Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Janus Electric Holdings Limited

ABN/ARBN	Financial year ended:
55 095 006 090	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://januselectric.com/investors/corporate-governance/

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:	Jade Cook, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

<table>
<tr><th colspan="2">Corporate Governance Council recommendation</th><th>Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:</th><th>Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]</th></tr>
<tr><td>1.5</td><td>A listed entity should:
(a) have and disclose a diversity policy;
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
(c) disclose in relation to each reporting period:
(1) the measurable objectives set for that period to achieve gender diversity;
(2) the entity's progress towards achieving those objectives; and
(3) either:
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</td><td>☒
and we have disclosed a copy of our diversity policy at:
https://januselectric.com/investors/corporate-governance/
and we have disclosed the information referred to in paragraph (c) at:
our corporate governance statement.

The Company was not included in the S&P / ASX 300 Index during the reporting period, as such, no measurable objective for achieving gender diversity in the composition of its board applies for the reporting period.</td><td></td></tr>
<tr><td>1.6</td><td>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.</td><td>☒
and we have disclosed the evaluation process referred to in paragraph (a) at:
our corporate governance statement

and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:
our corporate governance statement.</td><td>☐</td></tr>
</table>

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: our corporate governance statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 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 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.	☐	☒ set out in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://januselectric.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: our corporate governance statement.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: 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]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: our corporate governance statement and, where applicable, the information referred to in paragraph (b) at: our corporate governance statement and the length of service of each director at: 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
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	

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 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://januselectric.com/investors/corporate-governance/	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://januselectric.com/investors/corporate-governance/	
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://januselectric.com/investors/corporate-governance/	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://januselectric.com/investors/corporate-governance/	

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.		☒ set out in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://januselectric.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: 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.	☒	
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://januselectric.com/investors/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	

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 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://januselectric.com/investors/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Shareholder Communication policy, a copy of which can be found at: https://januselectric.com/investors/corporate-governance/	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	

<table>
<tr><th colspan="2">Corporate Governance Council recommendation</th><th>Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:</th><th>Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]</th></tr>
<tr><td colspan="4">PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</td></tr>
<tr><td>7.1</td><td>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.</td><td>☐</td><td>☒
and we have disclosed a copy of the charter of the committee at:
https://januselectric.com/investors/corporate-governance/
and the information referred to in paragraphs (4) and (5) at:
our corporate governance statement.</td></tr>
<tr><td>7.2</td><td>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.</td><td>☒
and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:
our corporate governance statement.</td><td></td></tr>
<tr><td>7.3</td><td>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.</td><td>☒
and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:
our corporate governance statement</td><td></td></tr>
</table>

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: our corporate governance statement and, if we do, how we manage or intend to manage those risks at: our corporate governance statement.	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☐	☒ and we have disclosed a copy of the charter of the committee at: https://januselectric.com/investors/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: our corporate governance statement.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: our corporate governance statement.	
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: our Securities Trading policy, a copy of which can be found at https://januselectric.com/investors/corporate-governance/	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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

Corporate Governance Statement

The Directors and management of Janus Electric Holdings Limited's (**JNS** and the **Company**) are committed to conducting the business of JNS and its controlled entities (the **Group**) in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared this statement which sets out its corporate governance practices that were in operation throughout the financial year ended 30 June 2026. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 26 August 2026 and has been approved by the Board of JNS.

The Company's corporate governance policies and charters are all available under the Investor Centre section of the
Company's website (https://januselectric.com/investors/corporate-governance/) (the **Website**).

	ASX Recommendation	Status	Reference / Comment
	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.*		
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.**	**Complying**	The Board has adopted a charter which establishes the role of the Board and its relationship with management. The primary role of the Board is the protection and enhancement of long-term shareholder value. Its responsibility is the overall strategic direction of JNS. The functions and responsibilities of the Board and management are consistent with ASX Principle 1. A copy of the Board Charter is available on the Website. As the Board acts on behalf of the shareholders and is accountable to the shareholders, the Board seeks to identify the expectations of the shareholders as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.
1.2	**A listed entity should:** **(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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.**	**Complying**	The Board identifies suitable candidates to complement the existing Board, undertakes appropriate checks on the candidate; seeks confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director. The Company provides information to shareholders about Directors seeking election and re-election at the annual general meeting to enable them to make an informed decision. This information includes their relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director and whether the Director is considered to be independent.

	ASX Recommendation	Status	Reference / Comment
1.3	**A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**	**Complying**	The Company has written agreements in place with each Director and senior executive. Specifically: • the Non-executive Directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and • the senior executives have entered into service contracts, setting out the terms and conditions of their employment.
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.**	**Complying**	The Company Secretary is responsible for co-ordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, ASX and all statutory and other filings. The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary. The decision to appoint or remove the Company Secretary is to be made and/or approved by the Board.
1.5	**A listed entity should:** **(a) have and disclose a diversity policy;** **(b) through its board or committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executive 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 organisation (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.**	**Non-Complying**	The Company is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workforce diversity. A copy of the Diversity Policy is available on the Website. The Diversity Policy promotes diversity and inclusivity regardless of employees' experiences, perspectives, professional skills, gender, gender identity, age, sexual orientation, marital or family status, disabilities, ethnicity, religious beliefs, cultural and socioeconomic backgrounds. The Board considers that the Company is currently too small to incorporate specific gender diversity targets into its hiring process. However, JNS values, recognises, and respects diversity in all respects and its workforce is made up of individuals with diverse skills, backgrounds, perspectives, and experiences. The Board will continue to monitor JNS's growth and needs for specific gender diversity targets periodically. The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the implementation of the Diversity Policy. Due to the size of the Board and the nature, scale and industry of the Company's operations 100% of the Board and a majority of the senior executive positions are men. The company as a whole has 85% men and 15% women. The Company is not considered a "Relevant Employer" under the Company's Workplace Gender Equality Act (**WGEA**) and therefore has not lodged a WGEA Report for the 2025/2026 period.

	ASX Recommendation	Status	Reference / Comment
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.**	**Complying**	In accordance with the Board Charter the Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The Chair leads a discussion and provides feedback to the individual Directors as necessary. This process was completed during the reporting period (May 2026) to review the performance and effectiveness of the Board and individual directors.
1.7	**A listed entity should:** (a) **have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and** (b) **disclose for 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.**	**Complying**	Under the Board Charter, senior executives' performance will be considered by the Remuneration and Nomination Committee. Given the current size and composition of the Board, the Board performs the functions of the Remuneration and Nomination Committee, and this departure is considered reasonable. A performance evaluation of the CEO and CFO has taken place in relation to the FY26 objectives, set for these individuals since commencement in the role. Given the recent reconstitution of the Board and management team, a performance evaluation of the senior executives was not undertaken during the reporting period.

Principle 2 – Structure the Board to add value

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

	ASX Recommendation	Status	Reference / Comment
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.**	**Partial-Compliance**	The Remuneration and Nomination Committee of the Board comprising of the members below was dissolved on 14 January 2026 following resignation of directors and a subsequent reconstitution of the Board: 1. Mrs Kristy Carr (Independent Chair); 2. Mr Tony Fay (Independent Director); and 3. Mr Dennis Lin (Independent Director) Given the current size and composition of the Board, the Board performs the functions of the Remuneration and Nomination Committee, and this departure is considered reasonable. The Board composition is as below: 1. Mr Tony Fay (Independent Chair); 2. Mr Peter Koler (Non-Independent Non-Executive Director); and 3. Mr Ben Hutt (Managing Director and CEO) The Remuneration and Nomination Committee's powers are formalised in a Charter which is available on the JNS Website.
2.2	**A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.**	**Complying**	The Board aims to be comprised of Directors which have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to the Company's businesses and the Board's responsibilities. The Board regularly evaluates the mix of skills, experience and diversity at the Board level, and has developed and adopted a Board skills matrix which has been tailored to the circumstances and requirements of JNS. It is intended that the skills matrix will be reviewed at least annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities. The objectives of the skills matrix adopted by the Board are to: • Leadership: experience in the development, implementation, oversight and delivery of strategic outcomes and operational activities for an organisation of a large scale and complexity. • Service sector: experience and knowledge relevant to overseeing the business of an electrical products and services company. • Finance, Audit and Assurance: experience relevant to JNS in financial accounting and reporting, corporate finance and internal controls, including assessing the quality of financial controls. • Legal: experience in the commercial legal and regulatory environment applicable to JNS. • Risk management: experience in identifying, assessing, monitoring and overseeing the management of financial and non-financial risks. • Technology and digital: experience in developing

			technology strategies, monitoring and implementing technology strategies, and / or in digital innovation in corporate environments. • Marketing and communications: experience in marketing and communications in member/customer focused environments. • Health, safety and environment: experience related to workplace health and safety, environmental and social responsibility, and community. • Corporate governance: experience with rigorous governance standards, and an ability to assess the effectiveness of senior management. • Committee membership: remuneration experience in setting executive incentives, an ability to assess suitable board candidates and nominations for roles. • Understanding shareholders and customers: experience in creating long term shareholder value and an ability to manage customer priorities. • Independent mindset: an independent perspective that allows a Director to separate themselves from the organisation and approach issues with a clear, unbiased view. • Integrity: to uphold the values of integrity of Janus Electric Holdings Limited. • Communication: able to listen, persuade, communicate ideas, sensitivity, openness and awareness of non-verbal communication, co-operation and team-working. • Critical thinking: The ability to think critically and to raise vital questions and problems, gather and access relevant information, think open-mindedly. • Emotional intelligence: quick to grasp other stakeholders characteristics and values. The Board considers that it currently has an appropriate mix of skills and diversity and provides in the Company's Directors' Report information about the skills, experience and expertise of each Director.
2.3	**A listed entity should disclose:**	**Complying**	The composition of the Board during the reporting period was as below:

Name of Director	Category	Date of change
Mr Tony Fay	Independent Chair	Appointed 13 May 2025
Mr Peter Koller	Non-Executive Director	Appointed 2 Feb 2026
Mr Ben Hutt	Managing Director and CEO	Appointed 12 Jan 2026
Mr Dennis Lin	Independent Chair (former)	Resigned 14 Jan 2026
Ms Kristy Carr	Independent Director	Resigned 14 Jan 2026
Mr Ian Campbell	Managing Director and CEO (former)	Resigned 15 Dec 2025
Mr Saurabh Jain	Independent Director	Appointed 14 Jan 2026 and resigned 30 Jan 2026

	(a) the names of the directors considered by the board to be independent directors; **(b) if a director has an interest, position, association 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, association 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 Board has considered the circumstances of each Director and determined that Mr Fay is independent as described in item 2.3 of the Recommendations. If the Board determines that a director's status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market. The length of service of each Director is set out in the Company's Annual Report.
2.4	**A majority of the board of a listed entity should be independent directors.**	**Non-Complying**	Currently, the Board comprises one independent Non-Executive Director, one Non-Executive Director and one Executive Director. Based on 2.3 above majority of the Board was Independent up to 14 Jan 2026 post which there was a Board reconstitution.
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.**	**Complying**	Tony Fay who was appointed as the Chair effective 14 January 2026 is an Independent, Non-Executive Chair.
2.6	**A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.**	**Complying**	Under the Board Charter, the Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. The Company Secretary is responsible for facilitating the induction of Directors.

	Principle 3 – Act ethically and responsibly *A listed entity should act ethically and responsibly.*		
	ASX Recommendation	**Status**	**Reference / Comment**
3.1	**A listed entity should articulate and disclose its values.**	**Complying**	The JNS Statement of Values is contained in the Business Integrity Policy available on the JNS website.
3.2	**A listed entity should:** **(a) have 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.**	**Complying**	The Board has established a Code of Conduct which articulates acceptable practices for directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The CEO is responsible for bringing breaches of the Codes to the attention of the Board.
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.**	**Complying**	JNS has a Whistleblower Policy. This policy encourages employees to raise any concerns and report instances of illegal, unacceptable, or undesirable conduct within the Company. The policy deals with (among other things): • how employees can make reports about any of the above behaviours anonymously and/or confidentially, securely, and outside of business hours; • the procedures following disclosure by an employee; • how investigations will be conducted by the Company; • reporting of the outcome of the investigation; and; • communications to whistleblowers. The Whistleblower Policy is available on JNS website.
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 materials breaches of that policy.**	**Complying**	JNS has an Anti-Bribery and Corruption Policy. This policy outlines JNS's stance in relation to bribes, corruption, and other improper payments or benefits received or given by the Company and its personnel and the damage to JNS's reputation and good standing in the community. The policy provides a framework under which gifts or benefits over $500 are to be recorded in JNS's gift and entertainment register that is maintained by the CFO. The Board will be informed of any material breaches as appropriate. The Anti-Bribery and Corruption Policy is available on JNS website.

Principle 4 – Safeguard the integrity of corporate reports *A listed entity should have appropriate processes to verify the integrity of its corporate reports.*			
	ASX Recommendation	**Status**	**Reference / Comment**
4.1	**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.**	**Partial Compliance**	The Risk and Audit Committee of the Board comprising of the members below was dissolved on 14 January 2026 following resignation of directors and a subsequent reconstitution of the Board: 1. Mr Tony Fay (Independent Chair); 2. Mrs Kristy Carr (Independent Director); and 3. Mr Dennis Lin (Independent Director) Given the current size and composition of the Board, the Board performs the functions of the Risk and Audit Committee, and this departure is considered reasonable. The Board composition is as below: 1. Mr Tony Fay (Independent Chair); 2. Mr Peter Koler (Non-Executive Director); and 3. Mr Ben Hutt (Managing Director and CEO) The Risk and Audit Committee powers are formalised in a Charter and are posted on the JNS Website. The Risk and Audit Committee's powers are formalised in a Charter which is available on the JNS Website. The Board retains ultimate responsibility for the integrity of the Company's financial reporting and oversees the Company's financial reporting processes, accounting policies, internal controls and risk management framework. The Board is responsible for overseeing the appointment, independence and performance of the external auditor and monitors compliance with applicable requirements for audit engagement partner rotation. The external auditor has direct access to the Board and may meet with the Board without management present where appropriate.
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.**	**Complying**	Before the Board approves the Company's financial statements for each financial period, the Board receives declarations from the Chief Executive Officer and Chief Financial Officer that, in their opinion: • the financial records of the Company have been properly maintained; • 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 • their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively in all material respects. The Board considers these declarations as part of its review and approval of the Company's financial statements.

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.**	**Complying**	The Company will disclose its process to verify the integrity of any periodic corporate report in its annual report.

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.*			
	ASX Recommendation	**Status**	**Reference / Comment**
5.1	**A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.**	**Complying**	Consistent with the Board's commitment to improving its disclosure policy, the Board has a Continuous Disclosure and Communication Policy, which sets out JNS's commitment to the objective of promoting investor confidence and the rights of Shareholders by: • complying with the continuous disclosure obligations imposed by law; • ensuring that company announcements are presented in a factual, clear and balanced way; • ensuring that all Shareholders have equal and timely access to material information concerning JNS and; • communicating effectively with Shareholders and making it easy for them to participate in general meetings. The Continuous Disclosure and Communication Policy is available on the JNS website.
5.2	**A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.**	**Complying**	The Board receives copies of all material market announcements promptly after they have been made.
5.3	**A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.**	**Complying**	All investor or analyst presentations are released to the ASX market announcements platform ahead of the presentation.

Principle 6 – Respect the rights of security holders *A listed entity should provide its securityholders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.*			
	ASX Recommendation	**Status**	**Reference / Comment**
6.1	**A listed entity should provide information about itself and its governance to investors via its website.**	**Complying**	The Board informs all shareholders of all major developments affecting JNS's state of affairs as follows: 1. Placing all relevant announcements made to the market, on the Website after they have been released to ASX; 2. Publishing all corporate governance policies; and 3. Placing the full text of notices of meeting and explanatory material on the Website.
6.2	**A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.**	**Complying**	The Company communicates with its shareholders and investors by posting information via the ASX or website, and by encouraging attendance and participation of shareholders at general meetings. Management and/or Directors may meet with shareholders from time to time upon request and respond to any enquiries they may make.
6.3	**A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.**	**Complying**	Shareholders are encouraged to attend the Annual General Meeting (AGM). The AGM is an opportunity for shareholders to hear the Directors provide updates on Company performance, ask questions of the Board and vote on the various resolutions affecting the business. Shareholders are given an opportunity to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.
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.**	**Complying**	All resolutions at JNS's general meetings are decided by way of a poll.
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.**	**Complying**	The Company provides Shareholders the option to receive communications from, and send communications to, the Company via email or any other electronic means that is nominated by the relevant Shareholder.

Principle 7 – Recognise and Manage Risk *A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework*			
	ASX Recommendation	**Status**	**Reference / Comment**
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.**	**Partial Compliance**	The Risk and Audit Committee of the Board comprising of the members below was dissolved on 14 January 2026 following resignation of directors and a subsequent reconstitution of the Board: 1. Mr Tony Fay (Independent Chair); 2. Mrs Kristy Carr (Independent Director); and 3. Mr Dennis Lin (Independent Director) Given the current size and composition of the Board, the Board performs the functions of the Risk and Audit Committee, and this departure is considered reasonable. The Board composition is as below: 1. Mr Tony Fay (Independent Chair); 2. Mr Peter Koler (Non-Executive Director); and 3. Mr Ben Hutt (Managing Director and CEO) The Risk and Audit Committee powers are formalised in a Charter and are posted on the JNS Website. Please refer to sections 4.1 to 4.3.
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** **disclose, in relation to each reporting period, whether such a review has taken place.**	**Complying**	Under the Board Charter, the Board will ensure that JNS has in place an appropriate risk management framework and will set the risk appetite within which the Board expects management to operate. Further, it is intended that the Risk and Audit Committee will, among other things, regularly review and update the risk profile and ensure that JNS has an effective risk management system. As part of this process, the Board will review, at least annually, JNS's risk management framework in order to satisfy itself that it continues to be sound. A review of the risk management framework was undertaken during the reporting period. Given the current size and composition of the Board, the Board performs the functions of the Risk and Audit Committee, and this departure is considered reasonable.
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 management and internal control processes.**	**Complying**	Due to the current scope and size of JNS's operations, it does not currently have an internal audit function. It relies on external auditors to undertake this function in compliance with relevant laws and requirements of the ASX. However, the Risk and Audit Committee is responsible for reviewing the need for an internal audit function and for implementing an internal audit function if it deems one necessary. In addition, the Risk and Audit Committee will be responsible for preparing a risk profile which describes the material risks facing JNS, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risks. Given the current size and composition of the Board, the Board performs the functions of the Risk and Audit Committee, and this departure is considered reasonable.

	ASX Recommendation	Status	Reference / Comment
7.4	**A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.**	**Complying**	Janus Electric has disclosed all material risks facing Janus Electric and how it intends to manage those risks in Section 3 of the Cleansing Prospectus dated 30 July 2026, including exposure to economic, environmental and social sustainability risks. JNS will continue to disclose these material risks in the future in its annual report or elsewhere as appropriate.

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.*			
	ASX Recommendation	**Status**	**Reference / Comment**
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.**	**Partial Compliance**	The Remuneration and Nomination Committee of the Board comprising of the members below was dissolved on 14 January 2026 following resignation of directors and a subsequent reconstitution of the Board: 1. Mrs Kristy Carr (Independent Chair); 2. Mr Tony Fay (Independent Director); and 3. Mr Dennis Lin (Independent Director) Given the current size and composition of the Board, the Board performs the functions of the Remuneration and Nomination Committee, and this departure is considered reasonable. The Board composition is as below: 1. Mr Tony Fay (Independent Chair); 2. Mr Peter Koler (Non-Executive Director); and 3. Mr Ben Hutt (Managing Director and CEO) The Remuneration and Nomination Committee's powers are formalised in a Charter which is available on the JNS Website.
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.**	**Complying**	Details of the Directors and Senior Executives remuneration are set out in the Remuneration Report in the Directors' Report. The structure of the Non-Executive Directors' remuneration is distinct from that of executives.
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.**	**Complying**	JNS's Securities Trading Policy is a code that is designed to minimise the risk of insider trading. The Securities Trading Policy explains when options or rights under an employee incentive scheme can be exercised and also outlines Janus Electric's restrictions around margin lending, short-term or speculative trading in JNS and hedging. The Securities Trading Policy is available on the JNS website.