

SUMMARY OF PATRONUS RESOURCES LIMITED'S COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

Patronus' approach to Corporate Governance

This Statement addresses how Patronus implements the ASX Corporate Governance Council's, 'Corporate Governance Principles and Recommendations – 4th Edition (referred to as either ASX Principles or Recommendations).

The 4th edition of the Principles and Recommendations include the following 8 overarching Principles.

Principle 1 - Lay solid foundations for management and oversight: A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Principle 2 - Structure the board to be effective and add value: The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Principle 3 - Instil a culture of acting lawfully, ethically and responsibly: A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Principle 4 - Safeguard the integrity of corporate reports: A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Principle 5 - Make timely and balanced disclosure: A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Principle 6 - Respect the rights of security holders: A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Principle 7 - Recognise and manage risk: A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Principle 8 - Remunerate fairly and responsibly: A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Principle 1: Lay solid foundations for management and oversight

Recommendation 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.*

Role of the Patronus Board ('the Board')

The Board is responsible for the governance of Patronus. The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Patronus Constitution.

The Board's responsibilities are set out in a formal Charter which the Board reviews every two years. The Charter was most recently reviewed in April 2025.

The major powers the Board has reserved to itself are:

- demonstrating leadership;
- overseeing the Company, including its control and accountability systems;
- in conjunction with members of the senior management team, develop values statements, codes of conduct, corporate objectives, strategies and operations plans and approve and appropriately monitor plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestitures and major funding activities;
- appointment, evaluation and if necessary the removal of the Managing Director (or equivalent), and the Company Secretary;
- establish and monitor an incentive scheme for executives and staff;
- consultation with the Managing Director, which must occur prior to commitment to the appointment and where appropriate, the removal, of the CFO and all other Senior Executives;
- establishing appropriate levels of delegation to the Managing Director and other senior management to allow them to manage the business efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;
- monitoring the performance of senior management, including the implementation of strategy, and ensuring appropriate resources are available to them;
- identifying areas of significant business risk and ensure that the Company is appropriately positioned to manage those risks;
- overseeing the management of safety, occupational health and environmental matters;
- satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately
- ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- reporting accurately to shareholders, on a timely basis.

Recommendation 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;*
- 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.*

The Nomination Committee is made up of all members of the Board. It is chaired by an independent director and has one other independent director.

The Nomination Committee operates under the Nomination Committee Charter adopted by the Board.

When considering the appointment of a new Director, the Nomination Committee may engage the services of an executive recruitment firm to assist identify suitable candidates to be shortlisted for consideration for appointment to the Board and to carry out appropriate reference checks before the Nomination Committee & Board makes an offer to a preferred candidate.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details of relevant skills and experience.

Recommendation 1.3 – *A listed entity should have a written agreement with each director and executive setting out the terms of their appointment.*

New Directors consent to act as a Director and receive a formal letter of appointment which sets out duties and responsibilities, rights, and remuneration entitlements.

Recommendation 1.4 – *The company secretary of a listed entity should be accountable directly to the chair, on all matters to do with the proper functioning of the board.*

The Patronus Company Secretary fulfils a broad range of management responsibilities in addition to company secretarial duties. As a result, the formal reporting line of the Company Secretary is to the Managing Director. For any matter relevant to the company secretarial duties or conduct of the Board, the Company Secretary has an indirect reporting line, and is accountable, to the Chair of the Board.

Recommendation 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:*
 - i. *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*
 - ii. *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.*

The Company has adopted a formal Diversity Policy which recognises the value of and is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Company Board.

The Company is currently in an early stage of its development and given that the Company currently has few employees, the application of measurable objectives in relation to gender diversity, at various levels of the Company's business, is not considered to be appropriate nor practical.

The Board will review this position on an annual basis and will implement measurable objectives as and when they deem the Company to require them.

The participation of women in the Company at the date of this report is as follows:

- | | |
|--|-----|
| • Women employees in the Company | 38% |
| • Women in senior management positions | 50% |
| • Women on the Board | 0% |

The Company's Diversity Policy is available on its website.

Recommendation 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;*
- b) *disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect to that period.*

Evaluation of Board and individual Directors

The Board of Patronus conducts its performance review of itself on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and Executives throughout the year. Board members meet amongst themselves both formally and informally. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group given its size.

Recommendation 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.*

The performance of senior management is reviewed annually in an informal process with the executive's performance assessed against the company and personal benchmarks. Benchmarks are agreed with the executives and reviews are based upon the degree of achievement against those benchmarks.

Principle 2: Structure the Board to add value

Patronus Constitution provides for a minimum of three directors and a maximum of ten.

The Directors of Patronus at any time during the financial year are listed with a brief description of their qualifications, appointment date, experience and special responsibilities in the Annual Report.

The Board meet regularly throughout the course of the financial year to discuss the Company's operational and financial activities.

Recommendation 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 to discharge its duties and responsibilities effectively.*

The Nomination Committee operates under the Nomination Committee Charter adopted by the Board.

The Nomination Committee is made up of all members of the Board. It is chaired by an independent director and has one other independent director.

Recommendation 2.2 – The 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.

The Group does not have an established board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board however, due to the size of the Group, the Board does not consider it appropriate at this time to formally set a matrix on the mix of skills and diversity for Board membership.

Recommendation 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 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.*

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report is included in the Directors' Report. Directors of the Group are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

The Board has accepted the following definition of an Independent Director:

"An Independent Director is a Director who is not a member of management, is a Non-Executive Director and who:

- is not, and has not within the last three years, been employed in an executive capacity by the Company or another group member, and there has been a period of at least three years between ceasing such employment and serving on the Board;
- is not, and has not within the last three years been, a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- is not, and has not within the last three years been, a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- has no close family ties with any person who fall within any of the categories described above; or
- has been a Director of the entity for such a period that his or her independence may have been compromised."

In accordance with the definition of independence above, Mr. Giuseppe Graziano and Mr. Graham Ascough are considered independent. Accordingly, 40% of the Board is independent. Given the size of the Group the current Board is deemed appropriate. There are procedures in place, as agreed by the Board, to enable Directors to seek independent professional advice on issues arising in the course of their duties at the Group's expense.

The term in office held by each Director in office at the date of this report is as follows:

Name	Term in office
Mr. Giuseppe (Joe) Graziano	14 years
Mr. Hansjoerg Plaggemars	6 years
Mr. Rowan Johnston	3 years
Mr. Graham Ascough	1 year
Mr. John Ingram	<1 years

Recommendation 2.4 – *The majority of the Board of a listed entity should be independent Directors.*

As at 11 September 2025, the Board comprised one non-executive Chairman, three non-executive Directors and an Managing Director. In accordance with the definition of independence above, two Directors are considered independent. Accordingly, 60% of the Board are not independent.

The Board does not have a majority of independent directors. The Directors consider that the current structure and composition of the Board is appropriate to the size and nature of operations of the Group.

Recommendation 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.*

Under Patronus Constitution, the Board elects a Chairman from amongst the Directors. If a Chairman is not or ceases to be an independent Director then the Board will consider appointing a lead independent Director. No lead independent Director has been appointed.

Patronus Chairman, Mr. Rowan Johnston is not considered an independent Director.

Recommendation 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.*

The formal letter of appointment and an induction pack provided to Directors contain sufficient information to allow the new Director to gain an understanding of:

- The rights, duties and responsibilities of Directors;
- The role of Board Committees;
- The Code of Conduct; and
- Patronus financial, strategic, and operational risk management position.

Directors are encouraged to take appropriate professional development opportunities approved by the Board.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1 – *A listed entity should articulate and disclose its values.*

Patronus values safety, execution, integrity and trust, collaboration and culture and accountability and expects all employees, directors and contractors to strive at all times to enhance the reputation and performance of the Company.

Recommendation 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.*

Patronus has a Code of Conduct that applies to Patronus and its Directors, employees and contractors (all of which are referred to as “employees” in the Code).

The Code of Conduct sets out a number of overarching principles of ethical behaviour which cover:

- Personal and Professional Behaviour;
- Conflict of Interest;
- Public and Media Comment;
- Use of Company Resources;
- Security of Information;
- Intellectual Property/Copyright
- Discrimination and Harassment;
- Corrupt Conduct;
- Occupational Health and Safety;
- Legislation;
- Fair Dealing;
- Insider Trading;
- Responsibilities to Investors;
- Breaches of the Code of Conduct; and
- Reporting Matters of Concern.

Training about the Code of Conduct is part of the induction process for new Patronus Directors.

Patronus Code of Conduct is available on the Patronus website.

Recommendation 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.*

Patronus has a whistleblower policy. Any material incidents reported under that policy are reported to the board.

Recommendation 3.4 – *A listed entity should:*

- a) *have and disclose an anti-bribery and corruption policy; and*
- b) *ensure that the board or a committee of the board is informed of any material breaches of that policy.*

Patronus includes in its Code of Conduct that certain behaviours that might be considered to be bribes or corrupt are prohibited and/or requires reasonable authorisation before conducting.

Breaches of the code of conduct are required to be reported to the Managing Director or the Chairman.

Principle 4: Safeguard the integrity of corporate reports

Recommendation 4.1 – *A 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; 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 that 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.*

The Audit Committee operates under the Audit Committee Charter adopted by the Board.

The Audit Committee is made up of all members of the Board with two of them considered independent. It is chaired by an independent director.

Charter of the Audit Committee

The Board has formally adopted an Audit Committee Charter. The function of the Committee will be undertaken by all members of the Board in accordance with the policies and procedures outlined in the Audit Committee Charter.

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes both internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial and non-financial information. It is the Board's responsibility for the establishment and maintenance of a framework of internal control of the Group.

Recommendation 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.*

The officers of the Company assuming the roles of CEO and CFO have provided the Board with written assurances that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 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.*

All periodic corporate reports are subject to an internal verification process to verify the integrity of the report and ensure the content of the report is materially accurate, balanced and provides investors with appropriate information to make informed decisions.

All material market announcements including periodic corporate reports are circulated to the Board to ensure the Board has timely visibility of the nature and quality of information being disclosed to the market.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 – *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule 3.1.*

Disclosure

Patronus' Continuous Disclosure Policy describes Patronus' continuous disclosure obligations and how they are managed by Patronus. The Policy is reviewed bi-annually and is published on Patronus website. It was most recently reviewed in April 2025.

Accountability

The Company Secretary reports to the Board quarterly on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements immediately after notification to the ASX. All ASX announcements are available on the Patronus website.

Financial market communications

Communication with the financial market is the responsibility of the full Board. Communication with the media is the responsibility of the Chairman. The Disclosure Policy covers briefings to institutional investors and stockbroking analysts, general briefings, one-on-one briefings, blackout periods, compliance and review as well as media briefings.

The substantive content of all market presentations about the half year and full year financial results and all statements relating to Patronus future earnings performance must be referred to, and approved by, the Board before they are disclosed to the market.

Recommendation 5.2 – *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

The Company Secretary reports to the Board quarterly on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements immediately after notification to the ASX. All ASX announcements are available on the Patronus website.

Recommendation 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.*

The Company ensures that all new and substantive investor or analyst presentations are released on the ASX platform ahead of the presentation being made.

Principle 6: Respect the rights of shareholders

Recommendation 6.1 – *A listed entity should provide information about itself and its governance to investors via its website.*

Patronus website at www.patronusresources.com.au provides detailed information about its business and operations. Details of Patronus Board Members can be found on the website.

The Investors link on the Patronus website provides helpful information to shareholder. It allows shareholders to view all ASX and media releases for the last year; various investor presentations; a copy of the most recent Annual Report and Annual Reports for at least the two previous financial years; and the notice of meeting and accompanying explanatory material for the most recent Annual General Meeting and the Annual General Meetings for at least the two previous financial years.

Shareholders can find information about Patronus corporate governance on its website at under the 'About' link. This includes Patronus Corporate Governance Statement.

The Corporate Governance structure includes:

- Board Charter
- Code of Conduct
- Committee Charters
- Continuous Disclosure Policy
- Diversity Policy
- Performance Evaluation Practices
- Procedures for Selection and Appointment of Directors
- Risk Management and Internal Compliance and Control
- Securities Trading Policy
- Shareholder Communication Policy
- Whistleblower Policy

Recommendation 6.2 – *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*

Patronus is committed to communicating effectively with its shareholders and making it easier for shareholders to communicate with the Group.

Patronus promotes effective communication with shareholders and encourages effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the Annual Report, half yearly report and quarterly reports;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

Recommendation 6.3 – *A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*

Notices of meeting sent to Patronus shareholders comply with the “Guidelines for notices of meeting” issued by the Governance Institute of Australia in July 2014. Shareholders are invited to submit questions before the meeting and, at the meeting, the Chairman attempts to answer as many of these as is practical.

The Chairman also encourages shareholders at the meeting to ask questions and make comments about Patronus operations and the performance of the Board and senior management. The Chairman may respond directly to questions or, at his discretion, may refer a question to another Director.

New Directors or Directors seeking re-election are given the opportunity to address the meeting and to answer questions from shareholders.

Recommendation 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.*

The Board has decided that all substantive resolutions presented to a shareholders meeting will be decided by a poll rather than a show of hands.

Recommendation 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.*

Shareholders have the option of electing to receive all shareholder communications by e-mail. Patronus provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on the Patronus website.

All announcements made to the ASX are available to shareholders by email notification when a shareholder provides the Patronus Share Registry with an email address and elects to be notified of all Patronus ASX announcements.

The Patronus Share Register is managed and maintained by Automic Registry. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via Automic Registry Investor Online Login or by using the Automic Registry website.

Principle 7: Recognise and manage risk

Recommendation 7.1 – A board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:
 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; 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 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.

The Group does not have a Risk Management Committee. The role of the Risk Management Committee has been assumed by the full Board operating under the Risk Management and Internal Compliance Control Policy adopted by the Board.

Recommendation 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.

Risk Management Policies

Patronus has a number of other policies that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Directors and Executive Offices' Code of Conduct
- Code of Business Conduct
- Dealing in Company Securities
- Communications Strategy
- Disclosure Policy
- Risk Management and Internal Control Policy

Roles and responsibilities

The Risk Management Policy, and the other policies listed above, describes the roles and responsibilities for managing risk. This includes, as appropriate, details of responsibilities allocated to the Board.

The Board is responsible for reviewing and approving changes to the Risk Management and Internal Compliance Control Policy and for satisfying itself that Patronus has a sound system of risk management and internal control that is operating effectively. The Board annually reviews and approves Patronus main risk exposures and the mitigating actions.

Recommendation 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.

The Group does not have an established internal audit function given the size of its current operations. The risk management functions of the board are summarised under recommendations 7.1 and 7.2.

Recommendation 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.

The Board of Patronus informally monitors and manages the Groups exposure to environment and social risks. The Board considers that the current approach that it has adopted with regard to the environmental and social risk management process is appropriate to the size and nature of operations of the Group.

Principle 8: Remunerate fairly and responsibly**Recommendation 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; 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.*

The Remuneration Committee is responsible for determining and reviewing compensation arrangements for executive directors operating in accordance with the Remuneration Committee Charter adopted by the Board.

The Remuneration Committee is made up of all members of the Board two of whom are considered independent. It is not chaired by an independent director.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive Directors.

Recommendation 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.*

Patronus remuneration structure distinguishes between Executive and Non-Executive Directors. A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report of the Annual Report.

Recommendation 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.*

Patronus does not have a policy on whether participants in equity based remuneration schemes are able to enter into transactions which limit the economic risk of participating in those schemes as the Group does not have an equity based remuneration scheme.

Additional recommendations that apply only in certain cases

Recommendation 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.

Not Applicable

Recommendation 9.2: A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

Not Applicable

Recommendation 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.

Not Applicable

Additional disclosures applicable to externally managed listed entities

Alternative to recommendation 1.1 for externally managed listed entities:

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.

Not Applicable

Alternative to recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:

An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.

Not Applicable