and monitoring strategies, budgets, and plans
- approving policies and codes of conduct
- reviewing and monitoring systems of risk management, internal control, and regulatory compliance (including disclosure)
- approving and monitoring the progress of acquisitions and disposals, or the cessation of any significant asset, business, or function, and reviewing material transactions and changes to organisational structure
- approving annual and half-yearly financial statements, other published financial information, and dividends
- appointing and monitoring the performance of the Chief Executive Officer
- determining the levels of authority to be given to the Chief Executive Officer and authorising any further delegations of authority
- appointing the Chairman of the Board and Company Secretary
- monitoring compliance with, and the effectiveness of, the Company's corporate governance practices
- whenever required, challenging management and holding it to account
- evaluating performance of the Board, the Chairman and individual Directors
- ratifying the appointment of Senior Managers, monitoring their performance, and approving succession plans for the management team; and
- approving the issue of any securities of the Group.

The day-to-day management of the Group is delegated to management, including the following:

- financial and capital management and reporting
- operations

- information technology
- marketing
- customer service
- relationships with investors, media, analysts and other industry participants
- human resources; and
- reporting to the Board on performance.

The Board has adopted a formal statement of Delegated Authorities, setting out financial and other limits delegated to management, and matters requiring Board approval. These were reviewed and updated on 29 August 2022.

#### **Appointment and Evaluation of Non-Executive Directors**

Letters of appointment are prepared for Non-Executive Directors, covering terms of employment, duties and responsibilities, time commitment expected, and requirements relating to indemnity and insurance, compliance with key policies, disclosure of interests and trading in the Group's shares. An induction pack is provided at the time of appointment and new Directors undergo an induction process (refer to further details in Principle 2).

The Company conducts appropriate checks to verify the suitability of the candidate, prior to their election, and has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a Director, is disclosed in the notice of meeting provided to shareholders (as further discussed in Principle 4).

In accordance with the Board Charter, each Director has the right, at the Group's expense, to seek independent professional advice in relation to the execution of Board responsibilities. Prior notification to the Board is required and where appropriate, Directors are required to share such advice with the Group and the other Directors.

The Group's Performance Evaluation Process includes the evaluation of the Board, its Committees, and individual Directors.

#### **Company Secretary**

All Directors have access to the Company Secretary who coordinates the preparation and despatch of Board Agendas and Board Papers. In accordance with the Company Constitution, the appointment and removal of the Company Secretary is a Board responsibility. The Company Secretary attends all Board meetings and is directly accountable to the Chief Executive Officer and, through the Chairman, the Board, on all matters to do with the proper functioning of the Board and corporate governance.

#### **Appointment and Evaluation of Senior Managers**

The responsibilities and terms of employment, including termination entitlements, of the Chief Executive Officer, the Chief Financial Officer, and other Senior Managers, are set out in formal employment agreements. The Company conducts appropriate checks to verify the suitability of the candidate prior to their appointment. Each Manager is formally inducted on appointment and has a position description, and a set of Key Performance Indicators ("KPIs") with annual goals. In accordance with the *Corporations Act 2001* (Cth) ("Corporations Act"), certain contract details of senior managers who are KMP are summarised on page 17 of the 2022 Financial Report.

Each Manager's performance against his/her KPIs and goals is formally evaluated twice a year in accordance with the Performance Evaluation Process. The evaluation is used in determining future remuneration. The most recent performance evaluation of all Senior Managers, in accordance with this process, commenced in July 2022.

#### **Diversity**

The Group has always been an advocate of diversity and the Board has adopted and published a Diversity Policy in compliance with the ASX Principles and Recommendations. A copy is published on the Group's website. The Diversity Policy is designed to support the Group's commitment to diversity and to compliance generally with the ASX Principles and Recommendations.

The Group was founded on the principles of diversity and has continued to ensure that merit and performance form the basis of promotion and recruitment decisions at all levels of the Group. The following table represents the portion of women employed by the Group at 30 June 2022.

	<b>Female</b>	<b>Male</b>
Board Members	1	3
Senior Executives (members of Artisan Leadership Team)	4	4
Total Team Members	185	24

The Board has considered that in light of these results, little practical merit would be served in formulating measurable objectives for achieving *greater* gender diversity, and the progress made towards them.

The Group has in place a range of initiatives to sustain its diverse workforce statistics, including in the areas of Board diversity, flexible working arrangements, family-friendly practices, targeted leadership programs and recruitment and selection practices.

Access to the Company's Workplace Gender Equality Report lodged with the Workplace Gender Equality Agency is available at: <https://www.vitagroup.com.au/script/cus/corporate-governance.asp>.

## **Principle 2: Structure the Board to be effective and add Value**

### **Disclose independence and length of service**

The Board Charter sets out the structure of the Board and its committees, the framework for independence and arrangements for performance evaluation.

The Board comprises three Non-Executive Directors (including the Chairman) and one Executive Director (the Chief Executive Officer). The names, skills and experience of the Directors in office at the date of this statement, and the period of office of each Director, are set out on pages 2 to 3 of the 2022 Financial Report and below.

<b>Name / Position</b>	<b>Independent (Y/N)</b>	<b>Period of Service</b>
Paul Mirabelle (Chairman)	Y	21 January 2019 - current
Paul Wilson	Y	9 May 2014 – current
Maxine Horne	N – formerly Managing Director and CEO, current substantial shareholder	1 March 2005 - current (Non-Executive Director since 12 November 2021)
Peter Connors (Managing Director and CEO)	N	12 November 2021 - current

The Board structures itself by balancing the skills and experience on its Board to the industries in which the Group operates. In doing so, it also seeks to achieve a balance in diversity recognition amongst its members.

### **Majority of Directors independent**

The Board distinguishes between the concept of independence and the issues of conflict of interest or material personal interests which may arise from time to time.

If at any time the Board is required to decide on any matter in which a Director has, or Directors have, an actual or potential conflict of interest or material personal interest, the Board's policies and procedures and the Company's Constitution require that:

- the interest is fully disclosed and the disclosure is recorded in the Board minutes
- the relevant Director is excluded from all considerations of the matter by the Board; and
- where possible, the relevant Director does not receive any segment of the Board papers or other documents in which there is any reference to the matter.

The relevant interests of the Directors in the shares of the Company are set out in the Director's Report on page 22 of the 2022 Financial Report.

The determination of independence remains a matter for the Board's judgement in accordance with its policy on independence. Until the Board otherwise resolves, the policy is that a Director will be independent if they are independent of management and free of any business or other relationship that could materially interfere with - or could reasonably be perceived to interfere with - the independent exercise of their judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

The independence of each Director is assessed regularly by the Board, based on the interests disclosed by them. In assessing the independence of Non-Executive Directors, the Board will consider if the Director:

- is, represents or has been within the last three years an officer or employee of, or professional adviser to, a substantial shareholder (within the definition of section 9 of the Corporations Act) of the Company
- receives performance based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Group;
- has, within the last 3 years, been employed in an executive capacity by the Group and there has not been a period of at least three years between ceasing such employment and serving on the Board has, within the last 3 years, been in a material business relationship (eg, as a supplier, professional advisor, consultant or customer) with the Group, or is an officer of, or otherwise associated with, someone in such a relationship
- has close personal ties, which may be based on family, friendship, or other social or business connections, with any person who falls within any of the categories described above; or
- has been a director of the Company for such a period that his/her independence from management and substantial holders may have been compromised.

A Director must advise the Board if there is any change in the Director's interests, positions, associations or relationships that could bear upon his or her independence at the earliest opportunity.

The Board will state its reasons if it considers a Director to be independent notwithstanding the existence of a relationship of the kind referred to above. The Board has determined two of the current three Non-Executive Directors, namely Paul Mirabelle and Paul Wilson, to be independent for the duration of the reporting period. Accordingly, as at the date of this statement the Board has an equal number of independent Directors and non-independent Directors, and a majority of Non-Executive Directors. The Board has determined that it consists of an appropriate mix of tenures, independence, and expertise to enable it to understand and effectively deal with the issues faced by the Company. In addition, under the Company Constitution, the Chair of the Board (who is an independent Non-Executive Director) has a casting vote in addition to their deliberative vote in the case of an equality of vote at a Board meeting.

#### **Chairman independent**

The Chairman of the Group, Mr Paul Mirabelle, is an independent Non-Executive Director. Mr Mirabelle is not employed by the Group in an executive capacity.

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

The Group has a Remuneration and Nomination Committee operating under a written charter approved by the Board and is reviewed annually.

The Remuneration and Nomination Committee comprises three members, two of which are independent Non-Executive Directors (including the Committee Chair).

The names and qualifications of members of the Remuneration and Nomination Committee and their attendance at meetings is set out on page 4 of the 2022 Financial Report. In accordance with the Committee Charter, any Non-Executive Director is entitled to be present at all meetings of the Committee, whether they are a member of the Committee or not after giving notice to the Chairman. Meetings of the Committee are attended, by invitation, by the Chief Executive Officer, and such other senior staff or professional people as may be appropriate from time to time. The number of meetings of the Committee held during the year is set out on page 4 of the 2022 Financial Report.

The Committee regularly reviews the size, composition and effectiveness of the Board. This review includes an assessment of the necessary and desirable skills of Board members, Board succession plans, and consideration of appointments, re-elections and removals. The Committee also reviews the induction procedures for new directors. Evaluation of the Board's performance is carried out by the full Board.

The Remuneration and Nomination Committee also regularly reviews the time required from non-executive Directors and whether the existing Directors are meeting that requirement. Directors are required to inform the Chairman of the Remuneration and Nomination Committee before accepting any new position with a significant time commitment attached.

#### **Board skills matrix**

When a Board vacancy occurs, the Remuneration and Nomination Committee identifies the skills, experience and expertise that will complement Board effectiveness, and then undertakes a process to identify candidates who can meet those criteria. In doing so, a Board skills matrix is used to identify gaps in skills and experience on the Board. The skills detailed in the matrix include those which the Board determines to be the most suitable to support the Company's strategic direction and include skills and experience in strategy and policy development, corporate governance, executive and commercial management, mergers and acquisitions, finance and funding and relevant industry experience. The Remuneration and Nomination Committee regularly reviews its skill matrix to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company.

The Remuneration and Nomination Committee uses a wide range of tools to identify potential candidates including professional associations and external search and selection agents. Candidate searches include background checks on character, education, employment experience, criminal record and bankruptcy history to ensure suitability. In its deliberations, the Remuneration and Nomination Committee is focused on whether a potential candidate's skill set and experience will add value to the Board, the number and nature of other directorships, and availability of time to commit to the Group's affairs.

When a Director is due to stand down at the next Annual General Meeting ("AGM"), attention is paid to the Director's performance and contribution, preparation for meetings and time availability. Prior to the Notice of Meeting for the AGM being sent out, the Remuneration and Nomination Committee reviews the performance of each Director due to stand down and reviews the mix of skills and experience required by the Board. Each Director involved is asked to formally acknowledge that he/she has sufficient time available to carry out the duties of a Director of the Company. If it is considered that a Director due to stand down should be recommended for re-election, a formal recommendation is made by the Remuneration and Nomination Committee in accordance with the Director Selection, Policy & Procedures.

Minutes of all Remuneration and Nomination Committee meetings are provided to the Board. The Chair of the Remuneration and Nomination Committee also reports to the Board after each Committee meeting.

#### **Induction and professional development**

The Group's director induction includes a strong emphasis on:

- the strategy, culture and values of the Group

- meeting arrangements and directors' rights, duties and responsibilities; and
- director interaction with each other, senior executives and other stakeholders.

The induction process for Directors includes visits to relevant clinics and meetings with all relevant stakeholders and key senior executives.

The Board strongly supports the ongoing education and professional development of its Directors and senior management. This may include special presentations to the Board on topical matters of relevance and material developments in law, regulations and accounting standards, attendance at relevant external conferences or seminars and support for other measures.

### **Principle 3: Instil a culture of acting Lawfully, Ethically and Responsibly**

#### **Code of Business Practice & Ethics and Values**

The Board has established a Code of Business Practice & Ethics and statement of values that formalise the expectations, obligations and responsibilities of all employees and Directors to act ethically, behave with integrity, avoid conflicts of interest, and obey the law, in all business activities. The statement of values can be accessed at 'Our vibe' page of the Company's website.

The Code provides for employees who become aware of possible breaches of the Code to report this. Such reports are treated confidentially to the extent possible consistent with the Group's obligation to deal with the matter openly and according to applicable laws. No employee will be subject to retaliation or disadvantage by reason of a bona fide report of possible noncompliance, in accordance with the Group's Whistleblower Policy.

Appropriate training programs on the Group's internal policies including Code of Business Practice & Ethics, workplace health and safety, environmental law compliance, and trade practices legislation support this process. The Company has a process in place to inform the Board or a committee of the Board of any material breaches of the Code, Anti-Bribery and Anti-Corruption Policy and material incidents reported under the Whistleblower Policy.

The Company is no longer a reporting entity under the *Modern Slavery Act 2018* (Cth) following the disposal of its ICT business to Telstra Corporation Limited which completed on 12 November 2021. During the reporting period, the Company's last Statement for the 20/21 reporting period in response to the *Modern Slavery Act 2018* (Cth) was approved by the Board in December 2021. The Statement can be found on <https://vitagroup.com.au/shareholders/corporate-governance/>

#### **Whistleblower Policy**

The Company is committed to promoting and supporting a culture of corporate compliance, honest and ethical behaviour, and good corporate governance, and has a whistleblower policy and framework in place to respond to any reports of potentially unethical, unlawful or improper practices or behaviours and to protect whistleblowers from detrimental conduct and breaches of their confidentiality. Matters are reported through any of the Whistleblower Protection Officers designated in the policy. Reports made under the policy and the progress and outcome of actions taken are reported to the Audit, Compliance & Risk Committee.

#### **Anti-Bribery and Corruption Policy**

The Company has an Anti-Bribery and Corruption Policy which prohibits all forms of bribery, facilitation payments, paying or receiving secret commissions and fraud. It also sets out the standards required of employees and contractors when dealing with third parties, and regarding the offering and acceptance of gifts and hospitality. The Company maintains a gift register and other controls and processes to support the policy, including the Gifts and Gratuities Procedure. The Board has overall responsibility for implementation of the policy.

#### **Share Trading Policy**

The Board has established written guidelines, set out in its Share Trading Policy, that restrict dealings by Directors and employees in the Company's shares. The Share Trading Policy was updated in April 2022.

The Share Trading Policy identifies certain periods when, in the absence of knowledge of unpublished price-sensitive information, Directors and senior management employees may, with the approval of the Chairman, buy or sell shares in the Group. These periods are the 30 days immediately following two days after the announcement of half year and full year results, and following the AGM, or the issue of a Prospectus offering shares in the Group.

The entering into of all types of "protection arrangements" (including hedges, derivatives and warrants) in connection with any of the Group's listed securities that are held directly or indirectly by Directors or employees is prohibited at any time. This prohibition extends to vested and unvested shares or options in any share or option plan.

No Director or employee holding, or having an interest in, or having control of through family, associates, colleagues, a private Group or a trust, more than 0.5 % of the Group's listed securities, is permitted to enter into 'margin loan' or similar arrangements in respect of those listed securities. If any Director or employee who holds, or has an interest in, or has control of through family, associates, colleagues, a private Group or a trust, any of the Group's listed securities, enters into a margin loan, or

similar arrangements in respect of those listed securities, he or she must advise the Group of the existence and details of the arrangement.

Directors, Senior Managers, and employees having regular access to confidential information are required annually to sign a statement confirming that they have complied with the provisions of the Share Trading Policy.

#### **Principle 4: Safeguard Integrity of corporate reports**

##### **Audit, Compliance and Risk Committee**

The Group has an established Audit, Compliance and Risk Committee operating under a written charter approved by the Board and reviewed annually. In accordance with the ASX Principles and Recommendations, the Audit, Compliance and Risk Committee comprises three Non-Executive Directors a majority of whom are independent including its chairman who is not also Chairman of the Board.

The names and qualifications of members of the Audit, Compliance and Risk Committee and their attendance at meetings are set out on page 4 of the 2022 Financial Report. Meetings of the Committee are attended, by invitation, by the Chief Executive Officer, the Chief Financial Officer, the engagement partner from the Group's external auditor, and such other senior staff or professional people as may be appropriate from time to time. The number of meetings of the Committee held during the year is set out on page 4 of the 2022 Financial Report.

The Committee assists the Board in fulfilling its responsibility to verify and safeguard the integrity of the Company's financial reporting, oversees and appraises the audits conducted by the Company's external auditors, monitors the adequacy of external reports for Shareholder needs, reviews the effectiveness of the Company's internal controls, and reviews the effectiveness of the risk management policies and practices and compliance framework of the Company.

The Committee has unlimited access to the external auditors, and to the senior management of the Group. The Committee may, with authority from the Chairman of the Board, consult with independent experts where they consider such consultation necessary to carry out their duties.

Minutes of all Committee meetings are provided to the Board. The Chairman of the Committee also reports to the Board after each Committee meeting.

##### **CEO and CFO certification of financial statements**

In accordance with the ASX Principles and Recommendations and Risk Management Policy, the Chief Executive Officer and Chief Financial Officer have stated in writing to the Board each financial period that:

- the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the Group's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

The statements from the Chief Executive Officer and Chief Financial Officer are based on formal sign off procedures reviewed by the Audit, Compliance & Risk Committee as part of the periodic financial reporting process.

##### **Auditor appointment, independence and attendance at AGM**

The Board has established an External Auditor Policy and Procedures, and assesses the performance of the External Auditors annually. The position of External Auditor will be put to tender from time to time. Grant Thornton was selected as the External Auditor of the Group for the financial year beginning 1 July 2015, subject to shareholder approval of the appointment at the AGM in November 2015. This shareholder approval was granted, and Grant Thornton has continued as External Auditor since then.

The external auditor, Grant Thornton, has declared its independence to the Board. The engagement partner will be rotated every 5 years in accordance with the Corporations Act. The Audit, Compliance and Risk Committee has examined detailed material provided by the external auditor and by management and has satisfied itself that the standards for auditor independence and associated issues are fully complied with.

The external auditor is also present at the AGMs and available to answer shareholder questions on matters relating to the audit generally, accounting policies, preparation and content of the auditor's report and the independence of the auditor in relation to the conduct of the audit.

##### **Integrity of periodic corporate reports**

The Company has procedures in place to ensure that periodic corporate reports which are not subject to audit or reviewed by an external auditor comply with relevant disclosure obligations under applicable laws.

#### **Principle 5: Make Timely and Balanced Disclosure**

The Group has established a Continuous Disclosure Policy to ensure compliance with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules, including timely disclosure of material information concerning the Company.



This Policy includes internal reporting procedures in place to ensure that any material price sensitive information is reported to the Company Secretary, Chief Financial Officer, or Chief Executive Officer, in a timely manner. These policies and procedures are reviewed regularly to ensure that the Company complies with its obligations at law and under the ASX Listing Rules.

The Company Secretary is responsible for communications with the ASX, including responsibility for ensuring compliance with the continuous disclosure requirements under the ASX Listing Rules, and overseeing information going to the ASX, Shareholders and other interested parties.

In accordance with the Continuous Disclosure Policy, continuous disclosure is a standing agenda item for all Board and senior management meetings and is specifically addressed by each Director and manager at those meetings. The Board receives copies of all material market announcements either prior to or promptly after they have been made. Where the Company holds a substantive investor or analyst presentation, including for our financial results, or one which contains material new information, the material used in the presentation is released concurrently to the ASX and posted on the Company's website.

## **Principle 6: Respect the Rights of Security Holders**

### **Communications Strategy**

The Group has established a Shareholder Communication Policy to keep Shareholders informed of the Group's performance and all major developments in an ongoing manner. Information is communicated to shareholders through:

- the Annual Report which is posted on the Company's website, and mailed to Shareholders who have specifically requested it
- the interim Shareholders' report which is posted on the company's website, containing summarised financial information and a review of the operations during the period since the annual report; and
- other correspondence regarding matters impacting on Shareholders as required.

### **Information on website**

All half-year and annual reports, and all relevant announcements made to the market, are placed in the 'Shareholders' section of the Company's website after release to the ASX. Shareholders who have requested notification are notified by email when new announcements are released. The Company's website also contains easily located links to other shareholder information, including details of the Company's corporate governance, directors and senior executives, notices of meetings, presentations and webcasts.

### **Participation at meetings of securityholders**

Shareholders are also encouraged to participate in the AGM to ensure a high level of accountability and identification with the Company's strategies and goals. The Company provides shareholders with the opportunity to submit written questions that can be dealt with at the meeting or by individual response. Online proxy voting is also available to shareholders. The Board is committed to monitoring ongoing developments that may enhance communication with shareholders, including technology developments, and the Company has held its AGMs since 2020 either as a virtual or hybrid meeting format as a result of the ongoing COVID-19 restrictions. The Company determined all resolutions at its 2021 Annual General Meeting by poll.

### **Investor relations program**

The Group conducts regular briefings in order to facilitate effective two-way communication with investors and other market participants. The Group arranges for advance notice of significant Group briefings (e.g. results announcements) and makes them widely accessible including through the use of mass communication mechanisms. The Group also keeps a record of issues discussed at Group or one to one briefings with investors and analysts including a list of who was present and time and place of meeting.

### **Facilitate electronic communications**

The Company seeks to continually improve its online and electronic communications and the functionality of its website and encourages shareholders to elect to receive shareholder reports and other communications electronically. Shareholders are also encouraged to, and do, regularly communicate electronically with the Company and its share registry, Computershare.

## **Principle 7: Recognise and Manage Risk**

### **Risk management framework**

The Board is responsible for overseeing the establishment and implementation by management of risk management systems and reviewing the effectiveness of these systems. The Board has assigned responsibility as follows:

- The Audit, Compliance & Risk Committee reviews and reports to the Board in relation to the Group's financial reporting, internal control structure, risk management systems, and the internal and external audit functions; and
- Management is responsible for identifying, managing, and reporting to the Board on risks in accordance with the Risk Management Policy, through a formal organisation-wide risk management framework.

Further details on the Audit, Compliance & Risk Committee are set out in Principle 4 above.

A Risk Management Policy has been established and is reviewed annually by the Board.



**Annual risk review**

A review of the Group's risk management framework by the Audit, Compliance & Risk Committee occurred again during the reporting period, and material business risks were evaluated and updated, and the Audit, Compliance & Risk Committee is satisfied that the risk management framework continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board.

**Internal audit**

The Group does not have an internal audit function. Up until the disposal of its ICT business to Telstra Corporation Limited which completed on 12 November 2021, Vita had an Assurance Team, reporting to the Chief Legal & Risk Officer, which conducted regular audits of stores, and, using a scoring system, provided feedback to the store and to management on control and compliance matters relating to store operations. The performance of stores with unsatisfactory scores was monitored to ensure they brought their practices and controls up to the required standard. Managers associated with stores whose score was below Group benchmarks forfeited their commissions and bonuses until the required standards were met. The Audit, Compliance & Risk Committee regularly reviews the need for an internal audit function.

**Sustainability risks**

Management reports once a year to the Audit, Compliance & Risk Committee on the status of risks with a high residual risk ranking, and on the effectiveness of the management of the Group's material risks including any economic, environmental and social sustainability risks.

**Principle 8: Remunerate Fairly and Responsibly****Remuneration and Nomination Committee**

The Remuneration and Nomination Committee of the Board is responsible for recommending and reviewing remuneration arrangements for the Directors, the Chief Executive Officer, and Senior Managers. The Remuneration and Nomination Committee assesses the appropriateness of the composition and amount of their remuneration on an annual basis. Where appropriate the Committee considers independent advice on policies and practices to attract, motivate, reward and retain strong performers.

The Committee recommends and reviews the terms and conditions of appointment of Directors, the Chief Executive Officer, and Senior Managers, and reviews the operation and effectiveness of Short-Term Incentive Plan and the Long-Term Incentive Plan.

**Remuneration of directors and management**

The Group's remuneration policy links the nature and amount of the Chief Executive Officer and Senior Managers' remuneration to the executives' personal performance, and the Company's long term financial and operational performance.

Performance linked compensation includes both short term ("STI") and long term ("LTI") incentives and is designed to reward Group executives for meeting or exceeding performance goals. The STI is an 'at risk' bonus provided in the form of cash in accordance with the rules of the Short-Term Incentive Plan. The LTI was previously provided as performance rights over shares in the Company under the rules of the Long-Term Incentive Plan, which ceased on 19 August 2021 and was replaced by the Group's Loan Funded Share Plan (**LFSP**) from 16 November 2021. The LFSP seeks to incentivise and reward eligible employees through an arrangement where they are provided with a limited recourse loan to acquire shares under and subject to the terms of the LFSP.

Non-Executive Directors receive an agreed annual fee, within the limits approved by Shareholders, and do not receive incentive payments or retirements benefits other than superannuation contributions.

Further details on the Remuneration and Nomination Committee are set out in Principle 2 above.

Further details of the remuneration of Non-Executive Directors, Executive Directors, and Senior Managers are contained in the Company's Remuneration Report on pages 9 to 22 of the 2022 Financial Report.

The Group's policy with regard to all types of "protection arrangements" (including hedges, derivatives and warrants) in connection with any of the Company's securities that are held directly or indirectly by Directors or employees is referred to under Principle 3 above and included in the Group's Share Trading Policy.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

VITA GROUP LIMITED

ABN/ARBN

62 113 178 519

Financial year ended:

30 June 2022

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://vitagroup.com.au/shareholders/corporate-governance/>

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

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

Date: 20 October 2022

Name of authorised officer authorising lodgement: George Southgate, Company Secretary

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

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

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

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

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

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>3</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>2</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>3</sup> If you have followed all of the Council's recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> 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: <sup>3</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> 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: <sup>3</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a> and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and 2022 Financial Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<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"/> and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement and 2022 Financial Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> 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: <sup>3</sup>
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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://vitagroup.com.au/about/our-vibe/">https://vitagroup.com.au/about/our-vibe/</a>	<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: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a>	<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: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a>	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> 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: <sup>3</sup>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at:  <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>3</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="http://vitagroup.com.au/">http://vitagroup.com.au/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our 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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>3</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a> and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and 2022 Financial 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: our 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: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> 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: <sup>3</sup>
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: our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>2</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>3</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a> and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement and 2022 Financial Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: in our Corporate Governance Statement and 2022 Financial Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: our Corporate Governance Statement and in our Share Trading Policy at <a href="https://www.vitagroup.com.au/script/cus/corporate-governance.asp">https://www.vitagroup.com.au/script/cus/corporate-governance.asp</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>