

2022 Corporate
Governance Statement





Corporate Governance

The Board of A2B Australia Limited (the “**Company**” or “**A2B**”) is responsible for the corporate governance of the Company and its controlled entities (“**Group**”). The Board believes that robust corporate governance practices, internal control systems and an effective risk management framework will contribute to the responsible and sustainable creation of long-term value for the Company’s shareholders.

Throughout the year ended 30 June 2022 (“**FY22**”), the Company’s corporate governance arrangements were consistent with the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th edition), except where indicated below. The Board continually reviews the Company’s governance policies and practices to ensure that they remain appropriate in light of changes in corporate governance expectations and developments.

This Corporate Governance Statement is current as at 23 August 2022 and has been approved by the Board.

CORPORATE GOVERNANCE HIGHLIGHTS






The Company continued to focus on corporate governance during FY22, reflecting the Board’s commitment to fostering a strong governance culture. Key highlights included:

- **Succession planning and leadership:** A key focus of the Board during the second half of FY22 was leadership transition at the Company. On 7 February 2022, the Company’s previous Chairman Paul Oneile retired from the Board and the Company’s previous Managing Director and CEO Andrew Skelton stepped down from his role. The Board actively met on a regular basis over this period to implement transition arrangements, resulting in the appointment of David Grant as an Executive Chairman on an interim basis while a recruitment process was undertaken. This process culminated in the appointment of Mark Bayliss Executive Chairman, effective 7 March 2022. To facilitate the continued successful delivery of the new growth strategy and ensure stability for the business, the Board has postponed the current CEO search process until early 2023. On the Board’s request, Mr Bayliss has agreed to extend his current contract as full time Executive Chairman until 30 June 2023.
- **Strategic Review:** The challenges to the Company’s core business continued with the impacts of the Omicron variant emerging in late 2021. Along with changing consumer behaviours and the Board’s focus on the timeline to enhanced returns, in early February 2022 the Board led a broad-based review of the business as well as a wider review of the Company’s asset portfolio. The Board updated the market on this process on 14 July 2022.

1. A2B's values and culture

The Company underwent a review of its values and culture in late FY22 by bringing together Executives, Managers and various Employees together for a 'Head and Heart' session. The outcome of this meant that the Company has adapted and evolved its current values and cultures to better align with the Company's strategy of being 'Better before Bigger'. Since the beginning of FY23 the Company has started implementing its new values and culture. For further information on our values and culture review, please refer to the Strategic Review update released to the market on 14 July 2022.

The Company has five core values as set out in A2B's Code of Conduct. These values underpin all activities of the Group and are embedded in its leadership. All Group representatives are expected to behave and conduct business in the workplace in a manner which is consistent with these core values.

OUR VALUES				
 Caring	 Collaborative	 Accountable	 Authentic	 Progressive
Caring	Collaborative	Authentic	Accountable	Progressive
We care about our business, our customers, each other. We care about safety, quality, reliability and having fun.	We work together as one connected team, including our customers and our partners.	We are straight up. We call it as it is with respect for each other.	We keep our word and take responsibility for our work.	We are innovative, we keep moving forward and are goal oriented.

The Board sets and monitors A2B's culture and adherence to its core values. Together with Management, it monitors the Group's culture and considers whether it appropriately reflects the Company's values and identity. The Board is committed to instilling a culture where its people are expected to behave in a lawful, ethical and socially responsible manner.

Further details on the standards of ethics and conduct that its representatives are expected to follow in all business and workplace activities can be found in A2B's Code of Conduct, available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/. The Board continuously monitors the appropriateness of the Code of Conduct and its alignment with market best practice. Material breaches of the Code of Conduct are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

2. The Board and its role

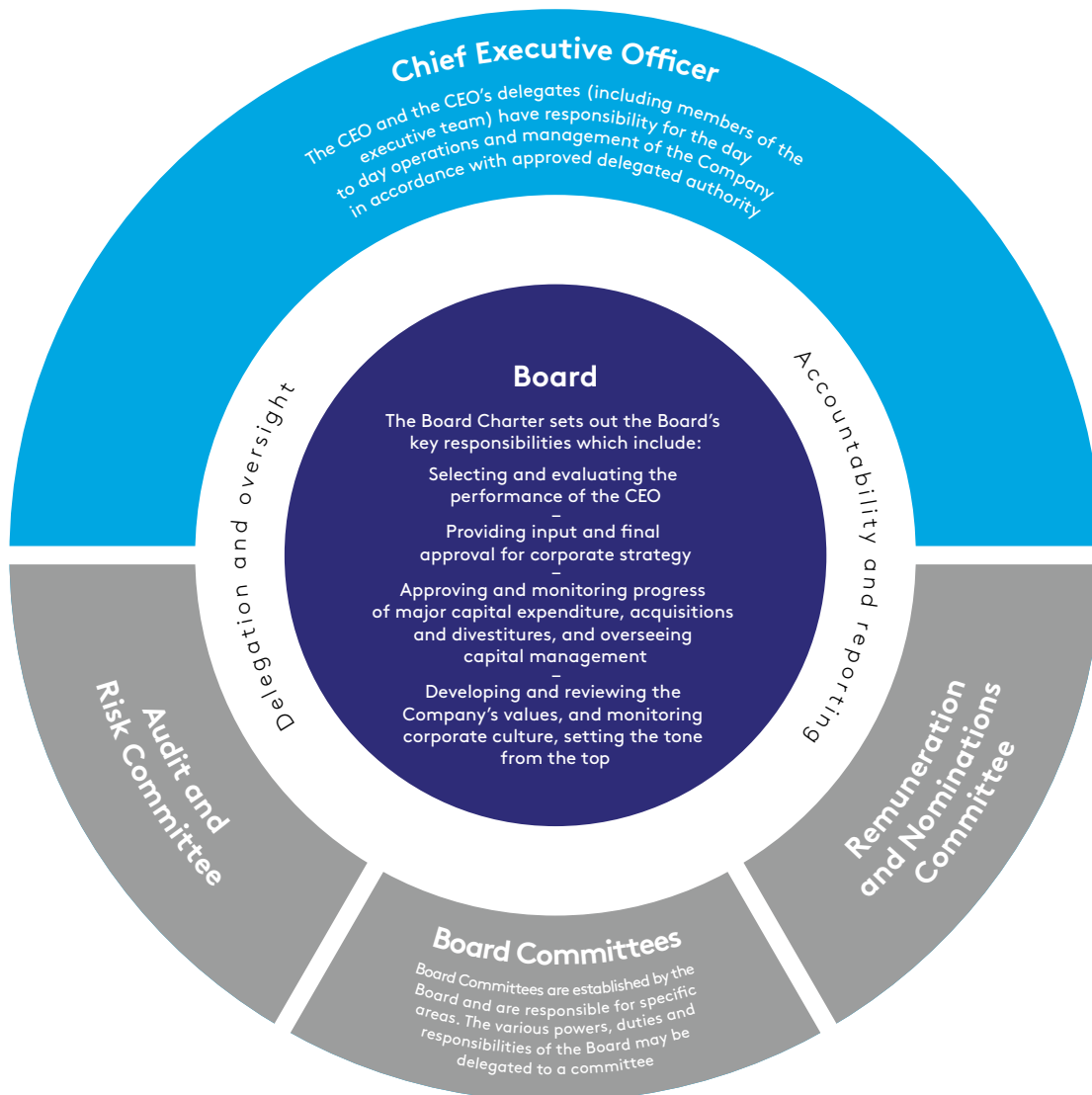
2.1 Responsibilities of the Board

The Board has overall accountability for the proper management of the Group. The Board reviews and approves the strategic direction of the Company and oversees Management’s implementation of the Company’s business model and achievement of the Company’s strategy.

The Board delegates responsibility to Management, through the CEO and Managing Director (with the Executive Chairman currently performing that function), for overseeing the day-to-day operation of the Company. This includes oversight of the implementation of the Company’s strategy and ensuring that the Company continues to operate within the risk parameters set by the Board.

The Board also delegates a number of responsibilities to its Committees.

The respective roles and responsibilities of the Board, its Committees and the CEO and Managing Director are set out in the diagram below.



The responsibilities of the Board and its Committees are set out in their Charters, which are available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/. The Board reviews the Charters at least annually, and more frequently if required.

The Company Secretary is responsible for the coordination of all Board business. This includes the preparation of agendas and minutes, co-ordinating the completion and circulation of Board and Committee papers, and communications with regulatory bodies and the ASX.

All Directors have access to the Company Secretary and the Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

2.2 Composition of the Board

The Board currently comprises three Non-Executive Directors and one Executive Chairman. Mark Bayliss was appointed as Executive Chairman effective 7 March 2022 and elected by shareholders on 28 April 2022.

With the right strategy and leadership now in place, David Grant has informed A2B of his intention to step down from the Board, pending the appointment of a Non-executive Director who will also Chair the Company's Audit and Risk Committee. A search process has commenced, and to facilitate an orderly transition David has offered to remain on the Board until an appointment is made.

The Board believes that its current composition represents a depth and breadth of skills and experience that will allow it to continue operating effectively. Following Mr Grant's announcement, the Board's search for a new Non-Executive Director will take into account the required skills and attributes needed to maintain or enhance the Board's effectiveness. The skills and attributes of the Board are discussed further in section 2.4.

The Directors in office as at the date of this Corporate Governance Statement are set out in the table below.

Director	Independent	Date of appointment	Term in office
Mark Bayliss Executive Chairman	-	7 March 2022	5 months
David Grant Non-Executive Director	✓	2 June 2020	2 years and 3 months
Jennifer Horigan Non-Executive Director	✓	11 September 2020	1 year and 11 months
Clifford Rosenberg Non-Executive Director	✓	29 August 2017	5 years and 1 months

Details of each Director's experience, qualifications and Committee memberships are set out on page 5 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

2.3 Director independence and tenure

The Board has adopted the factors set out in Box 2.3 of the ASX Principles relevant for assessing the independence of a Director. Those factors are set out in the Board's Charter.

The Board has recently assessed the independence of each Non-Executive Director and considers that, as at the date of this Corporate Governance Statement, all of its Non-Executive Directors are independent. Following the retirement of the Company's former Chairman Paul Oneile from the Board and the Company's former Managing Director Andrew Skelton stepping down from his position, David Grant provided leadership for the Company on an interim basis while succession planning was implemented. The Board is comfortable that David Grant continues to be an independent Non-Executive Director notwithstanding his brief period as interim Chairman on the basis that it was a short term solution for leadership stability, the period was less than one month in duration, and David was not developing strategy or undertaking activities which would impact on his objectivity going forward.

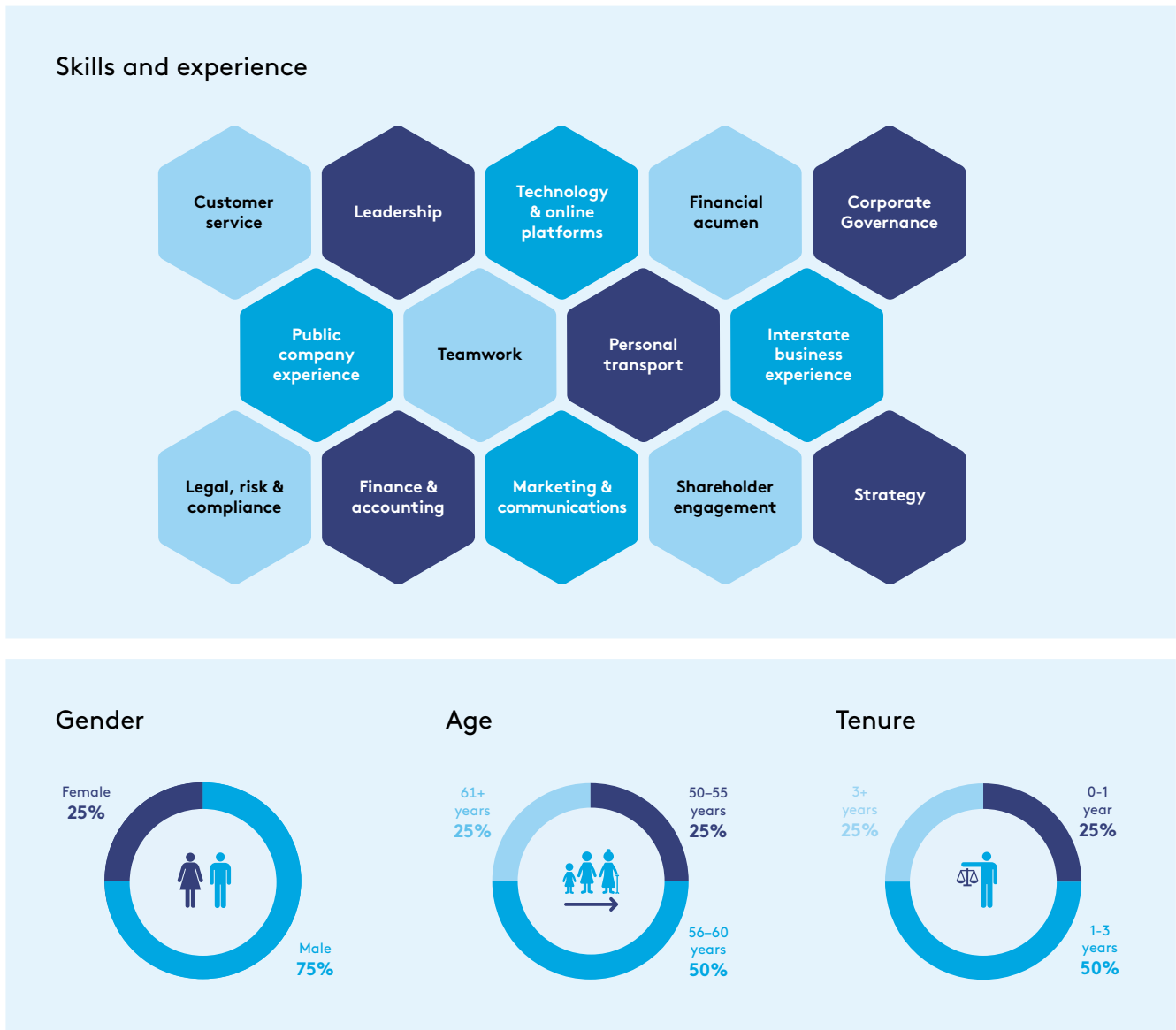
Recommendation 2.3 of the ASX Principles states the Chairman of the Board should be an independent director and should not be the same person as the CEO. A2B's Executive Chairman performs the functions of Chairman and Managing Director. He is not considered independent and the Company does not comply with Recommendation 2.3 of the ASX Principles. However, the Board is satisfied that it is continuing to operate objectively and effectively in promoting the interests of shareholders as a whole.

2.4 Skills and attributes of Directors

The Board has developed a skills and attributes matrix that sets out the collective mix of skills and attributes that the Board would like to achieve.

The Remuneration and Nominations Committee (“RANC”) refers to the skills and attributes matrix when assessing and selecting new Directors and also when considering professional development opportunities for current Directors.

The diagram below demonstrates the relevant skills, experience and attributes that the Board considers are possessed by current Directors.



The Board is satisfied that the current Directors collectively possess the necessary mix of skills, expertise and industry knowledge to meet the needs of the Company. The Board considers that the collective skills of the Directors will continue to enable the Company to meet its strategic objectives, including those related to the implementation of marketing initiatives and digital platforms.

The Board considers diversity as a factor in assessing the relevant mix of skills and attributes on the Board. Further details about the Company’s diversity policy is set out in section 5.1 of this Corporate Governance Statement.

2.5 Succession planning

The Board, with the assistance of the RANC, is responsible for succession planning. The RANC assists the Board with identifying potential Director candidates, having regard to the overarching principle that there should be a broad range of skills and attributes represented on the Board, by reference to the Board's skills and attributes matrix.

All shortlisted Director nominees are interviewed by the RANC and then by the other Directors. The final appointment decision is made by the Board. Detailed background checks are carried out prior to all appointments to director and senior executive positions.

New Directors are put forward to shareholders for election at the first Annual General Meeting following their appointment (or earlier, as in the case of Mark Bayliss). The Company will provide shareholders with all material information in the Company's possession about a Director candidate that is relevant to shareholders' decision on whether or not to elect or re-elect a Director.

Under the terms of his agreement, Mr Bayliss agreed to act in a full-time Executive Chairman capacity until the earlier of 7 September 2022 or the appointment of a suitably qualified CEO, after which he would become A2B's Non-Executive Chairman. To facilitate the continued successful delivery of the new growth strategy and ensure stability for the business, the Board has postponed the current CEO search process until early 2023. On the Board's request, Mr Bayliss has agreed to extend his current contract as full time Executive Chairman until 30 June 2023.

2.6 Induction and training

Non-Executive Directors are given a letter of appointment setting out the terms of their appointment, time commitment envisaged and the Company's expectations. Directors are also expected to acquire a meaningful shareholding in the Company (being a holding equivalent to 100% of their total annual base fee) within three years from the date of their appointment under the Company's Minimum Shareholding Requirement.

On appointment, Directors receive an induction package which includes the Company's Constitution, the Board and Committee Charters and other relevant governance documentation. All new Directors have the opportunity to meet with members of Management and be formally briefed on the Group's corporate strategy.

Directors are also encouraged to undertake programs of continuing professional development to ensure that they remain up to date on developments relating to law and governance practices, as well as key changes within the personal transport industry generally. The Company periodically reviews 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.

2.7 Access to information, independent advice and indemnification

Upon appointment, each Director enters into a Deed of Access, Indemnity and Insurance with the Company. The Deed provides Directors with access to certain Company documents and insurance arrangements during their appointment and within a period following their retirement as a Director of the Company.

Procedures are also in place to ensure that each Director has the right to seek independent professional advice at the Company's expense on matters pertaining to their role as a Director.

3. Board Committees

All of the Board Committee charters referred to in this section are available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/.

The number of Board and Committee meetings held during FY22 and the attendances of individual Directors and Committee members at those meetings are also set out on page 19 of the Company's 2022 Annual Report.

3.1 Audit and Risk Committee

Audit and Risk Committee

Roles and responsibility

The Audit and Risk Committee ("ARC") operates under a Charter. Its key responsibilities and functions are to oversee the Company's:

- Financial reporting process;
- Relationship with the external auditor and the external audit function generally;
- Relationship with the internal auditor and the internal audit function generally;
- Processes for monitoring compliance with laws and regulations and its Code of Conduct; and
- Processes for identifying and managing risk.

Membership

The ARC must consist of:

- At least three members;
- Only Non-Executive Directors;
- A majority of independent Directors; and
- An independent Director as Chairman, who is not the Chairman of the Board.

The ARC is comprised of the following members, all of whom are independent Non-Executive Directors:

- David Grant (Chairman)
- Jennifer Horrigan
- Clifford Rosenberg

Selection and appointment of the external auditor

The ARC reviews the performance of the external auditor and recommends to the Board the approval of the terms of the external audit engagement. The ARC also considers the independence of the external auditor and oversees the external audit partner rotation.

KPMG is the current external auditor of the Group and was appointed in 2007. The most recent external audit partner rotation took place in the financial year ended 30 June 2019.

3.2 Remuneration and Nominations Committee

Remuneration and Nominations Committee

Roles and responsibility

The RANC operates under a Charter. Its key responsibilities and functions are to review and make recommendations to the Board in relation to:

- The size and composition of the Board, including reviewing Board succession plans and the succession of the Chairman and the CEO and Managing Director;
- The criteria for nomination as a Director and the membership of the Board more generally;
- The remuneration arrangements for the Chairman and other Non-Executive Directors;
- The arrangements for the CEO and Managing Director including contract terms, annual remuneration and participation in the Company's short and long term incentive plans; and
- In consultation with the CEO and Managing Director, the policies and procedures related to remuneration, recruitment, retention, termination and performance assessments of employees.

Membership

The RANC must consist of:

- At least three members;
- Only Non-Executive Directors;
- A majority of independent Directors; and
- An independent Director as Chairman.

The RANC is comprised of the following members, all of whom are independent Non-Executive Directors:

- Jennifer Horrigan (Acting Chairman from 6 October 2021 to 21 February 2022. Chairman since 21 February 2022)
- David Grant
- Clifford Rosenberg

Ms Horrigan was Acting Chairman while the previous Chariman of the RANC, Ms McCann, was on a medical leave of absence.

Remuneration of Key Management Personnel

The RANC is responsible for overseeing and making recommendations to the Board in relation to remuneration of the CEO and Managing Director and the Non-Executive Directors. The CEO and Managing Director, in consultation with the RANC, makes recommendations to the Board in relation to the remuneration and performance of his direct reports. The Company's remuneration policies appropriately reflect the different roles and responsibilities of Non-Executive Directors compared with the CEO and Managing Director and other executives.

The Company's policies and practices in relation to the remuneration of KMP are set out in the Remuneration Report on pages 21 to 33 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

The remuneration entitlements of each executive KMP (including superannuation entitlements) are contained in written employment agreements between the executive and the Company. Each executive KMP's employment agreement includes a description of their position and responsibilities, terms of employment, and their fixed remuneration which is benchmarked by independent remuneration consultants.

Where appropriate, the Board will exercise its discretion to adjust remuneration arrangements and outcomes. Further details are provided in the Company's Remuneration Report on pages 21 to 33 of the Annual Report.

4. Performance evaluation

The process for the performance evaluation of the Board, its Committees, individual Directors and executive KMPs is guided by the Company's Performance Evaluation Policy, a summary of which is set out in the diagram below.

All suggestions for improvement and change arising out of the annual performance evaluation process are received by the Board, through the RANC, or the Executive Chairman (where appropriate). The Board or RANC may also engage an external consultant to facilitate the annual performance evaluation process.

The Board

The Board as a whole discusses and analyses its own performance during the year, including suggestions for change or improvement.

Committees

The Chairman of each Committee discusses the performance of the Committee with its members. Directors use a questionnaire relating to the role, composition, procedures and practices of the Board and the Committees to facilitate discussions.

Chairman of the Board

Non-Executive Directors evaluate the performance of the Executive Chairman, led by the Chairman of the ARC.

Directors

The Executive Chairman conducts interviews with each Non-Executive Director separately or collectively to discuss individual and/or collective performance and ideas for improvement.

Chief Executive Officer

The RANC assesses the CEO's performance against his or her performance targets (approved by Shareholders at the EGM on 28 April 2022).

Senior Executives

The Executive Chairman assesses the performance of each senior executive, in light of the operational and financial responsibilities of the executive and his or her contribution to management and leadership at A2B. The Executive Chairman's evaluation of senior executives is reviewed in consultation with the RANC.

FY22 performance evaluations

In accordance with the Performance Evaluation Policy, the Company undertook performance evaluations of the Board, its Committees, individual Directors and executive KMP for FY22.

The results of the performance reviews of executive KMP are reflected in their remuneration outcomes set out in the Remuneration Report on pages 21 to 33 of the Company's Annual Report, accessible at www.a2baustralia.com/investor-center/reports/.

5. Corporate Governance and Group Policies

All of the Company's policies referred to in this section are available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/.

5.1 Diversity

Policy and programs

A2B values diversity and inclusiveness in the workforce and recognises that diversity drives the Company's ability to attract, retain, motivate and develop the best talent and deliver the highest quality services to its customers. The Company recognises that its greatest assets are its people, and is committed to creating an environment where all employees have an opportunity to realise their potential and contribute to the success of the Company.

The Company's vision for diversity relates to a broad range of areas. A2B's diversity objectives include cultural background, religion, sexual orientation, gender, age, disability, ethnicity and includes differences that have arisen as a result of varied experiences such as education, problem solving skills, functional expertise and interpersonal skills.

The Company actively ensures that its diversity objectives and its Diversity Policy are followed by adopting initiatives, programs and policies including the following:

Encouraging Management to include at least one female candidate on all shortlists when looking for appointees (and requiring management to report to the Board on outcomes).

Providing an Employee Assistance Program that assists employees with personal or work related counselling and advice.

Providing corporate and social responsibility, including supporting National Harmony Day and Royal Children's Good Friday Appeal and the Malabar Ocean swim.

Providing appropriate facilities for our new parents to assist with the transition back to the workforce.

Improving cultural awareness through training and employee engagement, such as celebrating various multicultural and faith events.

Encouraging open discussions about diversity to promote awareness and openness at all levels of the A2B business.

In accordance with the Workplace Gender Equality Act, the Company has lodged its annual compliance report with the Workplace Gender Equality Agency. A copy of the compliance certificate is available on the A2B website at www.a2baustralia.com/investor-center/corporate-governance/.

Gender diversity measurable objectives

In accordance with the Company's Diversity Policy, the Board has set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally, and is required to annually assess both the objectives and the Company's progress in achieving them. These objectives and the Company's progress towards achieving them for FY22 are set out below.

Objective	Target	Outcome
Diversity awareness		
A2B aims to create an environment in which individual differences are valued and all staff have the opportunity to realise their potential and contribute to the success of A2B. Diversity objectives are communicated to business units and a diversity forum comprising Management and team representatives has been set up.	Staff members are provided with the Diversity Policy on induction and through further training to line managers on diversity and conscious versus unconscious bias.	The Diversity Policy is made available to all employees through the A2B website. Employees are also invited to provide feedback and comments on workplace gender equality.
Recruitment		
Efforts are made to identify prospective appointees who are female.	Recruiter briefings to include diversity requirements.	All roles attracted female applicants.
Efforts are made for any shortlist of prospective appointees to include at least one female candidate.	Any shortlist of prospective appointees should include at least one female candidate.	Female applicants successfully gained employment in key managerial and sales roles.
Retention		
Pay parity has been assessed to ensure females are not paid less than males for equivalent roles.	Pay parity analysis performed to understand the extent of pay parity discrepancies.	A pay parity exercise has been undertaken and no roles identified where pay parity is of concern.
Workflow flexibility		
A2B has flexible work arrangements in place – compressed working weeks, flexible work, time in lieu, telecommuting, carer's leave, unpaid leave and part time work.	100% of employees offered workplace flexibility programs to the extent possible for the particular role and the arrangement suits the business' needs.	All employees may request workplace flexibility. Each request is considered on a case by case basis taking into account the reasons for the request, the individual's requirements, business needs, demands and flexibility.

Until the retirement of Louise McCann on 2 March 2022, A2B was in the scope of the recommendation in the 4th edition which provides that a listed entity within the ASX300 should have a target of having at least 30% of Directors of each gender. The Board of A2B acknowledges the role that numerical gender targets can play in promoting diversity and understands there is a variety of stakeholder views on the matter. Accordingly, the Board will continue to assess the appropriateness of adopting numerical targets for the Company in the future, including the timeframe over which any such change would be appropriate having regard to the Board's succession planning processes and the wording of the ASX Principles which suggests that the period over which the objective will be achieved should be specified.

5.2 Securities dealing

The Company has adopted a Securities Dealing Policy which is intended to uphold shareholder, investment community, and public confidence in the integrity of the market for A2B shares. The policy prohibits Directors, senior executives and other staff members from trading in securities or directing the trade of securities on the basis of inside information or communicating inside information to other people.

The policy allows trading by Directors, senior executives, and nominated employees in specified trading windows, subject to complying with insider trading prohibitions and on the condition that prior notification of the intention to trade is provided. The trading windows are:

- The one month period commencing at 10.00am on the next trading day after the announcement to ASX of A2B's half-yearly results;
- The one month period commencing at 10.00am on the next trading day after the announcement to ASX of the preliminary final statement or full year results; and
- Any other period the Board determines, from time to time.

The Board may determine at any time that a trading window is closed. Permission to trade outside of these windows may only be given in exceptional circumstances.

In addition, the terms of the Company's equity incentive schemes prohibit participants from entering into transactions that limit the economic risk of equity-based remuneration (i.e. hedging and other arrangements).

5.3 Market disclosure and investor engagement

The Company has processes in place to ensure that the market is kept informed of material information by ensuring that all employees across the Group are aware of their continuous disclosure obligations.

The Company has adopted a Market Disclosure and Investor Engagement Policy, which is designed to identify matters requiring disclosure and to allow appropriate announcements to be made in a timely manner consistent with the ASX Listing Rules. In particular, the policy:

- Provides guidance on the type of information that must be disclosed and the procedures for internal notification and external disclosure;
- Details the procedures in place for promoting the understanding of continuous disclosure requirements, minimising risks associated with selective disclosure and monitoring compliance against the Company's disclosure obligations; and
- Establishes procedures to ensure that all material matters which may potentially require disclosure are promptly reported to the CEO and Managing Director (currently, the Executive Chairman) through established reporting lines, including an immediate point of contact for all employees through their immediate managers.

The Company keeps its employees informed of any relevant changes to the continuous disclosure regime established by the ASX Listing Rules or the Corporations Act.

The Board is provided with copies of all material announcements promptly after they have been made. A copy of the presentation materials for any new and substantive investor or analyst presentation are released on the ASX Market Announcements Platform ahead of the presentation.

5.4 Environmental, social and governance

The Company recognises the interdependence of financial returns, social benefits and environmental impacts and aims to create sustainable value for all its stakeholders – customers, employees, shareholders, business partners and the communities which the Company serves.

Environment

A2B seeks to minimise environmental harm in its business operations. Although A2B is not a substantial carbon emitter it seeks to reduce usage and increase efficiencies in relation to waste, water and energy to reduce the Company's carbon footprint.

A2B follows the principles of reduce, re-use and recycle and actively seeks to improve systems and processes to minimise the operational impact of the Company on the environment. In addition, environmental considerations are now an integral part of new product development.

Community

The Company has a strong interest in developing successful community partnerships. A2B recognises the importance of providing its customers and the community more generally with services that are safe, accessible and efficient.

A2B actively seeks to become involved in the communities in which it operates and believes it is important to play a role in contributing to the community, both directly, and through involvement in and support of personal transport industry initiatives.

5.5 Shareholder engagement

The Company is committed to facilitating two-way communications with shareholders, to ensure that shareholders have an understanding of the Group's business, governance and performance, and can provide the Company with their own views on such matters.

A summary of the Company's Shareholder Communications Policy and communications practices to encourage shareholder participation at general meetings is set out below.

Company policy	Communication practice
<p>The Board's commitment to shareholder engagement is reflected in the Company's Shareholder Communications Policy.</p> <p>The purpose of the policy is to:</p> <ul style="list-style-type: none"> • Give shareholders information about the Company to enable them to exercise their rights as shareholders in an informed manner; • Make relevant information available to the market so that the market for shares in the Company can function in an informed manner; and • Develop a strong culture of disclosure and make relevant information available to shareholders, potential shareholders and other stakeholders in a timely and accurate manner. 	<ul style="list-style-type: none"> • The Company's website contains all market announcements, annual reports, important dates, and important governance documents; • The Company conducts periodic reviews of its website with an aim to improve the effectiveness of its electronic communications with shareholders and stakeholders generally; • The Board encourages shareholders to receive and send electronic communications to the Company or to its share registrar, Link Market Services; • All shareholders have the right to attend the Company's Annual General Meeting and are encouraged to participate by submitting questions prior to, or at the Annual General Meeting; • Shareholders are provided with a Notice of Meeting and an explanatory statement of the resolutions proposed. A copy of the Notice of Meeting is lodged with the ASX and is included in the market announcements feed on the Company's website; and • The Company ensures that its external auditor attends its Annual General Meeting, and allows shareholders to submit questions directly to the auditor prior to or at the Annual General Meeting.

In addition to the Policy, the Company also has a practice of putting substantive resolutions at general meetings to a poll, to ensure that voting outcomes reflect the true will of the shareholders attending, both in person and by proxy.

5.6 Speak Up Policy

The Company is committed to conducting business honestly, with integrity, and in accordance with its values and standards of expected behaviour.

The Company has adopted a Speak Up Policy in order to:

- encourage people to speak up if they become aware of potential misconduct;
- explain how to speak up and what protections a discloser will receive;
- outline the Group's processes for responding to speak up reports; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

Material incidents reported under the Speak Up Policy are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

5.7 Anti-bribery and Corruption Policy

The Company is committed to the highest level of integrity and ethical standards in all its business practices, and has zero tolerance for bribery and corruption.

The Company has adopted an Anti-bribery and Corruption Policy to explain:

- A2B's commitment to countering bribery and corruption;
- what constitutes bribery and corruption;
- the types of conduct that are prohibited;
- personnel's obligations; and
- who personnel can speak to if they have any concerns.

Material breaches of the Anti-bribery and Corruption Policy are reported to the Group General Counsel and Company Secretary who then reports it to the Board.

6. Risk framework

6.1 Risk identification and management

The Board, in consultation with the ARC, is responsible for reviewing, ratifying and monitoring the Company's systems of risk management.

The ARC advises the Board on high-level risk related matters, and oversees processes to ensure that:

- There is an adequate system of internal control and management of business risk; and
- A regular review is undertaken of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.

The Executive Chairman and Management are responsible for developing and promoting the appropriate management of risk and the ongoing maintenance of the control environment. Management are required to report to the ARC on the Company's risk management and internal control systems.

6.2 Annual risk management review and declaration

The ARC reviews A2B's risk management framework at least annually to ensure that it continues to be sound and that A2B is operating with due regard to the risk appetite set by the Board. The ARC provides reports to the Board on the findings of its review. During FY22 the Board undertook a review of the Company's risk management framework. Based on the results of the review, the Board is satisfied that the risk management framework is sound and continues to operate effectively, and that A2B is operating with due regard to the risk appetite set by the Board.

Consistent with the ASX Principles, before the Board approves the Group's financial statements, it receives from its CEO and Managing Director and CFO a declaration that:

- In their opinion and as required by the Corporations Act, the financial records of the Group have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group; and
- That opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

These declarations were received by the Board prior to the approval of the Group's half year and full year financial statements for FY22.

6.3 Process for verifying periodic corporate reports

The Company is committed to timely, consistent and transparent corporate reporting for its shareholders and other stakeholders.

The process for verifying the integrity of the Company's periodic corporate reports varies based on the nature and subject matter of the relevant report, as well as its intended place of publication. However, as a general principle, the Company seeks to ensure that periodic corporate reports:

- are written by or under the supervision of subject matter experts for the relevant area;
- comply with any applicable legislation or regulations;
- are reviewed, along with any data underlying them, to ensure that they are not inaccurate, false, misleading or deceptive; and
- are authorised for release by the appropriate approver where required under any applicable law or Company policy.

Consistent with these general principles, this Corporate Governance Statement and sections of the 2022 Annual Report that have not been reviewed by the external auditor were prepared by relevant subject matter experts and reviewed and verified by relevant executives and senior managers before being approved by the Board.

The Company's ASX announcements (except administrative announcements) are reviewed and approved by the Executive Chairman or the Board in accordance with the Company's Market Disclosure and Investor Engagement Policy.

6.4 Internal audit process

The ARC has appointed PwC to carry out the Group's internal audit function. The internal auditor is independent of the external auditor, KPMG. Representatives from the internal auditor meet with the ARC and key senior executives to understand the business and the existing risk management framework and execute a process to identify and understand the current risks facing the business in light of the strategic direction of the Company.

The ARC reviews and recommends to the Board the approval of the annual internal audit plan each financial year. The ARC and Management meet with PwC regularly to consider and if necessary refine the internal audit plan.

6.5 Material exposure to environmental and social risks

A2B monitors and seeks to manage material environmental and social risks within the Company's broader risk management and internal control framework. This includes ensuring that information is effectively communicated between the Board, the ARC, the internal audit function and Management. As set out on pages 15 to 16 of the Company's Annual Report, A2B continues to monitor risks related to changes to regulation, the competitive landscape and technology environment within and outside its business, including as they relate to environmental and social risk areas. Developments relating to these or other risks that may impact A2B are escalated within the business and to the executive team, the ARC and the Board as relevant. The Company uses a number of methods to minimise and manage such risks, including by diversifying its operations and business activities, adopting contingency plans and risk control frameworks and, where necessary, adapting the Company's strategy to reduce its risk exposure.



A2B Australia Limited
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