



# Corporate Governance Statement

2020

The Board of Elixinol Global Limited (the “**Company**”, “**EXL**” or “**Group**”) recognises the importance of having proper and effective corporate governance arrangements and communicating our approach to corporate governance to our shareholders and the broader investment community to instil investor confidence in the Company.

The Company recognises that our stakeholders expect that we will follow the corporate governance recommendations set for ASX listed entities by the ASX Corporate Governance Council except where we have a legitimate reason not to do so.

The ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th edition) (February 2019) seek to promote eight (8) general corporate governance principles detailed below and provide recommendations as to how a listed entity might give effect to these eight principles (**ASX Recommendations**).

This Corporate Governance Statement discloses the extent to which EXL has followed the ASX Recommendations during the reporting period ending 31 December 2020 and identifies any ASX Recommendation which the Company has not followed and states the Company’s reasons and what alternative governance practices the Company adopted in lieu of the ASX Recommendation.

This Statement was approved by the Company’s Board on 25 February 2021 and is current as at that date.

## **The Board lays solid foundations for management and oversight**

### ***Board responsibilities and delegations***

The Board is appointed by and represents shareholders, the owners of EXL. It is accountable to shareholders for creating and delivering sustainable value through effective governance of EXL. All Directors must contribute to the Board’s collective decision-making process having regard to the skills and experience that each Director brings to EXL’s Board. Details of each of EXL’s Directors (and its Committee members) are located on EXL’s website at [www.elixinolglobal.com/site/About-Us/board-of-directors](http://www.elixinolglobal.com/site/About-Us/board-of-directors).

The Board Charter provides a framework for the effective operation of the Board, which sets out the:

- Board’s role and responsibilities;
- the establishment of Committees (described below); and
- the authority delegated by the Board to the Group Chief Executive Officer and to the Committees.

The Board’s role includes providing leadership and guiding EXL’s strategic direction, driving its performance and overseeing the activities of management and the operation of EXL. A key part of the Board’s responsibilities is to implement and oversee an effective corporate governance structure for EXL.

The Board Charter specifies the role of the Chairman, the Board composition and the responsibilities of Directors. It also provides that the Company Secretary is accountable to the Board through the Chairman and that the Company Secretary is to advise the Board and its Committees on all governance matters and coordinate all Board and Committee business.

The Board Charter also allocates the decision making authority within EXL and sets out the matters reserved for Board decision. The Board delegates to the Group Chief Executive Officer authority and power to manage EXL’s business on a day-to-day basis, subject to the limits imposed by the Board. In turn, the Group Chief Executive Officer may delegate aspects of his authority to Senior Executives but remains accountable to the Board for the authority that is delegated and for the performance of EXL, with the expectation that the Group Chief Executive Officer works in a constructive partnership with the Board. The Board monitors the decisions and actions of the Group Chief Executive Officer, the performance of EXL and assesses its risk profile with the assistance of each of its Committees.

The Board Charter also describes the Group Chief Executive Officer’s role and responsibilities.

The Board Charter is located on EXL’s website at [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance) and was last reviewed in December 2020.

## **Board Committees**

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

- Remuneration and Nomination Committee (**RNC**); and
- Audit and Risk Committee (**ARC**).

Each of these Committees operate in accordance with specific Charters approved by the Board which can be found on EXL's website at <https://www.elixinolglobal.com/site/About-Us/corporate-governance>. The applicable composition requirements as stated in the Committee Charters and current membership of each of the Committees is described in detail below.

## **Board meetings and attendance**

The Board meets as often as necessary to fulfil its role. Directors are required to allocate sufficient time to EXL to perform their responsibilities effectively, including adequate time to prepare for Board meetings. The Company has disclosed the number of times the Board, the RNC and the ARC met throughout the reporting period on page 24 of the Annual Report. Senior Executives attend Board and Committee meetings by invitation.

## **Access to information and independent professional advice**

Management is required to report regularly to the Board in a spirit of openness on the progress being made by EXL. Directors are entitled to request additional information at any time they consider it appropriate. An open dialogue between individual Directors and the Group Chief Executive Officer and Senior Executives is encouraged.

The Board collectively, and each Director individually, has the right to seek independent professional advice, at EXL's expense.

## **Director and Executive Agreements**

The Company has entered into written agreements with Ms Helen Wiseman and Mr Paul Benhaim. Each agreement sets out the terms of the appointment of Ms Wiseman and Mr Benhaim as non-executive Directors.

The Company has entered into executive employment agreements with each of the senior executive management team including the Company's Executive Director, Mr Oliver Horn.

All Directors and Executives are required to comply with all of EXL's corporate policies including the Code of Conduct, Conflict of Interest Policy, Anti-Bribery and Corruption Policy and the Securities Trading policy.

## **Diversity and Inclusion**

The EXL Group has a diverse employee base, employing people in Australia, the USA, Europe and the UK.

EXL values a strong and diverse workforce and is committed to promoting a corporate culture that embraces diversity and inclusion.

EXL seeks to create a work environment where people are free to achieve their best, without encountering prejudice regarding their gender, ethnicity or cultural background, age, impairment, religious belief or activity or lawful sexual activity. EXL will not tolerate any form of unlawful discrimination, harassment, vilification or victimisation of an employee who raises concerns or provides information about such conduct.

EXL also acknowledges the need for its employees to combine and balance their career and family obligations, and recognises the importance of caring for family members. EXL will, to the extent practicable, adopt flexible work practices that will assist employees to meet their domestic responsibilities.

The Board fully supports all kinds of diversity; however, the Board did not set measurable objectives against which EXL will report on an annual basis. Given the current size of the Group's operations and number of employees, the Board has determined at this stage not to adopt such measurable objectives or set targets at this time. Notwithstanding this, the Board and management are mindful of considered diversity within its recruitment practices.

EXL has adopted a Diversity Policy, a copy of which is available on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance).

The RNC is responsible for reviewing the Diversity Policy. The Diversity Policy was last reviewed in December 2020.

EXL's Diversity Policy includes gender diversity. As such, female representation at EXL is set out below.

EXL level	Current percentage of women	Percentage of women in 2019*
Board of Directors	33%	0%
Executive Leadership Team**	34%	17%
Management	34%	39%
EXL (entire organisation)	34%	34%

\* As reported in the 2019 Corporate Governance Statement.

\*\* Senior Executives includes the Executive Key Management Personnel of the Company as outlined in the Remuneration Report for FY2020.

Aside from the Diversity Policy set out above, the Company has not established measurable objectives for gender diversity in the workforce.

EXL respects the benefits arising from workplace diversity to broaden perspective, improve performance and increase shareholder value. EXL aims to promote an environment conducive to the appointment of diverse well qualified employees, senior managers and directors to maximise the achievement of corporate goals.

### **Performance review of the Board**

The Board is committed to enhancing its effectiveness through ongoing reviews. The Board's Charter provides that the Board will evaluate, at least annually, the performance of the Board, each Board Committee and each Director. The responsibilities of the RNC include assisting the Board with these performance evaluations. The Board undertook a number of formal performance evaluations in respect of the Board and the Board Committees throughout the reporting period as follows:

- in April 2020 resulting in the appointment to the Board of Non-Executive Director Helen Wiseman and Executive Director and Group Chief Executive Officer Oliver Horn; and
- In September 2020, resulting in the appointment of Ms Helen Wiseman as the Chair of the Board.

### **Performance Review of the Executive Leadership Team**

At the start of each financial year, key performance indicators (KPI) for the Executive Leadership Team (ELT) are reviewed and recommended to the Board by the RNC. At the end of the year, the RNC assessed the ELT's performance against KPIs. These assessments are reviewed and reported to the Board by the RNC.

In respect of FY2020, a performance evaluation of the ELT was conducted during 2020. KPI performance for the ELT is described in the Remuneration Report from page 25 of the Annual Report, located on EXL's website at [www.elixinolglobal.com/site/investor/annual-and-financial-reports](http://www.elixinolglobal.com/site/investor/annual-and-financial-reports).

KPIs in respect of FY 2021 for the ELT were established in January 2021.

## **The Board is structured to be effective and add value**

### **Remuneration and Nomination Committee (RNC)**

The RNC has three members, one of which is an independent Non-Executive Director Ms Helen Wiseman, Non-Executive Director and Committee Chair Mr Paul Benhaim and Executive Director Mr Oliver Horn. Mr Benhaim and Mr Horn are not considered independent given Mr Benhaim's tenure as an Executive Officer of EXL within the past

three years and Mr Horn as the current Group Chief Executive Officer.

While the composition of the RNC does not result in a majority of independent Directors, the Board believes the current RNC reflects an appropriate mix of experience and ability to discharge its duties effectively.

Details of Committee members, their Committee meeting attendance and their qualifications and financial expertise are set out in the 2020 Annual Report located on EXL's website at:

<https://www.elixinolglobal.com/site/investor/annual-and-financial-reports>

The RNC Charter sets out the role and responsibilities of the RNC and the Charter is located on EXL's website at [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance). The RNC Charter was reviewed in December 2020.

### ***Board composition and Director selection/appointment/induction process***

The Board believes orderly succession and renewal will be achieved as a result of careful planning. While the current Board has been in place for almost a year, the composition of the Board will be periodically reviewed within the limit imposed by the Constitution (maximum eight Directors).

The Board is currently comprised of one independent Non-Executive Director, one Non-Executive Director, and one Executive Director. While the composition of the current Board does not result in a majority of independent Directors, the Board believes the current Board reflects an appropriate mix of experience and ability to represent shareholders. The Board intends that the Board will comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds that is appropriate to EXL and its international growth strategy.

When appointing new Directors, the Board, in discharging its nominations related responsibilities, evaluates the balance of skills, knowledge and experience on the Board as well as the terms served by existing Non-Executive Directors. In light of this evaluation, the Board determines the role and capabilities required for the appointment.

At commencement of a Director selection process, the Board will undertake appropriate checks on potential candidates to consider his or her suitability to fill a casual vacancy on the Board or for election as a Director. Prior to appointment, candidates are required to provide the Chairman with details of other commitments and an indication of time involved, and to acknowledge that he or she will have adequate time to fulfil his or her responsibilities as a Non-Executive Director of EXL. EXL have entered into a written agreement with each Director (and Senior Executive) setting out the key terms, conditions and responsibilities of their position.

As part of a mutual due diligence process between the Board and a potential candidate, the potential Director is provided a suite of documentation (being a combination of public and private materials), subject to strict confidentiality arrangements.

Once appointed, new Directors will undergo an induction program during which they meet the ELT and will be given a full briefing on EXL operations, its strategies, the nature of its various businesses, its financial position and performance and its operational and risk management.

Directors appointed to fill a casual vacancy hold office until the end of EXL's next annual general meeting (**AGM**), where they can seek election by shareholders. Directors are re-elected in accordance with the Constitution and the ASX Listing Rules. On recommendation from the RNC, the notice of AGM contains all material information about candidates so that shareholders can make an informed decision on whether or not to elect or re-elect a Director.

Non-Executive Directors are expected to inform the Chairperson of any proposed appointment to the Board or executive of another company as soon as practicable.

All Directors are encouraged to undergo regular professional development and where practicable, specific educational sessions are scheduled for Board and Committee meetings.

## **EXL Board of Directors**

EXL's Board currently has three Directors, one of whom is the Group Chief Executive Officer, Mr Oliver Horn, the remaining two are Non-Executive Directors, of whom one is an independent Non-Executive Director. The Board considers the current size is appropriate to discharge its duties effectively, to support its growth and strategy.

The criteria by which the Board determines the independence of a Director is set out in the Board Charter. One Director is considered by the Board to be an independent Non-Executive Director, Ms Helen Wiseman, Chair of the Board as set out in the table below. There is a clear division of responsibility between the Independent Non-Executive Chair and the Group Chief Executive Officer.

Each Director must immediately disclose to the Board if a Director is, or becomes aware of, any information, facts or circumstances that will or may affect that Director's independence.

Director	Independent Status	Appointment Date
Helen Wiseman (Chair)	Independent Non-Executive Director	21 April 2020
Paul Benhaim	Non - Executive Director*	4 September 2017
Oliver Horn (Group Chief Executive Officer)	Independent Non- Executive Director Executive Director	6 April 2020 to 20 April 2020 21 April 2020

*\*Previously Executive Director until 18 December 2019*

## Board skills matrix

The Board is comprised of highly experienced business leaders who each meet the fundamental requirements necessary to govern an ASX listed company in the sectors. In addition, the Board considers that each Director demonstrates the following personal attributes:

- the time to undertake the responsibilities of the role;
- honesty and integrity;
- an ability to apply strategic thought to relevant matters;
- the ability to exercise sound business judgement and to deal with complex issues; and
- a preparedness to question, challenge and critique.

The Group Chief Executive Officer brings additional perspectives to the Board through a deeper understanding of the market in which EXL's business operates and its day-to-day operations.

The Board seeks to ensure that it has the appropriate mix of skills, knowledge and experience to guide EXL and assist management achieve the strategic objectives set by the Board. The RNC is responsible for implementing plans for identifying, assessing and enhancing Director competencies.

During the year ended 31 December 2020, the RNC did not implement a formal Board Skills Matrix however the Board did consider its Board skill base during the 2020 period, in conjunction with the recruitment of additional non-executive directors during the period.

In accordance with clause 3.2 of the Board Charter, the Board has considered its current skills mix and considers an appropriate mix of skills, diversity and experience is represented on the Board, taking into account the size of EXL and the nature of its operations. As previously indicated, the Board is actively recruiting for another Director to expand and augment the current skills represented on the Board.

## The Board instills a culture of acting lawfully ethically and responsibly

### **Statement of Values**

At EXL our values are the foundation for how we achieve our business objectives and express the beliefs and principles we agree to share. EXL's core values are aligned with and support good governance practices and a compliance culture. EXL has been developing values and behaviours aimed at creating a culture that is relevant to the Group's situation and which will become a driver of EXL's success. EXL's values are supported by our Code of Conduct. The Code of Conduct sets out the core 'values-based' behaviours expected from all EXL directors, officers, employees, contractors, consultants and other persons that act on behalf of the Group and its associates (**Personnel**). EXL's core values and guiding principles are also reflected in the Company's Compliance Policy and other key governance principles and policies, which have been approved by the Board. These core values are articulated and discussed widely throughout the Group and guide our behaviour and reflect our commitment to our customers, communities, and each other.

### **Code of Conduct**

EXL is committed to acting ethically and responsibly.

As the stewards of EXL's corporate governance framework, the Board recognises the need to observe a high standard of corporate practice and business conduct. Accordingly, the Board adopted the Code of Conduct, which sets out the basic principles and standards of lawful and ethical behaviour expected of all people representing EXL.

The Code of Conduct sets out the Group's approach in conducting business responsibly and ethically. The Code of Conduct also sets out the core 'values-based' behaviours expected from all Personnel and the basic behaviours from those of whom the Group does business, including suppliers, distributors customers and others who may act on EXL's behalf. All Personnel are expected at all times to comply with all applicable laws. In addition, all Personnel are expected to conduct EXL's operations with high legal, moral and ethical standards in all their dealings and to uphold EXL's reputation.

Material incidents reported under the Code of Conduct are reported to the Board.

The Code of Conduct is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance) and was last reviewed in October 2020.

### **Compliance Policy**

EXL introduced a Compliance Policy in April 2020 to provide an overarching framework for facilitating the compliance culture of the Group. The objective of the Compliance Policy is to emphasise the importance of a compliance culture for EXL's staff, customers, suppliers and other stakeholders and to protect and enhance the reputation of the Group.

The Board also established new processes and internal controls to support oversight and management of material business risks. This included embedding the requirement for a quarterly management representative declaration process across the Group in respect of the Group's financial and non-financial activities for the relevant period.

EXL recognises that compliance obligations should be fully understood by all those participating in the business and that education and training are fundamental to aid this understanding. Any breach of the Compliance Policy is treated seriously, and the Audit & Risk Committee and the Board is responsible for reviewing and overseeing the implementation of the Compliance Policy and the compliance systems described in section 2 of the policy.

The Compliance Policy is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance).

### **Conflicts of Interest**

EXL adopted a Conflicts of Interest Policy in April 2020 to ensure that conflicts of interest or perceived conflicts of interest are managed appropriately in order to protect the integrity of the Company and manage risk. If a potential conflict of interest arises, the director concerned is excluded from all discussions and decision making on the matter. At all times, the directors are required to keep the Company Secretary informed of all relevant interests and directors must advise the Board immediately of any interests that could possibly conflict with EXL.

The Conflicts of Interest Policy is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance).

### ***Whistleblower Policy***

In keeping with the spirit of the Code of Conduct and consistent with the fourth edition of the ASX Recommendations, EXL has a Whistleblower Policy. EXL values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. The Whistleblower Policy was implemented to provide a safe and confidential environment for people to raise any such concerns without fear of reprisal.

Material incidents reported under the Whistleblower Policy are reported to the Board.

As part of EXL's continuous drive to achieve high standards of corporate governance and in the interests of EXL's ongoing commitment to fostering a culture of integrity and compliance, EXL has also engaged professional Whistleblower service provider, Lighthouse, as a contact for ethical and compliance disclosures, in addition to the Whistleblower Officer and senior management. Based in the USA, Lighthouse provides worldwide 24-hour anonymous reporting services and demonstrates EXL's leadership commitment to EXL's Whistleblower program. The Whistleblower Policy is located on EXL's website at [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance) and was last reviewed in October 2020.

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

EXL has an Anti-Bribery and Corruption (**ABC**) Policy. EXL is committed to conducting its business activities in an ethical, lawful and socially responsible manner, and has zero tolerance for any form of bribery and corruption. EXL and is committed to preventing, detecting and deterring bribery and corruption by managing its bribery and corruption risk in accordance with the laws and regulations of the countries in which the Group operates.

Under the ABC Policy, EXL expects that its officers, employees, agents, contractors, subsidiaries and third parties acting for or on behalf of EXL will comply with all applicable ABC laws and will not offer, provide, authorise, request or receive a bribe or anything which may be viewed as a bribe.

Material incidents reported under the ABC Policy are reported to the Board.

The ABC Policy is located on EXL's website at [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance) and was last reviewed in December 2020.

### ***Securities Trading Policy***

EXL's Securities Trading Policy governs trading in EXL securities by Restricted Persons as defined in the Policy (including Directors, the Company Secretary and direct reports to the Group Chief Executive Officer and Managing Director) and their associated parties (**Restricted Persons**). Restricted Persons must not trade, arrange for someone else to trade, or pass on information to someone they know or ought reasonably to know, may use the information to trade (or procure another person to trade) EXL shares when they are in possession of price sensitive information relation to EXL which is not generally available to the market.

To avoid any adverse inference being drawn of unfair dealing, Restricted Persons must not deal in EXL's securities during a closed period. The closed periods are:

- the period between the end of the Group's financial year, being 31 December and 24 hours following the release of the Group's full year financial results;
- the period between the end of the Group's half year, being 30 June and 24 hours following the release of the Group's half year financial results;
- the duration of an offer period for an offer of securities made under a prospectus or cleansing statement; and
- any other period as advised to the Group by the Board.



If a Restricted Person wishes to trade in EXL securities during a closed period, the Securities Trading Policy provides that exceptional circumstances must be shown and prior written approval must be obtained from the Company Secretary.

The Securities Trading Policy is located on EXL's website at <https://www.elixinolglobal.com/site/About-Us/corporate-governance> and was last reviewed in October 2020.

## The Board safeguards the integrity of corporate reporting

EXL is committed to a transparent system for auditing and reporting of the Group's financial performance.

### **Audit and Risk Committee (ARC)**

The Board of EXL has established an ARC, which reports to the Board of EXL. The ARC has three members one of which is an independent Non-Executive Director and is the Chair of the ARC and the Board, Ms Helen Wiseman. Non-Executive Director Mr Paul Benhaim and Executive Director Mr Oliver Horn are also members, however, they are not considered independent given Mr Benhaim's tenure as an Executive Officer of EXL within the past three years and Mr Horn as the current Group Chief Executive Officer.

While the composition of the ARC does not result in a majority of independent Directors, and the Chair of the ARC is the Chair of the Board, the Board believes the current ARC membership reflects an appropriate mix of experience and ability to discharge its responsibilities for the size of the organization effectively.

All members are financially literate and have a deep understanding of the industry in which EXL operates to be able to discharge the ARC's mandate effectively. Ms Wiseman has extensive accounting, tax and financial expertise and is considered the best placed to Chair the ARC.

Details of Committee members, their Committee meeting attendance and their qualifications and financial expertise are set out in the 2020 Annual Report located on EXL's website at: <https://www.elixinolglobal.com/site/investor/annual-and-financial-reports>

The ARC Charter sets out the role and responsibilities of the ARC and the Charter is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance). The ARC Charter was last reviewed in December 2020.

The purpose of the ARC is to:

- oversee, review and supervise EXL's risk management framework and promote a risk management culture;
- assist the Board in discharging its responsibilities relative to the financial reporting process, the system of internal controls relating to all matters affecting EXL's financial performance and the audit process;
- make recommendations to the Board in relation to the Group's insurance program; and
- oversight of EXL's compliance with laws and regulations.

The responsibilities of the ARC in relation to external audit include:

- establishing procedures for the selection, appointment and removal of the external auditor and for the rotation of external audit engagement partners;
- reviewing the external auditor's proposed audit scope and approach;
- meeting with the external auditor to review audit reports and at least once a year, meeting to discuss any matters that the ARC or auditor believe should be discussed privately without Management present;
- establishing policies as appropriate in regard to the independence, integrity and performance of the external auditor;
- reviewing the independence of the external auditor and the appropriateness of any non-audit services provided by them to EXL; and
- reviewing the performance of the external auditor and the external audit fees paid.

The external auditor must be independent of EXL. The ARC will review and assess the independence of the external auditor on an annual basis.

The ARC may obtain information from, and consult with, management, the external auditor and external advisers, as it considers appropriate. The ARC also has access to the external auditor to discuss matters without management being present.

### ***Group Chief Executive Officer and Chief Financial Officer Declarations***

Prior to Board approval of EXL's annual financial reports, the Group Chief Executive Officer and Chief Financial Officer must provide the Board with the declarations required under section 295A of the Corporations Act 2001 (Cth) (**Corporations Act**) and Recommendation 4.2 of the ASX Recommendations. This declaration is also provided prior to Board approval of EXL's half-year financial reports required under Recommendation 4.2 and as if section 295A of the Corporations Act applied in respect of a half-year period.

For the financial year ended 31 December 2020, the Group Chief Executive Officer and Chief Financial Officer made a declaration in accordance with section 295A of the Corporations Act and as recommended by Recommendation 4.2 of the ASX Recommendations. The declaration was formed on the basis of a sound system of risk management and internal control which is operating effectively. An equivalent declaration was made for the half-year ended 30 June 2020.

### ***Verification of periodic corporate reports***

For periodic corporate reports released to the market which are not required to be audited or reviewed by the external auditor, EXL has an internal verification and approval process to support the integrity of the information that is being disclosed. The specific process for each periodic corporate report will vary depending on the particular release but will generally involve:

- i. the individuals with responsibility for the information confirming to the best of their knowledge and belief that the information is considered to be accurate and not misleading;
- ii. the review of the report or document by relevant internal subject matter experts (and in some cases EXL's external advisers);
- iii. the review by and confirmation from the individual responsible for the corporate report that it is appropriate for release; and
- iv. Periodic corporate reports released to the market may also, depending upon the report, be required to be approved by the Board under EXL's Continuous Disclosure Policy.

## **The Board makes timely and balanced disclosure**

The Board is committed to maintaining the highest standards of disclosure, ensuring that all shareholders and potential investors have the same access to high-quality, relevant information in an accessible and timely manner to assist them in making informed decisions.

EXL's Continuous Disclosure Policy ensures compliance with the explicit requirements and the spirit and intent of its disclosure obligations under the Corporations Act and ASX Listing Rules and is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance). The Continuous Disclosure Policy was last reviewed in October 2020.

Under the Continuous Disclosure Policy, the Board bears the primary responsibility for EXL's compliance with its continuous disclosure obligations and is therefore responsible for overseeing and implementing this policy. The Board makes the ultimate decision on whether there is any materially price sensitive information that needs to be disclosed to the ASX.

The Board has appointed the Company Secretary as the person principally responsible for operating, overseeing and maintaining the Continuous Disclosure Policy. The Company Secretary is the liaison between the Group's employees and officers, its Board of Directors and the ASX. All Directors, employees and officers are required to

notify the Company Secretary if they believe there is materially price sensitive information which requires disclosure to the ASX.

The Company Secretary (or their delegate) is authorised to give any documents to the ASX once they have been approved pursuant to EXL's Continuous Disclosure Policy or by the Board. A copy of announcements on material issues is also provided to the Board promptly after release to the ASX, unless previously provided.

Before new and substantive investor(s) or analyst presentation are provided with information about EXL, a copy of all presentation will be released to the market. Once relevant information is disclosed to the market and available to investors, it may also be published on EXL's website. This includes but is not limited to investor discussion packs, presentations on, and explanations about financial results.

EXL's website information also includes Annual Reports, results announcements, speeches and support material given at investor conferences or presentations, notices of meetings and key media releases.

## The Board respects the rights of shareholders

A key part of EXL's approach to governance involves encouraging shareholders' views to be heard and understood. It is important for our shareholders to access information and have facilities available to enable them as owners of EXL to exercise their rights, and in doing so shareholders are encouraged to make their views known to us. EXL has adopted a Shareholder Communications Policy which is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance). The Shareholder Communications Policy was last reviewed in October 2020.

### **EXL website**

EXL's website at [www.elixinolglobal.com](http://www.elixinolglobal.com) is kept current to maintain effective communication with shareholders and stakeholders. Information available on EXL's website includes pertinent information about EXL's operations, Director and Senior Executive profiles, copies of all key governance documentation and key shareholder information such as access to EXL's Investor Centre, announcements, archived investor presentations and current share price information.

All ASX announcements made by EXL can also be accessed from the 'Announcements' section of the ASX website at [www.asx.com.au/asx/statistics/announcements](http://www.asx.com.au/asx/statistics/announcements) using EXL's ticker code: EXL.

### **Investor relations**

Relationships with investors are very important at EXL. Following EXL's release of its half-year and annual financial statements, EXL conducts investor briefings and investor roadshows with institutional groups and analysts.

EXL's 2021 AGM will be held in May 2021, noting the COVID-19 relief available to allow for a virtual AGM. Each of the Board and members of the ELT will engage in two-way communications with investors and proxy advisers in advance of the AGM, as appropriate.

### **Shareholder communications**

Shareholders may elect to receive all communications from EXL's share registry electronically. Electronic communications have the added advantage of being more timely and cost effective, which benefits all EXL owners and is encouraged by EXL.

Shareholders should contact EXL's share registry, Automic Pty Limited (**Automic Group**), if they wish to elect to receive electronic communications by emailing Automic Group through the following link: <https://www.elixinolglobal.com/site/investor/shareholder-services> or by emailing [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).

### **Shareholder engagement and participation**

EXL strongly encourages shareholder engagement and participation at its general meetings. EXL's goal is to increase investor engagement and encourage investor participation.

Shareholders who physically attend an EXL general meeting will also be able to ask questions and participate in voting, as well as meet the Board and the Senior Executives face-to-face.

Shareholders who are unable to attend a general meeting are encouraged to vote on the proposed motions by appointing a proxy. In addition, shareholders have the opportunity to submit written questions to EXL and its independent external auditor, make comments on the management of EXL and access presentations and speeches made by the Chairman and Group Chief Executive Officer prior to the commencement of the meeting.

EXL will conduct all substantive resolutions considered at General Meetings of shareholders by poll.

EXL publishes the results of all general meeting to the ASX and on the Company's website following the conclusion of the relevant meeting.

## The Board recognises and manages risk

### **Risk Management**

The Board requires Management to design, implement and review the risk management and internal control systems to manage EXL's material business risks and report to it on whether those risks are being managed effectively. Ongoing risk management is a core competency of Management. EXL's ability to identify and address risk is central to achieving our corporate objectives.

EXL is committed to maintaining a sound system of risk oversight and management and internal control to identify, assess, monitor and manage material risks related to EXL's operations.

In its function as a risk committee, the ARC assists the Board in fulfilling its corporate governance responsibilities in regard to oversight of EXL's risk management framework and internal control systems. Details about the ARC are set out above.

The ARC's primary role with respect to risk management is to:

- in consultation with management, prepare a risk profile which describes the material business risks facing the Group, regularly review and update the risk profile, at least annually;
- review and report to the Board (at least annually) on the effectiveness of the Group's internal controls regarding, due diligence for acquisitions and other new projects, compliance with confidentiality obligations and information technology security;
- review and report to the Board (at least annually) on the effectiveness of internal systems and processes for identifying, managing and monitoring material business risks;
- obtain regular reports from management on the occurrence and/or status of any material breaches of internal controls or other material risk exposures or incidents and report to the Board on those matters;
- review EXL's insurance program having regard to EXL's business and the insurable risks associated with its business and inform the Board regarding the same;
- review the scope of the external auditors' review of internal control and risk management, review reports on significant findings and recommendations, together with management's responses; and
- recommend to the Board any changes to the Company's internal control and risk management framework from time to time as appropriate.

In addition to the ARC, the RNC assists the Board in fulfilling its risk related corporate governance responsibilities, with respect to specific risks within each Committee's specific realm. Further information is contained in each Committee's charter located on EXL's website at [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance).

The Risk Management Policy sets out the requirements, roles and responsibilities for managing risks across EXL which is documented in the Risk Management Framework. At its October 2020 meeting, the ARC endorsed EXL's revised Risk Management Policy and Risk Management Framework and confirmed it reflects the risk appetite set by the Board. The revised Risk Management Policy and Risk Management Framework was also subsequently approved by the Board.

Through the ARC, management reported to the Board on the effectiveness of the management of the material risks faced by EXL during FY2020. Furthermore, through the ARC, the Board has reviewed the Risk Management Framework and is satisfied that it continues to be sound.

### ***Internal audit***

Due to EXL's current size, the Company does not have an internal audit function. The ARC evaluates the effectiveness of EXL's risk management and internal control processes.

### ***Economic, environmental and social sustainability risks***

The EXL Board and its Committees and management seek to manage and respond to EXL's operating environment, including any exposure to economic, environmental and social sustainability risks.

Companies such as EXL have a unique opportunity to establish sustainability strategies, procedures and processes from the ground up to better meet growing global environmental, social and governance (**ESG**) demands as the industry matures. Climate change, packaging and agricultural practices represent some of the most significant risks related to the environment for cannabis and hemp companies in the global transition to a low carbon economy. Social risks also present challenges for the sector so it is important that the industry focuses on, for example, quality control and product safety, consumer education and investing in research to build reputable scientific evidence identifying the benefits and risks related to cannabis and hemp products and investing and engaging with communities to build positive relationships where cannabis and hemp businesses operate. These are important activities EXL believes companies in the sector must support and promotes to help maintain the industry's social license to operate.

EXL is committed to sustainability and to acting in a responsible manner to promote employee well-being, minimise our impact on the environment, educate consumers and give back to the wider community. EXL's ethos is to build partnerships with employees, clients, investors, suppliers and communities based on mutual respect, trust and fairness.

The ASX Recommendations define 'material exposure' as a 'real possibility that the risk in question could substantively impact the listed entity's ability to create or preserve value for securityholders over the short, medium or long term'.

Material business risks are described in the Operating and Financial Review of the Annual Report, but in summary, the key risks are as follows:

- Coronavirus (COVID-19) risks;
- Agricultural and climate change risk;
- Supplier arrangements;
- Changes to laws or regulations; and
- Risk of adverse events, product liability or other safety issues.

Full details about the above risks and how EXL manages these risks is set out in the Annual Report on pages 18 - 20.

### ***Other risks***

EXL faces certain other business risks, notably those related to:

- political and regulatory environment;
- ability to attract and retain key personnel;
- integration of acquired business and execution of new acquisitions; and
- systems, security and data privacy.

EXL's Operating and Financial Review provides details about our pro-active management of these risks (refer to pages 18 - 21 of the Annual Report located on EXL's Website at: [www.elixinolglobal.com/site/investor/annual-and-financial-reports](http://www.elixinolglobal.com/site/investor/annual-and-financial-reports)).

## **The Board remunerates fairly and responsibly**

EXL's approach to remuneration is to align its policies and practices to sustainable shareholder value creation.

### ***Remuneration and Nomination Committee (RNC)***

The purpose of the RNC is to assist the Board with various matters including the following:

- establishment of a human resources strategy and supporting policies and practices for EXL employees and Directors, and monitoring the implementation and effectiveness of the strategy, policies and practices;
- establishment of remuneration policies and practices for EXL's employees and Directors and monitoring the implementation and effectiveness of the policies and practices.
- identifying and nominating for Board approval, candidates to fill Board vacancies;
- reviewing succession plans for Directors and Senior Executives;
- advise the Board on governance standards and appropriate corporate governance policies for the Group;
- critically review the Group's performance against its corporate governance policies; and
- support and advise the Board to fulfil its obligations in relation to safety and sustainability.

### ***Remuneration policies and practices***

Details about EXL's remuneration strategy, framework, policies and practices are set out in the Remuneration Report which clearly distinguishes the structure of Non-Executive Directors' remuneration from that of the Executive Key Management Personnel (**KMP**).

EXL's Remuneration Report is set out from page 25 to 33 of the Annual Report, located on EXL's website at: [www.elixinolglobal.com/site/investor/annual-and-financial-reports](http://www.elixinolglobal.com/site/investor/annual-and-financial-reports).

### ***Policy on hedging equity-based incentive schemes***

EXL's Securities Trading Policy prohibits those employees who participate in any employee or executive incentive plans from hedging the value of restricted shares and unvested securities granted under such plans. Breaches of this prohibition will result in awards being forfeited by the relevant employee. EXL's Securities Trading Policy is located on EXL's website at: [www.elixinolglobal.com/site/About-Us/corporate-governance](http://www.elixinolglobal.com/site/About-Us/corporate-governance).

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Elixinol Global Limited

ABN/ARBN

34 621 479 794

Financial year ended:

31 December 2020

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website:  
<https://www.elixinolglobal.com/site/About-Us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at *25 February 2021* and has been approved by the board.

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

Date: *25 February 2021*

Name of authorised officer authorising lodgement: Teresa Cleary

<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.

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</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>5</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="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
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"/>	
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"/>	
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"/>	

<sup>4</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>5</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>4</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>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&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"/> set out in our Corporate Governance Statement.</p> <p>We have disclosed a copy of our Diversity Policy at:  <a href="http://www.elixinoglobal.com/site/About-Us/corporate_governance">www.elixinoglobal.com/site/About-Us/corporate_governance</a></p> <p>As stated in section 4.2 of our Diversity Policy, given the current size of the Group's operations and number of employees, the Board has determined at this stage not to formally adopt Measurable Objectives. The Board will reassess this as the Group's operations grow.</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:  page 4 of our Corporate Governance Statement and section 14 of our Board Charter.</p> <p>Performance evaluations were undertaken for the reporting period in accordance with that process as set out at:  page 4 of 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>4</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>5</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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>page 4 of our Corporate Governance Statement and section 2.1(b) of our Board Charter.</p> <p>Performance evaluations were undertaken for the reporting period in accordance with that process as set out at:</p> <p>page 4 of 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>4</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>5</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"/> set out in our Corporate Governance Statement.</p> <p>The Remuneration and Nomination committee was Chaired by an independent director for a portion of the reporting period.</p> <p>We have disclosed a copy of the Remuneration and Nomination Committee Charter of the committee at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) in our Annual Report at page 24:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a></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"/> 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>4</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>5</sup>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed the names of the directors considered by the board to be independent directors at page 6 of our Corporate Governance Statement.</p> <p>The information referred to in paragraph (b) is N/A</p> <p>The length of service of each director is disclosed in our Annual Report at page 25:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a>  and page 6 of our Corporate Governance Statement.</p>	
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement.
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"/>	
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"/>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</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>5</sup>
<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 articulated and disclosed our values and guiding principles at: page 7 of 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"/> We have disclosed our Code of Conduct policy at: <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
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="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our Anti-Bribery and Corruption Policy at: <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</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>5</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>	
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<input checked="" type="checkbox"/>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<input checked="" type="checkbox"/>
		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement.</p> <p>We have disclosed a copy of the Charter of the Audit and Risk Committee at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) in our Annual Report at pages 22 - 24:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a></p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</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>5</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"/> We have disclosed our Continuous Disclosure Policy at: <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
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"/>	
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"/>	
<b>PRINCIPLE 6 – ENGAGE WITH 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://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
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 in our Shareholder Communications Policy at: <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>	
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"/>	
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"/>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</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>5</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"/> set out in our Corporate Governance Statement.</p> <p>and we have disclosed a copy of the Charter of the Audit and Risk Committee at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) in our Annual Report at pages 22 – 24.</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"/></p> <p>We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a></p>	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</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>5</sup>
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"/></p> <p><b><i>the entity complies with paragraph (b):</i></b></p> <p>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 in our Corporate Governance Statement at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a></p>	
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>  and in our Annual Report from page 18:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a>  and how we manage or intend to manage those risks in our Annual Report from page 18:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a></p>	

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Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</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>5</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"/> set out in our Corporate Governance Statement.</p> <p>Our Remuneration and Nomination Committee was Chaired by an independent director for a portion of the reporting period and for the remaining period, a non-executive director who is also a substantial shareholder.</p> <p>We have disclosed a copy of the Charter of the Remuneration and Nomination Committee at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) in our Annual Report at pages 22 - 24:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a></p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>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 in our Annual Report from page 25:  <a href="https://www.elixinolglobal.com/site/investor/annual-and-financial-reports">https://www.elixinolglobal.com/site/investor/annual-and-financial-reports</a></p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed our policy on this issue or a summary of it in our Securities Trading Policy at:  <a href="http://www.elixinolglobal.com/site/About-Us/corporate-governance">www.elixinolglobal.com/site/About-Us/corporate-governance</a></p>	

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</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>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>		
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>		