2026

Corporate governance statement.

resimac

Our approach to Corporate Governance.

The Board of Directors of Resimac Group Ltd is responsible for overseeing the governance of the Resimac Group and is committed to meeting its corporate governance obligations in the best interests of the Company and its stakeholders.

The Board regularly reviews its governance framework and policies to ensure the Group's practices align with evolving market standards and the expectations of shareholders, regulators and other stakeholders.

This Corporate Governance Statement has been approved by the Board and is current as at **16 October 2026**.

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PRINCIPLE 1

Lay solid foundations for management and oversight.

The role of the Board

The Board has the responsibility and is accountable to shareholders for the management and control of the Company's business and day-to-day activities and to approve the purpose and strategy of the company. The Board has identified the key functions, which it has reserved for itself.

These duties are summarised below and set out in the Board Charter, which is reviewed every two years and is available on the Company's website.

- Oversee management's performance in implementation of the Company's strategy
- Oversee the conduct of the Company's business to evaluate whether the business is being properly managed and to ensure that it is conducted in a transparent, honest and ethical manner;
- Ensure that adequate procedures and controls are in place to identify the principal risks of the Company's business and delegate the implementation of appropriate systems to manage these risks by the Board Committees and management;
- Select, appoint, evaluate the performance of, determine the remuneration of, plan for the succession of, and removal of the Chief Executive Officer;
- Ensure that adequate plans and procedures are in place for succession planning of both the Board and management, including appointing, training and monitoring the performance of senior management;
- Approve the annual operating budget and any significant capital expenditure;
- Monitoring the Group's operating and cash flow performance, financial position and key metrics, and overseeing the integrity of the accounting and corporate reporting systems including external audit;
- Ensuring the Company's values and ethical standards are driving the Company's culture;
- Oversee the process for making timely and balanced disclosure of all material information to the Australian Securities Exchange (ASX);
- Reviewing the Group's risk management framework and monitoring that the Group is operating within the tolerances outlined in the risk appetite set by the Board; and
- Ensuring the safety of employees by ensuring adequate practices and support is in place to address potential workplace health and safety related issues, both physiological and psychological.

The Board may establish Committees to assist in carrying out its responsibilities and to oversee the management of the Company. The Board Committees are discussed in Principle 2. The Board will also consider management recommendations with respect to various financial and operational matters.

Appointment of Directors

The Board is responsible for the review of the Board's composition. Appointments of Non-Executive Directors are based on recommendations of the Remuneration and Nomination Committee. Prior to the appointment of a Non-Executive Director to the Board, the Committee will conduct interviews and determine on what pre-appointment checks and reference checks will be conducted.

All newly appointed directors will be provided with an induction pack and will meet with key management personnel as part of the induction process. One element of induction is to assist the director/s with familiarising themselves with the Company's policies and procedures and the workings of the Board.

Directors are expected to develop and maintain their knowledge and skills relevant to the company. Subject to notification to the Chair and on obtaining the approval of the Board, directors can undertake professional development at the expense of the Company.

All material information in respect of each director standing for election or re-election at the Annual General Meeting is contained in the Explanatory Memorandum which accompanies the Notice of Annual General Meeting. Shareholders are required to approve any such election or re-election.

Performance of the Board

As set out in the Board Charter, the directors undertake annual assessments of their individual performances and also the performance of the Board as a whole. These assessments are conducted in-house. However the Board may, if a director requests, have this process undertaken by an external independent party.

Meeting evaluations are conducted on a rotation basis by directors at the conclusion of each Board meeting. The purpose of these evaluations is to ensure that meetings are effective in achieving their objectives.

Executive performance assessment

Senior executives participate in an annual performance review process, which involves the establishment of predetermined key performance indicators and relevant measures. A progress assessment is undertaken six months into the performance period. Senior management may be awarded with a short-term incentive payment (in cash) for superior performance. For a full overview of the performance evaluation process for senior management, refer to the Remuneration Report, which is contained within the Annual Report. A review of executive performance was undertaken during the year both by the CEO and the Remuneration and Nomination Committee and with respect to the CEO, by the Board.

The Company has a written agreement with each of the directors and members of the Senior Executive team, which sets out the terms and conditions of their appointment.

The Board has undertaken an evaluation and provided feedback on the performance of the Chief Executive Officer during the year. Formal evaluation and feedback is completed mid-year and full year.

There is further commentary on the performance and relevant objectives set out in the Remuneration Report.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and management of the company secretariat function. The appointment or removal of the Company Secretary is determined by the Board.

Diversity, Equity and Inclusion

The Group is committed to promoting a diverse and inclusive culture and believes that embracing diversity in its workforce contributes to the achievement of its corporate objectives as discussed in Principle 3.

The directors recognise that having a diverse Board (with at least two female members) will assist in effectively carrying out its role. Currently the composition of the Board includes two female directors. The Board further believes having an appropriate blend of diversity on the Board and in the Group's senior executive positions assists with the company's performance by ensuring diversity of thought, drawn from differing backgrounds and experiences.

The Board and management have established a Diversity Equity and Inclusion Policy and have a set of diversity and inclusion objectives. The objectives include diversity of thought, commitment and development of culture through building a diverse and inclusive workplace, continuous pay equity, flexibility, non-biased recruitment practices, talent management through provision of a range of opportunities including training and education, transparent approaches to internal promotions and succession planning. The details of the policy are available on the Company's website.

The key elements of the Diversity Equity and Inclusion Policy are as follows:

- Increased gender diversity on the Board and senior executive positions and throughout the Group.
- Annual assessment of Board gender diversity objectives and performance against objectives set by the Board and Remuneration and Nomination Committee.
- Ensuring regular diversity and pay equity reporting to the Committee.
- Continuous assessment of internal processes to ensure equity for all employees.
- Developing employee skills and experiences as part of succession planning regardless of age, sex, nationality, religious beliefs, disability or any other individual characteristic.
- Maintaining a psychologically and physically safe workplace to safeguard employees against inappropriate workplace behaviour including harassment, victimisation and bullying.

Diversity and Inclusion related activities undertaken throughout the year are set out in the Remuneration Report including the establishment of a Diversity, Equity and Inclusion Committee, Employee Engagement surveys and further policy development.

PRINCIPLE 2

Structure the Board to add value.

Membership of the Board

The Board consists of directors with an appropriate mix of skill and experience, from different backgrounds, with whom together provide the necessary breadth and depth of experience to meet the Board's roles and responsibilities.

The size of the Board is determined by the Company's Constitution, which specifies a minimum of 3 and maximum of 10 directors. The table below summarises the current composition of the Board and the term in office held by each director at the date of this report. Background details of each director are set out in the Directors' Report which forms part of the Annual Report.

Name	Position	Term in office
Wayne Spanner	Independent Non-Executive Chairman	6 years, 7 months
Susan Hansen	Non-Executive Director	9 years, 11 months
Warren McLeland	Independent Non-Executive Director	9 years, 11 months
Duncan Saville	Non-Executive Director	8 years, 7 months
Caroline Waldron	Independent Non-Executive Director	5 years, 11 months

Nomination and appointment of new Directors

The Board's Remuneration and Nomination Committee has the responsibility for reviewing the membership of the Board on an annual basis to ensure the appropriate skill mix of the Board as a whole.

Procedure for the selection and appointment of new directors:

- The Remuneration and Nomination Committee identifies the required skills, experience, and other qualities required of new directors;
- Potential candidates are then interviewed by members of the Remuneration and Nomination Committee and a short list prepared;
- The Board meets to consider the potential candidates, which is followed by Board members having the opportunity to interview any prospective candidate; and
- An appointment is then made by the Board.

Shareholders are then responsible for the appointment of directors at the next subsequent Annual General Meeting.

The Board is committed to ensuring that new directors are familiar with the Company's businesses. New directors are provided with an induction program. Directors may undertake continuing education courses at the Company's expense, with the prior approval of the Chairman or the Board.

Retirement and re-election of Directors

The Company's Constitution specifies that one third of the Board, excluding the Managing Director (if applicable), must retire from the office and stand for re-election at each Annual General Meeting. Further, each director, must stand for re-election every 3 years.

During the year Mr W Spanner and Mrs C Waldron retired by rotation in accordance with the Constitution at the 2025 Annual General Meeting and being eligible were re-elected.

Mr W McLeland and Ms S Hansen will stand for re-election at the upcoming Annual General Meeting to be held on 17 November 2026.

Succession planning

The Board plans succession of its own members in conjunction with the Board Remuneration and Nomination Committee, considering the skill and experience of current Board members and the Company's future strategic direction and needs.

The Board retains overall responsibility for succession planning of the Chief Executive Officer, via the Remuneration and Nomination Committee. The Remuneration and Nomination Committee and the Chief Executive Officer are responsible for the succession planning of other senior executives.

Director independence

An Independent Director is not an executive or member of management or:

- Is not a substantial shareholder of the company or an officer of, or otherwise associated directly with the company;
- Within the last three years has not been employed in an executive capacity by the Company or another consolidated member;
- Within the last three years has not 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 a material supplier or customer of the Company or other consolidated member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- Has no material contractual relationship with the Company or another consolidated member other than as a Chair or director of the Company; and
- Is free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

The Board assesses the independence of the directors periodically. It is the Board's view that Mr W Spanner, Mr W McLeland and Ms C Waldron are Independent Directors.

Conflict of interest

Directors are required to disclose private or other business interests and any other matters, which may lead to potential or actual conflict of interest to the Board. At each Board meeting each director is required to disclose any conflict. Any standing conflict is registered in the conflicts register.

Director's dealings with the Company will always be at arm's length to avoid the possibility of actual and perceived conflict of interest.

Any director who has a material personal interest in a matter being considered by the Board must not be present when the matter is being considered and may not vote on the matter. A 'material' interest would depend on the individual matter being considered, and whether it would be deemed to be material.

A copy of the Company's Conflicts of Interest Policy is available on the Company's website.

Board access to information and advice

All directors have access to any employees, company advisers, records and information they may require assisting in carrying out their duties. The Board also receives monthly financial and operational reports from executive management.

Directors have the right to seek independent professional advice in connection with their duties and responsibilities at the Company's expense, to help them carry out their responsibilities. Prior notification to the Chair, and the Board's approval is required.

Board committees

There are currently four Board Committees whose powers and procedures are governed by the Company's Constitution and the relevant Committees' charter. These are the Audit Committee, the Remuneration & Nomination Committee, the Risk & Compliance Committee, and the Ventures Committee. Other Committees may be established from time-to-time to consider matters of special importance. Further, there are a number of management committees, i.e. Asset and Liability Committee, Credit Committee, Environment, Governance and Social Committee, Diversity, Equity and Inclusion Committee, and Workplace Health and Safety Committee which provide minutes and outcomes to the Board Committees.

The Board uses its committees to support it in matters, which require more intensive review. Each committee has a formal charter, approved by the Board defining its duties, reporting procedures and authority. Minutes from all Committee meetings are made available to all directors and are required to be included in the next set of Board papers for noting.

Board of Directors.

A profile of each Director can be found on our website here.

Wayne Spanner

Chairman since November 2024
Independent Non-Executive Director since February 2020

Susan Hansen

Non-Executive Director from October 2016 to July 2024, **Executive Director** from July 2024 to April 2025, **Non-Executive Director** since May 2025

Warren McLeland

Chairman from February 2020 to November 2024 and **Non-Executive Director** from October 2016 to February 2020 and **Independent Non-Executive Director** since November 2024

Duncan Saville

Non-Executive Director since November 2017

Caroline Waldron

Independent Non-Executive Director since November 2020

Governance structure

Copies of the Board Committee Charters are available on the Company's website. Details of Directors' membership of each Committee and their attendance at meetings throughout the period are set out in the Directors' report.

Board skill matrix

The following are the current skills, knowledge, experience and capabilities of the Board of Directors. The last assessment was completed in June 2026.

Skill and experience	Explanation
Industry and technical expertise	
Financial services industry experience	Experience in a senior leadership position or as a director within the financial services industry and lending businesses.
Credit risk and portfolio management	Understanding of credit risk, underwriting, arrears, hardship and portfolio performance.
Funding securitisation and capital markets	Experience in securitisation, liquidity management and capital markets.
Governance and listed company experience	
ASX experience	Experience as a director of a listed company (local or international), including an understanding of ASX Listing Rules and disclosure and governance requirements.
CEO, Managing Director, Executive and Board experience	Board, CEO, Managing Director and/or senior leadership / executive experience in major organisations, enterprises or listed companies in Australia or overseas, and managing through periods of rapid change.
Governance	Experience and knowledge in good practice governance structures, corporate governance and the regulatory requirements of Boards and entities.
Risk, regulation and compliance	
Risk management (enterprise-wide)	An understanding of financial and non-financial risk management, including operational, conduct, compliance, environmental, technological and governance risk and the ability to monitor risks and assess controls. Understanding of ACL and AFSL obligations and familiar with AML, NCCP Act and the Privacy Act.
Regulatory compliance and conduct risk	Experience with regulators and compliance obligations.
Customer and market perspective	
Customer outcomes and experience	Knowledge of, or experience in, organisations and operations managing large retail customer bases, including understanding of customer lifecycles.
Marketing and business development	Experience in marketing, sales and business development within industry.
Stakeholder and investor relations	Engaged with investors and stakeholders.
Technology, data and transformation	
Technology, data and cybersecurity	Knowledge of technology, data governance and cyber risks, particularly in organisation that are focussed on the development of business strategies which rely on new technologies and digital disruption, digital customer management and cybersecurity.
Transformation and change	Experience in the oversight of transformation and change programs.

Board skill matrix (cont'd)

Skill and experience	Explanation
Strategy and financial oversight	
Strategic and commercial acumen	An ability to define strategic objectives and constructively question business plans and implement strategy using commercial judgement.
Financial acumen	Financial knowledge, accounting or related financial management qualifications and experience, including understanding the financial statements of organisation of significant size and complexity and the ability to probe the adequacies of financial and related risk controls.
Capital management	Experience in capital markets and/or complex capital structuring and funding strategies including economic drivers and global business perspectives.
People, culture and sustainability	
People, culture and remuneration	Experience in people matters including culture, morale, management development, succession and remuneration (including incentive programs and the legislative framework governing remunerations).
Health, safety and environment	Experience in health, safety and environment matters (HSE), policies and strategies, including implementing HSE systems in organisations of significant size.
ESG, sustainability and climate risk	Experience in, and knowledge of ESG and sustainability risks and disclosures, including environmental and social issues applicable to the organisation.

PRINCIPLE 3

Promote ethical and responsible decision making.

Code of ethics

The Company has adopted a Code of Ethics, which applies to all directors, officers, employees and contractors working within the Resimac Group.

The Code sets out the values and behaviours expected within the Group and is designed to ensure a standard of honest, ethical and law-abiding behaviour expected by the Company.

The Code is required to be read and acknowledged on commencement of employment and then annually thereafter. A copy of the Code can be found at the Company's website.

PRINCIPLE 4

Safeguard integrity in financial reporting.

Safeguard integrity in financial reporting

The Board has the responsibility to ensure truthful and factual presentation of the Company's financial position. The Board has established an Audit Committee to assist the Board to focus on issues relevant to the integrity of the Company's financial reporting. The establishment of the Audit Committee and the function of the Committee are governed by a formal charter.

In accordance with its Charter, the Audit Committee must have at least two members and a majority of independent Directors.

Details of the background of the Audit Committee members together with details of the number of meetings of the Audit Committee held during the year and their attendance at those meetings are set out in the Directors' Report.

The primary functions of the Audit Committee are to:

- Evaluate the adequacy and effectiveness of the internal control system and in conjunction with the Risk and Compliance Committee ensure that the company has an effective risk management framework;
- Appoint, monitor and review the activities of the Company's external auditors;
- Monitor the effectiveness and independence of both external and internal auditors;
- Review and report to the Board on the integrity of the Company's annual and half-year financial statements, and its accounting policies and principles adopted;
- Ensure adequate risk and compliance controls with respect to financial reporting;
- Recommend dividends payable to shareholders; and
- Monitor and review Taxation Governance policy.

A copy of the Audit Committee Charter is available on the Company's website.

Declaration by the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) or equivalent

The CEO and CFO periodically provide formal assurance statements to the Board that:

- The Company's financial statements and notes for both the half year and full year present a true and fair view of the Company's financial condition and operational results; and
- The risk management and internal compliance and control systems are sound, appropriate and operating efficiently and effectively.

Independent external audit

The Company requires its external audit to:

- Provide stakeholders with assurance over the true and fair view of the financial reports; and
- Ensure accounting practices comply with applicable accounting rules and policies.

The Company's independent external auditor is Deloitte. External auditors are required to rotate the engagement partner assigned to the Company on a five-year basis. The Board has requested that Deloitte attend the Company's Annual General Meeting on 17 November 2026, and that they be available to answer questions in relation to the conduct of their audit.

Internal audit

The internal audit function is carried out in-house. The Head of Internal Audit has a dotted line to the Chair of the Audit Committee. This function is governed by a charter that is reviewed by the Audit Committee. Annually the Audit Committee establishes an audit plan for approval by the Board. Where required, the Head of Internal Audit may engage external independent consultants to assist with an audit.

PRINCIPLE 5

Make timely and balanced disclosure.

Continuous disclosure policy

The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company and that Company announcements are factual and presented in a clear and objective manner.

The Company's Continuous Disclosure Policy, which is available on the Company's website, is designed to ensure compliance with the Corporations Act 2001 and ASX Listing Rules continuous disclosure requirements.

PRINCIPLE 6

Respect the rights of shareholders.

When distributing notices of Annual General Meetings to shareholders, the Company encourages shareholders to send in any questions they may wish to have answered prior to the meeting and are also encouraged to ask questions and make comments at the meeting.

The directors, company secretary and other key management personnel make themselves available to communicate with shareholders throughout the year so that they feel engaged with the Company.

Shareholders' meetings may be held in person, virtually, or as a hybrid meeting as determined by the Board. AGMs since 2020 were held virtually. The Company proposes to again conduct the 2026 AGM virtually. The Company will monitor market activity and determine the most appropriate forum to hold future AGMs.

The Notice of Meeting and Explanatory Statement documents sent out to shareholders contain all relevant information relating to the meetings.

Shareholders are encouraged to ask questions of the directors and management at meetings and if they are unable to attend the meeting, they are encouraged to send in questions on the Company's website which will be answered at the meeting.

The results of a meeting are released to the market as soon as practicable after the conclusion of the meeting.

Shareholders of Resimac Group Ltd have the option of receiving and sending information to the Share Registry. Shareholders are encouraged to provide their email addresses to facilitate electronic communication with the Share Registry. The Company's website has a direct link to the Share Registry website to facilitate shareholder communication with the Share Registry.

The Company Secretary has been nominated as the person responsible for all communications to the ASX.

PRINCIPLE 7

Recognise and manage risk.

Material risks

The Board considers annually the risk appetite of the business and ensures appropriate metrics are set and reported on at least quarterly. The fundamental aim of the Company's risk management strategy is to balance risk against reward, and to optimise returns to all stakeholders. The Company recognises and manages the following material risk categories:

- **Compliance & Regulatory Risk:** is the risk of legal or regulatory sanctions, material financial loss, or loss to reputation an organisation may suffer because of its failure to comply with laws, regulations, rules, and license conditions.
- **Conduct Risk:** is the risk of inappropriate, unethical, or unlawful behaviour on the part of an organisation's management or employees or by individuals employed by, or on behalf of, the organisation.
- **Credit Risk:** refers to the potential for financial loss arising from a borrower's failure to meet their contractual repayment obligations under mortgage and asset finance products. This includes risks associated with borrower's creditworthiness, collateral valuation, and macroeconomic conditions that may impact repayment capacity.
- **Cyber, Security & Technology Resilience Risk:** refers to the potential for loss, disruption, or degraded performance of critical technology systems due to cyber threats, security breaches, system failures, or infrastructure limitations. It includes risks such as cyberattacks, data breaches, outages, latency, and technical debt. The impact depends on the organisation's ability to maintain secure, stable, and scalable technology environments. Consequences may include financial loss, reputational damage, operational disruption, and failure to meet service expectations.
- **Digital Disruption Risk:** refers to the potential impact on the Group from emerging digital technologies, innovation by competitors, or internal failure to adapt to technological change. This includes, but is not limited to, the inability to remain technology-enabled, digitalised, or responsive to shifts in the digital landscape.
- **Financial Accounting Risk:** are the risks associated with the misstatement of internal or external financial reporting. This includes, but is not limited to, reporting in line with accounting standards, the Corporations Act 2001, Australian Tax Office regulations, Australian Securities & Investments Commission (ASIC), Australian Securities Exchange (ASX) and Australian Prudential Regulation Authority Reporting.
- **Funding Risk:** refers to the potential of adverse funding conditions such as increased costs, restrictive covenants, or limited access to capital that may affect the organisation's ability to meet its financial obligations or strategic objectives.
- **Operational Risk:** is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems (including those provided by external cloud-based facilitators).
- **People & Culture Risk:** are risks that can be attributed to organisations structure, capabilities, deployment, mobility, attraction, retention, talent and succession management, workplace health and safety and issues pertaining to industry standards and regulatory requirements for employee relations. Culture Risks are risks that can be attributed to a misalignment between organisation values/conduct, leader actions or employee behaviours / conduct.
- **Project Risk:** is the risk that a material project or program does not achieve its objectives or is not executed on time and within budget.
- **Strategic Risk:** are the risks associated with an organisation pursuing and executing organic and inorganic strategic growth opportunities. The Board has an open risk appetite for Strategic Risk. The Group is committed to acting ethically and with integrity in its business dealings and relationships and is committed to preventing modern slavery in its own business and to helping prevent modern slavery in its supply chains.
- **Reputational Risk:** is the risk arising from negative perception on the part of customers, counterparties, shareholders, investors, debt holders, market analysts, other relevant parties or regulators that can adversely affect the Group's ability to maintain existing, or establish new, business relationships and continued access to sources of funding.

- **Fraud Risk:** is the risk of loss from internal fraud or external fraud. Internal fraud includes loss due to acts that are intended to defraud, misappropriate property, or circumvent regulations, the law or company policy, which involve at least one internal party. External fraud includes loss due to acts of a third party that are intended to defraud, misappropriate property, or circumvent the law (APRA).
- **Vendor Management Risk:** refers to the potential for disruption, financial loss, reputational damages, or regulatory non-compliance arising from the failure of third-party vendors or services providers to meet contractual obligations, performance standards, or compliance requirements. This includes risk associated with concentration, dependency, oversight, and resilience of critical vendors.

Emerging Risks

The Board acknowledges that the Group is exposed to risks other than the material risks set out above. The Board acknowledges that the Group is exposed to a range of risks beyond those classified as material. However, based on current assessments, the risks outlined under "Other Risks" are not considered material at this time. These risks will continue to be monitored to ensure timely escalation should their impact or likelihood change.

- **Environmental, Social & Governance Risk:** ESG-related regulatory obligations, such as climate-related financial disclosures under AASB 2/ASRS, modern slavery reporting, and anti-greenwashing expectations, are managed within the Group's Compliance & Regulatory Risk appetite. The Group continues to assess the broader materiality of ESG risks, including physical, transition and reputational risks, through the ongoing integration of Climate-Related Risks into the Risk Management Framework, climate scenario analysis, and Scope 1, 2 and 3 emissions tracking. Subject to the outcomes of these initiatives, the ESG risk category may be elevated to a material risk in future reporting periods, particularly if material exposures are identified through internal analysis, stakeholder scrutiny or regulatory developments. The ESG Committee will continue to monitor developments in sustainability reporting and regulatory standards and will advise the Risk and Compliance Committee and Board on the potential materiality of ESG risks.

Resimac Group Ltd has a dedicated internal audit function. In addition, an enterprise risk team and a compliance team.

The Company has adopted the 3 lines of defence model.

The business executives have accountability for the risks within their divisions with oversight, analysis, monitoring and reporting of these risks by Enterprise Risk. The risk management framework and policies are developed and approved by management and reviewed by the Risk and Compliance Committee and approved by the Board. Senior management provides reporting to the Audit Committee and the Risk and Compliance Committee on the effectiveness of management controls for material business risks.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan, which encompasses the Group's vision and strategy statements, designed to meet stakeholders' needs and manage business risk.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of KPI's of both a financial and non-financial nature.
- Establishment of a Risk and Compliance Committee and recruitment of skilled personnel to ensure there is identification of all compliance obligations relevant to the company, monitoring of the obligations and relevant reporting back to the Board.

Continuity of business controls

Crisis Management Plan – the business has implemented a formalised Crisis Management Plan for escalation of incidents dependent on severity. Agreed triggers for Risk, Compliance and Cyber incidents are in place. Crisis and/or cyber incident simulation sessions facilitated by external parties are held with management annually.

Business Continuity Plan (BCP) – individual business unit BCP's and BIA's (Business Impact Analysis) are undertaken to ensure accurate, fit for purpose plans are in place to enable continuity of our business. The most recent BIA was conducted in April 2023.

PRINCIPLE 8

Remunerate fairly and responsibly.

The Board Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee. This Committee has a formal charter, which is available on the Company's website.

The Remuneration and Nomination Committee responsibilities include:

- Ensuring the CEO and KMP's remuneration is in line with market, includes a performance based element and has alignment to shareholders' interests.
- Advise the Board with respect to all matters relating to executive remuneration and make recommendations accordingly.
- Ensuring an appropriate remuneration framework is in place to attract, motivate and retain talent.
- Overseeing and facilitating the nomination of Committee and Board members.
- Ensuring the Board skills matrix is reviewed every two years and that the Board has adequate skills to discharge its duties effectively.

In accordance with its Charter, the Committee must have at least three members. The Committee currently has 4 members with the Chair being independent.

ASX CORPORATE GOVERNANCE COUNCIL

Best practice recommendations.

The Board believes that the governance policies and practices adopted by Resimac Group Ltd goes towards complying with the 4th edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" (ASX Principles) which became effective from 1 June 2020. Resimac Group Ltd corporate governance practices for the year ended 30 June 2026 and at the date of this report are outlined in the Corporate Governance Statement.

The following summary tables lists each of the ASX Principles and the Resimac Group Ltd assessment of compliance with the principles.

ASX Principle		Compliance
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.		
1.1	A listed entity should establish and disclose a Board charter setting out the functions reserved to the Board and those delegated to senior executives	Comply
1.2	A listed entity should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and 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.	Comply
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Comply
1.4	Company secretary should be accountable to the Board.	Comply
1.5	A listed entity should have a diversity policy which includes requirements for the Board to set measurable objectives for achieving gender diversity. Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and progress in achieving them.	Comply
1.6	A listed entity should disclose the process for evaluating the performance of the Board.	Comply
1.7	A listed entity should disclose the process for evaluating the performance of senior executives.	Comply

Principle 2 - Structure the Board to be effective and add value A listed entity should have a Board 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.		
2.1	The Board should establish a nomination committee.	Comply
	The Nomination Committee should be structured so that:	
	• Consists only of Non-Executive Directors.	Comply
	• Consists of a majority of Independent Directors.	Comply
	• Is Chaired by an Independent Director, who is not Chair of the Board.	Don't comply
	• Has at least three members.	Comply

ASX Principle		Compliance
Principle 2 - Structure the Board to be effective and add value (cont'd)		
2.2	A listed entity should disclose a Board skills matrix.	Comply
2.3	A listed entity should provide the information indicated in the Guide to reporting on Principle 2.	Comply
2.4	A majority of the Board should be Independent Directors.	Comply
2.5	The chair should be an Independent Director and should not be the same person as the CEO of the entity.	Comply
2.6	A listed entity should have a program for inducting new directors.	Comply

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.

3.1	A listed entity should articulate and disclose its values.	Comply
3.2	A listed entity should have and disclose a code of conduct for its directors, senior executives and employees, and ensure that the Board or a committee of the Board is informed of any material breaches of that code.	Comply
3.3	A listed entity should have and disclose a whistleblower policy and ensure that the Board or a committee of the Board is informed of any material breaches of that policy.	Comply
3.4	A listed entity should have and disclose an anti-bribery and corruption policy and ensure that the Board or a committee of the Board is informed of any material breaches of that policy.	Comply

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

4.1	The board should establish an Audit Committee	Comply
	The Audit Committee should be structured so that it:	
	• Consists only of Non-Executive Directors.	Comply
	• Consists of a majority of Independent Directors.	Comply
	• Is Chaired by an Independent Director, who is not Chair of the Board.	Don't comply
	• Has at least three members.	Comply
4.2	The Board should before it approves the financial statements for a period receive the declarations from its CEO and CFO required by s295.A of the *Corporations Act 2001*.	Comply
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 the external auditor.	Comply

ASX Principle		Compliance

Principle 5 - Make timely and balanced disclosure
A listed entity should promote timely and balanced disclosure of all material matters concerning the company.

5.1	A listed entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Comply
5.2	A listed entity should ensure that its Board receives copies of all material announcements promptly after they have been made.	Comply
5.3	A listed entity that gives an analyst presentation should release a copy of the presentation materials on the ASX Market Announcement Platform ahead of the presentation.	Comply

Principle 6 - Respect the rights of security holders
A listed entity should respect the rights of security holders and facilitate the effective exercise of those rights.

6.1	A listed entity should provide information about itself and its governance to investors via its website.	Comply
6.2	A listed entity should have an investors relations program that facilitates effective two-way communication with investors.	Comply
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Comply
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll.	Comply
6.5	A listed entity should give security holders the option to receive communications from, and communications to, the entity and security registry electronically.	Comply

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

7.1	The Board should establish a committee to oversee Risk.	Comply
	The Committee should be structured so that it:	
	• Consists of a majority of Independent Directors.	Comply
	• Is Chaired by an Independent Director.	Comply
	• Has at least three members.	Comply
7.2	The Board or a committee should review the risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regards to the risk appetite set by the Board.	Comply
7.3	A listed entity should disclose if it has an internal audit function, how that function is structured and what role it performs.	Comply
7.4	A listed entity should disclose whether they have any material exposure to environmental or social risks.	Comply

ASX Principle		Compliance
Principle 8 - Remunerate fairly and responsibly A listed entity should ensure that the level and composition of remuneration is sufficient and responsible and that its relationship to performance is clear.		
8.1	The Board should establish a Remuneration Committee.	Comply
	The Committee should be structured so that it:	
	• Consists of a majority of Independent Directors.	Comply
	• Is Chaired by an Independent Director.	Comply
	• Has at least three members.	Comply
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and senior executives.	Comply
8.3	A listed entity should have an equity-based remuneration scheme.	Comply

RESIMAC GROUP LTD

Corporate information.

Registered office and Corporate office

Level 22, 201 Kent Street, Sydney NSW 2000
P. +61 2 9248 0300
E. info@resimac.com.au
W. resimac.com.au
ABN 55 095 034 003
Australian Credit Licence 247829
ASX:RMC

Share registry

Computershare Investor Services Pty Limited

Non-Executive Directors

Wayne Spanner, Chairman
Susan Hansen
Warren McLeland
Duncan Saville
Caroline Waldron

Company Secretaries

Peter Fitzpatrick
Katie Browne

To view the 2026 Annual Report, Shareholder and Company information, new announcements, background information on Resimac Group businesses and historical information, visit the Resimac website.

RESIMAC GROUP LTD

2026 CORPORATE GOVERNANCE STATEMENT.

ABN 55 095 034 003 | Australian Credit Licence: 247829 | ASX:RMC

Level 22, 201 Kent Street, Sydney NSW 2000 Australia

resimac

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Resimac Group Ltd

ABN/ARBN

55 095 034 003

Financial year ended:

30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://www.resimac.com.au/Investors/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 15 October 2025 and has been approved by the board.

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

Date:	16 October 2026
Name of authorised officer authorising lodgement:	Peter Fitzpatrick – 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 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 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: at https://www.resimac.com.au/Investors/corporate-governance	☐ 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.

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.resimac.com.au/Investors/corporate-governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ 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) in our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process 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

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]**
1.7	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: https://www.resimac.com.au/Investors/annual-reports and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.resimac.com.au/Investors/annual-reports	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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.resimac.com.au/Investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.resimac.com.au/Investors/annual-reports [*If the entity complies with paragraph (b):*] and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: …….. [*insert location*]	☐ 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 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
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: https://www.resimac.com.au/Investors/corporate-governance and, where applicable, the information referred to in paragraph (b) at: …….. [*insert location*] and the length of service of each director at: https://www.resimac.com.au/Investors/annual-reports	☐ set out in our Corporate Governance Statement

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]
2.4	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.resimac.com.au/about-us/about-resimac	☐ 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.resimac.com.au/Investors/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.resimac.com.au/Investors/corporate-governance	☐ 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.resimac.com.au/Investors/corporate-governance	☐ set out in our Corporate Governance Statement

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.	☐ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://www.resimac.com.au/Investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.resimac.com.au/Investors/annual-reports [*If the entity complies with paragraph (b):*] and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: …….. [*insert location*]	☒ 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

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.resimac.com.au/Investors/corporate-governance	☐ 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.resimac.com.au	☐ 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: https://www.resimac.com.au/Investors/corporate-governance	☐ 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
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

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 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.	☐ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://www.resimac.com.au/Investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.resimac.com.au/Investors/annual-reports [*If the entity complies with paragraph (b):*] and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: …….. [*insert location*]	☒ 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 in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

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.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed how our internal audit function is structured and what role it performs in the Corporate Governance Statement. *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: …….. [*insert location*]	☐ 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: https://www.resimac.com.au/Investors/annual-reports and, if we do, how we manage or intend to manage those risks at: https://www.resimac.com.au/Investors/annual-reports	☐ set out in our Corporate Governance Statement

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.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://www.resimac.com.au/Investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.resimac.com.au/Investors/annual-reports [*If the entity complies with paragraph (b):*] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: …….. [*insert location*]	☐ 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: https://www.resimac.com.au/Investors/annual-reports	☐ 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: https://www.resimac.com.au/Investors/employee-share-plans	☐ 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

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]
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			
-	*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.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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]**
-	*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.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement