CORPORATE GOVERNANCE STATEMENT

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CORPORATE GOVERNANCE STATEMENT

The Board of Nuchev Limited (**Nuchev**, the **Company**) is committed to maintaining high standards of Corporate Governance and oversees the Company's business and affairs on behalf of the shareholders by whom they are elected and accountable.

The Board regularly reviews its Corporate Governance Framework to ensure it remains appropriate for the Company's needs, while reflecting evolving best practice standards.

Corporate Governance underpins the Company's commitment to ethical conduct, transparency, accountability and the protection of stakeholder interests. The Board considers Corporate Governance to be an integral component of the Company's broader framework of corporate responsibility and regulatory compliance.

The Company complies with each of the recommendations set out in the Australian Securities Exchange (**ASX**) Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**), where considered appropriate for a company of Nuchev's size, nature and stage of development. Unless otherwise indicated, the Company's Corporate Governance practices were in place for the Financial Year ended 30 June 2026 (**FY26**) and up to the date of signing the Directors' Report.

This Corporate Governance Statement (**Statement**) incorporates the disclosures required by the Recommendations under the headings of the eight core principles as adopted by the Company. The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period and to the date of signing the Directors’ Report have been identified, and reasons provided for not following them, along with what (if any) alternative governance practices that have been adopted, in lieu of the Recommendation during the period.

The Company has adopted a suite of Corporate Documents which provide the written terms of reference for the Company’s Corporate Governance duties.

Further details in respect to the Company’s Corporate Governance practises are summarised below.

The Company’s Corporate Governance policies are available on the Company’s website at https://nuchev.com.au/pages/investor-policies

PRINCIPLE 1 | LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Recommendation 1.1:

A listed entity should have and disclose a 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.

The Board is responsible for oversight of management and the overall Corporate Governance of the Company including its strategic direction, establishing goals for Management and monitoring the achievement of those goals, monitoring systems of risk management and internal control, codes of conduct and legal compliance.

The responsibility for the operation and administration of the Company is delegated by the Board to the Chief Executive Officer (**CEO**) and the executive team.

The Board ensures that both the CEO and executive team are appropriately qualified and experienced to discharge their responsibilities and have procedures in place to monitor and assess their performance. The Executive team are responsible for conducting the general operations and financial business of the Company in accordance with the delegated authority of the Board and to progress the strategic direction provided by the Board.

The Company has adopted a Board Charter which sets out the specific requirements of the Board including:

- Board's composition.
- Roles and responsibilities of the Chair, Company Secretary and Management.
- The establishment and operations of Committees.
- Directors' access to Company records and information.
- Details of the Board's relationship with Management.
- Details the Board's performance review procedures.
- Details of the Board's Disclosure Policy.

The Company's Board Charter is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 1.2:

A listed entity should:

(a) Undertake appropriate checks before appointing a director, or senior executive or putting someone forward for election as a director; and

(b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Nuchev has detailed guidelines surrounding the appointment and selection of directors and the Board undertakes an appropriate evaluation of the necessary and desirable competencies of potential directors, including Board succession plans and evaluation of the Board's performance in its consideration of future Board member appointments. The Board performs the responsibilities for the selection of potential directors in accordance with the Board Charter.

When a Board vacancy occurs, the Board identifies the particular skills, experience and expertise that will best complement Board effectiveness, having regard to the Board Skills Matrix, and then undertakes a process to identify candidates who can meet those criteria. The Company undertakes appropriate checks before appointing a Board member or an Executive team member. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.

The Company provides shareholders all material information in its possession relevant to a decision on whether or not to elect (or re-elect) a director within a Notice of Meeting pursuant to which the Resolution to elect or re-elect such director will be voted upon.

The qualifications, experience and special responsibilities of the Board members are also set out in the Directors' Report included within the Annual Report.

Recommendation 1.3:

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

The terms of appointment for the Company's Directors and executive team are summarised in written agreements.

Further details are also set out in the Remuneration Report included within the Annual Report.

Recommendation 1.4:

The Company Secretary of a listed entity should be accountable to the Board through the Chair, on all matters to do with the proper functioning of the Board.

The Company Secretary has been appointed by and is accountable directly to the Board through the Chair, for all governance matters to do with the proper functioning of the Board. The Company Secretary is currently Tamara Barr (Principal Consultant, CSB Corporate Services). Her qualifications and experience are outlined in the Annual Report.

The Company Secretary is responsible for advising the Board on governance matters and administering Board and Committee meetings.

Recommendation 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.*

The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people. The Company is committed to its promotion of workplace diversity.

The Board has formally adopted a Diversity Policy which outlines the foundation for setting diversity targets and strategies to meet them, including:

- A diverse and skilled workforce.
- A workplace culture characterised by inclusive practices and behaviours for the benefit of all staff.
- Improved employment and career development opportunities for women.
- A work environment that values and utilises the contributions of employees with diverse backgrounds, experiences, and perspectives.

Nuchev is not a relevant employer under the Workplace Gender Equality Act.

Gender Diversity:

The following table outlines the proportion of men and women employed by the Company across all levels of employment.

At 30 June 2026	Number of women employed	Total number of persons employed	%
Women on the Board	1	5	20%
Women employed in Senior Executive roles	2	6	33%
Women employed in the Company as a whole	25	39	64%

The above figure provides information regarding the proportion of gender diversity in the organisation as at 30 June 2026. Senior Executive positions are defined as the CEO, the CFO, the Company Secretary, any person directly reporting to the CEO or any person reporting to a direct report of the CEO (excluding anyone not in managerial position).

For the reporting period, the Board has set the following measurable diversity objectives:

Objective		Measure	Status
Workforce Diversity	Employ, develop and retain women and those from non-English speaking backgrounds to ensure our customer voices are represented.	▪ Maintain female representation of over 50% ▪ Maintain a NESB representation of over 30%	>50% representation female representation (currently 64%) >30% employees from NESB (currently 16%)
Workforce Inclusion	Foster a culture that encourages flexibility to support our employees for the whole of life and thereby increase retention.	▪ Review and communicate our “Ways of Working” at least annually, which supports flexible working, along with the Flexible Working Policy ▪ Annual Review of workplace Behaviour (Bullying and assessment) Policy and Speak-Up Policy	✓ Annual review occurred and surveyed every 6 months with above 90% agreement ✓ Annual review occurred
Board Review	Annual review by the Board of its Diversity policy and measurable objectives.	▪ Annual review included in the PCC meeting calendar	✓ Annual review occurred

Recommendation 1.6:

A listed entity should:

(a) *Have and disclose a process for periodically evaluating the performance of the board, its committees and individual Directors; and*

(b) *Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.*

The Board, as a whole, has responsibility to review its own performance, as well as the performance of individual Directors and the performance of any Board Committees.

The Board Charter details the processes for the evaluation of Board members. The Chair of the Board may also meet individually with each Board member to discuss their performance. Non-Executive Directors may also meet to discuss the performance of the Chair.

The Board also conducts informal reviews at the end of each meeting to assess the effectiveness of the meeting and points for improvement.

The formal process for evaluation of the Board, individual directors and Committees occurs on a biennial basis, with the aid of an independent advisor if deemed required.

The Board has begun planning for an Independent External Board Review to be conducted following the Company's Annual General Meeting in November 2026.

Recommendation 1.7*:*

A listed entity should:

(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and

(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board is responsible for assessing the performance of the CEO and Executive Team against agreed Key Performance Indicators (**KPIs**) at least bi-annually, or more frequently as required.

The People & Culture Committee reviews performance outcomes and makes recommendations to the Board. The Board may then undertake a facilitated discussion, providing each Director with the opportunity to offer feedback, identify areas for improvement, and raise any concerns.

Further details of the performance evaluation process are provided in the Annual Report.

A Performance Review was conducted during July 2026.

PRINCIPLE 2 | STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

The board of a listed entity should be of an appropriate size and collectively have the skills commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation 2.1:

The board of a listed entity should:

(a) have a nomination committee which:

(1) has at least three members, a majority of whom are independent Directors; and

(2) is chaired by an independent Director,

and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the 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.

The Board has established a People & Culture Committee to oversee the nomination process for directors and the Executive team, with regard to market conditions and benchmarking, enabling the Company to attract, retain and motivate individuals with the skills, experience and expertise required for the effective management and oversight of the business. The Committee is responsible for reviewing and making recommendations to the Board on potential candidates for director and executive positions, ensuring it maintains an appropriate balance of skills, knowledge, experience, independence and diversity to discharge its duties and responsibilities effectively.

The People & Culture Committee is chaired by Jeffrey Martin, an Independent Non-Executive Director, and comprises all Non-Executive Directors, the majority of whom are Independent.

The Board has adopted a People & Culture Committee Charter, which sets out the Committee's roles, responsibilities and operating procedures.

The CEO, Head of People & Culture and Company Secretary have a standing invitation to attend Committee meetings, as appropriate.

Details of the Committee's membership, the qualifications and experience of its members, and the number of meetings held and attendance by members during the reporting period are disclosed in the Directors' Report contained in the Annual Report.

The People & Culture Committee Charter is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 2.2:

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Board aims to have an appropriate mix of skills, knowledge, experience and capabilities in its composition in order to effectively discharge its responsibilities of good Corporate Governance and oversight for the Company and its security holders. Gaps in the collective skills of the Board are regularly reviewed by the Board as a whole, with the Board proposing candidates for directorships having regard to the desired skills and experience required by the Company as well as the diversity of background of proposed candidates.

Each Director participations in a self-assessment of their capabilities and experience across defined categories annually, and the outcomes, along with any resulting actions, are reviewed by the Board.

A Board Skills Matrix review was undertaken by the Board during July 2026.

A profile of each Director, their skills, experience and background is also included in the Directors' Report within the Annual Report.

The Company's Board Skills Matix is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 2.3:

A listed entity should disclose:

(a) *the names of the directors considered by the board to be independent directors;*

(b) *if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and*

(c) *the length of service of each director.*

Details of each Director's background, experience, knowledge and skills are set out in the Directors' Report within the Annual Report, including any interests, position or relationship relevant to the Company.

Name	Status and Position	Independent	Date of Appointment
Ben Dingle	Non-Executive Director and Chair	No	09/04/2013
Jeffrey Martin	Non-Executive Director and PCC Chair	Yes	05/09/2016
Craig Silbey	Non-Executive Director	No	16/10/2023
Elizabeth Smith	Non-Executive Director and ARC Chair	Yes	29/07/2024
Meng Zhang (Leo)	Non-Executive Director	No	26/05/2025

Recommendation 2.4:

A majority of the board of a listed entity should be independent directors.

The Board assesses each Director against established independence criteria, considering whether they are free from any business or other relationships that could materially interfere with the exercise of independent judgement. Materiality is assessed on a case-by-case basis, having regard to each Director's individual circumstances.

The Board comprises five Directors, of which all are Non-Executive Directors, and currently considers two Directors to be independent. Further details of the Directors' qualifications, experience and independence assessments are provided in the Directors' Report within the Annual Report and on the Company's website.

Recommendation 2.5:

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Board Charter provides that where practical, the Chair of the Board will be a Non-Executive Director.

The Chair, Ben Dingle, is a Non-Executive Director and is not the CEO. However, the Board does not consider Ben to be an independent Director.

Notwithstanding this, the Board considers Ben's experience, industry knowledge and understanding of the Company's operations to be valuable in the effective discharge of his responsibilities as Chair.

Recommendation 2.6:

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

Nuchev is committed to ensuring that Directors have the skills, knowledge and understanding necessary to perform their roles effectively and contribute to the long-term success of the Company.

The Board oversees the induction process for new Directors, while the People & Culture Committee monitors and reviews processes supporting both Director induction and ongoing professional development.

New directors are provided with the necessary induction materials and are encouraged to spend time with the Executive team to develop their understanding of the business.

The People & Culture Committee supports Board succession planning by assessing the skills, experience, diversity and expertise required on the Board, taking into account the Company's strategic objectives and future direction. The People & Culture Committee is also responsible for reviewing succession plans for the CEO and other senior executives.

Professional development opportunities are considered on an individual basis, with opportunities provided to Directors where appropriate.

PRINCIPLE 3 | INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1:

A listed entity should articulate and disclose its values.

The Company's strategic statements which include the Company's values in the form of vision, mission and philosophy are disclosed within the Annual Report.

Recommendation 3.2:

A listed entity should:

(a) *have and disclose a code of conduct for its directors, senior executives and employees; and*

(b) *ensure that the board or a committee of the board is informed of any material breaches of that code.*

The Board recognises the importance of establishing and maintaining high ethical standards and decision making in conducting its business and is committed to increasing shareholder value in conjunction with fulfilling its responsibilities as a good corporate citizen. All Directors, Managers and employees are expected to act with the utmost integrity, honesty and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Company has formally adopted a Code of Conduct which applies to all Directors, Executives and employees without exception. Any material breaches of the Code of Conduct are reported to the People & Culture Committee who in turn report to the Board where necessary.

The Company's Code of Conduct is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 3.3:

A listed entity should:

(a) *have and disclose a whistleblower policy; and*

(b) *ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

The Company is committed to maintaining and promoting the highest standards of conduct and ethical behaviour and has formally adopted a Whistleblower Policy (**Speak Up Policy**) which has been communicated internally and made available to relevant external stakeholders. The Speak Up Policy encourages the reporting of suspected misconduct, improper conduct or other wrongdoing and outlines the processes for receiving, investigating and managing disclosures.

The People & Culture Committee is responsible to oversee the operation and effectiveness of the Policy, including monitoring compliance and receiving reports on material matters arising under it. The Board is informed of any material incidents or breaches reported under the Policy and maintains oversight of the Company's whistleblower framework.

The Company's Speak Up Policy is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 3.4:

A listed entity should:

(a) have and disclose an anti-bribery and corruption policy; and

(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has established an Anti-Bribery, Fraud & Corruption (**ABC**) Policy which incorporates anti bribery and corruption rules. The Company is aware of its obligations under law to not engage in bribery or corruption. The Company believes it has the required management teams and processes to ensure it is informed of any breaches under law, who in turn report to the Audit & Risk Committee.

The Board shall be informed of any material breaches of the ABC Policy via the Audit & Risk Committee Chair's updates presented at monthly Board meetings.

The Company's Anti-Bribery, Fraud & Corruption Policy is available on the Company's website at https://nuchev.com.au/pages/investor-policies

PRINCIPLE 4 | SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

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

Recommendation 4.1:

The board of a listed entity should:

(a) Have an audit committee which:

(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and

(2) is chaired by an independent director, who is not the chair of the board,

and disclose:

(3) the charter of the committee;

(4) the relevant qualifications and experience of the members of the committee; and

(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Company has established an Audit & Risk Committee, the function of which is to provide assistance to the Board in fulfilling its Corporate Governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems and external audit functions.

The Committee is chaired by Elizabeth Smith, an Independent Non-Executive Director, and comprises all Directors, majority of which are Independent Non-Executive Directors. The Chair of the Committee has leadership experience and a strong finance, accounting and business background.

The Board has adopted an Audit & Risk Committee Charter, which sets out the Committee's roles, responsibilities and operating procedures.

The CEO, the CFO and Company Secretary have a standing invitation to attend Committee meetings. The Company's external auditors are invited to attend Committee meetings.

The Board considers that the members of the Committee have the required accounting and financial expertise and an appropriate understanding of the industry in which the Company operates. The relevant qualifications and experience of the Committee members, details of the number of Committee meetings and attendance at those meetings are detailed in the Directors' Report within the Annual Report.

The Audit & Risk Committee Charter is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 4.2:

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board has received signed declaration from the CEO and CFO that 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.

Recommendation 4.3:

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

All periodic reports to be released to the market undergo a series of internal management reviews including by the CEO and CFO and where relevant third-party advisers. The Board reviews and approves all major ASX announcements prior to release on the ASX. A Disclosure Committee has been established comprising the CEO, CFO and Company Secretary to review and approve administration type ASX announcements. In the event of a significant or critical incident, the Disclosure Committee also assesses whether information may be market-sensitive, considers whether an ASX announcement or trading halt is required, and coordinates the Company's disclosure response in accordance with the Company's Incident and Escalation Procedure.

PRINCIPLE 5 | MAKE TIMELY AND BALANCED DISCLOSURE

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1:

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

The Company has established a Continuous Disclosure Policy. The Board is responsible for approving and monitoring compliance with this policy.

The Board recognises the importance of timely and balanced disclosure of all material matters concerning Company and is committed to achieving the highest standards of market disclosure. The Board is responsible for compliance with Company's continuous disclosure obligations.

The Board focuses on timely disclosure of any information concerning Company and its controlled entities that a reasonable person would expect to have a material effect on the price of Company's securities.

The Company's Continuous Disclosure Policy is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 5.2:

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

The Company Secretary, who is the designated ASX communications officer, is tasked with providing copies of all ASX market announcements to the Board promptly after they have been made.

Recommendation 5.3:

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company releases new and substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of any presentation of the material.

PRINCIPLE 6 | RESPECT THE RIGHTS OF SECURITY HOLDERS

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1:

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

In line with adherence to the continuous disclosure requirements of the ASX, all shareholders are kept informed of major developments affecting the Company. This disclosure is through regular shareholder communications including the Annual Report, Half Yearly Report, the Quarterly Report, the Company's website, and the distribution of specific releases covering major transactions and events or other price sensitive information.

Recommendation 6.2:

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

The Board and Executive team are actively engaged in two-way communication with investors. The Company aims to ensure Shareholders are kept informed of any major developments affecting the Company and are given the opportunity to gain a greater understanding of Nuchev's business, governance, financial performance prospects, as well as express their views on matters of concern or interest to them. The Company's Shareholder communication processes are via the ASX, the Company's website and at Shareholder meetings. The Company gives Shareholders the option to receive communications from, and send communications to, the Company and its security registry electronically where possible. The Board has adopted a Shareholder Communications Policy which provides the foundation and strategy for effective two-way communication with Shareholders.

The Company's Shareholder Communications Policy is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 6.3:

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

The Company acknowledges that respecting shareholders rights is of fundamental importance and that communication with shareholders is a key element of this. Information is communicated to shareholders through ASX announcements, the Company's website and at shareholder meetings. The Company reserves time for shareholders to speak and direct questions to the Board at the Company's shareholder meetings. The external auditor is also invited to attend annual general meetings to answer any questions concerning the conduct, preparation and content of the Auditor's report.

Recommendation 6.4:

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

The Company conducts voting at its meetings of security holders by poll rather than by a show of hands for all resolutions put to a meeting.

Recommendation 6.5:

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company encourages the use of electronic communication and offers security holders the option to receive and send electronic communication to the Company and its Share Registry where possible.

PRINCIPLE 7 | RECOGNISE AND MANAGE RISK

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

Recommendation 7.1:

The board of a listed entity should:

(a) Have a committee or committees to oversee risk, each of which:

(1) Has at least three members, a majority of whom are independent directors; and

(2) Is chaired by an independent director,

and disclose:

(3) The charter of the committee;

(4) The members of the committee; and

(5) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company has established an Audit & Risk Committee, the function of which is to provide assistance to the Board in fulfilling its Corporate Governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems and external audit functions.

The Committee is chaired by Elizabeth Smith, an Independent Non-Executive Director, and comprises all Directors, majority of which are Independent Non-Executive Directors.

The Board considers that the members of the Committee have the required accounting and financial expertise and an appropriate understanding of the industry in which the Company operates. The Chair of the Committee has leadership experience and a strong finance, accounting and business background.

The CEO, the CFO and Company Secretary have a standing invitation to attend Committee meetings. The Company's external auditors are invited to attend Committee meetings.

The relevant qualifications and experience of the Committee members, details of the number of Committee meetings and attendance at those meetings are detailed in the Directors' Report within the Annual Report.

The Audit & Risk Committee Charter is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 7.2:

The board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and

(b) disclose, in relation to each reporting period, whether such a review has taken place.

The Audit & Risk Committee will review the Company's Priority-Risk Register and Risk Universe twice yearly and review the Company's Risk Management Framework annually.

Risk Management is considered by the Board to be of critical importance to the successful operation of the Company and is afforded due consideration.

The Committee has identified technology, cyber security and the use of artificial intelligence as a specific area of risk focus, supported by a management action plan that is monitored by management and reported to the Committee and the Board.

Any material updates and changes to the Risk Register will be communicated to the Board at their monthly meetings.

Recommendation 7.3:

A listed entity should disclose:

(a) If it has an internal audit function, how the function is structured and what role it performs; or

(b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk and internal control processes.

Given the size of the Company's operations, the Company does not currently have an Internal Audit Function.

The Board has reviewed the current internal controls in place and has deemed them sufficient following consultation with the Company's External Auditors.

Recommendation 7.4:

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The Audit & Risk Committee, the Board and the Executive team review the Company's material exposure to economic, environmental and social risks, and the management of those respective risks.

The Company discloses this information within its Annual Report.

PRINCIPLE 8 | REMUNERATE FAIRLY AND RESPONSIBLY

A listed entity should pay director remuneration sufficient to attract and retain high-quality Directors and design its executive remuneration to attract, retain and motivate high-quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation 8.1:

The board of a listed entity should:

(a) Have a remuneration committee which:

(1) has at least three members, a majority of whom are independent directors; 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.

The Board has established a People & Culture Committee to oversee the remuneration of Directors and the Executive team. The Committee is responsible for reviewing and making recommendations to the Board on remuneration arrangements, including the Company's Short-Term Incentive (**STI**) Policy and Equity Incentive Plan (**EIP**), to ensure they support the Company's strategic objectives and promote the creation of long-term shareholder value.

Remuneration for Directors and the Executive team is set with regard to market conditions and benchmarking, enabling the Company to attract, retain and motivate individuals with the skills, experience and expertise required for the effective management and oversight of the business. The Committee also assists the Board in ensuring it maintains an appropriate balance of skills, knowledge, experience, independence and diversity to discharge its duties and responsibilities effectively.

The People & Culture Committee is chaired by Jeffrey Martin, an Independent Non-Executive Director, and comprises all Non-Executive Directors, the majority of whom are Independent.

The CEO, Head of People & Culture and Company Secretary have a standing invitation to attend Committee meetings, as appropriate.

The Board has adopted a People & Culture Committee Charter, which sets out the Committee's roles, responsibilities and operating procedures.

Details of the Committee's membership, the qualifications and experience of its members, and the number of meetings held and attendance by members during the reporting period are disclosed in the Directors' Report contained in the Annual Report.

The People & Culture Committee Charter is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Recommendation 8.2:

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other Executive team members are disclosed in the Company's Annual Report.

Recommendation 8.3:

A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme, and

(b) disclose that policy or a summary of it.

The Company maintains a Securities Dealing Policy that applies to all Directors and employees. The policy prohibits participants from entering into arrangements that limit the economic risk associated with holdings of Nuchev securities and sets out requirements for obtaining approval to trade, observing closed trading periods, and complying with restrictions on short-term trading.

As part of the Company Secretary's Report, Directors' interests, including their holdings of Company securities, are disclosed and reviewed at each Board meeting.

The Company's Securities Dealing Policy is available on the Company's website at https://nuchev.com.au/pages/investor-policies

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Nuchev Limited

ABN/ARBN	Financial year ended:
54 163 225 090	**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://nuchev.com.au/pages/investor-policies**

The Corporate Governance Statement is accurate and up to date as at 27 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:	**27 August 2026**
Name of authorised officer authorising lodgement:	**Tamara Barr, Company Secretary**

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ The Company's Board Charter is available on the Company's website at: http://investor.nuchev.com.au/policies/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☐	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

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]
1.5	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.	☒ The Company's Diversity Policy is available on the Company's website at: http://investor.nuchev.com.au/policies/	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ 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.	☒ The Company's Corporate Governance Statement is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <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.	☒ We have disclosed the evaluation process referred to in paragraph (a), and whether a performance evaluation was undertaken for the reporting period in accordance with that process within our Corporate Governance Statement which is available on the Company's website at: http://investor.nuchev.com.au/policies/	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ The Company's People & Culture Committee Charter is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ The Company's Board Skills Matrix is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ The Company's Corporate Governance Statement is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ set out in our Corporate Governance Statement
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

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.5	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.	☒	☐ 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.	☒ The Company's Code of Conduct is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ The Company's Speak Up Policy is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ The Company's Anti-Bribery & Corruption Policy is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ The Company's Audit & Risk Committee Charter is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ The Company's Continuous Disclosure Policy is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒ Information about Nuchev and its Corporate Governance is available on the Company's website at: https://nuchev.com.au/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒	☐ 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.	☒ The Company's Audit & Risk Committee Charter is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ The Company's People & Culture Committee Charter is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☒	☐ 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.	☒ The Company's Equity Incentive Plan is available on the Company's website at: http://investor.nuchev.com.au/policies	☐ 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.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position, and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity, and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia, and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity, and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM, and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	N/A	N/A
-	*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.	N/A	N/A