SHRIRO HOLDINGS LIMITED CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement outlines the main governance practices of Shriro Holdings Limited and its controlled entities (***Shriro*** or the ***Company***) for the twelve-month period ending 30 June 2026 (***reporting period***).

This statement outlines the main corporate governance practices of the Company during the reporting period, which comply with the 4th Edition of the Australian Securities Exchange's ('ASX') Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council ('ASX Principles and Recommendations') unless stated otherwise.

The ASX Principles and Recommendations and the Company's response as to how and whether it follows those recommendations are set out below.

Principle 1: Lay solid foundations for management and oversight

1.1 Board and management roles and responsibilities

The Board of Shriro Holdings Limited is responsible for the direction and supervision of the Company's business and for its overall corporate governance. The Board has responsibility for providing good governance, sound strategic guidance and effective oversight of management's performance.

The Board is committed to effective corporate governance to ensure accountability and transparency to shareholders and other stakeholders, including customers, employees, staff and regulatory bodies. This includes ensuring that internal controls and reporting procedures are adequate and effective. Responsibility for the management of the day-to-day operations and administration of the Company is delegated to the Managing Director and CEO.

Key responsibilities of the Board are to:

- represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance.
- protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed.
- set, review and monitor compliance with the Company's values and governance framework (including establishing and observing high ethical standards); and
- ensure shareholders are kept informed of the Company's performance and major developments affecting its state of affairs.

The Board has a charter which sets out its role and responsibilities and describes the matters reserved for the Board and those that are delegated to senior management. The Board has delegated the day-to-day management of the Company to the CEO and other senior executives (*management team*). The Company's management team is:

- responsible for implementing strategic objectives, plans and budgets approved by the Board;
- accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and company policies; and
- supplying the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.

Further information on the roles and responsibilities of the board and management team can be found in the Board Charter which is available on the Company's website.

1.2 Provision of Director Information to security holders

Before appointing a director, or putting forward to shareholders a director for appointment, the Company undertakes comprehensive reference checks that cover elements such as the person's character, experience, employment history, qualifications, criminal history, bankruptcy history, and disqualified officer status.

An election of directors is held each year. A director that has been appointed by the Directors during the year must stand for election at the next Annual General Meeting ('AGM'). The Notice of AGM will include information on any director standing for election or re-election including information on the director's background and experience and whether they are considered to be independent.

1.3 Agreements with directors and senior executives

The terms of the appointment of a non-executive director are set out in writing and cover matters such as the term of appointment, time commitment envisaged, required committee work and other special duties, requirements to disclose their relevant interests which may affect independence, corporate policies and procedures, indemnities, and remuneration entitlements.

Executive directors and senior executives are issued with service contracts which detail the above matters as well as the person or body to whom they report, the circumstances in which their service may be terminated (with or without notice), and any entitlements upon termination.

1.4 Company Secretary

Shane Booth and Kerry Smith have been appointed joint Company Secretary of Shriro Holdings Limited from 24 March 2022 and 15 December 2022 (excluding parental leave between 31 October 2024 - 17 June 2025) respectively. Mr Booth and Ms Smith's skills and experience are set out in the directors' report within the 2026 Annual Report. The Company Secretary is appointed by and reports directly to the Board through the Chair in respect of matters relating to the proper functioning of the Board. All directors have access to the Company Secretary for all board and governance related issues. Further details on the role of the Company Secretary are set out in the Company's Board Charter.

1.5 Diversity at Shriro

The Company has a written Diversity Policy approved by the Board. The Diversity Policy is available on the Company's website. At a Board and senior management level, gender has been identified as an area of focus for the Company. Accordingly, the primary focus of the Diversity Policy is achieving adequate representation of women in senior management and leadership roles (including on the Board).

The Company aims to achieve greater gender diversity by:

- setting and periodically reviewing measurable objectives to achieve gender diversity;
- broadening the field of potential candidates for senior management and Board appointments;
- having a transparent Board appointment process; and
- embedding the extent to which the Board has achieved the objective of its Diversity Policy in the evaluation criteria for the Board performance evaluation.

The Company is aiming to achieve a 40:40:20 ratio across all employees, aiming for 40% men, 40% women and 20% of any gender.

The table below sets out the proportion of women in the Company including its subsidiaries at 30 June 2026.

Shriro Group – Role	Representation of women
Directors [1]	66%
Senior Executive[2]	33%
All employees [3]	48%

1. Includes executive and non-executive directors, noting our Chair is a woman.
2. Senior Executive is defined as the Chief Executive Officer and his direct reports across Australia and New Zealand.
3. Includes Senior Executives

The Company is a relevant employer under the Workplace Gender Equality Act. The Company's 2025-2026 Workplace Gender Equality Reporting is available on the Company's website.

1.6 Board performance

A Board performance evaluation has not been undertaken in the reporting period.

Due to the size of the Board, Shriro has elected to conduct a formal board performance evaluation once every three years. It is the intent that the next Board performance evaluation will be undertaken in 2027.

This Board performance evaluation includes meetings between the Chair and each director, and a performance evaluation questionnaire facilitated by the Company Secretary. The process is confidential and involves both self and peer assessment. The Chair of the Remuneration & Nomination Committee facilitates the performance review of the Chair. The Board may determine, from time to time, to engage an external facilitator to conduct its performance review.

1.7 Senior Executive Performance Evaluation

The Board conducts an annual performance assessment of the CEO against agreed performance measures determined at the start of the financial year. The CEO undertakes continuous assessments of the CFO and senior executives. In assessing the performance of the individual, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.

The CEO reports to the Board on the performance of the CFO and senior executives together with remuneration recommendations. The senior executives' salary and incentives are approved as part of the yearly budget approval process.

Principle 2: Structure the board to add value

2.1 Remuneration & Nomination Committee

The current members of the Remuneration & Nomination Committee are set out below.

Director's name	Executive status	Independence status
Fiona Brown (Chair)	Non-Executive Director	Non-Independent
Abigail Cheadle	Non-Executive Director	Independent

The charter of the Remuneration & Nomination Committee is available on the Company's website. Details of attendance at the committee meetings are set out within the 2026 Annual Report.

The Board is of the view that Ms Fiona Brown is the best candidate for the position of Chair of the Committee, noting her significant experience.

2.2 Board Skills Matrix

The Board skills matrix below describes the combined skills, experience and expertise presently represented on the Board and which it will aim to maintain.

Skills & Experience
Executive Leadership Proven executive experience in a "C" suite capacity that enables empathy and understanding of management and business operational processes.
ASX Board & Governance Previous experience as either an executive or non-executive director that demonstrates sound understanding of corporate governance principles in an ASX listed company.
Strategic Planning & Execution Experience in developing, implementing, measuring and reporting strategic objectives that succeed in delivering long term sustainable shareholder value.
Financial Acumen Experience in corporate and management financial accounting, management process audit, business risk identification and mitigation and controls, business unit and corporate finance reporting.
Innovative & Entrepreneurial Ability to think and act innovatively with the required entrepreneurial mindset to ensure success in a fast-moving market environment.
Retail Strategy, Operations & Customer Engagement Experience in trading in competitive retail markets and proven ability to successfully service market niches in an Omni-channel environment under ACCC principles. Understanding of consumer brand marketing and new product development.
Capital Markets Experience in sourcing capital through equity and institutional debt facilities. Experience in asset or business portfolio development.
Change Management, Digital Knowledge and/or Manufacturing and Production Experience in a business which faced disruptive change, capable of anticipating risk and managing market dynamics. Knowledge and experience in digital and e-commerce strategy and implementation. Knowledge of supply chain, inventory management and complex manufacturing systems.
Staff Engagement & Executive Remuneration Experience in staff engagement principles and executive remuneration packaging, KPI management and reporting.
Legal Experience in or awareness of legal obligations under the Corporations Act 2001, Competition & Consumer Act 2009, Fair Work Act 2009 & ASX Listing Rules.

Skills identification
The current skills and expertise of the Board compared to those determined to be required, are measured as part of the Board's Performance Review Process.

2.3 - 2.5 Director's Independence & tenure

The Board only considers a director to be independent where he or she is free of any interest, position, or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party. The Board has adopted a definition of independence based on that set out in Box 2.3 of the ASX Principles and Recommendations.

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight in the Company and its operation and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board considers when assessing the independence and ongoing contribution of a director in the context of the overall Board process.

The Board regularly reviews the independence of each non-executive director considering information relevant to this assessment as disclosed by each non-executive director to the Board.

Details of the current directors, their appointment date and independence status are as follows:

Director's name	Appointment date	Independence status
Abigail Cheadle (Chair)	9 June 2020	Independent
Tim Hargreaves	31 December 2017	Non-independent
Fiona Brown	2 December 2025	Non-independent

The Board currently comprises one independent director who is the independent Chair, and two non-independent directors, including one who is Managing Director and CEO. The Board has an effective composition, size and commitment to adequately discharge its responsibilities and duties independently. The Directors were selected for their skill sets and act for the benefit of all shareholders.

2.6 Board induction, information, and advice

New directors undertake an induction program coordinated by the Company Secretary. The program includes strategy briefings, business unit overviews, explanations of Company procedures, culture and values, history, and other pertinent information including board policies, charters, minutes and papers.

Ongoing professional development is canvassed as part of the Board performance evaluation.

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

3.1 – 3.2 Shriro's values and Code of Conduct

Shriro has adopted a Code of Conduct and other governance policies which are underpinned by the Company's core values. Shriro seeks to be one team where all our stakeholders are respected, encouraged, and rewarded to do the right thing and act ethically and sustainably in enriching lives.

The Code of Conduct applies to its directors, senior executives and employees and is available on the Company's website. The objective of the Code of Conduct is to provide a benchmark for professional and ethical behaviour throughout the Company, support the Company's business reputation and corporate image within the community and make Directors and employees aware of the consequences if they breach the policy. The Code of Conduct details the expectations of the Company for the behaviour of its directors and employees including in relation to:

- compliance with laws and regulations;
- fair trading and dealing;
- conflicts of interest;
- improper use or theft of Company property, assets and email;
- privacy;
- public communications and disclosure;
- employment practices; and
- community engagement.

All material breaches of the Code of Conduct are reported to the Audit, Risk and Compliance Committee.

3.3 Whistleblower Policy

Shriro has adopted a formal Whistleblower Policy to provide a safe and confidential environment for people to raise any concerns about illegal or improper conduct without fear of reprisal.

The Audit, Risk and Compliance Committee has responsibility for reviewing the Company's Whisteblower Policy and recommending any necessary changes to the Board. The Board is immediately informed of any material incidents reported under the Whistleblower Policy and receives regular reports regarding any active whistleblower matters.

3.4 Anti-Bribery & Corruption Policy:

Shriro has adopted an Anti-Bribery and Corruption Policy which expands on the prohibition against bribery and corruption contained in the Code of Conduct and is available on the Company's website. Any material breaches of the Anti-Bribery & Corruption Policy are reported to the Audit, Risk and Compliance Committee.

The Audit, Risk & Compliance Committee has responsibility for reviewing the Company's Anti-Bribery and Corruption Policy and recommended any necessary changes.

Principle 4: Safeguard integrity in corporate reporting

4.1 Audit, Risk & Compliance Committee

The Audit, Risk & Compliance Committee assists the Board in fulfilling its responsibilities in respect of financial and periodic reporting, risk management, compliance, and internal controls. The detailed responsibilities of the Audit, Risk & Compliance Committee are set out in the Committee charter available on the Company's website.

The members of the Audit, Risk and Compliance Committee are:

Director's Name	Executive Status	Independence Status
Fiona Brown (Chair)	Non-Executive Director	Non-independent
Abigail Cheadle	Non-Executive Director	Independent

Details of the qualifications and experience of the members of the Committee are set out in the Director's Report which forms part of the 2026 Annual Report as are details of attendance at meetings of the Committee during the reporting period.

The Board is of the view that Ms Fiona Brown is the best candidate for the position of Chair of the Audit, Risk & Compliance Committee, noting her significant experience.

The CEO, CFO, Company Secretary, and external auditor attend meetings of the Committee by invitation. The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors without management present, and rights to seek explanations and additional information from both management and auditors.

4.2 & 4.3 Financial and Corporate Reporting

Prior to the approval of Shriro's financial statements for any reporting period, the Board receives written declarations from the CEO and CFO in compliance with s295A of the Corporations Act 2001 (Cth) that, in their opinion, the financial records of the Company 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Shriro recognises the importance of having robust processes in place to ensure the integrity of its regular corporate reports and disclosures to the market. The Board has established a Disclosure Committee, comprising the Chair of the Board, CEO, CFO, and Company Secretary with responsibilities including reviewing and approving proposed external announcements for release to ASX or referring them to the Board as appropriate. The full Board currently reviews and approves all corporate reports released to the market which are not required to be audited or reviewed by the external auditor and questions management, as appropriate, in relation to the basis for any statements made.

The Audit, Risk & Compliance Committee assists the Board in fulfilling its responsibilities in respect of financial and periodic reporting. The detailed responsibilities of the Audit, Risk & Compliance Committee are set out in the Committee charter available on the Company's website.

Principle 5: Make timely and balanced disclosure

5.1 - 5.3 Continuous Disclosure

The Board has adopted a Disclosure Policy which sets out the process and responsibilities that support Shriro's compliance with its continuous disclosure obligations under the ASX Listing Rules and Corporations Act 2001

(Cth), and to reinforce Shriro's commitment to providing accurate, balanced, and clear announcements that allow investors to assess the impact of the information when making investment decisions.

To oversee the fulfilment and effective operation of the Disclosure Policy, the Board has established a Disclosure Committee to consider continuous disclosure issues as they arise, comprising the Chair of the Board, CEO, CFO and Company Secretary (or their delegates).

The Disclosure Policy covers, among other things, the following:

- the responsibilities of the Disclosure Committee and the internal reporting obligations to support the disclosure process.
- the responsibilities of the Company Secretary in relation to disclosure and communicating with the ASX.
- the process in relation to seeking a trading halt.
- the policy and procedure for briefing investors, analysts, and the media.

The Disclosure Policy is available on the Company's website. All information disclosed to the ASX is promptly posted on Shriro's website. Directors also receive copies of all ASX announcements immediately after they are made. All new and substantive investor or analyst presentations are released to the ASX ahead of the presentation. The Board considers potential disclosure issues at each of its meetings.

Principle 6: Respect the rights of security holders

6.1 - 6.4 Investor Engagement & Participation at AGM

Shriro recognises the importance of providing its shareholders and the broader investment community with timely access to current information about the Company and avenues for effective two-way communication between the Company, the Board and shareholders.

Shriro has developed an investor engagement programme for engaging with shareholders, the broader investment community, and the media. Shriro communicates information to its shareholders and other stakeholders regularly, including in the following ways:

- Regular investor briefings aligned with half year and full year results and additional ad-hoc briefings.
- Shriro's website at www.shriro.com.au, provides up to date information on the operations of Shriro, its Board and leadership team, corporate governance structure, ASX announcements, details on upcoming events, investor presentations and reports.
- Shriro encourages its shareholders to participate in annual general meetings attending, voting, and asking questions.

All voting at the AGM will be conducted by poll.

6.5 Electronic communications

All Shriro's shareholders have the option to receive communications from, and send communications to, Shriro and its share registry electronically.

Principle 7: Recognise and manage risk

7.1 Audit, Risk & Compliance Committee

The Board has overall responsibility for the Company's risk management framework and strategies but has delegated direct oversight of certain areas of risk to the Audit, Risk & Compliance Committee. Responsibility for day-to-day management of risk rests with the management team.

The members of the Audit, Risk and Compliance Committee are detailed in Recommendation 4.1 above. The Board is of the view that Ms Fiona Brown is the best candidate for the position of Chair of the Audit, Risk & Compliance Committee, noting her significant experience.

The responsibilities of the Audit, Risk and Compliance Committee with respect to risk management are detailed in the charter of the Committee which is available on the Company's website.

7.2 Risk management framework review

The Audit, Risk & Compliance Committee reviews the Company's risk management framework at least annually, including the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls.

The Company has in place controls designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management systems, safety, health and environment and other internal policies and procedures, which are directed at ensuring compliance with regulatory requirements and community standards. The review findings report provided to the ARCC by the Company's external auditors at the completion of each half-year and full-year review categorise review focus areas by area of risk, provide the ARCC with a report detailing review focus areas in relation to area of risk and degree of judgment required. The ARCC discusses the report with the auditors, with material items being referred to the Board.

7.3 Internal Audit Function

Shriro does not have a dedicated internal audit function, however, considerable importance is placed on maintaining a strong control environment in the consolidated entity. There is an organisational structure with clearly drawn lines of accountability and delegation of authority. Internal control reviews are undertaken on a periodic basis and the results are reported to the Audit, Risk & Compliance Committee. Resulting recommendations are assessed by management. Resulting implementation is tracked.

The external audit function is separate and independent of the above processes.

7.4 Environmental and Social Risk

The Company does not consider that it has material exposure to environmental sustainability risks, such as climate change. However, the Company adopts the approach of a responsible corporate citizen regarding environmental matters. In particular, the Board accepts the consensus of the international scientific community that global warming is influenced by human activity, and that this results in long-term changes to climate patterns, which have adverse economic and social consequences. The Board supports the global response of the signatories to the UN Framework Convention on Climate Change to keep global temperature rise well below 2° Celsius and to pursue efforts to limit temperature rise further to 1.5° Celsius relative to pre-industrial levels.

The environmental sustainability initiatives undertaken by the Company include:

- management of disposal of packaging, office paper, computers, and obsolete IT equipment to ensure compliance with applicable legislation; and
- minimising the use of paper by electronic client records wherever local legislation and operational process allows reductions in marketing collateral, elimination of hard copy Board and committee papers, and recycling activities undertaken where possible.

The Company is not a significant consumer of electricity, water, or gas and accordingly the opportunities for material reductions in power consumption are limited.

In the reporting period, the company undertook a review of social risks in the preparation of its annual Modern Slavery Statement.

Principle 8: Remunerate fairly and responsibly

8.1 Remuneration & Nomination Committee

The Board has a Remuneration & Nomination Committee and the members are detailed in Recommendation 2 above. The Chair of the Committee, Fiona Brown, is a non-independent, non-executive director. The Board is of the view that Ms Fiona Brown is the best candidate for the position of Chair, noting her significant experience.

Details of the qualifications and experience of the members of the Committee are set out in the 2026 Annual Report.

The Remuneration & Nomination Committee oversees remuneration policy and monitors remuneration outcomes to promote the interests of shareholders by rewarding, motivating, and retaining employees.

The Committee's charter, which is approved by the Board, sets out the roles and responsibilities, composition, and structure of the Committee. The charter is available on the Company's website.

When considered necessary, the Committee may obtain external advice from independent consultants in determining the Company's remuneration practices including remuneration levels.

The number of Committee meetings held and attended by each member is disclosed in the 2026 Annual Report.

8.2 Remuneration of Non-executive Directors, CEO and Senior Executives

Details in relation to the Company's remuneration policies are contained in the Remuneration Report in the 2026 Annual Report.

8.3 Limiting economic risk of equity-based remuneration schemes

Shriro has a Securities Dealing Policy which is available on the Company's website. Under this policy, the use of derivatives or other hedging arrangements for unvested securities of the Company or vested securities of the Company which are subject to a holding lock or restriction on dealing is prohibited.

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

SHRIRO HOLDINGS LIMITED

ABN/ARBN		Financial year ended:
605 279 329		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:	www.shriro.com.au/investor/corporate_governance

The Corporate Governance Statement is accurate and up to date as at *19 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:	19 August 2026
Name of authorised officer authorising lodgement:	Kerry Smith (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: www.shriro.com.au/investor/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.	☒ (a) Further information is contained within the Nomination & Remuneration Committee charter which can be found at www.shriro.com.au/investor/corporate_governance (b) Information regarding director candidates is included in the AGM Notice of Meeting and Annual Report.	☐ 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.	☒ Further information is contained within the Corporate Governance Statement.	☐ 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.	☒ Further information is contained within the Board Charter which can be found at www.shriro.com.au/investor/corporate_governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: www.shriro.com.au/investor/corporate_governance and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement. and we have disclosed our 2024-2025 Workplace Gender Equality Reporting on Shriro's website at: https://www.shriro.com.au/investor/workplace_gender_equality	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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 a copy of the charter of the committee at: www.shriro.com.au/investor/corporate_governance and the information referred to in paragraphs (4) and (5) at: www.shriro.com.au/investor/corporate_governance and in the Corporate Governance Statement	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in the 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 in the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement and the length of service of each director in the Corporate Governance Statement and 2026 Annual Report.	☐ 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 **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒ the Chair, Abigail Cheadle, is a non-executive, independent director.	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ 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.	☒ as detailed in the Nomination & Remuneration Committee charter which can be found at www.shriro.com.au/investor/corporate_governance	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ 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: www.shriro.com.au/investor/corporate_governance	☐ 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: www.shriro.com.au/investor/corporate_governance The Corporate Governance Statement discusses (b).	☐ 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: www.shriro.com.au/investor/corporate_governance The Corporate Governance Statement discusses (b).	☐ 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: www.shriro.com.au/investor/corporate_governance The Corporate Governance Statement discusses (b).	☐ 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.	☐ and we have disclosed a copy of the charter of the committee at: www.shriro.com.au/investor/corporate_governance and the information referred to in the 2025 Annual Report.	☒ 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.	☒ A declaration made by the CEO and CFO is tabled to directors prior to the entity approving its financial statements.	☐ 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]
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.	☒ Further information is in the Audit, Risk & Compliance Committee charter which can be found at: www.shriro.com.au/investor/corporate_governance	☐ set out in our Corporate Governance Statement
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: www.shriro.com.au/investor/corporate_governance and discussed this in the Corporate Governance Statement.	☐ 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.	☒ as detailed in the Disclosure Policy and Corporate Governance Statement which can be found at www.shriro.com.au/investor/corporate_governance	☐ 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.	☒ as detailed in the Disclosure Policy which can be found at www.shriro.com.au/investor/corporate_governance	☐ 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: www.shriro.com.au/investor/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.	☒ Further information can be found in our Communication Strategy which can be found at www.shriro.com.au/investor/corporate_governance and in the Corporate Governance Statement. Appropriate contact details are provided on all ASX announcements facilitating two-way communication.	☐ 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]
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 in the 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.	☒ Further information is included in the Company's Constitution which can be found at www.shriro.com.au/investor/corporate_governance and in the Corporate Governance Statement.	☐ 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.	☒ Shareholders are provided the opportunity to opt into electronic communication. Further information is contained in the Company's Communication Strategy which can be found at www.shriro.com.au/investor/corporate_governance	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☐ and we have disclosed a copy of the charter of the committee at: www.shriro.com.au/investor/corporate_governance and the information referred to in the 2025 Annual Report.	☒ 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]
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the 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.	☒ 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 in the Corporate Governance Statement.	☒ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement and, if we do, how we manage or intend to manage those risks in the 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.	☐ and we have disclosed a copy of the charter of the committee at: www.shriro.com.au/investor/corporate_governance and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	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: www.shriro.com.au/investor/corporate_governance and in the 2026 Annual Report.	☐ 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: www.shriro.com.au/investor/corporate_governance	☐ 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