Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

COVENTRY GROUP LIMITED

ABN/ARBN

37 008 670 102

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.cgl.com.au/index.php/investors/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 31 August 2026 and has been approved by the board.

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

Date:	31 August 2026
Name of authorised officer authorising lodgement:	Anshu Raghuvanshi, 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: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
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.	☒	

[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.cgl.com.au/corporate-governance/	☒ set out in our Corporate Governance Statement URL: https://www.cgl.com.au/index.php/investors/corporate-governance
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement. URL: https://www.cgl.com.au/index.php/investors/corporate-governance	

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: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	

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.	☒ 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: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: https://www.cgl.com.au/index.php/investors/corporate-governance	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance and, where applicable, the information referred to in paragraph (b) at: Not applicable and the length of service of each director at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
2.4	A majority of the board of a listed entity should be independent directors.	☒	
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.	☒	
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.	☒	
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: Our Code of Conduct, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.cgl.com.au/index.php/investors/corporate-governance	

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]
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.cgl.com.au/index.php/investors/corporate-governance	
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.cgl.com.au/index.php/investors/corporate-governance	

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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.cgl.com.au/index.php/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.	☒	
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.	☒	

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.cgl.com.au/index.php/investors/corporate-governance	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
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.	☒	
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.cgl.com.au	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
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: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.	☒	
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.	☒	

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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.cgl.com.au/index.php/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.	☒ 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: Our Corporate Governance Statement URL: https://www.cgl.com.au/index.php/investors/corporate-governance	

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]**
7.4	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 and how we manage those risks at: Our Corporate Governance Statement URL: https://www.cgl.com.au/index.php/investors/corporate-governance	

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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.cgl.com.au/index.php/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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: Our Corporate Governance Statement, URL: https://www.cgl.com.au/index.php/investors/corporate-governance	
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.cgl.com.au/index.php/investors/corporate-governance	

Corporate Governance Statement

COVENTRY GROUP LTD
ACN 008 670 102
(**Company**)

30 June 2026

Introduction

The Board of Directors of Coventry Group Ltd (”CYG” or the “Company”) is responsible for the corporate governance of the Company.

The practices outlined in this statement are in accordance with the ASX Corporate Governance Council’s (ASXCGC) Corporate Governance Principles and Recommendations (4th Edition) unless otherwise stated.

ASXCGC 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.

ASXCGC 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.

CYG Practice
The Board has ultimate responsibility for oversight of the management and actions of CYG. It is responsible to shareholders for the Group’s overall corporate governance.

The Board has a charter which formalises certain matters relating to the Board. The charter addresses the purpose and role of the Board, its powers, Board membership, independence criteria, meeting formalities, Board sub-committee requirements, self-assessment and appointment procedures as well as a policy on Directors’ terms of office. The charter also outlines the role and responsibilities of management.

The Board Charter can be viewed on the Group’s website under the tab – ‘Investors, Corporate Governance’.

The Company has a formal delegated authority policy which sets out parameters and limits for entering into contractual relationships with customers and suppliers, and a broad range of other operational matters. There are separate policies covering capital expenditure and treasury transactions. The policies are amended and updated as circumstances arise.

ASXCGC 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; 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.

CYG Practice
The Board undertakes a robust process in selecting a candidate as a Director. External advice is sought, and independent search firms are engaged where warranted.

All notices to security holders for AGMs and general meetings of the Company where a decision is required to elect or re-elect a Director contain relevant information regarding the individual(s) being considered for election or re-election.

ASXCGC Recommendation 1.3
A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.

CYG Practice

The Company has in place formal letters of engagement for non-executive Directors, setting out the key terms and conditions of their appointment.

The Chief Executive Officer, Mr. Nik Alpert, is engaged in accordance with a service contract and has a formal position description.

All senior executives of the Company are employed pursuant to formal service contracts and have formal position descriptions. The Chief Financial Officer has his service contract endorsed by the Board.

ASXCGC Recommendation 1.4
The Company Secretary of a listed entity should be accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

CYG Practice
The Company Secretary of the Company has a direct reporting line to the Chairman and is responsible to the Board for statutory compliance and administrative matters associated with the Board.

ASXCGC Recommendation 1.5
A listed entity should:

(a) have and disclose a diversity policy; and
(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
    (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.

CYG Practice
The Company has a formal diversity policy. The policy can be viewed on the Group's website under the tab – 'Investors, Corporate Governance'. The Company is committed to an ethical and socially responsible work environment that values, encourages, promotes and fosters fairness and diversity. The Company is committed to inclusion at all levels of the organisation regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic

background, perspective and experience. This commitment aligns with the Company's statement of values and Code of Conduct each of which have been adopted to outline the behaviours, expectations and actions required to foster a culture of acting lawfully, ethically and responsibly across the organisation. The Company believes such a culture, instilled in all who work for CYG, underpins its commitment to being an ethical and socially responsible organisation and will enhance investor confidence and long-term shareholder value.

The Board has not set measurable objectives based on gender diversity alone. The Company is in a re-building phase and, for now, the Board is more concerned with instilling the right culture more broadly throughout the business and not setting absolute targets for gender diversity alone.

As at 30 June 2026, 23% of the Company's employees were women. Women who hold management positions totalled 18% of management positions, whilst women working in our business as team members represented 24.0% of all other positions. There was one woman on the Board.

ASXCGC 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; 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.

CYG Practice

The Board Charter stipulates that a biennial performance evaluation of the Board and its committees be undertaken. A biennial internal review of the Board and its committees is carried out. The purpose of the review is to provide satisfaction that the Board comprises the most appropriate mix of expertise, skills, knowledge and experience in order to direct the Company.

ASXCGC 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.

CYG Practice

Arrangements are in place to monitor the performance of senior executives of the Company. The direct reports to the Chief Executive Officer will have formal reviews at least once a year.

Performance is measured against previously agreed objectives / key performance indicators (KPIs). Apart from reviewing KPIs, the performance appraisal also considers leadership competencies, areas of improvement, training and development as well as career aspirations.

The Board monitors the performance of the Chief Executive Officer and his direct reports (in consultation with the Chief Executive Officer) to ensure that the level of reward is aligned with respective responsibilities and individual contributions made to the performance of the Company.

ASXCGC 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.

ASXCGC 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 process 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.

CYG Practice

The Board has determined that the role of the nomination committee is most appropriately carried out by the full Board. The Chairman takes the lead in the process of ensuring the composition of the Board is appropriate having considered the results of the biennial internal performance evaluation of the Board and other factors pertinent to its effective operation.

ASXCGC Recommendation 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.

CYG Practice

The objective of the Board is to have an appropriate mix of experience and expertise so that it can effectively fulfil its governance and oversight responsibilities. It is the view of the Board that the current Directors have an appropriate mix of relevant skills and experience to enable the Board to fulfil those responsibilities.

The current Board comprises individuals with a comprehensive mix of experience and expertise across a variety of industries. In particular, skills and experience within the Board include:

(a) in the following industries: trade distribution, manufacturing, retail, finance, banking, and public sectors; and
(b) expertise in strategy, sales and distribution, corporate finance, risk management, safety, executive leadership and marketing.

Skills and experience not represented on the Board are supplemented through external advisors and/or management.

Full details of each Director's relevant skills and experience are set out in the Company's 2026 Annual Report.

ASXCGC 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.

CYG Practice

The Board presently consists of five Directors. The names of the non-executive independent Directors are Mr. Neil Cathie, Mr. Daniel Palumbo and Mrs. Anne Lockwood. Mr. Craig Coleman is a nominee Director for a substantial shareholder (Viburnum Funds) and is not considered independent. Mr. Alex White is a Director of Richmond Hill Capital, a substantial shareholder of the Company, and therefore is not considered independent.

The Board has a balanced composition with each current Director bringing to the Company a range of complementary skills and experience.

In relation to the term of office for the Directors, the Board has adopted the following policy: "Subject to circumstances prevailing at the time and the Company's ability to find a suitable replacement, a Director shall retire from the Board no later than the conclusion of the annual general meeting occurring after the twelfth anniversary of the Director's first appointment or election to the Board.
The Board may consider variations to this policy in exceptional circumstances."

The length of service for each Director is as follows:

- N Cathie appointed 19 September 2014
- D Palumbo appointed 28 October 2024
- A Lockwood appointed 26 April 2025
- C Coleman appointed 23 April 2025
- A White appointed 1 March 2022

ASXCGC Recommendation 2.4

A majority of the Board of a listed entity should be independent Directors.

CYG Practice

The Board presently consists of five Directors. All of the Directors are non-executive and three have been determined to be independent.

ASXCGC 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 Chief Executive Officer of the entity.

CYG Practice

Mr. N Cathie is Chairman of the Board and is an independent Director.

ASXCGC 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.

CYG Practice
On the appointment of new Directors, management will arrange an induction for the new Director which includes the provision of information related to the Company's assets, financial, strategic, operational and risk management position as well as meetings with Directors.

Directors are entitled to access information from the Board and Management that they consider necessary to enable them to carry out their role as a Director. Directors may also participate in professional development activities to maintain the skills and knowledge required to perform their role as Director effectively, with the prior approval of the Board.

The Board has determined that Directors are able to seek independent professional advice for Company related matters at the Company's expense, subject to the instruction and estimated cost being approved by the Chair in advance as being necessary and reasonable.

ASXCGC 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.

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

CYG Practice
The Company has a statement of values approved by the Board and published on its website within the Company's Code of Conduct. The Board has charged the Company's executive leadership with the responsibility of instilling those values across the organisation. The Board expects that all employees will receive appropriate training on the Company's values and that the executive leadership reference and reinforce those values in their dealings with colleagues throughout the business. In this way the Board expects a culture of acting lawfully, ethically and responsibly will be instilled and continually reinforced across the Company.

All Directors, executives and employees of the Company are made aware of their obligations under the Corporations Act 2001 (Cth) with regard to trading in the securities of the Company. In addition, the Company has established a Securities Trading Policy which is reviewed and updated on a regular basis as required. It sets out the Company's policy with respect to dealing in CYG securities and is available on the Corporate Governance page on the Company's website.

Directors who have, or may have, a conflict of interest in any activity of the Company or with regard to any decision before the Board, are required to notify the Board of that conflict. Where a Director has a conflict of interest, that Director will not be present to discuss matters relevant to that conflict, nor is entitled to vote on the matter, as per the Company Conflict of Interest Policy.

ASXCGC 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.

CYG Practice

The Board has approved a Code of Conduct, which applies to everyone employed by the Company, including Directors. The Code outlines how all employees are required to conduct themselves with behaviours and actions based on the Company's values. The Code of Conduct is available on the Company's website. Any material breaches of the Code are to be reported to the Board immediately. For non-material breaches/matters, reporting will occur at the next Audit & Risk Committee meeting.

ASXCGC 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 under that policy.

CYG Practice

The Board has adopted a Whistleblower Policy which applies to everyone employed by the Company, including Directors, as well as contractors and their employees, consultants and their employees and other relevant persons who might be engaged by the Company to perform services for it. The Whistleblower Policy is available on the Company's website. Any material breaches of the Policy are to be reported to the Board immediately. For non-material breaches/matters, reporting will occur at the next Audit & Risk Committee meeting.

ASXCGC 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.

CYG Practice

The Board has adopted an Anti-Bribery and Corruption Policy which applies to everyone employed by the Company, including Directors. The Anti-Bribery and Corruption Policy is available on the Company's website. Any material breaches of the Policy are to be reported to the Board immediately. For non-material breaches/matters, reporting will occur at the next Audit & Risk Committee meeting.

ASXCGC Principle 4

Safeguard the integrity of corporate reports.

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

ASXCGC Recommendation

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.

CYG Practice

The Board has established an Audit & Risk Committee, which comprises three members.

The members of the Audit & Risk Committee are presently Mrs. Anne Lockwood (Chairman), Mr. N Cathie and Mr. A White. All members of the Committee are non-executive Directors and two of the three members are independent. Mrs. Anne Lockwood has formal qualifications in commerce and is a Chartered Accountant. Mr. N Cathie has accounting qualifications.

The Company's Audit & Risk Committee has a formal charter which sets out its roles, composition and duties and responsibilities. The Committee reports back to the Board on all matters relevant to its roles and responsibilities.

The Committee's charter can be viewed on the Group's website, under the tab – 'Investors, Corporate Governance'.

The number of Committee meetings held and individual attendances of the members during the relevant reporting period are shown in the Company's annual report under the section Directors' Report sub-section Directors' Meetings.

ASXCGC 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.

CYG Practice

Prior to Board approval of the Company's half year and annual financial reports, the CEO and CFO must provide the Board with declarations required under section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles.

The declarations confirm that in the opinion of the CEO and CFO, the financial records of the Company have been properly maintained, the financial statements comply with the appropriate accounting standards and present a true and fair view of the financial position and performance of the Company, and information disclosed in the consolidated entity disclosure statement is true and correct.

For the financial year ended 30 June 2026, the CEO and CFO made a declaration in accordance with section 295A of the Corporations Act. The declaration was formed on the basis of a sound system of risk management and internal control which is operating effectively.

On this basis, the 2026 full year financial results were approved by the Board.

In addition, the Audit, Risk and Compliance Committee meets with the external auditor, without Management in attendance on a regular basis so that there can be open and frank communication between the Committee and the external auditor.

The Committee also considers the independence of the external auditor. The Company requires that the audit partner be rotated every five years and, on an annual basis, the auditor provides a certificate to the Committee confirming their independence. The effectiveness, performance and independence of the external auditor is reviewed annually by the Audit, Risk and Compliance Committee.

ASXCGC 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

CYG Practice
Periodic reports to the market which are not audited or reviewed by external auditors are subject to a number of layers of management review to ensure all content is materially accurate, balanced and appropriate. A final review and approval by the Board is mandatory for all material market announcements prior to release to the market. Non-material market announcements must be approved by the Chairman and Chief Executive Officer prior to release to the market.

ASXCGC 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.

ASXCGC Recommendation 5.1
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

CYG Practice
The Board has adopted a Continuous Disclosure Policy to ensure compliance with ASX Listing Rule disclosure requirements.

The Continuous Disclosure Policy can be viewed on the Group's website under the tab – 'Investors, Corporate Governance'.

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

CYG Practice

All material, strategic or price-sensitive market announcements are reviewed and approved by the Board before release to the market. All Directors receive Confirmation of Release from the ASX Market Announcements Office whenever there has been a market release by the Company.

ASXCGC 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.

CYG Practice
In accordance with the Continuous Disclosure Policy, available on the Corporate Governance page on the Company's website, any new or substantive investor or analyst presentation is released on the ASX Market Announcements Platform prior to the presentation being made to investors or analysts. The Company will also ensure that any ASX announcements are also placed on the Company's website on the ASX Announcement page shortly thereafter.

The Company's Chief Executive Officer and Chief Financial Officer undertake investor meetings following the release of half-year and full year results announcements. An Investor Presentation forms part of these announcements, and it is this document the Chief Executive Officer and Chief
Financial Officer reference at these meetings.

ASXCGC 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.

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

CYG Practice

The Board ensures that its shareholders are fully informed of matters likely to be of interest to them. The Company provides information about itself and its governance via its website www.cgl.com.au which includes key corporate governance policies and charters, ASX announcements, annual reports, half yearly reports, Director and Management biographical information, the contact details of its share registry, and investor presentations.

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

CYG Practice
The Company encourages regular and timely communication with its shareholders and other stakeholders. Communication channels used by the Company include:

- regular shareholder communication such as the Half Year Report, Annual Report and, as appropriate, other periodic advice such as Director changes;
- yearly and half-yearly investor meetings;
- the Annual General Meeting;

- shareholder access to communications through the use of information technology such as the Company's website where all key notices, policies and documents are posted; and
- a direct link from the Company's website to Computershare Investor Services, the Company's share registry service provider.

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

CYG Practice
The Board encourages full participation by shareholders at the AGM during which they are invited to raise questions or make comment regarding the operations and performance of the Company.

The external auditor attends each AGM and is available to answer shareholder questions about the audit.

Shareholders who are unable to attend the AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form that accompanies the notice of meeting. Shareholders have the opportunity to submit written questions to the Company and its external auditor or make comments on the management of the Company.

The Chair encourages questions and comments at the AGM ensuring that shareholders have a chance to obtain direct feedback from the CEO and other Directors as appropriate.

Presentations and speeches made by the Chair and CEO at the AGM will be made available on the ASX Market Announcements Platform, and the Company's website before the commencement of the meeting. The results of the general meeting will also be announced to the ASX immediately following the conclusion of the AGM.

Should shareholders wish to receive communications electronically including notices of general meetings, annual reports and other communication, they are encouraged to contact the Company's share registry, Computershare Investor Services Pty Ltd by telephone on +61 3 9415 5000, or by e-mail at web.enquiries@computershare.com.au.

ASXCGC 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.

CYG Practice
All resolutions put to security holders at a meeting of security holders are decided by a poll.

ASXCGC 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.

CYG Practice
The Company, and its share registry service provider, gives security holders the option to receive communications electronically.

ASXCGC Principle 7

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

ASXCGC Recommendation 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.

CYG Practice
The Company has an Audit & Risk Committee that has responsibility for overseeing the Company's risk management framework. Refer to comments for CYG Practice under ASXCGC Recommendation 4.1.

ASXCGC 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.

CYG Practice

The Company's risk management framework provides a structured and disciplined approach to the Company's management of its key risks which include operational, strategic, and financial risk factors.

Management and the Audit, Risk and Compliance Committee continually monitor risks throughout the year and have established methods to mitigate key risks. This includes having appropriate insurance programs in place, adequate security is in place to protect its intellectual property and trade secrets, undertaking detailed due diligence with respect to product research and development and ensuring that the appropriate patents and licences required by the Company have been obtained and are current. Other financial risks and methods that the Company has adopted to mitigate such risks are also detailed within the Notes to the Financial Statements within the Annual Report.

A review of the Company's risk management framework is undertaken by the Audit, Risk and Compliance Committee on a regular, ongoing basis. The Audit, Risk and Compliance Committee has reviewed the Company's risk management framework during the reporting period.

ASXCGC 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 function, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

CYG Practice
The Company does not have an internal audit function.

Due to the size, scale and nature of operations, the Board considers that an internal audit function is not required. It is the responsibility of Management to implement the risk management framework and manage operational and business risk. During the reporting period, the CEO and CFO have made representations to the Committee on the system of risk management and internal compliance and control which implements the policies adopted by the Board. The CEO and CFO have also confirmed that a review of the risk management framework has been undertaken during the reporting period and represented that, to the best of their knowledge, the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

ASXCGC 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.

CYG Practice
The Company does not have any significant exposure to environmental regulation under Australian Commonwealth or State law.

The Company has identified certain risks that could materially impact the Company's performance and growth strategies. While not exhaustive, these risks include:

- Economic: CYG's financial performance is sensitive to general risks presented by the Australian, New Zealand and international economies, which may cause local or more general downturns in confidence and demand in the markets in which it operates. The Company monitors these markets closely and has robust plans for scaling businesses appropriately, as circumstances require.
- Foreign exchange: CYG is exposed to foreign exchange rate fluctuations in relation to its overseas supply chain. This risk is managed through hedging arrangements governed by a Board approved hedging policy.
- Key personnel: Recruiting, retaining and rewarding the right employees is key to CYG's continuing growth and financial performance. CYG has appropriate recruiting processes, succession plans, development plans and remuneration measures in place to manage this risk.
- Business continuity: CYG is exposed to business continuity risks which may include: a Cyber-attack impacting one or more of its locations; a natural disaster impacting one or more of its locations; inventory shortages due to disruption to its supply chain locally or internationally; a major outage of essential services at one or more of its locations; a pandemic requiring closure of some or all of its locations. Some of these risks are mitigated through business spread across multiple locations, alternate supply sources, cloud-based information technology solutions and appropriate insurance coverage
- Safety risks ensuring the health, safety and wellbeing of CYG's employees.
- Supply chain risks, including supplier relationships, purchasing, input costs and pricing, quality control, and warehousing and logistics.
- Strategic risks including competitors, economic environment, regulatory environment, political change and end-user market developments.

- Financial risks including FX, acquisitions, treasury, pensions, working capital, financial reporting, internal control and tax.
- Operational risks including business continuity, Human Resources, IT, ESG, legal compliance and property.
- Compliance risks including environment, social, governance, legal compliance and taxation.
- Sales-related risks including customer relationships, new business, pricing, margins and products.

To mitigate the risks as set out above, Management and the Audit, Risk and Compliance Committee continually monitor these risks throughout the year and have established methods to mitigate the risks as detailed at Recommendation 7.2.

ASXCGC 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.

ASXCGC 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 Directors;
  (2) is chaired by an independent Director;
  (3) the charter for 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.

CYG Practice
The members of the Remuneration Committee are presently Mr. N Cathie (Chairman), Mr. D Palumbo and Mr. A White.

The Company's Remuneration Committee has a formal charter, which sets out its roles, composition and duties and responsibilities. The Committee reports back to the Board on all matters relevant to its roles and responsibilities. The Committee's charter can be viewed on the Group's website, under the tab – 'Investors, Corporate Governance'.

The Committee has access to Management of the Company and may consult independent experts where the Committee considers it appropriate to carry out its duties.

The number of Committee meetings held and individual attendances of the members during the relevant reporting period are shown in the Company's annual report under the section Directors' Report sub-section Directors' Meetings.

ASX 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.

CYG Practice

The Company's remuneration strategy is described in the Remuneration Report as part of the Director's Report within the Annual Report which sets out the structure of remuneration of Non-Executive Directors, Executive Directors and Key Management Personnel (including the CEO).
The strategy is structured to provide remuneration to Non-Executive Directors at market rates for comparable companies for time commitment and responsibilities, and the remuneration for Executive Directors and other senior executives to be based on merit including length of service, skills and experience. Currently the Company pays set fees to its Non-Executive Directors.

ASX 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 limits the economic risk of participating in the scheme; and
(b) disclose that policy or a summary of it.

CYG Practice

The Company has an Executive and Director Incentive Plan which is open to eligible employees and Directors who have a significant role in the continued development and success of the Company.

In accordance with the Company's Securities Trading Policy, Directors, Executives, and any other person who is entitled to receive shares, equity performance rights and/or options as part of the Company's Equity Incentive Plan are prohibited entering into hedging arrangements with respect to the securities, that would operate to limit the economic risk associated with holding those securities.