

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

EML PAYMENTS LIMITED

ABN/ARBN

93 104 757 904

Financial year ended:

30 June 2022

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.emlpayments.com/company/investor-centre/>

The Corporate Governance Statement is accurate and up to date as at 22 August 2022 and has been approved by the board.

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

Date: **22 August 2022**

Name of authorised officer
authorising lodgement:

Sonya Tissera-Isaacs, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.emlpayments.com/company/investor-centre/ and we have disclosed the information referred to in paragraph (c) at: in our Corporate Governance Statement and Annual Report at pages 17 and 18 <i>As set out in our Corporate Governance Statement and Annual Report the female representation on the Board was 33% in FY22</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: <i>in our Corporate Governance Statement</i> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <i>in our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.emlpayments.com/company/investor-centre/ and the information referred to in paragraphs (4) and (5) at: 2022 Annual Report at page 35	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: in our Corporate Governance Statement and the length of service of each director at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://www.emlpayments.com/company/investor-centre/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.emlpayments.com/company/investor-centre/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☒ and we have disclosed our whistleblower policy at: https://www.emlpayments.com/company/investor-centre	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.emlpayments.com/company/investor-centre	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.emlpayments.com/company/investor-centre and the information referred to in paragraphs (4) and (5) at: <i>in our 2022 Annual Report at pages 22-24 and 35</i>	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.emlpayments.com/company/investor-centre	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.emlpayments.com/company/investor-centre	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: in our Corporate Governance Statement and at https://www.emlpayments.com/company/investor-centre	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.emlpayments.com/company/investor-centre and the information referred to in paragraphs (4) and (5) at: <i>in our 2022 Annual Report at page 35</i>	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: <i>in our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>in our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: <i>in our Corporate Governance Statement</i> and, if we do, how we manage or intend to manage those risks at: <i>in our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.emlpayments.com/company/investor-centre and the information referred to in paragraphs (4) and (5) at: <i>in our 2022 Annual Report at page 35.</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: <i>in our 2022 Annual Report at pages 39 to 60</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: <i>in our Corporate Governance Statement</i>	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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



EMI.

Money in Motion

2022

Corporate
Governance
Statement

Approach to Corporate Governance.

We are pleased to present our 2022 Corporate Governance Statement which provides you with information about governance at EML Payments Limited (EML).

[EML's approach to corporate governance goes beyond compliance. Our Board of Directors \(Board\) and all levels of management are fully committed to achieving the highest standards of corporate governance and business conduct.](#)

This statement outlines EML's principal corporate governance practices in place during the financial year ended 30 June 2022.

This Corporate Governance Statement is current as at 21 August 2022 and has been approved by the Board and lodged with the ASX together with its accompanying Appendix 4G.

[Compliance with ASX Governance Recommendations](#)

Under ASX Listing Rule 10.4.3 we are required to benchmark our corporate governance practice against the 4th edition of the ASX Corporate Governance Councils Principles and Recommendations (ASX Governance Recommendations).

We have adopted and complied with the ASX Governance Recommendations to the extent appropriate and to the size and nature of EML and its wholly owned subsidiaries (Group) operations.

We regularly review our governance practices in light of both current and emerging corporate governance developments of relevance to EML to reflect market practice expectations and regulation as appropriate.

[Website](#)

Details of EML's governance framework can be found on the Investors page under the Corporate Governance tab and include:

- This Corporate Governance Statement, together with its accompanying Appendix 4G and the 2022 Annual Report;
- The Charters of the Board and each Committee; and
- The core governance documents referred to in this Corporate Governance Statement and other policies/documents of interest to stakeholders.



2022 Governance Highlights

- Annual Review and update of the Board and Committee Charters.
- Annual Review of and refresh of Corporate Policies
- Completion of an internal Board performance evaluation.
- Developed and distributed the Supplier Code of Conduct to EML suppliers
- Director visits to EML's European offices.

Principle 1.

Lay solid foundations for management and oversight.

Relevant Governance Documents

- Board Charter
- Culture, Governance and Nomination Committee Charter
- Audit and Risk Committee Charter
- Remuneration Committee Charter
- Code of Conduct
- Group Whistleblower Policy
- Group Human Rights and Modern Slavery Policy
- Risk Management Policy
- Securities Trading Policy
- Board Performance Evaluation Policy
- Diversity and Inclusion Policy

Our governance framework plays an integral role in supporting our business – helping us deliver on our strategy. It provides the structure through which our strategy and business objectives are set, our performance is monitored and the risks we face are managed.

It includes a clear framework for decision making and accountability across our business and provides guidance on the standards of behaviour we expect of each other.

Our governance framework includes:

- Open, concise and timely communications with our shareholders;
- A skilled, experienced, diverse and independent Board, with a Board Committee structure suited to our needs;
- Clear delegation, decision making and accountability frameworks;
- Robust systems of risk management and assurance;
- EML's Code of Conduct and policy framework which explains how we will conduct ourselves as we work together to deliver our strategy.

1.1 Roles and Responsibilities

The Board has a formal Charter documenting its membership, operating procedures and the allocation of responsibilities between Board and management.

The Board is responsible for overseeing the management of EML and providing the strategic direction of the Group. It monitors operational and financial performance, human resources policies and practices and approves EML's budgets, business plans and major capital commitments. It is also responsible for supervising EML's financial reporting, risk management, compliance framework and governance practises.

The Board has delegated specific authority to its Committees, which assist the Board by examining various issues and making recommendations. A description of the Committees and their roles and responsibilities are set out in this statement, and included in the Committee Charters, which are available on our [website](#).

The Board delegates authority, within parameters and in accordance with formal delegations, to the Managing Director and Group Chief Executive Officer (**Group CEO**) for the executive management of EML and the day to day operations of the Group. The Group CEO is supported in this function by the Executives of the Group, which comprise the direct reports to the Group CEO.

The Board regularly reviews the divisions and functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.

Principle 1.

Lay solid foundations for management and oversight.

1.2 Appropriate Checks and Material Information

EML has appropriate procedures in place to ensure potential candidates for appointment to the Board are carefully reviewed in terms of their character, experience, education and skill set, as well as interests and associations. EML conducts appropriate background checks to verify the suitability of a candidate prior to their election.

The Board reviews the candidates recommended through the Culture, Governance and Nominations Committee.

The most suitable candidate is appointed by the Board and is elected at the next AGM.

As is required by the ASX Governance Recommendations, all material information in the Company's possession relevant to a Directors election or re-election is provided to shareholders in the relevant notice of meeting for each Annual General Meeting (**AGM**).

1.3 Written Agreements

If the Board determines a candidate should be appointed to the Board, they receive a formal letter of appointment outlining key terms, conditions and expectations of their appointment. Before accepting the position, the candidate must confirm that they have sufficient time to fulfil their obligations to the Company and provide details of their commitments and interests.

EML has entered into written agreements with each Director and Senior Executive, setting out the terms of their appointment, including their respective roles and responsibilities.

1.4 Company Secretary

During FY22 our Company Secretary was Sonya Tissera - Isaacs.

The Company Secretary is responsible for the operations of the Company Secretary's office including administering Board and Committee meetings and associated Board governance requirements for the Group, administering EML's listed securities, including managing communication and lodgement of information with securities exchanges and corporate regulators. For all matters pertaining to the proper functioning of the Board and Committees, the Company Secretary reported directly to the Board.

Each Director is entitled to access the advice and services of the Company Secretary and in accordance with the Company's Constitution, the appointment or removal of a Company Secretary is approved by the Board.

The relevant skills, qualifications and experience of EML's Company Secretary is set out in the 2022 Annual Report and is also available on our [website](#).



Principle 1.

Lay solid foundations for management and oversight.

1.5 Diversity and Inclusion Policy

EML recognises the value of a diverse Board and employee base. EML is committed to creating and maintaining an environment where diverse backgrounds, experiences and perspectives of its people are encouraged and supported, and where possible can be leveraged to drive the overall performance of the Group in meeting its stated objectives.

Diversity at EML includes respecting and valuing differences based on a wide range of personal characteristics including gender, age and ethnicity, as well as diversity of insight and background. Our Diversity and Inclusion Policy was refreshed in FY22 to include our objectives and aspirations with regards to our policy targets.

EML's key diversity and inclusion principles include:

- 1 Committing to an inclusive culture
- 2 Attracting diverse talent and hiring fairly
- 3 Supporting flexible work
- 4 Tracking equal pay

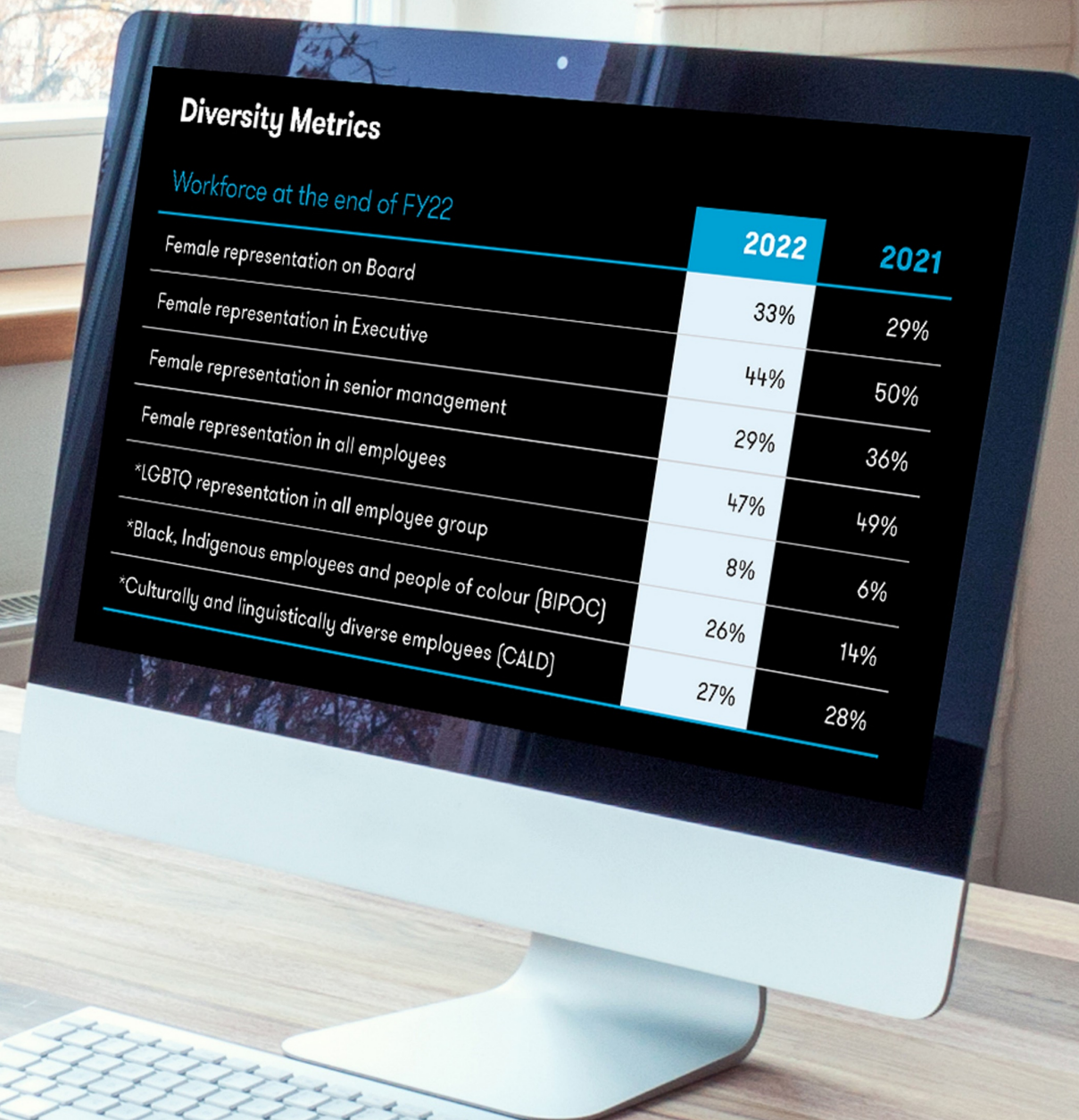
Progress against gender representation is reported to the Board with a focus on improving female representation in leadership and in roles traditionally occupied by males. Our workforce at the end of FY22 comprised 47% females and 53% males, supported by our equal opportunity hiring policies.

Further information on our diversity metrics in addition to gender representation together with initiatives and how we support diversity and inclusion in our workplace are available in the 2022 Annual Report.

EML's Diversity and Inclusion objectives include:

- A target of at least 30% female at Board level and at least 50% at the Senior Executive level
- Promoting inclusive and collaborative work practices to recruit, develop and retain a diverse workforce by delivering unconscious bias recruitment training annually

EML's Board approved Diversity and Inclusion Policy is available on our [website](#).



Principle 1.

Lay solid foundations for management and oversight.

1.6 Board Performance Evaluation

The Performance of the Board, the Committees and individual Directors is reviewed annually either through an internal review process, or by an external consultant.

An internal performance evaluation was completed to facilitate the annual performance review process for FY22. The Board meets to discuss and consider the results of the Board evaluation to action any matters arising from the evaluation.

Matters covered by the review include the role, structure, processes, behaviours, performance, Directors' understanding of the strategy, objectives and key risks to the business and achievement of those objectives, succession planning and the effectiveness of the Chairman.

Further information on the Board performance evaluation process can be found in the Board Performance Evaluation Policy, available in the governance section of our [website](#).

1.7 Senior Management Performance Evaluation

The Group defines its Senior Executives as the Group CEO and its executive leadership group, including Key Management Personnel (KMP).

Each year the Board sets financial, operational, management and individual targets for the Group CEO. The Group CEO's performance evaluation is completed by the Chairman in consultation with the Board.

The Group CEO sets key performance criteria for all direct reports. Performance against these criteria is reviewed formally every six months with a final formal appraisal completed at the end of the financial year. Performance is also reviewed informally throughout the year.

This performance evaluation process was in place and was followed for the reporting period.

Our Board of Directors during the reporting period and up to the date of this report



Peter Martin
Chairman
Non-Executive Director



David Liddy AM
Independent
Non-Executive Director



Emma Shand
Independent
Non-Executive Director
Effective 15 September 2021
Managing Director and Group CEO
Effective 11 July 2022



Tony Adcock
Independent
Non-Executive Director



Melanie Wilson
Independent
Non-Executive Director



Tom Cregan
Managing Director and Group CEO
Resigned:
Effective 11 July 2021

Dr Kirstin Ferguson
Independent
Non-Executive Director
Retired:
Effective 16 July 2021

George Gresham
Independent
Non-Executive Director
Resigned:
Effective 29 July 2021

Principle 2.

Structure the board to be effective and add value.

Relevant Governance Documents

- Board Charter
- Culture, Governance and Nomination Committee Charter

2.1 Nominations Committee

The Culture, Governance and Nomination Committee (CGNC) manages matters relating to Culture, Governance and the composition, appointment, induction, performance review of the Board and succession planning of the Board and CEO that was previously the responsibility of the People and Remuneration Committee.

Details of the Composition, Responsibilities and membership of the Committee during FY22 are detailed below and also formalised in the Committee Charter, a copy of which is available on our [website](#).

The CGNC will meet as often as is required under its Charter. Following each meeting, the CGNC will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval.

The number of meetings held and the number of meetings attended by each Committee member during the reporting period are set out in the 2022 Annual Report.

Composition	Committee Membership	Purposes and Responsibilities
The CGNC comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are Independent. Chaired by an Independent (Non-Executive) Director. - Kirstin Ferguson was a member of the CGNC until she retired from the Board on 16 July 2021. - George Gresham was a member of the CGNC until he resigned from the Board on 29 July 2021. - Ms Emma Shand was appointed a member of the CGNC on 15 September 2021 and remained a member until she was appointed Managing Director and CEO effective 11 July 2022	Current members as at the date of this report - Peter Martin (Chairman) - David Liddy - Tony Adcock - Melanie Wilson Members that resigned during the period and up to the date of this report Kirstin Ferguson¹ George Gresham² Emma Shand³	The purpose of the Committee is to review and recommend to the Board matters relating to: - The composition of the Board, including the criteria for Board membership; - Succession planning for the Board; - Performance evaluation of the Board, its Committees and individual Directors including the Managing Director; and - Induction and continuing professional development training for Directors.

Principle 2.

Structure the Board to be effective and add value.

2.2 Board Skills Matrix

To maximise the effectiveness with which it discharges its responsibilities, the Board ensures that it has an appropriate mix of skills, experience, diversity and expertise. At a minimum annually, the Culture, Governance and Nominations Committee reviews the structure of the Board and makes recommendations to the Board with respect to the suitability of the skills mix of Directors, giving due consideration to the business strategy and operations. Diversity is also considered, and in this context, is not limited solely to gender diversity alone.

During FY22 our female representation on the Board was 33% exceeding the target diversity representation of women on the Board of 30%. EML recognise the value of a diverse Board and employee base, seeks to maintain a diverse workforce and have set measurable objectives for achieving diversity within the Group.

Further information regarding diversity initiatives is available in the FY22 Annual Report.

During FY22 the Board considered that it had an appropriate number of Non-Executive Directors who could challenge management and hold them to account, whilst also representing the best interests of EML and its shareholders as a whole, rather than those of individual shareholders or interest groups.

The Board skills matrix focuses on three broad categories of skills and experience as well as personal attributes the Board consider relevant for Directors to effectively discharge their obligations and add value to EML both now and in the future.

Each of the skills and diversity attributes identified are considered essential and were represented within the Board as a group. The Board benefited from the totality of the Directors individual skills, knowledge and diversity.

Due to the resignation of Tom Cregan and appointment of Ms Emma Shand to the role of Group CEO in July 2022 the Board have commenced the search for additional independent Non-Executive Directors with skills, experience and diverse attributes that will add value to the existing Board composition.

Details of the Directors, including their qualifications and experience, together with details of their length of service can be found in the Board of Directors section of our 2022 Annual Report.



Principle 2.

Structure the Board to be effective and add value.

Industry Skills

Global Experience. Senior leadership experience across a range of international business with exposure to a range of political, cultural, regulatory and business environments.

93%

Payments. Specific expertise / experience in the payments industry within and outside of Australia.

70%

Mergers and Acquisitions. Experienced in the process and analysis of company mergers and acquisitions and the subsequent integration of acquired businesses.

87%

Capital Markets / Stakeholder Engagement. Knowledge of corporate financing, equity and debt markets networking with relevant industry and business groups and the ability to effectively engage with clients, retail and institutional investors and regulators.

90%

Technical Skills

Board/ASX Listed. Extensive experience as a CEO, Senior Executive or (Non-Executive) Director of listed companies on the ASX or international exchanges or unlisted companies.

100%

Financial Acumen. Senior Executive or equivalent experience in finance, including in financial accounting and reporting.

87%

People Management. Executive level experience in remuneration, workplace culture, people management, appointment and evaluation, overseeing organisational change and succession planning.

87%

Commercial Experience. A broad range of commercial/business experience in areas including communications, marketing and branding and business systems, practises and improvement.

90%

Governance, Risk and Compliance

Governance. Sound knowledge of governance and sustainability issues, including the legal, compliance and regulatory environment applicable to ASX listed entities and highly regulated industries.

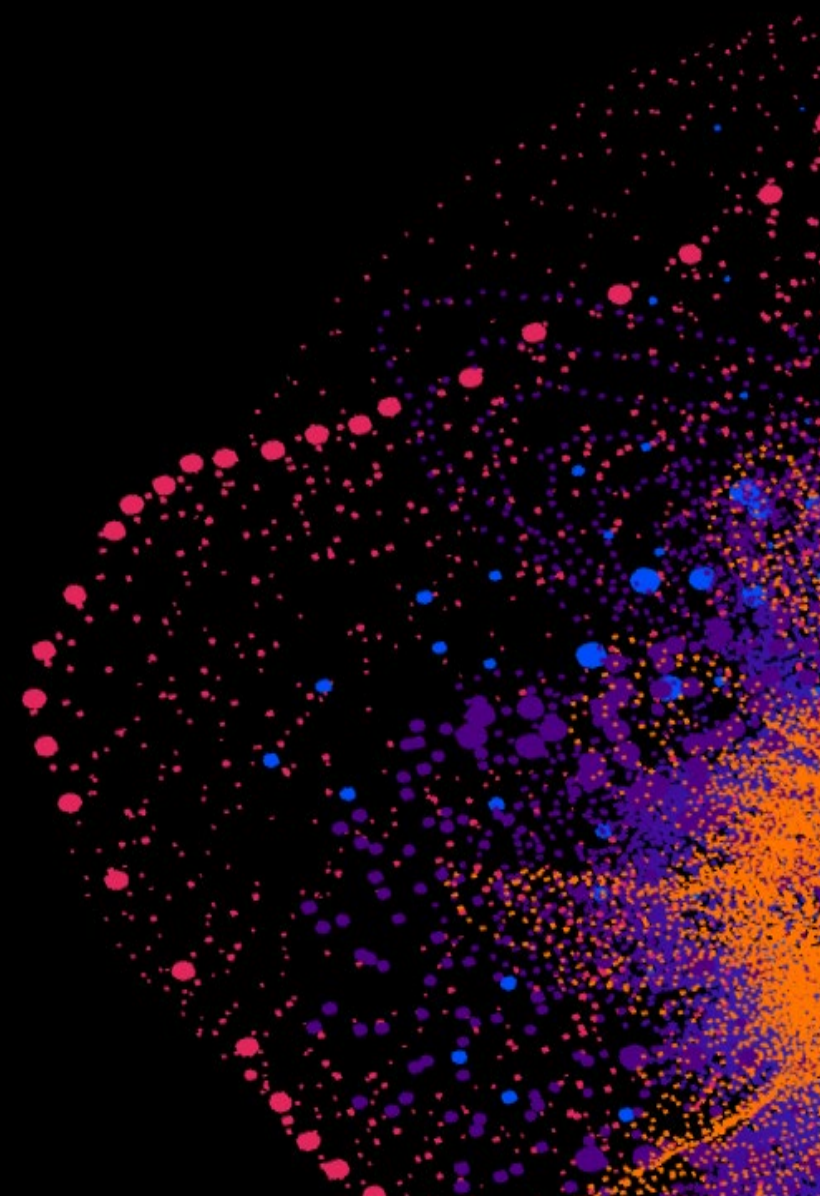
80%

Risk and Compliance. Ability to assess key risks to the Group including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.

77%

Information Technology Strategy and Governance. Knowledge and experience in the strategic use and governance of information management technology.

77%



Principle 2.

Structure the Board to be effective and add value.

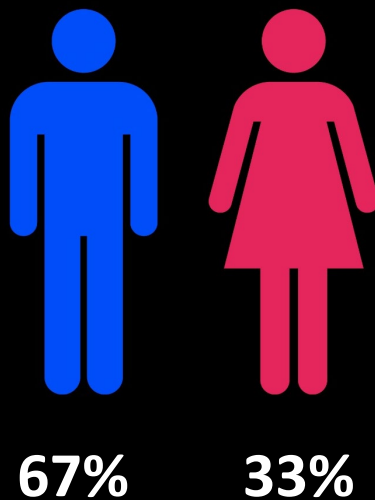
Personal Attributes

- Integrity, ethics and commitment
- Leadership
- Effective listener, communicator and questioner
- Influencer and negotiator
- Robust leadership ability
- Curious, courageous and critical thinker
- Contributor and team player

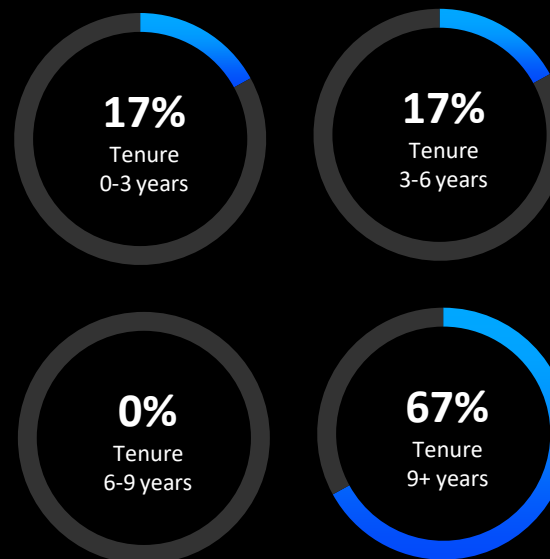
Board Diversity

The diversity of the Board as at the end of the reporting period, in relation to gender, tenure and geographic location was as follows:

Gender



Tenure



Geographic Location

Australia



Principle 2.

Lay solid foundations for management and oversight.

2.3 Status of Independence

On 15 September 2021 Ms Emma Shand was appointed Independent Non-Executive Director of EML and was subsequently appointed Managing Director and Group CEO on 11 July 2022.

The below table sets out the details of the Directors who served on the Board during FY22, their length of service and their status of independence.

Name	Position	Appointed	Independence
Peter Martin	Non-Executive Chairman	2012	Independent
Tony Adcock	Non-Executive Director	2011	Independent
David Liddy AM	Non-Executive Director and Deputy Chairman	2012	Independent
Melanie Wilson	Non-Executive Director	2018	Independent
Emma Shand (Appointed 15 September 22)	Non-Executive Director	2021	Independent*
Tom Cregan (Resigned 11 July 22)	Managing Director and Group CEO	2012	Non-Independent
Kristin Ferguson (Retired 16 July 21)	Non-Executive Director	2018	Independent
George Gresham (Resigned 29 July 21)	Non-Executive Director	2020	Independent

* Ms Shand was appointed to the role of Managing Director and Group CEO effective 11 July 2022 and her status of Independence changed to Non-Independent accordingly

2.4 Majority of Directors to be Independent

The Board has adopted the independence definition set out in the ASX Governance Recommendations. The majority of Directors, including the Chairman are considered Independent.

Shareholding and Tenure are factors taken into consideration by the Board in assessing the independence of a Director, but is not determinative.

Shareholding – the Board has assessed that an interest of less than 5%, if held in conjunction with all associate holdings, is considered to be independent.

Tenure – Based on its assessment, the Board determined that each Independent (Non-Executive) Director remains able to bring an independent mind to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally. The qualifications and experience of the Directors of the Board, the number of Board meetings and Committee meetings held and the number of meetings attended by each Director in the reporting period are set out in the 2022 Annual Report.

Role of the Chair and CEO must be Separate

During FY22 the role of the Chairman and the role of Group CEO are exercised by different individuals, being Peter Martin and Tom Cregan respectively. Our Chairman, Peter Martin is an Independent (Non-Executive) Director and has been a Director of EML since 2012.

The Chairman's overarching responsibilities are to provide appropriate leadership to the Board and EML and to ensure the Board fulfils its obligations under its Charter. The Chairman's responsibilities are set out in more detail in the Board Charter which is available on our [website](#).

Induction and Professional Development

Upon appointment, Non-Executive Directors are provided with a comprehensive induction program that ensures they are able to maximise their contribution to the governance and strategic oversight of the Company. The Culture, Governance and Nomination Committee reviews the effectiveness of the induction program periodically.

The induction program for Non-Executive Directors is split into the following two stages:

Stage 1

Upon Appointment

Induction Pack

Immediately following their appointment to the Board, new Non-Executive Directors are provided with a comprehensive induction pack of written materials that cover the core governance documents (such as the Constitution, Board and Committee Charters, Group Policies, the previous Annual Report and Governance Statement). Group Strategy documents, core financial and risk documents and other Board materials.

Stage 2

First 6 Months

1:1 Meetings and Office Tours/Site Visits

In this period new Directors have 1:1 meetings scheduled with other Directors, the Executive and key Leadership roles, finance and investor relations, risk, governance, the external auditor and other appropriate external stakeholders. In addition, they attend client site/office tours where relevant.

All Directors are expected to maintain the skills required to discharge their obligations to the Company.

On an ongoing basis, Directors are provided with papers, presentations and briefings on matters which may affect the business or operations of EML. Directors are also encouraged to undertake continuing education and training relevant to the discharge of their obligations as Directors of the Company.

Directors are entitled to access independent professional advice at EML's expense to assist them in fulfilling their responsibilities as appropriate.

Principle 3.

Instil a culture of acting lawfully, ethically and responsibly.

Relevant Governance Documents

- Code of Conduct Policy
- Securities Trading Policy
- Anti-Bribery and Corruption Policy
- Group Whistleblower Policy
- Group Human Rights and Modern Slavery Policy
- Supplier Code of Conduct Policy

3.1 Values

Our values guide how we work and ensure our competitive advantage through enabling each of our employees to bring their best selves to work: Be Awesome; Be Open; Keep it Simple; Do it as One Team and do it with Integrity.



Awesomeness.



Simplicity.



One Team.



Openness.

Our values describe what we stand for at the most fundamental level. They shape our culture and influence who we are, what we do, and even who we hire. More information on our values can be found in our Code of Conduct Policy.

The Board have established a Code of conduct for Directors, executives and employees, a copy of which is available in the Corporate Governance section of our [website](#). The Code of Conduct articulates our values and is provided to all employees as part of the induction process. The Code of Conduct forms the foundation for the behaviour expectations that the Company has for its Directors, senior executives, employees and contract personnel.

3.2 Code of Conduct

The Board maintains high standards of ethical conduct and the Group CEO is responsible for ensuring that high standards of conduct are maintained by all staff.

Code of Conduct Policy

The EML Code of Conduct Policy (**The Code**) sets out the way in which our Directors, Officers, employees, contractors and third parties are expected to conduct themselves every day.

The Code articulates our high standards of business conduct built on our commitment to act fairly, ethically and lawfully with all stakeholders.

Staff members are provided with training in The Code, and those policies and procedures referred to within it. On joining, staff members are required to confirm that they have read and understood the Code of Conduct Policy.

The Company encourages individuals to report known or suspected instances of inappropriate conduct, including breaches of The Code and other policies and directives. There are policies in place designed to protect employees and contractors from any reprisal, discrimination or being personally disadvantaged as a result of their reporting a concern. Any breach of these policies is reported to the Audit and Risk Committee and to the Board.

The Code of Conduct policy and policies relevant to conduct are also available on our [website](#).

3.3 Whistleblower Policy

A comprehensive Group-wide Whistleblower Program operates within the Company to encourage employees and external parties including suppliers and former employees to report suspected illegal or unethical behaviour or practise. This program is supported by the Group Whistleblower Policy.

A Whistleblower Hotline is operated by an independent third party where reports can be made confidentially and anonymously. All reports made under the Group Whistleblower Policy are reported to the Audit and Risk Committee and any material breach of the Group Whistleblower Policy is reported to the Chair of the Board

3.4 Anti-Bribery and Corruption Policy

The Board has approved a standalone Anti-Bribery and Corruption Policy (**ABC Policy**). The ABC Policy sets out EML's zero tolerance for any bribery or corruption in our business dealings and operations globally. The ABC Policy provides a reporting mechanism for allegations of bribery and corruption via the independently managed whistleblower hotline. Any breach of this policy is reported to the Audit and Risk Committee and Board.

Principle 4.

Safeguard the integrity of corporate reports.

Relevant Governance Documents

- Audit and Risk Committee Charter

4.1 Audit and Risk Committee

The Board has established an Audit and Risk Committee (ARC) as detailed in the table to the right. The ARC functions and powers are formalised in a Charter, which is available on our [website](#).

Composition	Committee Membership	Purpose and Responsibilities
Comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are Independent. Chaired by an Independent Non-Executive Director who was not the Chairman of the Board. 1. Peter Martin was appointed to the ARC effective 17 August 2021, Resigned effective 19 October 2021 and was reappointed effective 11 July 2022 2. George Gresham was a member of the ARC until he resigned from the Board on 29 July 2021. 3. Ms Emma Shand was appointed a member of the ARC on 15 September 2021 and remained a member until she was appointed Managing Director and CEO effective 11 July 2022 4. Mr David Liddy was appointed a member of the ARC effective 11 July 2022.	Current members as at the date of this report 1. Tony Adcock (Chairman) 2. Melanie Wilson 3. David Liddy⁴ 4. Peter Martin¹ Members that resigned during the period and up to the date of this report George Gresham² Emma Shand³	The purpose of the Committee is to oversee financial reporting, business policies and practices, legal and regulatory compliance, internal controls and risk reporting and the whole of organisation risk management framework. Responsibilities include: - Financial reporting: to ensure the balance, transparency and integrity of published financial information; - Internal controls: to confirm the effectiveness of EML's internal controls; - Internal audit: to be satisfied with the internal audit function and to approve the appointment and assess the performance of the internal auditor; - External audit: to ensure an independent audit process; - Risk: oversee and assess the effectiveness of EML's Risk Management Framework; and - Review and monitor EML's compliance with legal and regulatory obligations, internal policies and industry standards.

The Audit and Risk Committee meet at least four times annually or otherwise required in accordance with its Charter. Following each meeting, the ARC reports to the Board on any matter that should be brought to the Board's attention and on any recommendation of the ARC that requires Board approval.

The skills and experience of the Committee members together with the number of meetings held, and the number of meetings attended by each Committee member in the reporting period are set out in the 2022 Annual Report.

The external auditors attend meetings at the invitation of the Committee. The Non-Executive Directors periodically meet the external auditors without the Group CEO or other management being present.

To ensure the auditor remains independent, all audit and non-audit work is authorised by the ARC.

The external auditor attends the AGM and shareholders are given an opportunity to ask questions regarding conduct of the audit, preparation and content of the auditors report, the accounting policies adopted by the Company, and the independence of the auditor.

Principle 4.

Safeguard the integrity of corporate reports.

4.2 CEO and CFO Declaration

The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and performance. The Board, with the guidance of the Audit and Risk Committee, review the Group's half yearly and annual financial statements.

The Group CEO and Group CFO provide written declarations to the Board in respect of the half year and full year statutory accounts that in their opinion, the Group's financial records have been properly maintained and the statutory accounts comply with the relevant accounting standards and give a true and fair view of the Group's financial position and performance, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. For the FY22 reporting period the Board has obtained a written assurance from the Group CEO and Group CFO that the declaration provided under section 295A of the Corporations Act 2001 (Cth) (and for the purposes of Recommendation 4.2) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting and material business risks.

4.3 Verifying the integrity of corporate reports

The Company's financial and half yearly financial reports are audited prior to being released to the market. Prior to any half yearly financial reports or financial reports being released to the market, Directors require a s295A declaration from the CEO and the CFO.

The ARC reviews the Company's financial reports, including the Company's Annual Report and recommends whether Directors should approve the release of these documents to the market. In addition to its financial reports, the Company releases a Corporate Governance Statement and Modern Slavery Statement each year. The Culture, Governance and Nomination Committee verifies the annual Corporate Governance Statement and Modern Slavery Statement and recommends Board approval.

The Company also provides updates to the market on its earnings outlook at broker conferences or investor days. The provision of any unaudited corporate report is reviewed and approved by the ARC and/or Board prior to release on the ASX and clearly states the information is unaudited.

Principle 5.

Make timely and balanced disclosures.

Relevant Governance Documents

- Disclosure and Communications Policy.

5.1 Continuous Disclosure

EML is committed to maintaining the highest standards of disclosure, providing shareholders and the investment community with the same access to full and accurate information about its activities in an accessible and timely manner. The Company acknowledges that providing information in this way enables investors to trade in EML shares in an informed, efficient and competitive market.

EML has a Disclosure and Communications Policy which includes the following principles, consistent with the continuous disclosure obligations under ASX Listing Rules that govern EML's communications:

- EML will, in accordance with the requirements of the ASX Listing Rules, immediately issue to the ASX any information that a reasonable person would expect to have a material effect on the price or value of its securities;
- the Group CEO, Group CFO, Group General Counsel and Company Secretary manage the day-to-day continuous disclosure issues and are responsible for compliance, coordinating disclosure and educating employees about EML's Disclosure and Communications Policy; and
- all material information issued to the ASX, the Annual Reports, half year and full year results, and presentation material given to analysts, is published on our [website](#).

The Company Secretary is the primary person responsible for communication with the ASX. Only authorised spokespersons can communicate on behalf of EML with shareholders, the media or the investment community. The Disclosure and Communication Policy was last updated on 22 April 2022 and is available on our [website](#).

5.2 The prompt provision of all material market announcements to the Board

In accordance with our Disclosure and Communications Policy all material market announcements during FY22 were approved by Directors prior to being released to the ASX.

The Company Secretary also provides Directors with a copy of all material market announcements promptly after they are made.

5.3 Investor presentations to be released to the market

In accordance with our Disclosure and Communications Policy any slides or presentations prepared for investor briefings/analyst presentations will be released through the ASX and thereafter posted on the Company's website prior to the briefing taking place.

Before each reporting period, the Group CEO and Group CFO will formulate guidelines for presentations for that period. The Company's policy at these briefings is that:

- the Company will not disclose price sensitive information at any meeting with an investor or analyst without formally disclosing it to the market beforehand;
- the Company will not comment further on price sensitive issues already disclosed to the market; and
- any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

Principle 6.

Respect the rights of securityholders.

Relevant Governance Documents

- Disclosure and Communications Policy

6.1 Communicating with Investors via the Website

EML is committed to dealing fairly and openly with shareholders and the investment community.

All recent Company announcements, investor presentations, AGM presentations, Annual Reports and information on corporate governance practices are uploaded to the 'Investors' section of our [website](#).

6.2 Two Way Communication with Investors

The Board is committed to ensuring communication to shareholders is of high quality, the information is relevant and useful, and communicated in a timely manner. To this end, EML encourages shareholders to receive communications from, and send communications to, EML and its Share Registry, Link Market Services Limited, electronically.

The Company's Disclosure and Communication Policy outlines the Company's approach to effective communication to and from shareholders and other stakeholders through a range of forums. This includes:

- investor roadshows conducted by the Group CEO and Group CFO after the release of the Company's half and full year results, the presentations of which are lodged on the ASX announcement's platform;
- presentations by the Chairman and Group CEO regarding the Company's activities and state of affairs at the AGM with the transcript of these presentations lodged on the ASX announcement's platform and our [website](#); and
- attendance of Directors and the external auditor at the AGM to answer questions of shareholders as required.

EML's shareholders are encouraged to make their views known to EML by directly raising matters of concern.

6.3 Shareholder Communication Policies

Shareholders are encouraged to attend the Company's AGM. Notice of the FY22 AGM will be given in accordance with the Company's Constitution, the Corporations Act 2001 (Cth) and the ASX Listing Rules.

The Company's AGM in particular is an opportunity for shareholders to receive updates from the Group CEO on the Group performance and to ask questions of the Board and auditors and to vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at the AGM to ask questions of the Company's auditors regarding the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Company's Constitution was updated to permit holding a virtual or Hybrid AGM. The date, time, location and format of the FY22 AGM will be provided in the notice of meeting and on our [website](#).

Whilst the Company would ordinarily encourage shareholders to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.

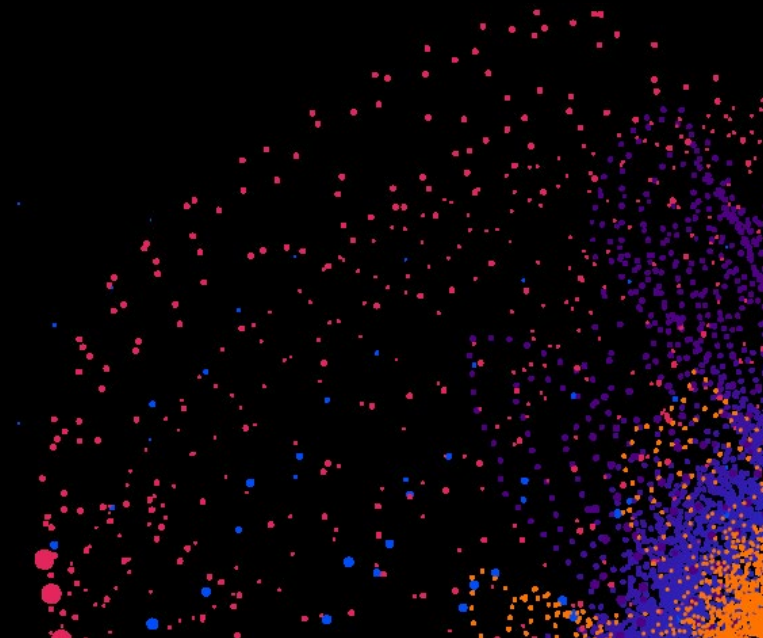
The Company's Disclosure and Communications Policy is available on our [website](#).

6.4 Substantive resolutions to be held by poll.

It is Company practice for voting on all resolutions to be conducted by a poll. This practice will continue for the AGM this year.

6.5 Options for security holders to send and receive communications electronically

The Board is committed to ensuring timely communication to shareholders and strongly encourages shareholders to communicate with the Company electronically by emailing the Company Secretary. EML also encourages its shareholders to receive company information electronically by registering their email addresses online or via post with the Company's share registry, Link Market Services.



Principle 7.

Recognise and manage risk.

Relevant Governance Documents

- Risk Management Policy
- Audit and Risk Committee Charter

7.1 Audit and Risk Committee

The Board has established an Audit and Risk Committee (**ARC**) as detailed in the table below. The ARC functions and powers are formalised in a Charter to oversee risk, a copy of which is available on our [website](#).

The Audit and Risk Committee meets as often as is required in accordance with its Charter. Following each meeting, the ARC reports to the Board on any matter that should be brought to the Board's attention and on any recommendation of ARC that requires Board approval.

The skills and experience of the Committee members together with the number of meetings held, and the number of meetings attended by each Committee member in the reporting period are set out in the 2022 Annual Report.

7.2 Risk Management Framework

EML has established a Risk Management Framework (**Framework**) and regularly reviews the soundness and effectiveness of that Framework. The Framework is designed to identify and manage risk on an ongoing basis. The Board sets the risk appetite for the Group, oversees the Framework and satisfies itself that the Framework is sound by reviewing reports received and asking questions when necessary to satisfy itself as questions arise. It is the responsibility of management to design and implement that Framework and to ensure that the Group operates within the risk appetite set by the Board.

The Audit and Risk Committee is responsible for advising the Board on the adequacy of the Group's risk management system. In the reporting period, the ARC reviewed the Group's Framework, and advised the Board that it was consistent with AS/NZS ISO 31000:2018: Risk Management – Principles and Guidelines, and that the Group continued to have an approach to risk oversight, management and internal control that has due regard to the risk appetite set by the Board.

The Board has adopted a Risk Management Policy which sets out its approach to the oversight and management of risks. The policy is available on our [website](#).

Composition	Membership	Purposes and Responsibilities
Comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are Independent.	Current members as at the date of this report 1. Tony Adcock (Chairman) 2. Melanie Wilson 3. David Liddy⁴ 4. Peter Martin¹ Members that resigned during the period and up to the date of this report George Gresham² Emma Shand³	The purpose of the Committee is to oversee financial reporting, business policies and practices, legal and regulatory compliance, internal controls and risk reporting and the whole of organisation risk management framework. Risk related responsibilities include: - Oversee and assess the effectiveness of EML's risk management framework, and to make recommendations in respect of the development of embedding of the risk management framework and appetite to the Board with detailed oversight of financial risk; - Assist the Board with the monitoring and review of EML's risk culture; - Review and approve policies and initiatives that ensure best practise risk management, reflect stakeholder expectations and influence EML's reputation as a responsible organisation; and - Review and monitor EML's compliance with legal and regulatory obligations, internal policies and industry standards.
Chaired by an Independent Non-Executive Director who was not the Chairman of the Board. 1. Peter Martin was appointed to the ARC effective 17 August 2021, Resigned effective 19 October 2021 and was reappointed effective 11 July 2022 2. George Gresham was a member of the ARC until he resigned from the Board on 29 July 2021. Ms Emma Shand was appointed a member of the ARC on 15 September 2021 and remained a member until she was appointed Managing Director and CEO effective 11 July 2022 3. Mr David Liddy was appointed a member of the ARC effective 11 July 2022		

Principle 7.

Recognise and manage risk.

Relevant Governance Documents

- Risk Management Policy
- Board Charter
- Audit and Risk Committee Charter
- Supplier Code of Conduct
- Group Human Rights and Modern Slavery Policy

7.3 Internal Audit Function

In accordance with the Board Charter it is the Board's responsibility to oversee the effectiveness of the risk management framework, internal control and compliance in the Group that covers both financial and non-financial risks;

The ARC assists the Board in carrying out its accounting, auditing, financial reporting and risk management responsibilities and the Group Chief Risk Officer (**Group CRO**) has responsibility for management of the Group's risk function and has access to the Chairman of the ARC.

The Company's internal audit function is outsourced to a specialised independent firm. The Internal Audit function provides independent assurance over the effectiveness of the Company's risk management, internal control and governance processes. The internal audit function has direct access to the Chairman of the ARC and to management.

The annual internal audit plan is aligned to the Company's material risks by the Audit and Risk Committee using inputs from management and the outsourced internal audit firm. The internal audit plan is approved by the ARC annually.

7.4 Environmental and Social Risks

EML acknowledges the increased community concern about climate change and the impact that our business has on the environment we operate in. We also acknowledge the importance of considering the impact of climate change on the sustainability of our operations even though EML has a relatively low environmental footprint through our operations.

We continue to review if we have any material exposure to environmental and social risks, are committed to positive environmental and sustainability outcomes, and compliance with applicable legal and regulatory requirements. The Company does not consider that it has any material environmental or social risks.

We seek continuous improvement of our environmental sustainability, focusing on major impact areas such as responsible consumption and production and waste reduction. We encourage and support employee engagement on environment and sustainability matters.

Information regarding our progress on social and environmental commitments and initiatives are available in the 2022 Annual Report.



EML is proud to have achieved a 36% reduction in the production of plastic cards

Principle 8.

Remunerate fairly and responsibly

Relevant Governance Documents

- Remuneration Committee Charter
- Remuneration Report / Annual Report
- Securities Trading Policy.

8.1 Remuneration Committee

The Board believes that attracting and retaining the right calibre of personnel at the Board, Executive and Employee level is critical to ensure the Group is able to pursue its strategic objectives.

The Remuneration Committee (**REMCO**) assists the Board to achieve this. Its role and function are set out in its Charter, a copy of which is available on the Company's [website](#).

Details of the REMCO composition, membership and responsibilities in relation to remuneration are set out below.

Following each meeting, the REMCO will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the REMCO that requires Board approval.

The qualifications and experience of the members of the Committee, together with the number of meetings held and the number of meetings attended by each Committee member in the reporting period are set out in the 2022 Annual Report.

8.2 Remuneration Policies & and Practises

In accordance with the terms of the REMCO Charter, in the reporting period the Committee reviewed and approved the Group's overall remuneration policy in order to assess whether remuneration was market competitive and designed to attract, align and retain valuable members of staff.

While details of the Group's remuneration policies and practices are set out in the Remuneration Report, broadly in FY22:

- Independent (Non-Executive) Directors receive their fees in cash. They receive a fixed amount and do not receive options, bonus payments or other performance incentives and are not entitled to retirement benefits (other than superannuation);
- The Group CEO, KMP and Executives receive both fixed and incentive-based remuneration. Details of remuneration and the policies and practises adopted by the Group in setting the remuneration of the Group CEO, KMP's and Executives are outlined in the Remuneration Report in the EML 2022 Annual Report.

8.3 Equity Based Remuneration Restrictions

The Company's Securities Trading Policy prohibits any employee of EML to enter into security transactions (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under any equity-based remuneration scheme, or otherwise awarded, or which will be offered by EML in the future.

The Securities Trading Policy is available on our [website](#).

Composition	Membership	Purposes and Responsibilities
Comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are Independent.	Current members as at the date of this report 1. Melanie Wilson ¹ (Chair) 2. Tony Adcock ² 3. David Liddy ³ 4. Peter Martin ⁴	The purpose of the REMCO is to review and recommend to the Board matters relating to remuneration including: - Remuneration policies, including developing and maintaining the policies and frameworks that guide and govern Senior Management remuneration decisions, practices and outcomes; - Evaluation of remuneration packages for the Group CEO, Executives and other members of Senior Management; - The review of short and long-term incentive plans, including plan terms and conditions, performance hurdles and invitations to participate; - Monitoring compliance with the Non-Executive Director remuneration pool established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool.
Chaired by an Independent Non-Executive Director.	Members that resigned during the period and up to the date of this report Kirstin Ferguson ⁵ George Gresham ⁶	
1. Melanie Wilson was appointed as a member of the REMCO effective 21 July 2021 and rotated to the Chair of the REMCO effective 30 November 2021. 2. Tony Adcock was appointed a member of the REMCO effective 17 August 2021. 3. David Liddy rotated from the Chair to a member of the REMCO effective 30 November 2021. 4. Peter Martin was appointed a member of the REMCO effective 11 July 2022. 5. Kirstin Ferguson was a member of the REMCO until she retired from the Board on 16 July 2021. 6. George Gresham was a member of the REMCO until he resigned from the Board on 29 July 2021.		

