Locality Planning Energy Holdings Limited
2026 Corporate Governance Statement

1. Introduction

This Corporate Governance Statement is current as of 28 August 2026 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2026, followed the recommendations set by the ASX Corporate Governance Council in its publication "Corporate Governance Principles and Recommendations" 4th Edition (**Recommendations**).

Effective corporate governance is critical for the long-term success of Locality Planning Energy Holdings Limited (**LPE** or **Company**). The Board of the Company (**Board**) is committed to maintaining and enhancing a strong corporate governance framework for the Company and is responsible for the overall corporate governance of LPE.

During 2026 the Company embarked on a corporate governance uplift program to adopt, review and refresh key policies and corporate governance generally. To date the Company has adopted a new Diversity and Inclusion Policy, a revised Board Charter, a Risk Appetite Statement, a revised schedule of Delegations of Authority and charters for the three Board Committees and refreshed its Securities Trading Policy. The program is ongoing and further revitalisation of the Company's approach to corporate governance is planned for the next financial year ensuring it is fit for LPE's size and the industry in which it operates.

2. ASX Corporate Governance Principles and Recommendations

The Recommendations are not prescriptive but provide guidance. Under the ASX Listing Rules, LPE provides an annual corporate governance statement disclosing the extent to which it has followed the Recommendations in the relevant reporting period.

Where LPE does not follow, or partially follows a Recommendation, it identifies the Recommendation that has not been followed (or partially followed) and gives reasons for not following it in whole or in part. It also discloses what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

The key aspects of the LPE's corporate governance practices are summarised below.

The charters and policies referred to in this statement are available on the Company's website at https://investorhub.localityenergy.com.au/governance

3. Board of Directors

The Board monitors the operational and financial position, and overall performance of LPE and oversees its business strategy, including approving its strategic goals. The Board is committed to maximising performance, generating shareholder value and financial returns, and sustaining the growth and success of the Company.

With these objectives in mind, the Board seeks to ensure that LPE is properly managed and that its directors (**Directors**), officers and employees operate in an appropriate environment of good corporate governance. Accordingly, the Board has created a framework for managing LPE, including adopting relevant internal controls, risk and compliance management frameworks, and corporate governance policies and practices which it believes are appropriate for the business and which are designed to promote responsible management and appropriate conduct of LPE.

The Directors bring to the Board relevant experience and skills, including industry and business knowledge, financial management and corporate governance experience. Each Director has confirmed to the Company that they anticipate being able to perform their duties as a Non-Executive Director or Executive Director, as the case may be, without constraints having regard to their other commitments. The LPE Board is currently comprised of four directors, all of whom are considered independent.

Details of directors who held office during the year are listed below:

Mr. Craig Chambers, Independent Chair
B Com, M Eng, Dip Sust, FAIE, GAICD
Appointed: 20 March 2025

Mr. Chambers is an experienced Director, Executive and Advisor with 30 years of leadership across the energy, infrastructure, technology, and innovation sectors. His diverse background spans founding a successful start-up, leading Australian and NZ divisions of international professional services firms and being responsible for corporate strategy, audit, risk, innovation, customer & stakeholder engagement, regulation and pricing at Australia's largest utility group. Mr. Chambers also has a track record in capital raising, corporate strategy, governance, project development, and transformation of multi-national and disciplinary organisations. As a thought leader in the energy and climate sectors, he has worked extensively with both public and private sector organisations in Australia and internationally, providing strategic direction in regulatory reform, policy development and commercial transformation.

Mr. David Jarjoura, Independent Non-Executive Director
GAICD
Appointed: 17 May 2023

Mr. Jarjoura has over thirty years of executive and non-executive board level experience in unlisted public, commercial and for purpose organisations across the retail, property, manufacturing, financial, legal, education and disability sectors.

Mr. Jarjoura was previously Managing Director of MyHouse for twenty years, during which time he successfully repositioned, re-branded and significantly grew the business. He has since provided consultancy services to various clients, including being part of the liquidation teams for the Masters and BonTon (USA) chains.

Ms. Nicole Noye, Independent Non-Executive Director
GAICD
Appointed: 20 March 2025

Ms. Noye is an experienced Chief Executive Officer and Non-Executive Director with over 25 years of experience at the C-suite and Board level. She has worked across multiple industries, including retail, hospitality, leisure, entertainment, fitness, professional services, car-sharing, franchising, and executive coaching. She is recognised for expertise in business transformation and operational excellence with a proven track record in re-imaging businesses to enhance profitability and stakeholder value. Ms. Noye's Board experience includes serving as a Non-Executive Director, Chair of the Finance and Audit Committee for Crown Sydney, Non-Executive Director of Fernwood, Non-Executive Director for GoGet.

Mr. Andrew Vlachos, Independent Non-Executive Director
BA, LLB, GAICD
Appointed: 20 March 2025

Mr. Vlachos has many years of experience in major Australian and international public companies, in a wide variety of roles, including General Counsel, General Management, Non-Executive Directorships, Company Secretary, Human Resources and Employment Law. He is the principal of an independent incorporated legal practice firm that advises business in a wide range of areas. Mr. Vlachos was the General Counsel and Company Secretary for Coates Hire, Australia's largest equipment hire company.

3.1. Director Appointment

The Company undertakes appropriate checks before appointing or nominating any person as a candidate for election as a Director and will provide security holders with all material information in its possession relevant to the election (or re-election) of each Director.

The Company has a written agreement with each director outlining their roles, responsibilities, time commitments and termination provisions. The Company also has a written agreement with each senior executive setting out the terms of their appointment.

3.2. Role and Responsibilities of the Board

The Board's role is to act in the best interests of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company. The Board Charter sets out the Board's role and responsibilities and describes those matters expressly reserved for the Board and those matters delegated to management. A new Board Charter was adopted by the Board in 2026. A copy of the Board Charter is available on the Company's website.

The Chief Executive Officer is responsible for the day-to-day management of the Company, supported by the Company's senior executives. However, the ultimate responsibility for governance and strategy resides with the Board.

3.3. Board Performance Evaluation

LPE is committed to transparency in determining Board membership and in assessing the performance of the Board and individual Directors. The Company's Chairman and Board are responsible for evaluating the performance of the Board and individual Directors on an annual basis. It may do so with the aid of an independent advisor.

The assessment of the Directors' overall performance and its own succession plan is usually conducted annually on an informal basis. A formal Board assessment of overall performance was conducted between October 2025 and February 2026, facilitated externally by Directors Australia. The Board has identified strengths and areas for improvement and will continue to assess their performance on an annual basis.

3.4. Professional Development

The Board reviews whether the Directors have the skills, knowledge and familiarity with the entity and its operating environment required to fulfil their role on the Board effectively and, where gaps are identified, will consider what training or development could be undertaken to fulfil those gaps.

3.5. Company Secretary

Ms. Olivia Versace is the Company Secretary. She is accountable directly to the Board on all matters to do with the proper function of the Board. The role of the Company Secretary is set out in more detail in the Board Charter. Ms Versace was appointed on 28 August 2025, succeeding Ms Elissa Hansen, who held the role until that date.

4. Diversity

LPE is committed to diversity and inclusion in its workplace and in 2026 formally adopted a Diversity and Inclusion Policy. The policy outlines LPE's approach to diversity and inclusion, ensuring its practices support a fair, equitable, and supportive workplace. The policy aligns with our values and the Code of Conduct, promoting a culture of respect and opportunity for all. A copy of the Diversity and Inclusion Policy is available on the Company website at https://investorhub.localityenergy.com.au/governance

As at 30 June 2026, the LPE workforce composition was as follows:

	Board Members	Senior Executives	Others Roles
Number	4	4	35
Male	75%	75%	43%
Female	25%	25%	57%
Unspecified	0%	0%	0%

5. Senior Executives

Senior executives manage the day-to-day tasks of the Company under the guidance and direction of the Chief Executive Officer. LPE recognises the importance of its senior executives to the Company's growth and performance. Accordingly, the Company undertakes regular evaluations of its senior executives to review their effectiveness and performance on an ongoing basis.

The Chief Executive Officer reviews the performance of senior executives regularly. These evaluations assess the completeness and effectiveness of each senior executive in meeting their KPIs, whether the executive has the appropriate mix of skills and experience to allow the Company to meet its corporate goals and whether the executive provide a safe, secure, productive, harmonious and inclusive environment for their employees to perform at their best.

6. Board Committees

In 2026 the Board formally established three committees:

- People & Culture Committee;
- Governance, Risk & Compliance Committee; and
- Finance & Audit Committee.

The Committees were established on 28 April 2026. Given the size of the Board, each committee has two members, all of whom are independent non-executive directors comprising:

- People & Culture Committee – Ms Nicole Noye (Chair) and Mr Andrew Vlachos;
- Governance, Risk & Compliance Committee – Mr Andrew Vlachos (Chair) and Mr David Jarjoura;
- Finance & Audit Committee – Mr David Jarjoura (Chair) and Mr Craig Chambers.

In accordance with the Recommendations, the Chair of each Committee is not the same person as the Chair of the Board. The Charters for each Committee, including their terms of reference, are available on the Company website at https://investorhub.localityenergy.com.au/governance

7. Nomination

The Board is responsible for Board succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to discharge its duties and responsibilities effectively. The People & Culture Committee assists the Board with this function by maintaining the Board skills matrix, reviewing Board composition and succession planning, and overseeing nomination and election processes.

7.1. Board Skills Matrix

The Board believes that its membership should comprise directors with an appropriate mix of diversity of skills, professional experience, knowledge and expertise that all directors individually and the Board collectively to:

- Discharge their responsibilities and duties;

- Understand the Company's business and the industry and markets in which the Company operates so as to set the strategic direction of the Company to maximise shareholder value; and
- Assess the performance of management in implementing those strategic objectives.

The Board reviews the balance of skills, experience, independence, knowledge and diversity of the Board and is committed to ensuring that the directors collectively have the appropriate skills mix. In selecting new directors, the Board considers its current composition to ensure there is a range of skills and experience required to enable the Board to fulfil its responsibilities.

LPE's Board Skills Matrix is set out below:

Total Number of Directors: 4

Skill / Experience	Description	Score (out of 4)
Governance	Board experience, knowledge of Directors' duties, strategic planning, regulatory compliance, managing conflict of interest	**4**
Finance	Financial management, budgeting, audit, financial reporting, procurement and purchasing, financial frameworks, accountability requirements and financing	**3**
People	Industrial agreements, change management, recruitment, succession planning, leadership, performance management, conflict management, work health and safety	**3**
Risk Management	Identification, assessing and mitigating risk, risk registers, risk controls, business continuity management, crisis management, cybersecurity and data management	**3**
Legal	Interpretation and application of legislation, contract interpretation, identification of regulatory issues	**4**
Communications and Marketing	Brand management, stakeholder engagement, public relations, advertising, social media management, crisis communications management, SEO and other metrics	**2**
Energy Sector	Experience in the energy sector, understanding of the market, knowledge of best practice and sustainability	**2**
The LPE Way	Knowledge and understanding of our purpose, mission, values, history, and strategy	**4**

In addition to the skills and experience set out above, the Board considers that each Director can:

- Act with honesty and integrity;
- Focus on the material issues;
- Understand the external environment and deal with pressure from external sources;
- Respect alternative viewpoints; and
- Hold management accountable.

7.2. Independence

The Board considers an independent Director to be a non-executive director who is free of any interest, position, or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of LPE. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time.

The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the ASX Recommendations and has adopted a definition of independence that is based on that set out in the ASX Recommendations.

The Board will consider whether there are any factors or considerations which may mean that a director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of LPE and its securityholders generally.

Messrs. Chambers, Jarjoura and Vlachos and Ms. Noye are all considered independent non-executive directors of the Company. Mr Jarjoura served in an executive capacity, as Executive Chair, until 3 February 2025. The Board has considered that former role and concluded that it does not interfere with his capacity to bring an independent judgement to bear, having regard to the time elapsed, the completion of the leadership transition and his conduct on the Board since. Mr Chambers has served as Chair since 27 June 2025, and at all times during the period the roles of Chair and Chief Executive Officer were held by different individuals.

7.3. Induction

The Company provides an induction program to all new Directors.

8. Purpose, Vision and Values

8.1. Purpose

LPE's Purpose is to work with customers to deliver <u>better local solutions</u>

8.2. Vision

LPE's Vision is to be the <u>provider of choice</u> to deliver better local solutions

8.3. Values

LPE's Values are:

Integrity	Teamwork	Service	Performance	Growth
– Do the right thing – Deliver on our commitments – Build trust – Demonstrate mutual respect	– Are one-team – Maintain open communication – Have an open mindset – Seek opportunities to collaborate	– Provide the best customer experience – Have empathy – Ask 'what else can I do' – Are outcomes-focused	– Strive for better practice – Hold ourselves and each other accountable – Deliver results with positive outcomes – Embrace change	– Challenge constructively – Encourage – Are curious – Practice lifelong learning

9. Ethical and Responsible Behaviour

LPE is committed to acting ethically and responsibly, including acting with honesty and integrity. To support this, the Company has developed various policies that set out the values and expectations as to how the Company and its employees will work and behave.

9.1. Code of Conduct

LPE's Code of Conduct represents a commitment by the Board and executives to uphold the highest standards of honesty, integrity and ethical and law-abiding behaviour and to foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

Any material breaches to the Code of Conduct must be notified to the Board. Failure to comply with the Code is viewed as a serious matter which may lead to disciplinary action including dismissal and/or legal action. A copy of the Code can be found on the Company's website.

9.2. Whistleblower

LPE's Whistleblower Policy sets out the types of disclosures that qualify for protection under the Whistleblower Protection Scheme, information about the protections available under the Scheme and how the Company will support whistleblowers and protect them from detriment. The policy is made available to all officers, employees and contractors and can be found on the Company's website.

Material breaches of these policies are reported to the Board and disclosed to the ASX where appropriate.

9.3. Anti-bribery and Corruption

Compliance with LPE's Anti-bribery and Corruption Policy is foundational to the Company's values, reputation and standing in the wider community. The Company prohibits bribery and corruption in all dealings in every country. LPE's Anti-bribery and Corruption Policy applies to all dealings whether they be with private organisations, individuals, domestic or foreign governments, or their representatives.

A copy of the Anti-bribery and Corruption Policy can be found on the Company's website.

9.4. Conflicts of Interest

LPE has adopted a Conflicts of Interest policy. This policy is available on the Company's website. In accordance with the requirements of the Corporations Act 2001 (*Cth*), Directors who have a material personal interest in a matter must not be present whilst the matter is being considered. The other Directors, however, may allow such Director/s to participate and vote in relation to the issue if they are satisfied that the interest should not disqualify the Director/s from voting or being present.

9.5. Dealing in LPE Securities

LPE has adopted a Securities Trading Policy applicable to Directors, employees and associates which prohibits a person from trading or dealing in the Company's securities if they are privy to insider information. Further, a Director or their associates, may only deal in the Company's securities when they do not have any inside information and during a trading window.

10. Audit

The Board fulfills its responsibilities with respect to corporate governance and financial reporting, including overseeing the external audit functions. It confirms the quality and reliability of the financial information prepared by the Company, independently verifying the content and safeguarding the integrity of corporate reporting.

The Board works with the external auditor and reviews any non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Board oversees the appointment and removal of the external auditor and the rotation of the audit engagement partner. In 2026, the incumbent auditor resigned, with ASIC's consent, effective 5 January 2026 following the Board's review of audit arrangements, and the Board appointed Grant Thornton to the vacancy. This change was notified to the market on 9 January 2026. Shareholders will be asked to confirm the appointment of the new auditor at the 2026 Annual General Meeting. The Finance and Audit Committee oversaw the transition.

10.1. CEO and CFO Declaration

Prior to approving the Company's financial statements, the Board receives a declaration from the CEO and CFO in accordance with section 295A of the *Corporations Act 2001 (Cth)*. This declaration confirms that, in their opinion, the financial records 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 Group. The declaration is based on their assessment that the Group's system of risk management and internal control is sound and operating effectively.

10.2. Verification of Periodic Reports

LPE periodically releases reports that are not audited or reviewed by an external auditor. The Company has embedded processes to ensure the accuracy of these reports and to ensure they are balanced and provide investors with appropriate information to make informed investment decisions. All material reports are approved by the Board prior to release.

11. Market Disclosure and Shareholder Communications

The Board has adopted a Continuous Disclosure Policy, which outlines the Company's obligations under ASX Listing Rule 3.1. The Policy also establishes the procedure to ensure the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act 2001 (*Cth*). The Board approves all material announcements prior to lodgement with ASX and receives copies of all material market announcements promptly after they have been made. Any new investor or analyst presentation is released to ASX before the presentation is given.

LPE believes effective communication with its shareholders, potential shareholders and other market participants is of utmost importance for any listed company and is committed to promoting the highest standards of disclosure to ensure a fully informed market. LPE has established a Shareholders Communication Policy to promote effective communication with shareholders and encourage effective participation at general meetings. Included in this is the requirement for the Company to provide information about itself and its governance to investors via its website. A copy of the Shareholder Communication Policy is available on the Company's website.

12. Governance

Information about LPE and its governance policies and practices are available on the Company's website at https://investorhub.localityenergy.com.au/governance.

12.1. Investor relations

The Company encourages two-way communication with investors through its website, direct email channels, and investor briefings. The objective is to allow investors and other financial market participants to gain greater understanding of LPE's business, governance, financial performance and prospects.

12.2. Annual General Meeting

The Annual General Meeting (**AGM**) is an important occasion for updating shareholders on the Company's performance. The AGM provides the opportunity for shareholders to ask questions of and hear from the Board. LPE encourages shareholder participation at its AGM as an opportunity to allow the Board to listen and respond to shareholder feedback.

The Company ensures that its external auditor attends all AGMs and is available to answer queries from shareholders relevant to the audit. Any substantive resolutions are decided by a poll rather than a show of hands. The Company's Annual General Meeting was held on 27 November 2025.

12.3. Electronic Communication

LPE gives its shareholders the option to send and receive all communications to the Company and its share registry electronically. Shareholders can sign up on the Company's website at https://investorhub.localityenergy.com.au to keep up to date with all investor news and events.

Shareholders are also encouraged to update their communication preferences and elect to receive all their Shareholder communication electronically from the Company's the share registry, MUFG Corporate Markets (AU) Limited, at https://au.investorcentre.mpms.mufg.com

13. Risk

The Board fulfills its responsibilities with respect to risk by overseeing the Company's risk management process in relation to the risk management frameworks, policies, procedures, control effectiveness and systems. It ensures that risks are identified, assessed and appropriately managed.

The Board reviews the Company's risk management framework at least annually. Where the Company has material economic, environmental or social sustainability risk exposures, it manages these through specific controls. Information on LPE's material business risks and how these are managed can be found in LPE's 2026 Annual Report.

13.1. Internal Audit

The Company does not have an internal audit function. Due to its size and current activities, the Board does not believe that an internal audit function is warranted. The Board evaluates and monitors internal control processes as required and will re-evaluate the Company's requirement for an internal audit function as the Company grows. LPE does, however, conduct assurance activities over its internal controls to address any risks and issues that arise.

14. Remuneration

The Board sets the level and composition of remuneration for Directors and senior executives and ensures that such remuneration is appropriate and not excessive. Information on the remuneration of the Directors and senior executives is provided annually in the Remuneration Report found in the Company's Annual Report.

The Company has in the past granted Options and Performance Rights to employees under the Company's Employee Incentive Scheme. No new Options or Performance Rights were granted in 2026 and the Company resolved to phase out the Employee Incentive Scheme in its current form.

Directors and employees must comply with the Company's Securities Trading Policy with respect to any securities granted to them. The Company's Securities Trading Policy restricts speculative trading and entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk associated with those securities.

15. Compliance with Recommendations

During the reporting period LPE followed the ASX Corporate Governance Council's recommendations, with one exception and with the alternative arrangements described below.

Recommendation 1.5 was not followed for the period prior to 28 April 2026. A new Diversity and Inclusion Policy was adopted on 28 April 2026 and measurable objectives are intended to be set and reported in FY2027. Prior to the adoption of the policy, the Board was comfortable with its approach based on its existing workforce diversity levels. However, as part of the 2026 governance uplift activities, the Board decided to formally adopt a Diversity and Inclusion Policy in line with Recommendation 1.5.

For Recommendations 2.1, 4.1, 7.1 and 8.1, the Company relied on the alternative disclosure approach. Each recommendation provides: the full Board performed the nomination, audit, risk and remuneration functions until 28 April 2026, supported by a trial of governance oversight domains from December 2025, and the People and Culture, Finance and Audit, and Governance, Risk and Compliance Committees, each of two non-executive directors, were established on 28 April 2026 with charters adopted on 2 June 2026. With a board of four directors, the Board considers committees of three or more members impractical, and the full Board retains the relevant oversight in each case.