Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

NINE ENTERTAINMENT CO. HOLDINGS LTD

ABN/ARBN		Financial year ended:
60 122 203 892		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.nineforbrands.com.au/corporate-governance-2/

The Corporate Governance Statement is accurate and up to date as at 26 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:	26 August 2026
Name of authorised officer authorising lodgement:	Rachel Launders

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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.nineforbrands.com.au/corporate-governance-2/	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ 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 **<u>OR</u>** ☐ 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 **<u>OR</u>** ☐ 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 **<u>OR</u>** ☐ 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.

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.nineforbrands.com.au/corporate-governance-2/ and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement: and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 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) at: in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 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]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://www.nineforbrands.com.au/corporate-governance-2/ and the information referred to in paragraphs (4) and (5) at: In the Directors' Report in the Financial Statements	☐ 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 at: 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 at: in the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: N/A ……………………………………………………………….. [*insert location*] and the length of service of each director at: 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 <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 **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: in the 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.nineforbrands.com.au/corporate-governance-2/	☐ 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.nineforbrands.com.au/corporate-governance-2/	☐ 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.nineforbrands.com.au/corporate-governance-2/	☐ 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.nineforbrands.com.au/corporate-governance-2/ and the information referred to in paragraphs (4) and (5) at: In the Directors' Report in the Financial Statements	☐ 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.nineforbrands.com.au/corporate-governance-2/	☐ 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.nineforbrands.com.au/corporate-governance-2/	☐ 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: 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.	☒	☐ 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 <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 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.nineforbrands.com.au/corporate-governance-2/ and the information referred to in paragraphs (4) and (5) at: in the Directors Report in the Financial Statements	☐ 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: 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.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed how our internal audit function is structured and what role it performs at: 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]
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: in the Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: 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 <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 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://www.nineforbrands.com.au/corporate-governance-2/ and the information referred to in paragraphs (4) and (5) at: in the Directors Report in the Financial Statements	☐ 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: in the Remuneration Report in the Financial Statements	☐ 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.nineforbrands.com.au/corporate-governance-2/ (in the Securities Trading Policy)	☐ 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 <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]
-	*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

Nine

Corporate Governance Statement 2026

Nine Entertainment Co.
ABN 60 122 203 892

1 Denison Street
North Sydney NSW 2060

nineentertainment.com.au

Corporate Governance Statement 2026

This Corporate Governance Statement provides an outline of the corporate governance framework for Nine Entertainment Co. Holdings Limited (**Nine** or the **Company**) for the year to 30 June 2026 (**Reporting Period**), demonstrating the extent to which Nine has complied with the ASX's Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition).

This statement was approved by the Board.

1 Board and Management

1.1 Role of the Board

The role and responsibilities of Nine's Board, consistent with the Board Charter[1], include:

I. defining Nine's purpose, strategic objectives and risk appetite;

II. approving Nine's budgets and business plans;

III. approving Nine's annual report including the financial statements, directors' report, remuneration report and this Corporate Governance Statement;

IV. approving major borrowing and debt arrangements, the acquisition, establishment, disposal or cessation of any significant business of the company, any significant capital expenditure and the issue of any shares, options, equity instruments or other securities in Nine;

V. assessing performance against strategies to monitor both the performance of the Chief Executive Officer and other executives as determined from time to time by the People & Culture Committee;

VI. setting the framework to ensure that Nine acts legally and responsibly on all matters and that the highest ethical standards are maintained. This includes approving Nine's environmental, social and governance (**ESG**) policy and strategy, Nine's statement of values and Code of Conduct;

VII. overseeing Nine's relationship with the Australian Securities Exchange and other regulators, and implementation of policies regarding disclosure and communications with the market and Nine's share-holders;

VIII. monitoring and approving changes to internal governance including delegated authorities, and monitoring resources available to senior management; and

IX. monitoring the mix of skills, experience, expertise and diversity on the Board and, when necessary, appointing new directors, for approval by shareholders.

Further, with the guidance of the Board's People & Culture Committee, the Board is responsible for:

I. ensuring Nine's remuneration framework and policies are aligned with its purpose, values, strategic objectives and risk appetite;

II. evaluating and approving the remuneration packages of the Chief Executive Officer and direct reports to the Chief Executive Officer;

III. monitoring compliance with the Non-Executive Director remuneration pool and recommending any changes to the pool;

IV. administering short- and long-term incentive plans and engaging external remuneration consultants, as appropriate;

V. appointing, evaluating or removing the Chief Executive Officer, and approving appointments or removal of all other members of senior management; and

VI. culture, workplace health and safety, employee engagement and Nine's Code of Conduct.

1. Copies of the Board Charter, Committee Charters and governance policies referred to in this Corporate Governance Statement are all available on Nine's website https://www.nineforbrands.com.au/corporate-governance-2/

With the guidance of the Audit & Risk Management Committee, the Board is ultimately responsible for:

I. preparing and presenting Nine's financial statements and reports;

II. overseeing Nine's financial reporting, including reviewing the integrity and suitability of Nine's accounting policies and principles and how they are applied, and ensuring they are used in accordance with the statutory financial reporting framework;

III. assessing information from external auditors to ensure the quality of financial reports;

IV. overseeing the adequacy of Nine's financial controls and systems;

V. reviewing, monitoring and approving Nine's risk management framework, policies, procedures and systems for managing financial and non-financial risks;

VI. overseeing Nine's ESG initiatives and compliance with Australian Sustainability Reporting Standards; and

VII. managing internal and external audit arrangements and auditor independence.

With the guidance of the Nominations Committee, the Board is ultimately responsible for:

I. nomination, appointment and removal of non-executive directors and the Chief Executive Officer (including consideration of diversity and whether to recommend re-election of a director);

II. assessing the necessary and preferable skills and experience for non-executive directors;

III. succession planning for directors; and

IV. assessing the independence of non-executive directors.

1.2 Delegation to Management

The responsibility for the operation and administration of Nine and its wholly owned subsidiaries (the **Group**) is delegated, by the Board, to the Chief Executive Officer and senior management within levels of authority specified by the Board from time to time. The Board ensures that this team is appropriately qualified and experienced to discharge its responsibilities and has in place procedures to assess the performance of the senior management team. During the year, the delegation of authority across the Group was reviewed and updated, to reflect changes in Nine's business and the structure of Nine's senior management team.

The Chief Executive Officer's role includes:

I. responsibility for the effective leadership of the management team;

II. the development of strategic objectives for the business in collaboration with the Board; and

III. the day-to-day management of Nine's operations.

The Chief Executive Officer may delegate aspects of his authority and power but remains accountable to the Board for Nine's performance and reports regularly to the Board on the conduct and performance of Nine's business units.

1.3 Board Composition

The Board consisted of a majority of independent directors during the Reporting Period.

Andrew Lancaster and Chris Halios-Lewis are not considered independent directors due to their relationship with Birketu Pty Ltd which is a substantial shareholder of Nine.

At all times during the Reporting Period, the Chair was an independent director and not the same person as the Chief Executive Officer and the Board maintained a majority of independent non-executive directors. Further, all Board subcommittees are comprised of a majority of independent directors and are chaired by independent directors.

Name	Tenure	Independent	Committee membership
Peter Tonagh	From 14 January 2025	Yes	– Chair from 7 November 2025 – Member of the People & Culture Committee – Chair of the Nominations Committee from 6 November 2025 – Member of the Audit & Risk Management Committee from 6 November 2025
Matthew Stanton	From 13 March 2025	No	– None
Chris Halios-Lewis	From 26 March 2026	No	– None
Andrew Lancaster	From 1 April 2021	No	– Member of the Nominations Committee
Timothy Longstaff	From 1 January 2025	Yes	– Chair of the Audit & Risk Management Committee
Mandy Pattinson	From 1 August 2023	Yes	– Member of the Nominations Committee – Chair of the People & Culture Committee
Mickie Rosen	From 7 December 2018	Yes	– Member of the Audit & Risk Management Committee – Member of the Nominations Committee – Member of the People & Culture Committee from 6 November 2025
Catherine West	From 9 May 2016 to 7 November 2025	Yes	– Member of the Audit & Risk Management Committee to 6 November 2025 – Chair of the Nominations Committee to 6 November 2025 – Member of the People & Culture Committee to 6 November 2025

Details of Nine's directors' **(Directors)** skills, experience and expertise and their attendances at Board and Committee meetings are contained in the Annual Report.

1.4 Company Secretary

The Board appoints and removes the Company Secretary. All Directors have direct access to the Company Secretary who supports the effectiveness of the Board by monitoring that Board policy and procedures are followed, and co-ordinates the completion and despatch of Board agendas and papers. The Company Secretary is accountable to the Board through the Chair, on all corporate governance matters.

2 Board Appointment and Reviews

2.1 Board Appointment and Induction

The processes to address succession of Directors and ensuring that the Board comprises an appropriate mix of skills, knowledge, diversity, independence and experience are managed by the Nominations Committee.

Where a casual vacancy is to be filled, the Board typically considers the skills and expertise which it would be beneficial to add to the Board, then identifies suitable candidates (using an external search adviser if necessary). A review process is carried out by the Committee, before a candidate is proposed to the whole Board for approval.

When Directors are proposed to shareholders for election or re-election, detailed information about the Director, their professional background and areas of expertise are provided to shareholders, so that the shareholders have all material information relevant to a decision whether or not to elect or re-elect that Director.

All Directors are issued with a letter of appointment that sets out the key terms of their appointment and the Company's expectations regarding involvement with Nine. Nine provides briefings to new Directors on its business and strategy and the Directors' roles and responsibilities and access to previous board papers, as part of the induction. Directors may meet with the Company's auditors to receive a detailed briefing on Nine's financial reporting and audit issues.

All Directors are expected and encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their roles as Directors. In addition, ongoing engagement with senior management across the business provides the Directors with development of their knowledge of industry issues.

Directors may obtain independent professional advice at Nine's expense on matters arising in the course of their Board and Committee duties, after obtaining the Chair's approval. The other Directors must be advised if the Chair's approval is withheld.

2.2 Remuneration

The Remuneration Report sets out Nine's policies and practices regarding the remuneration of non-executive Directors, executive Directors and other Key Management Personnel. It also provides details of the remuneration paid to Directors and certain other senior management of Nine in the Reporting Period.

Nine has a written employment agreement with each senior executive, setting out the terms on which she or he is engaged by the Company, including the components of fixed and variable or at-risk remuneration payable to the senior executive.

2.3 Board Skills Matrix

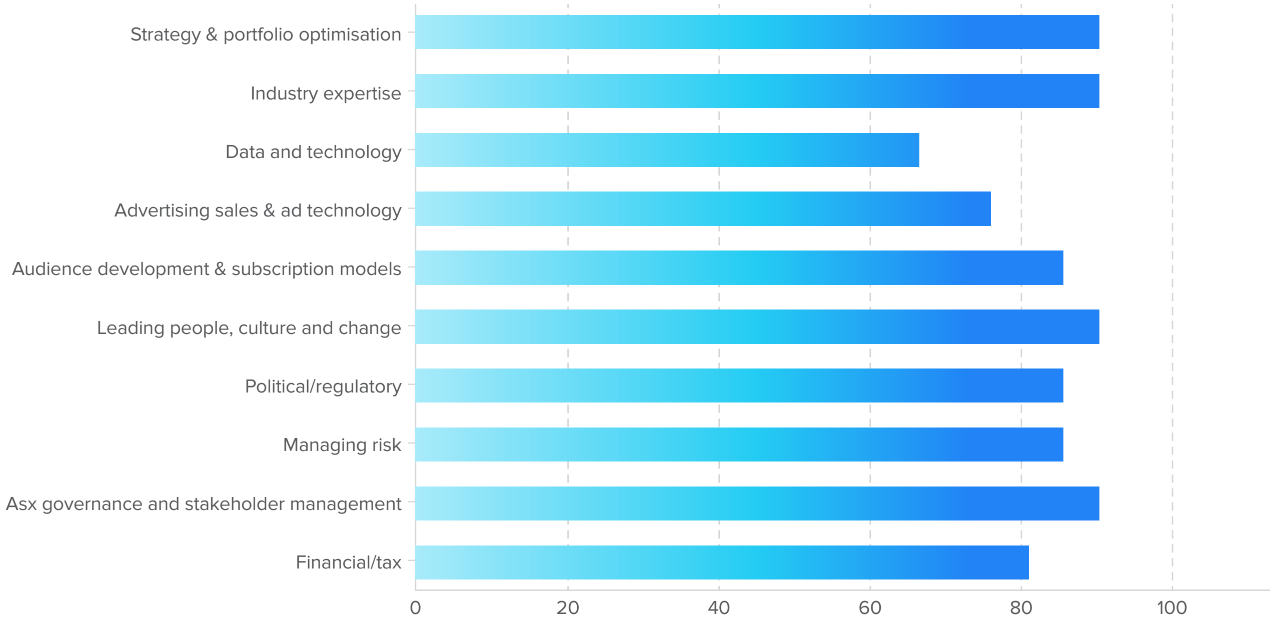
The Board has adopted a skills matrix which is used, together with a consideration of the diversity present among the Board, in assessing the composition of the Board from time to time. During the Reporting Period, the Board updated the skills matrix to better reflect the changes in Nine's assets over the year, and the skills and experience which are most important to the business in light of those changes.

The skills identified are:

Strategy & portfolio optimisation	Developing, executing (including as a senior executive with operational responsibility) and/or overseeing the strategic direction of an organisation; expertise in optimising value and performance across a diversified portfolio of business units, including capital allocation, inter-business synergies and strategic prioritisation.
Industry expertise	Working in or with the news, sports, entertainment media industry or the out-of-home advertising sector, in a significant capacity.
Data and technology	Experience in technology transformation, including managing significant product and technology teams and initiatives; management and commercialisation of data assets; and artificial intelligence (AI) — encompassing both the strategic application of AI and its operational implementation, including deploying AI tools at scale, managing AI-related risks, and embedding AI capability into business workflows and products.
Advertising sales & ad technology	Deep expertise in advertising sales across multiple platforms including digital, broadcast and out-of-home; experience in programmatic advertising, ad technology platforms, audience targeting and cross-platform revenue optimisation; familiarity with agency and advertiser relationships at scale.
Audience development & subscription models	Experience in growing and engaging audiences across television, streaming, audio, and publishing, and building subscription businesses with expertise in subscriber acquisition, retention, and pricing
Leading people, culture and change	Expertise in building culture and people management, particularly through periods of change in a business or industry.
Political / regulatory	Understanding of the political and regulatory environment; experience in influencing that environment, including broadcasting, media ownership, out-of-home planning regulation, and AI/data policy.
Managing risk	Developing, implementing and overseeing risk management policies and procedures for a substantial organisation (including cyber security, climate and ESG risks) and exposure to legal or business affairs issues relevant to Nine's business.
ASX governance and stakeholder management	Experience of the corporate governance and regulatory framework that applies to an ASX listed company, including management of key relationships.
Financial / tax	Experience working in a relevant field (CFO or professional services) or exposure to financial and tax issues relevant to Nine's business and expertise in debt / capital markets.

The Board considers that the current members, taken as a whole, satisfy the mix of skills identified in the skills matrix, as a majority of Directors have a high level of expertise across each of the skills identified in the skills matrix. The Board also demonstrates diversity in terms of gender and international work experience.

Skills Matrix



2.4 Review Processes

The Board carries out a review of the performance of the Board and Directors and each committee reviews its performance. Directors and some members of the Nine management team completed a detailed survey covering a broad range of aspects of the Board's and Committees' operation and performance, which the Board then discussed.

Nine has an employee performance review process which operates throughout the company. In addition, the People & Culture Committee reviews performance of the Chief Executive Officer and other senior management, in the context of determining incentives and remuneration. This took place in respect of the Reporting Period.

3 Committees

3.1 People & Culture Committee

The People & Culture Committee Charter sets out the terms of reference for the People & Culture Committee. The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in connection with:

I. remuneration framework and policies (including approving remuneration arrangements for the Chief Executive Officer, Directors and senior management);
II. short- and long-term incentive plans;
III. succession and development plans for the Chief Executive Officer and senior management;
IV. setting objectives for achieving diversity and monitoring progress in meeting those objectives;
V. workplace health and safety, including psychosocial safety; and
VI. employee engagement and Nine's Code of Conduct.

At all times during the Reporting Period, the People & Culture Committee comprised a majority of independent Directors and was chaired by an independent Director.

At all times during the year, the Committee was comprised of at least three members.

3.2 Audit & Risk Management Committee

The Audit & Risk Management Committee Charter sets out the terms of reference for the Audit & Risk Management Committee. The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities:

I. to prepare and present Nine's financial statements and reports;

II. in relation to Nine's financial reporting, including reviewing the integrity and suitability of accounting policies and principles, assessing significant estimates and judgements in financial reports and assessing information from internal and external auditors to ensure the quality of financial reports;

III. in relation to the entry into, approval, or disclosure, of related party transactions (if any);

IV. in overseeing the adequacy of Nine's financial controls and systems;

V. in overseeing key financial policies around hedging and liquidity;

VI. to review, monitor and approve Nine's risk management framework, policies, procedures and systems for financial and non-financial risks;

VII. to manage audit arrangements and auditor independence;

VIII. to review and monitor Nine's program for managing cyber security risks; and

IX. in overseeing Nine's ESG initiatives and sustainability reporting, including under the Australian Sustainability Reporting Standards (ASRS).

At all times during the Reporting Period, the Audit & Risk Management Committee comprised a majority of independent Directors and was chaired by an independent Director. It had at least three members throughout the Reporting Period.

3.3 Nominations Committee

The Nominations Committee Charter sets out the terms of reference for the Nominations Committee. The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in connection with:

I. nomination, appointment and removal of non-executive directors and the Chief Executive Officer (including consideration of diversity and whether to recommend re-election of a director);

II. assessing the necessary and preferable skills and experience for non-executive directors;

III. succession planning for directors; and

IV. assessing the independence of non-executive directors.

At all times during the Reporting Period, the Nominations Committee comprised a majority of independent Directors and was chaired by an independent Director. It had at least three members throughout the Reporting Period.

4 Reporting and Risk

4.1 Risk Management

Nine recognises that risk is an accepted part of doing business, enabling the creation of long-term shareholder value. Nine is committed to the identification, monitoring and management of key risks, to protect and enhance shareholder interests.

Responsibility for risk management is shared across the organisation:

I. The Board is responsible for approving Nine's Risk Management Policy and for determining Nine's approach to and appetite for risk, taking into account Nine's strategic objectives and other factors including stakeholder expectations.

II. The Board has delegated to the Audit & Risk Management Committee responsibility for:

   a. identifying major risk areas (including cyber security risk); ;
   b. periodically reviewing, monitoring and approving Nine's risk management framework, policies, procedures and systems to provide assurance that major business risks are identified, consistently assessed and appropriately addressed;
   c. ensuring that risk considerations are incorporated into strategic and business planning;
   d. providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that key risks are being appropriately managed and making recommendations on changes to Nine's risk management framework;
   e. reviewing reports from management concerning compliance with key laws, regulations, licences and standards which Nine is required to satisfy in order to operate;
   f. overseeing the effectiveness of Nine's financial controls and systems;
   g. overseeing tax compliance and tax risk management;
   h. reviewing any material findings of any examinations by regulatory agencies;
   i. reviewing any material incident involving a fraud or a breakdown of Nine's risk controls;
   j. overseeing the progress of Nine's ESG-related activities; and
   k. evaluating the structure and adequacy of the Group's insurance coverage.

III. Nine management is responsible for establishing operational processes and policies to support Nine's risk management framework, including identifying major risk areas and effectively identifying, monitoring, reporting on and managing key business risks.

iv. Each employee and contractor is expected to understand and manage the risks within their responsibility and boundaries of authority, as set out in Nine's internal policies, when making decisions and undertaking day-to-day activities.

Nine has processes in place to identify and assess key risks, whether at an enterprise level or a project level, and to manage those risks. Nine's Risk and Assurance function, with oversight from the Audit & Risk Management Committee, implements a continuous process of communication with internal stakeholders to understand and influence the risk environment affecting Nine. It also conducts annual examinations of Nine's external and internal environments, to establish the parameters within which risks must be managed. Key business risks are discussed below and are further outlined in the Operating and Financial Review section of the Annual Report.

Nine's internal processes for risk management include establishing operating plans and budgets, periodic reforecasting and monitoring of progress against the approved plans and budgets. There are controls in place in relation to matters such as approval of payments and approval of contracts, which are designed to ensure that levels of delegated authority are adhered to. Staff and business units have both financial and non-financial KPIs, which are monitored.

Nine has a thorough system for managing workplace safety, including regular reviews of policies and operating procedures, training for staff and consultation with staff through WHS committees at each site and regular site inspections to identify any changes in risks.

During the Reporting Period, Nine, including through the Audit & Risk Management Committee, continued to review its risk management framework, including re-assessing the major risk areas for the business. Through these activities, the Audit & Risk Management Committee has reviewed Nine's risk management framework and satisfied itself that it continues to be sound and that Nine is operating with due regard to an appropriate risk appetite.

4.2 Internal Audit

Responsibility for internal audit is part of the broader Risk and Assurance function, managed by the Group Risk Director, who reports on internal audit activities at each meeting of the Audit & Risk Management Committee.

The internal audit function's goal is to bring a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control and governance over business processes, through independent, objective assurance.

The internal audit plan is agreed with the Audit & Risk Management Committee annually, however it can be adapted as the need arises following consultation with the Committee. During the year, Nine conducted a number of reviews in the internal audit plan, using external service providers to provide specialist skills and capacity where appropriate.

4.3 Reporting by CEO and CFO

The Chief Executive Officer and Chief Financial Officer are each responsible for reporting to the Audit & Risk Management Committee any proposed changes to the risk management framework. Any exposures or breaches of key policies or incidence of risks, where significant, must be reported to the Audit & Risk Management Committee and the Board.

The Chief Executive Officer and Chief Financial Officer are required to provide to the Board declarations in accordance with section 295A of the Corporations Act which confirm:

I. that the financial records of Nine have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Nine's financial position and performance;

II. their view that the Company's financial reporting is founded on the basis of a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and

III. that the Company's risk management and internal compliance and control system is operating effectively in all material respects.

These declarations were provided before the half year accounts to 31 December 2025 and the full year accounts to 30 June 2026 were approved by the Board.

4.4 Verification of the Integrity of Unaudited Corporate Reports

Nine periodically releases reports which have not been audited or reviewed by the auditors, such as the Directors' Report and operating review which accompanies the financial statements, this Corporate Governance Statement and other elements of the Annual Report.

Nine has a process to ensure that those reports are complete and accurate before they are released, which includes:

- Preparation of drafts by experienced staff of Nine, who consult with relevant colleagues to ensure information is collected from necessary departments within Nine and consult with advisers as required;
- Review of the drafts by relevant stakeholders who will have knowledge of the matters covered in the report, which may include the General Counsel, Head of Investor Relations, Chief Financial Officer, Deputy Chief Financial Officer, Group Financial Controller and Group Risk Director; and
- Where necessary or appropriate, approval by the Board or by the Company's Disclosure Committee (which consists of the Chief Executive Officer, General Counsel & Company Secretary and Chief Financial Officer).

4.5 Material Exposure to Risks

Nine recognises that as a part of doing business, and enabling the creation of long-term shareholder value, it may have exposure to specific risks that could impact on its ability to create value for its shareholders. Management regularly identifies key risks that have the potential to impact the business. Those identified risks include the following matters as well as associated steps that Nine is taking (in no particular order).

- **Adverse economic conditions and structural change affecting the media and advertising industries.**
  Nine recognises the difficulties presented by challenging market and economic conditions. Nine is taking proactive steps to minimise its exposure through diversifying its revenue initiatives as well as strong program management.
- **Unfavourable policy or regulatory conditions.**
  Existing and new regulations could have an adverse effect on Nine's divisional activities. Nine proactively engages with government to ensure Nine is able to present its position and plan ahead.
- **Operational disruption caused by technology outages, third party failure or unforeseen external factors.**
  Nine operates a framework for managing disruption and outages, including incidents affecting key suppliers or caused by external factors such as extreme weather events. The framework operates on a 24x7 basis to minimise the risk of disruption to Nine's operations.

- **Cyber security breaches or compromises of confidentiality, integrity or availability of Nine data or systems.**
  Nine operates a cyber security program that is aimed at maintaining an appropriate level of cyber security controls as well as processes for dealing with threats and potential breaches.
- **Managing risks associated with wage compliance, in particular compliance with applicable awards and EBA terms, and risks of staff underpayment.**
  Wage compliance is a risk for any major corporation with a workforce comprising employees covered by an EBA and/or awards. Nine has proactively implemented a program for managing this risk through a combination of system and process controls.
- **Failure to effectively and rapidly adopt AI and apply benefits at scale.**
  The effective deployment of AI at scale is a key strategic priority for Nine. The organisation is investing in scaling this capability and ensuring broad adoption across all divisions.
- **Delayed or ineffective execution of Group strategy, including ineffective implementation of acquisitions or divestments or failure to properly manage change**.
  Nine has identified this risk as heightened due to the number of recent acquisitions and divestments. Nine has dedicated teams and change programs to support the effective execution of group strategy, including change management associated with acquisitions and divestments.
- **Failure to maintain an appropriate organisational culture that ensures staff safety and wellbeing**.
  Nine acknowledges that maintaining an appropriate organisational culture is key to its success. Nine has implemented a Culture Action Plan supported by a highly-experienced P&C capability to ensure that it continues to maintain a positive culture.
- **Failure to offer high quality relevant content, including securing sports rights on suitable terms**.
  Nine acknowledges that being able to offer high quality content is a core expectation from shareholders and audience. Nine has highly capable teams that actively negotiate terms for the acquisition of that content on terms that are commercially acceptable and that support Nine's distribution strategies.
- **Inadequate leadership capability resulting in failing to implement business priorities and maintain engagement from the company's workforce.**
  Achieving Nine's strategic priorities and risk management processes is dependent on high quality leadership. Nine manages this through a range of activities and programs aimed at selecting, training and supporting existing and future leaders.

The Board and management will continue to monitor key risks in the business, including those listed above, throughout the upcoming reporting period. Further discussion regarding the key risks affecting Nine's business and the way in which Nine manages those risks are outlined in the Operating and Financial Review in Nine's Annual Report.

4.6 ESG risks and Mandatory Climate Reporting

Nine's Environmental, Social and Governance Policy is updated biannually, with the next update scheduled for FY27. Nine's priorities under that policy are in the areas of:

- Facilitating trusted and independent journalism
- Consumer data security and privacy
- Ethical corporate conduct, including avoiding modern slavery, bribery and corruption
- Community engagement and contribution
- Diversity and inclusion
- Carbon emissions and climate-related financial disclosures

Trusted and independent journalism: Nine understands that, as a media company, it has a role to play in supporting the community and upholding high standards in relation to its content. Nine undertakes a number of activities, including those described below, to engender trust and confidence in Nine. This is necessary for its continued social licence to operate and to mitigate some of the social risks relating to Nine's operations.

Nine's activities as a broadcaster and publisher are managed in compliance with the Broadcasting Services Act 1992 (Cth), Commercial Television Code of Practice, the Press Council's Statement of General Principles and other regulatory obligations which affect the material which Nine can broadcast and publish, and the manner in which Nine conducts operations. These set minimum standards for Nine's content and provide its stakeholders with assurance about Nine as a trusted source of news and entertainment.

Data security and privacy: There are a number of recent legislative changes and anticipated reform projects being pursued which could impact on the way in which Nine carries out its business activities, including its journalism, data security and privacy. Nine makes submissions, both directly and through industry bodies, to ensure that the role of broadcasters, publishers and content creators is properly taken account of, when policies which impact on their roles, such as the reforms of the Privacy Act, are considered. Nine regularly reviews policies on use of AI in its business given the potential impacts on data security and privacy, as well as the quality of Nine's content, if AI is not used in a responsible manner.

Ethical corporate conduct: Nine has prepared its Modern Slavery Statement for the Reporting Period. In doing so, Nine has reviewed elements of its supply chain to investigate whether Nine and its key suppliers are engaging in modern slavery practices. Nine's Modern Slavery Statement provides further details of its focus in this area. During the Reporting Period, Nine implemented its Anti-Bribery Policy.

Community engagement and contribution: Nine takes its role as a community participant seriously, and undertakes a number of initiatives to support the communities it operates in, including:

- providing free airtime and advertising space to community service organisations and charities for community service announcements;
- raising awareness of community and social impact matters and initiatives through its journalism across all platforms;
- actively supporting fundraising for a number of charities including the Mark Hughes Foundation Beanies for Brain Cancer fundraising drive; and
- providing opportunities for staff to volunteer (through paid volunteer leave) both with the charities supported by Nine Cares, including Orange Sky, St Vincent de Paul, Too Good Co and YoungCare, and charities of the individual's choosing.

Diversity and inclusion: As part of its commitment to enhancing Diversity and Inclusion, Nine has Diversity, Equity and Inclusion communities, built on Gender Equity, LGBTQIA+, Culture, Disability and First Nations. Each of these Communities has an Executive Sponsor and co-chairs drawn from across Nine. They provide support for people with lived experience, encouraging them to come together as a group to raise awareness and champion change.

Carbon emissions and governance: Nine is continuing to develop and deepen its evaluation of the impact of climate change on its business and strategies. The Nine Board holds ultimate responsibility for setting and overseeing the Group's climate strategy, delegating the quarterly review of climate-related risks to the Audit & Risk Management Committee.

Following a qualitative scenario analysis completed during the current period, Nine concluded its strategy and business model demonstrate a high degree of resilience and the Group does not have a material exposure to environmental risks, given the nature of Nine's business and geographically dispersed infrastructure. In FY26, Nine has adopted Australian Sustainability Reporting Standards.

Nine understands that its impact on the environment is an important matter requiring increased attention and reporting, and is committed to improving its sustainable performance and reducing its carbon emissions footprint. Nine's current approach is to maintain or reduce energy consumption, wherever practical, and focus on operational resilience and risk mitigation, which includes monitoring the increasing energy demands and transition risks associated with digital growth and AI.

As part of this commitment, Nine is a foundation member of Sustainable Screens Australia, which is an industry-led initiative dedicated to promoting sustainable practices within the Australian film and television sector. It collaborates with industry leaders to integrate sustainability into everyday production processes.

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5 Diversity

5.1 Diversity & Inclusion Policy

Nine has adopted a Diversity & Inclusion Policy, to recognise the value of creating an inclusive workplace that is respectful of diversity. Nine acknowledges the positive outcomes achieved from a diverse workforce, and values the contribution of diverse skills and talent from its Directors and employees. Under the policy, diversity encompasses gender, age, ethnicity, cultural background, religion, sexual orientation, disability and mental impairment.

The Diversity & Inclusion Policy requires the Board to set and monitor on an annual basis Nine's performance against measurable diversity objectives.

5.2 Female Representation

As at 30 June 2026, the proportion of men and women employed by Nine was as follows:

	Women	Men
Independent Directors	50%	50%
Board of Directors	29%	71%
Senior Executives	40%	60%
Total Nine workforce	47%	53%

For this purpose, "Senior Executives" are the Chief Executive Officer and direct reports to the Chief Executive Officer.

5.3 Objectives for FY26

Nine's performance against its gender diversity objectives for the Reporting Period is detailed below:

Objective	Performance
At least 40% of board positions to be held by women and at least 40% of such positions to be held by men	**MET:** The Board considers independent Board representation to be the critical factor under its direct control. Excluding non-independent roles (the CEO and two Birketu Pty Ltd nominees), representation was split 50% women and 50% men. Across the total Board, women represented 29% at 30 June 2026, following the retirement of Catherine West (November 2025) and the appointment of Chris Halios-Lewis (March 2026).
At least 40% of senior executive positions to be held by women (for this purpose, senior executives are the Chief Executive Officer and direct reports to the Chief Executive Officer)	**MET:** Four out of ten of the senior executive positions are held by women.
At least 40% of management positions to be held by women	**MET:** Female representation reached 40%, reflecting Nine's ongoing commitment to professional development and internal advancement.
Achieve gender balance in leadership and talent development	**MET:** Women received 52% of total promotions, and participation in the *Leading @ Nine* program maintained a 50/50 gender balance. Identified future talent pools are 50% female. Nine also sponsored employee attendance at the Future Women and Women in Media conferences.
Monitor and review initiatives that drive equity and inclusion, including, but not limited to gender equity, across the business such as pay equity review, Diversity, Equity and Inclusion communities and flexible working.	**MET:** Over 800 employees now participate in Nine Communities. Following the October 2024 "*Out In the Open*" report, Nine established a culture change program to improve workplace equity, inclusion, and accountability. This work remains ongoing.

5.4 Gender Diversity Objectives for FY27

The Board has adopted the following measurable objectives for FY27 for achieving gender diversity:

- At least 40% of independent board positions to be held by women and at least 40% of such positions to be held by men;
- At least 40% of senior executive positions to be held by women and at least 40% of such positions to be held by men (for this purpose, senior executives are the Chief Executive Officer and direct reports to the Chief Executive Officer);
- At least 40% of management positions to be held by women and at least 40% of such positions to be held by men;
- Achieve gender balance in leadership and talent development; and
- Monitor initiatives driving broader equity and inclusion, including pay equity reviews, employee resource groups and flexible working frameworks.

6 Corporate Governance Policies

6.1 Values

Nine's statement of its vision and purpose are:

Vision: Together, we'll be the creators of consumer-first experiences that matter.

Purpose: At Nine, we shape culture by sparking conversations, challenging perspectives, informing and entertaining our communities. We bring people together by celebrating the big occasions and connecting the everyday moments. Australia Belongs Here.

In conjunction with that purpose and vision, Nine has four values (https://ninecareers.com.au/life-at-nine/):

- *Walk The Talk*
- *Turn Over Every Stone*
- *Keep It Human*
- *Move Forward As One*

Nine's purpose is why we do what we do and is designed to guide decisions with a shared perspective, across all of Nine. The values are "how we do it". The values have been rolled out across Nine's business, as each part of the business considers what those values mean for how they work and the behaviours expected of all employees to demonstrate the values.

6.2 Code of Conduct

Nine has a Code of Conduct which applies to all Directors and employees of Nine and its subsidiaries. The Code was substantially reviewed during the Reporting Period, to demonstrate better how Nine's values relate to the expectations which Nine has of how our team engages with each other and other stakeholders. The Code of Conduct:

- sets the ethical standards required in relation to conduct of Nine's business;
- provides clear guidance on Nine's values and expectations of staff, in relation to matters such as communicating with respect and courtesy, engaging constructively and providing an inclusive environment;
- is a guide for making good decisions on matters such as protecting confidential information, receipt of gifts, compliance with laws, protecting Company assets and avoiding conflicts of interests;
- prohibits giving or taking any bribes or improper payments in connection with doing business with Nine; and
- sets out the consequences for breaches of the Code of Conduct, which may include termination of employment.

Any material breaches of the Code of Conduct are reported to the People & Culture Committee or, if any such breaches involve fraud or other financial misconduct, would be reported to the Audit & Risk Management Committee. The People & Culture Committee receives regular reporting on the number of investigations conducted into potential breaches of the Code of Conduct.

6.3 Securities Trading Policy

Nine's Securities Trading Policy has been developed to educate the Board and employees of the Group about their obligations under the Corporations Act in relation to trading in securities. The policy sets black-out periods in which shares cannot be traded by Directors and employees to whom the policy applies. It requires those individuals to obtain consent before any trading outside a black-out period is undertaken.

The Securities Trading Policy prohibits employees from entering derivative or other transactions which limit economic risk in respect of any Nine securities which are unvested or subject to a holding lock.

Nine is not aware of any breaches of the Securities Trading Policy during the Reporting Period.

6.4 Disclosure Policy

Nine has a Disclosure Policy which sets out the processes which are followed to ensure compliance with the ASX Listing Rules in relation to continuous disclosure. Nine has a Disclosure Committee which is tasked with determining whether announcements on potentially price sensitive matters are required, the content of announcements and ensuring that announcements are made within the time frame required by the ASX Listing Rules.

Nine's Disclosure Policy requires that any briefing and presentation materials containing previously undisclosed information will be disclosed to the market through the ASX and Nine's corporate website.

Nine is not aware of any breaches of the Disclosure Policy during the Reporting Period.

Directors are on an email distribution list which ensures they receive copies of all material market announcements promptly after they are released to the ASX.

Nine ensures that any new and substantive investor or analyst presentation, such as the Annual General Meeting presentation and results presentations, is provided to the ASX Markets Announcement Platform before the presentation is provided to any third parties.

6.5 Shareholder Communications and Participation

Nine has a Shareholder Communications Policy which promotes effective two-way communications with shareholders and other stakeholders and encourages effective participation at Nine's general meetings. Nine's website (www.nineforbrands.com.au) provides ready access for shareholders to key corporate governance documents, ASX releases, financial reports and other information of relevance to shareholders. The website is updated as soon as possible after documents are released to the ASX under Nine's continuous disclosure obligations. The policy was complied with during the Reporting Period.

Nine and its share registry, MUFG Corporate Markets, encourage shareholders to receive communications from Nine and its share registry electronically. The websites of Nine and the registry both provide contact points for shareholders to communicate with Nine and the registry electronically.

Nine provides a webcast / teleconference facility for its results announcements, so that all shareholders can attend the presentation of the results, and its Annual General Meeting. Since 2022, Nine has held its AGM as a hybrid meeting, in preference to an in person only meeting, to facilitate shareholder participation, and intends to continue this. In addition, Nine's constitution allows direct voting, giving shareholders a greater ability to participate directly in voting at the Annual General Meeting, if they are unable to attend the meeting.

Shareholders are invited to submit questions ahead of the Annual General Meeting, so that any issues raised by shareholders in advance can be responded to. There is also an opportunity for shareholders to ask questions or comment on matters relevant to Nine at the Annual General Meeting. The Company's auditor is always present at Annual General Meetings to answer questions about the conduct of the audit and the audit report.

For some years, Nine has put all resolutions at its Annual General Meeting to shareholders by a poll, rather than by a show of hands. This is to support the principle of "one share, one vote" which is captured by the ASX Listing Rules, and ensures that the outcome of resolutions reflects the will of the shareholders.

6.6 Whistleblower Policy

Nine has a Whistleblower Policy which applies to all Directors and employees of Nine and its subsidiaries and has appointed a third-party service provider to provide a confidential, anonymous means for notifications to be provided under the Whistleblower Policy. Any material incidents reported under that policy will be reported to the People & Culture Committee or, if the incident relates to fraud or other financial misconduct, to the Audit & Risk Management Committee.

A copy of the policy is available on Nine's website.

6.7 Anti-Bribery Policy

Nine has an Anti-Bribery Policy which applies to all Directors and employees of Nine and its subsidiaries. Any material incidents reported under that policy will be reported to the People & Culture Committee or, if the incident relates to fraud or other financial misconduct, to the Audit & Risk Management Committee.

A copy of the policy is available on Nine's website.