Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Southern Cross Electrical Engineering Limited

ABN/ARBN	Financial year ended:
92 009 307 046	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.scee.com.au/investors/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 30 June 2026 and has been approved by the board.

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

Date:	19 August 2026
Name of authorised officer authorising lodgement:	Colin Harper – Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.scee.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 <u>in full</u> for the <u>whole</u> 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 <u>in full</u> for the <u>whole</u> of the period above, you can, if you wish, delete this column from the form and re-format it.

<table>
<tr><th colspan="2">Corporate Governance Council recommendation</th><th>Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:</th><th>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]</th></tr>
<tr><td>1.5</td><td>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.</td><td>☐
and we have disclosed a copy of our diversity policy at:
……………………………………………………………………
[insert location]
and we have disclosed the information referred to in paragraph (c) at:
……………………………………………………………………
[insert location]
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.</td><td>☒ set out in our Corporate Governance Statement

we have disclosed our diversity policy at:
https://www.scee.com.au/investors/corporate-governance

we have disclosed 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) at:
https://www.scee.com.au/investors/corporate-governance
in our corporate governance statement</td></tr>
</table>

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.6	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: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.scee.com.au/investors/corporate-governance in our corporate governance statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ 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):]*	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of the charter of the committee at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement and the information referred to in paragraphs (4) and (5) at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement
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.scee.com.au/investors/corporate-governance 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.scee.com.au/investors/corporate-governance in our corporate governance statement and the length of service of each director at: https://www.scee.com.au/investors/corporate-governance 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement
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.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ 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.scee.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.scee.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.scee.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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 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.scee.com.au/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 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.scee.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.scee.com.au/investors/corporate-governance	☐ 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.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ 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.scee.com.au/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ set out in our Corporate Governance Statement
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 at: https://www.scee.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]
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.scee.com.au/investors/corporate-governance 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]
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):]*	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of the charter of the committee at: https://www.scee.com.au/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.scee.com.au/investors/corporate-governance in our corporate governance statement
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.scee.com.au/investors/corporate-governance 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
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.scee.com.au/investors/corporate-governance in our corporate governance statement	☐ 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …………………………………………………………………… [*insert location*]	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we do not have a director in this position and this recommendation is therefore not applicable **<u>OR</u>** ☐ 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 **<u>OR</u>** ☐ we are established in Australia and this recommendation is therefore not applicable **<u>OR</u>** ☐ 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 **<u>OR</u>** ☐ 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

Corporate Governance Statement

For the year ended 30 June 2026

The Board of Directors of Southern Cross Electrical Engineering Limited (‘SCEE Group’ or ‘the Group’) is responsible for the corporate governance of the Group and accountable to the Group’s shareholders.

This Corporate Governance Statement summarises SCEE Group’s approach to corporate governance and its compliance with the ASX Corporate Governance Council’s Principles and Recommendations (‘ASX Principles’) in the year ended 30 June 2026.

SCEE Group’s corporate governance practices were in place throughout the year ended 30 June 2026, unless otherwise stated.

The Corporate Governance Statement for the year ended 30 June 2026 was approved by the Board on 18 August 2026.

Principle 1: Lay solid foundations for management and oversight

Role of the Board

The Board is responsible for, and has the authority to determine, all matters relating to the management and operation of the Group.

The Board operates under a Charter, a copy of which is available in the Corporate Governance Section of the Group’s website.

In exercising its responsibilities the Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board is responsible for ensuring that management’s objectives and activities are aligned with the strategic objectives and risk appetite determined by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Board approval of a strategic plan designed to meet stakeholders’ needs and manage business risk;
- ongoing development of the strategic plan and approving initiatives and strategies designed to ensure continued growth and success of the entity; and
- implementation of budgets by management and monitoring progress against budgets – via the establishment and reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- approval of the annual and half-yearly financial reports;
- approving and monitoring the progress of acquisitions, divestitures and capital management;
- establishing the Group’s Risk Management Framework and determining the Group’s risk appetite, including ensuring that material risks are identified, assessed, appropriately managed and monitored;
- overseeing health and safety performance, cyber security and information/data risk, and climate-related and other sustainability risks and opportunities, as applicable; and
- reporting to shareholders.

Board Committees

Whilst at all times the Board retains full responsibility for guiding and monitoring the Group, in discharging its stewardship it makes use of sub-committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board.

To this end the Board has established the following committees:

- Audit and Risk Management Committee; and
- Nomination and Remuneration Committee.

The roles and responsibilities of these committees are discussed in this Corporate Governance Statement at Principle 2, Principle 4, Principle 7 and Principle 8.

Role of Management

The responsibility for the operation and administration of the Group is delegated by the Board to the Managing Director and the executive management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Managing Director and the executive management team.

Role of the Company Secretary

The Company Secretary is responsible for supporting the effectiveness of the Board and is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Appointment of Directors

Prior to appointing a director, the Board ensures that proper background checks are performed.

Directors appointed by the Board, and directors retiring on rotation in accordance with the Group's constitution, are required to be re-elected by shareholders at a General Meeting of the Group. All relevant information relating to the director's appointment, including details of their skills and experience are made available to shareholders in the notice meeting.

Performance Evaluation

The Group has written agreements in place with each director and executive setting out the terms of their appointment and outlining the key roles and responsibilities.

The performance of the Board and key executives is reviewed regularly against both measurable and qualitative indicators. The performance criteria against which directors and executives are assessed are aligned with the financial and non-financial objectives of SCEE Group.

A review of the performance of the Board and key executives was performed during the year.

Diversity

The Group is committed to being an equal opportunity employer, promoting and supporting a diverse workforce at all levels.

The Group has a formal Diversity Policy which encompasses ethnicity, gender, language, age, religion, socio-economic status, physical and mental ability, experience and education. A copy of the policy is available in the Corporate Governance Section of the Group's website.

The Group also has a formal indigenous strategy to encourage community engagement. This strategy outlines the Group's commitment to providing Indigenous employment opportunities, ongoing support, training and career development.

The Board is committed to supporting a broad culture of diversity, in all its forms, across the Group. The Group's Diversity Policy recognises diversity as encompassing a range of backgrounds, skills, experiences and perspectives, including gender, ethnicity, language, age, religion, socio-economic status, physical and mental ability, experience and education. For this reason, the Board has not set measurable gender diversity objectives at this time, preferring to assess diversity more broadly having regard to the Group's workforce profile, recruitment practices, succession planning and merit-based appointment principles. The Group continues to monitor diversity metrics, including gender composition, and provides gender representation statistics below for information in line with the ASX Principles.

Gender representation in the Group as at 30 June 2026 was as follows:

	Female (%)	**Male (%)**
Board representation	17%	83%
Senior executive representation	10%	90%
Group representation	7%	93%

Senior executive representation is deemed to consist of group executives and business unit or functional managers.

Principle 2 – Structure the Board to be effective and add value

Board Composition

The members of the Board at the date of this Corporate Governance Statement are as follows:

Name	Status	Term in office
Karl Paganin	Independent Chairman and Non-Executive Director	Appointed Director 4 June 2015 and Chairman 31 October 2023
Graeme Dunn	Managing Director and Chief Executive Officer	Appointed 18 January 2016
Simon Buchhorn	Independent Non-Executive Director	Appointed 6 May 2015
Paul Chisholm	Independent Non-Executive Director	Appointed 16 December 2020
Michael McNulty	Independent Non-Executive Director	Appointed 1 September 2024
Louise Daw	Independent Non-Executive Director	Appointed 1 September 2025

Details of all directors to have served during the year, their qualifications, the number of meetings of the Board held during the year and the attendees at those meetings can be found in the Directors' Report in the 2026 Annual Report.

Independence

The ASX Principles recommend that the majority of the Board of a listed entity should be independent. The Group is currently in compliance with this recommendation, with the Board comprising five independent non-executive directors and one executive director.

Mr Dunn is not deemed to be independent as he is an executive of the Group.

The Group complies with the ASX Principles recommendation that the Chairman of the Board is an independent director.

Nomination and Remuneration Committee

The Board has established a Nomination and Remuneration Committee to provide advice, recommendations and assistance to the Board in respect of the composition of the Board and the identification and appointment of directors and senior executives.

The Committee operates under a charter approved by the Board. The charter sets out the Committees roles and responsibilities and is available in the Corporate Governance Section of the Group's website.

The members of the Committee at the date of this report are as follows:

- Karl Paganin (Chairman)
- Paul Chisholm
- Louise Daw (appointed as a member on 27 July 2026)

Details of all directors to have served on the Committee during the year, their qualifications, the number of meetings of the Committee held during the year and the attendees at those meetings can be found in the Directors' Report in the 2026 Annual Report. The members of the Committee, including the Chairman, are independent non-executive directors.

During the year ended 30 June 2026, the Nomination and Remuneration Committee comprised two independent non-executive directors. This was below the ASX Principles recommendation that the committee have at least three members. The Board considered the composition appropriate during the year having regard to the size and composition of the Board, the experience of the committee members and the matters dealt with by the Committee. Following the appointment of Louise Daw as a member of the Committee on 27 July 2026, the Committee comprises three independent non-executive directors and complies with the recommended composition.

Board Skills and Experience

The composition of the Board is reviewed regularly to ensure that there is an appropriate balance of skills, experience and diversity to perform the Board's duties effectively.

The Board considers that the skills and experience disclosed below are appropriate having regard to SCEE Group's current size, strategy, operations and risk profile.

Skill / experience area	Board capability
Executive leadership and strategy	Senior executive, managing director, chair and strategic transformation experience
Finance, accounting and audit	Financial reporting, accounting, audit, internal controls, capital management and financial governance
Capital markets, M&A and growth	Equity capital markets, transaction structuring, acquisitions, divestments, integration, business development, shareholder engagement and investor relations
Governance, legal and listed company experience	ASX-listed company governance, legal, board, committee and compliance experience
Contracting, project delivery and operations	Electrical contracting, infrastructure, mining, energy, construction and operational delivery
Risk management, compliance and assurance	Risk oversight, internal controls, regulatory compliance and assurance
Health, safety and employee wellbeing	Health and safety leadership, employee welfare, workplace risk oversight, incident management and safety performance monitoring
Technology, cyber and transformation	Technology leadership, digital transformation, systems, cyber resilience and innovation
Sustainability and ESG	Sustainability strategy, climate-related reporting, ESG governance and related stakeholder expectations

The Group has a process in place for inducting new directors and provides opportunities for directors to develop and maintain the knowledge and skills necessary to perform their roles. Directors are given the chance to meet regularly with management of the Group and the Board operates an annual program of director site visits.

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

The Group has a written Code of Conduct which sets ethical standards for the directors, senior executives and employees of the Group to ensure that their duties and responsibilities to the Group are performed with integrity.

The Group also has an Anti-bribery and Corruption policy and a Whistleblower policy.

The Board or an appropriate Board committee is informed of any material incidents reported under the Whistleblower Policy and any material breaches of the Anti-bribery and Corruption Policy.

Copies of all of these policies can be found in the Corporate Governance Section of the Group's website.

Principle 4 – Safeguard the integrity of corporate reports

Audit and Risk Management Committee

The Board has delegated responsibility for monitoring and reviewing the integrity of financial statements, the adequacy of corporate reporting processes and internal controls, and the effectiveness of the Group's risk framework to the Audit and Risk Management Committee.

The Audit and Risk Management Committee also monitors and reviews the Group's climate-related financial disclosures prepared under AASB S2, including the related assurance process, and makes recommendations to the Board on their approval.

The Committee operates under a charter approved by the Board. The charter sets out the Committees roles and responsibilities and is available in the Corporate Governance Section of the Group's website.

The members of the Committee at the date of this report are as follows:

- Michael McNulty (Chairman)
- Simon Buchhorn
- Paul Chisholm

Details of all directors to have served on the Committee during the year, their qualifications, the number of meetings of the Committee held during the year and the attendees at those meetings can be found in the Directors' Report in the 2026 Annual Report.

All members of the Audit and Risk Management Committee, including the Chairman, are independent non-executive directors.

CEO and CFO Declaration

Prior to approving the financial statements of the Group the Board receives a declaration from the Chief Executive Officer and Chief Financial Officer 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.

Review of Periodic Reports

All periodic corporate reports released to the market are subject to review and approval by the Board prior to release. For periodic corporate reports that are not audited or reviewed by the external auditor, the Group applies internal review and verification processes designed to support the integrity of the information released.

Principle 5 – Make timely and balanced disclosure

The Group is required to make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price of its securities. This includes ensuring that any new or substantive investor presentations are released to the ASX prior to the presenting to investors or analysts.

The Group has a written Continuous Disclosure policy designed to ensure compliance with the ASX Listing Rules disclosure requirements and to ensure accountability at a senior executive level for that compliance.

A copy of the Continuous Disclosure policy is available in the Corporate Governance Section of the Group's website.

Copies of all material market announcements made by the Group are circulated promptly to all directors where not already subject to board review prior to release.

Principle 6 – Respect the rights of security holders

The Group has a written Shareholder Communication Policy aimed at providing a framework for communications with shareholders. This includes providing an opportunity to ask questions of the Board at the Annual General Meeting where shareholder participation is encouraged. A copy of this policy is available in the Corporate Governance Section of the Group's website.

The Group's ASX releases, Annual and Half Year Reports and key corporate information, including share registry details, are published on the Group's website. Shareholders can elect to receive communications either electronically or, in some instances, in hard copy.

An investor relations program is implemented annually and in the current year included half year and full year results briefings and meetings with investors and analysts.

All resolutions at a meeting of shareholders are decided by a poll rather than a show of hands.

Principle 7 – Recognise and manage risk

The Board is ultimately responsible for oversight of the Group's Risk Management Framework, risk appetite and internal control environment. The Risk Management Framework describes the governance, accountability, oversight and reporting arrangements through which the Group manages risk and supports a consistent approach to identifying, assessing, managing, monitoring and reporting material risks across the Group.

The Risk Management Framework applies to the Group as a whole and sits above operating business risk procedures, project-level risk processes and functional management systems. Risk management is considered in strategy, business planning, budgeting, tendering, acquisitions, major capital allocation and operational execution.

Audit and Risk Management Committee

The Audit and Risk Management Committee assists the Board by monitoring management's performance against the Group's Risk Management Framework, including whether the Group is operating within the Risk Appetite Statement approved by the Board, and by reviewing the effectiveness of the Risk Management Framework at least annually. Further details of the Committee can be found in Principle 4 above.

Review of Risk Management Framework

The effectiveness of the risk management framework is reviewed at least annually by the Audit and Risk Management Committee. The review performed in the current year considered the risk management framework to be operating as intended and appropriate for the Group at the present time.

Internal Audit

The Group outsources its internal audit function to an external party who performs the internal audit of key business areas on a rotational basis as determined by the Audit and Risk Committee. The internal auditor reports their findings and recommendations to the Audit and Risk Committee.

Further, compliance with key processes such as health and safety are audited periodically by the Group's quality assurance function.

Exposure to Material Environmental or Social Risk

The Group's material risks may include environmental, social, climate-related and other sustainability risks, including physical and transition climate-related risks, environmental performance, health and safety, people, industrial relations, reputation, conduct and ethical business practices. These risks are considered through the Group's Risk Management Framework and, where relevant, through operating business, project-level and functional management systems.

The Group does not have any material exposure to environmental and social risks at the present time.

Principle 8 – Remunerate fairly and responsibility

Nomination and Remuneration Committee

The Board is responsible for determining and reviewing compensation arrangements for the Board and the executive team.

The Board has established a Nomination and Remuneration Committee to provide advice and recommendations with respect to remuneration matters. Further details of the Committee, including disclosure regarding its composition during the year ended 30 June 2026, can be found in Principle 2 above.

Remuneration Policies and Practices

The Group has separate policies and practices for the remuneration of non-executive directors and executive directors and senior management. Full discussion of the Group's remuneration philosophy and framework and the remuneration received by directors and executives in the current period is contained within the Remuneration Report in the 2026 Annual Report.

The Group has a Securities Trading Policy which prohibits participants in the Group's equity-based long term incentive scheme from entering into transactions (such as the use of derivative products) to limit the economic risk of participating in the scheme. A copy of the policy is available in the Corporate Governance Section of the Group's website.