CORPORATE GOVERNANCE STATEMENT FY26

SPC GLOBAL HOLDINGS LTD

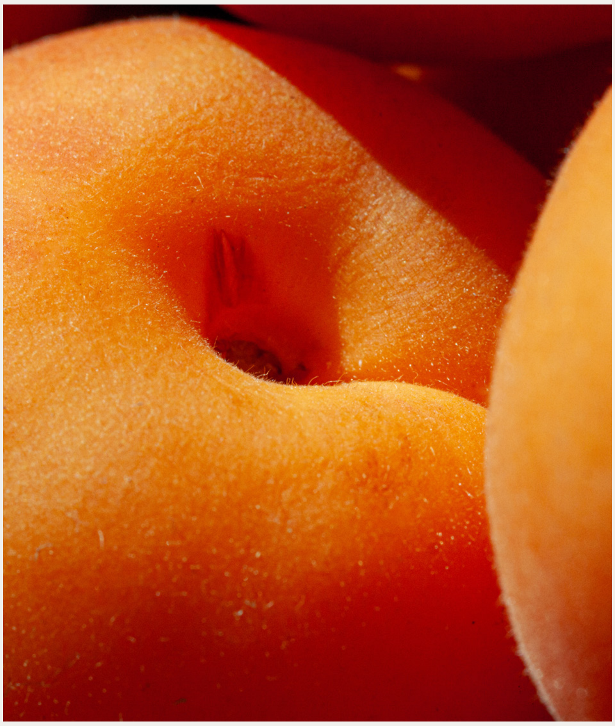
Introduction

SPC Global ('**Company**') is committed to upholding the highest standards of corporate governance, ensuring transparency, accountability, and integrity in all our operations.

This Corporate Governance Statement for the financial year 1 July 2025 to 30 June 2026 outlines the Company's governance framework, which aligns with best practices and regulatory requirements, intended to foster trust among stakeholders and shareholders.

This statement outlines the Company's robust approach to governance practices, by addressing each of the *ASX Corporate Governance Recommendations and Principles – 4th edition*, as published by the Corporate Governance Council. Appended to this Corporate Governance Statement is a completed Appendix 4G, intended to be read alongside the Statement.

We aim to drive sustainable growth, protect shareholder interests, and deliver long-term value while contributing positively to the communities we serve.



KEY REFERENCE

Throughout this Corporate Governance Statement, various references are made to the Company's Corporate Governance Plan (the '**Plan**') which outlines the Company's approach to effective and good Corporate Governance.

The Plan can be found here: https://investors.spcglobalgroup.com/corporate-governance

1

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

BOARD CHARTER (PRINCIPLE 1.1)

The Board's duties and responsibilities are largely governed by applicable laws, regulations and the Company's Constitution. The conduct of the Board is also governed by the Company's Board Charter and the Code of Conduct. The Company has adopted and discloses a copy of this Charter which can be found in Part I of the Plan.

CHECKS FOR APPOINTING NEW DIRECTORS (PRINCIPLE 1.2)

The Company undertakes a number of checks before appointing a person or putting forward to security holders a candidate for election as a Director and provides material information to shareholders about a candidate for election or re-election.

The Board of Directors ensures that appropriate checks and references are undertaken for new Directors and key executives, and that effective induction and education procedures exist for new Board appointees and key executives. These include checks as to the person's character, experience and education.

Information provided to security holders in a Notice of Meeting or disclosure document (where applicable) includes:

- biographical details and the skills the candidates bring to the Board;
- details of any other material directorships currently held by the candidate;
- in the case of a candidate standing for election as a Director for the first time, any material adverse information revealed by the checks that the Company has performed about the Director, details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally, and if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect;
- in the case of a candidate standing for re-election as a Director, the term of office currently served by the Director and if the Board considers the Director to be an independent Director, a statement to that effect and a statement by the Board as to whether or not it supports the election or re-election of the candidate.

A candidate for appointment or election as a Non-Executive Director must provide the Board with the information above and a consent for the Company to conduct any background or other checks the Company would ordinarily conduct. The candidate must also provide details of their other commitments and an indication of time involved, and specifically acknowledge to the Company that they will have sufficient time to fulfil their responsibilities as a Director.

WRITTEN AGREEMENT WITH EACH DIRECTOR (PRINCIPLE 1.3)

A written agreement is in place with all Directors and members of the Executive which sets out the terms of their appointment.

ROLE OF THE COMPANY SECRETARY (PRINCIPLE 1.4)

The Company Secretary provides a key role in providing advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws. All Directors have access to the advice and services provided by the Company Secretary. The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

The duties discharged by the Company Secretary and their major areas of responsibility are broadly listed under the following four main categories:

1. the Corporations Act 2001 (Cth) and the ASX Listing Rules;

2. Governance meeting management;

3. Compliance; and

4. Governance administration.

These duties and responsibilities, in addition to other accountabilities specific to the Company Secretary, are detailed from paragraph 16 of the Plan.

DIVERSITY POLICY (PRINCIPLE 1.5)

The Diversity Policy has been reviewed, updated and approved by the Board during the last reporting period.

A copy of the Company's Diversity Policy can be found at https://investors.spcglobalgroup.com/corporate-governance

Measurable objectives have also been set and approved with a focus on setting consistent policies and practices across the merged organisation, particularly in areas that support greater female participation.

SPC Global has submitted its Workplace Gender Equality Agency (WGEA) reports in line with legislative requirements. The public reports for the combined Corporate Group, reflecting all Australian employing entities within SPC Global are available on our website at https://spcglobalgroup.com/workplace-gender-equality-agency-reports and a further statement at https://spcglobalgroup.com/workplace-gender-equality-statement.

EVALUATING PERFORMANCE (PRINCIPLES 1.6 & 1.7)

The Board is primarily responsible for overseeing the performance of the Group Managing Director and the other members of the Executive within the context of the Company's strategies, objectives and performance. Additionally, the performance of all Non-executive Directors will be evaluated by the Company's Nomination & Remuneration Committee, prior to the Board proposing re-election, to ensure that they continue to contribute effectively to the Board.

A performance evaluation process for the Board is set out in paragraph 14 of the Plan.

During FY26, given the changes in Board composition throughout the period, the Board undertook a targeted assessment focused on Board composition, skills, governance priorities, succession planning and Committee structure. The assessment built on the prior period Board skills matrix and capability assessment and considered the skills required to support SPC Global's next phase of growth. A full Board, Committee and individual director evaluation is expected to be undertaken once the refreshed Board has been in place for a sufficient period to enable a meaningful assessment.

The details of this matrix and assessment are outlined in Principle 2.3 of this Corporate Governance Statement.

Evaluating the performance of the Group Managing Director ('**Group MD**') is the responsibility of the Chairperson of the Board, who is tasked with acting as the 'lead' for the Board of Directors. The Chairperson will monitor the Group MD as detailed in paragraph 11 of the Plan.

2

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

NOMINATION & REMUNERATION COMMITTEE (PRINCIPLE 2.1)

The Board has established the Company's Nomination & Remuneration Committee which consists of the following members:

Member	Committee Status	Title
Kerry Smith	Chair	Non-executive Director
Andrew Reitzer	Member	Non-Executive Director and Chair of the Board from 10 November 2025.
Robert Iervasi	Member	Group MD
Masie Ng	Attendee	Group Chief HR Officer
Hayley Coldrey	Attendee	Company Secretary

The Nomination & Remuneration Committee is governed by the applicable charter which is available for viewing under Part III of the Plan.

The Committee met four (4) times during the reporting period.

BOARD SKILLS, MEMBERSHIP AND COMPOSITION (PRINCIPLES 2.2, 2.3, 2.4 & 2.5)

Board Skills

A Board Skills Matrix has been approved by the Board during the reporting period and is provided below. The key capabilities and skills that the Company is looking to ensure are represented in the Board and the assessment against those criteria are detailed below:

Required Capability	Importance to SPC Global	Current Capability	Overall Assessment
Scale: 1 (low) - 5 (high)			
FMCG and Consumer Products Experience	4	4	
Channel Strategies	5	5	
Financial, Accounting, Legal & Compliance	5	5	
M&A and Post Merger Integration Experience	5	5	
Growth and Transformation Experience	5	5	
Public/Listed Company Experience	5	5	
Communication & Stakeholder Management	5	3.5	
Regulatory and Government Experience	4	3.5	

The Board has committed to evaluating the skills listed in the matrix above on an annual basis at a minimum, to best serve the evolving needs of the Company and its shareholders.

Board Membership and Composition

The Board consisted of at least two (2) non-executive independent directors at all times during the reporting period. The Board Chair who commenced as Chair mid-way through the reporting period is not the Managing Director. He is a non-executive independent director and served as Chair from November 2025. Three (3) members of the Board who served at various times during the reporting period were not reasonably independent. Two directors of the Board as at the end of the reporting period are also members of the Executive. The Group MD is a member of the Board and the CEO International, who joined the Board towards the end of the reporting period, is also on the Executive team. The former Chairman (who left the Board in November 2025) was a significant shareholder.

A review of the independence of Board members who served during the reporting period is summarised below:

Director Name	Title	Time period	Independence
Directors as at 30 June 2026			
Andrew Reitzer	Non-Executive Director/ Chairperson	1 July 2025 until 30 June 2026	Yes
Kerry Smith	Non-Executive Director	1 July 2025 until 30 June 2026	Yes
Robert Iervasi	Group MD	1 July 2025 until 30 June 2026	No
Nick Dimopoulos	Executive Director	14 May 2026 until 30 June 2026	No
Former Directors			
Hussein Rifai	Chairman	1 July 2025 until 13 November 2025	No
Adam Brooks	Non-Executive Director	1 July 2025 until 28 January 2026	Yes
Shelly Park	Non-Executive Director	1 July 2025 until 14 May 2026	Yes
Robert Perry	Non-Executive Director	1 May 2026 until 14 May 2026	Yes

As at the end of the reporting period, one member of the Board had been in their position for less than 12 months.

Information on the Board, including names and current composition is available for viewing on the website at https://spcglobalgroup.com/board-of-directors/. A Non-executive Independent Director, Graham Maloney commenced shortly after the end of the reporting period in August 2027.

Company's program for inducting new directors (Principle 2.6)

All new Directors are offered induction training, tailored to their existing skills, knowledge and experience, to position them discharge their responsibilities effectively and to add value. This is provided by the existing members of the Board, the Company Secretary and the relevant management teams, including the People & Culture team. Specific details in relation to the Company's induction training are detailed in paragraph 18 of the Plan.

Further, the Chairperson maintains responsibility for Board Leadership, including by ensuring that new Board members are offered an induction program. The Chairperson's responsibilities for inducting new Board members is detailed from paragraph 11(a) of the Plan.

Finally, the self-evaluation process completed by the Board on an annual basis serves as a periodic review and includes an evaluation of Board induction and continuing development.

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INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

COMPANY VALUES (PRINCIPLE 3.1)

The Company's values, including the ways they are upheld and how they are applied in practice, are listed on the website at https://spcglobalgroup.com/our-values/.

CODES OF CONDUCT (PRINCIPLE 3.2)

The Company's Codes of Conduct have been endorsed by the Board and apply to Directors, senior executives and employees of the Company. The Directors' Code of Conduct is outlined in Part II of the Plan. The Employee Code of Conduct has been refreshed during the reporting period and is available in the Corporate Governance section of the Company's https://investors.spcglobalgroup.com/corporate-governance.

The Codes of Conduct are reviewed and updated as necessary to ensure they reflect the highest standards of behaviour and professionalism, and the practices necessary to maintain confidence in the Company's integrity, and to take into account legal obligations and reasonable expectations of the Company's stakeholders.

All material breaches of the Code of Conduct are reported to the Board or a Committee of the Board.

WHISTLEBLOWER PROTECTION POLICY (PRINCIPLE 3.3)

The Company has a Whistleblower Protection Policy and is committed to conducting its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. The Company's Board of Directors, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

Any material breaches of the Whistleblower Protection Policy are required to be reported to the Whistleblower Protection Officer, a relevant Supervisor/Senior Manager, the Chair of the Audit and Risk Committee or the Company Secretary (as appropriate). Reports can be made by email, telephone or in person. In certain cases, the disclosing party may feel more comfortable making an anonymous disclosure.

A copy of the Company's Whistleblower Protection Policy is available at https://investors.spcglobalgroup.com/corporate-governance. The Company also has a procedure document which supports the Whistleblower Protection Policy and enables effective use of the Policy.

The Company provides training for employees in relation to the whistleblower protections and the Whistleblower Protection Policy.

ANTI-BRIBERY & CORRUPTION POLICY (PRINCIPLE 3.4)

The Company has an Anti-Bribery & Corruption Policy. The Policy outlines the Company's commitment to fair and legal business practices, anti-bribery and corruption.

Any material incidents related to bribery or corruption are required to be reported to the Board or the Audit & Risk Committee.

A copy of the Company's Anti-Bribery & Anti-Corruption Policy is available at https://investors.spcglobalgroup.com/corporate-governance.

The Company provides training for employees in relation to the Anti-Bribery & Corruption Policy.

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SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

AUDIT & RISK COMMITTEE (PRINCIPLE 4.1)

The Board has an established Audit & Risk Committee, which comprised of the following members during the reporting period:

Name	Role	Qualifications & Experience
Adam Brooks	Chair (until 28 January 2026)	At the time Adam was with SPC Global, he was a partner at major Australian law firm, Thomson Geer, working in mergers and acquisitions and corporate law. He held a Bachelor of Laws (Honours), a Master of Laws and a Graduate Diploma in Applied Finance and Investment and was also a graduate of Leadership Victoria's Williamson Community Leadership Program.
Andrew Reitzer	Director Member (1 July 2025 to 28 January 2026) Chair of the A&RC (28 January 2025 to 30 June 2026)	Refer to: https://spcglobalgroup.com/board-of-directors.
Robert Iervasi	Group MD	Refer to: https://spcglobalgroup.com/board-of-directors.
Brant Clutterbuck	Chief Finance Officer	Previously held CFO, Director, and Company Secretary positions for Office Choice Ltd, Kennedy Luxury Group, and Starbucks Australia, among others. Brant is a member of the Institute of Chartered Accountants Australia, and graduated with a Bachelor of Commerce from La Trobe University. https://spcglobalgroup.com/#management-team Brant's LinkedIn – https://www.linkedin.com/in/brant-clutterbuck-4752b17a/
Hayley Coldrey	Company Secretary	Previously held senior legal and commercial roles at EBOS Group, Asahi Beverages, and commenced career as a lawyer at King & Wood Mallesons. Hayley is a Graduate of the Australian Institute of Company Directors, graduated with a Bachelor of Laws (Hons) from La Trobe University and Bachelor of Arts / Bachelor of Science (Hons) from University of Melbourne. https://spcglobalgroup.com/#management-team Hayley's LinkedIn - https://www.linkedin.com/in/hayley-coldrey-829883b4/

A copy of the Audit & Risk Committee Charter can be found in Part III of the Plan.

During the reporting period, the Audit & Risk Committee convened prior to the half and full year results release, and prior to any financial related disclosure to the market by the Company.

Following the resignation of Adam Brooks, Andrew Reitzer filled the role of Chair of the Audit & Risk Committee on a temporary basis until a new director and Chair of the Audit & Risk Committee joined the Board. During the reporting period, the Board of Directors has actively recruited for a director and Chair of the Audit & Risk Committee, separate from the Chair of the Board. This role has been filled by Graham Maloney early in the next reporting period (FY27). Graham commenced as Chair of the Audit & Risk Committee on 1 August 2026.

GROUP MANAGING DIRECTOR AND CFO DECLARATION REGARDING FINANCIAL RECORDS (PRINCIPLE 4.2)

The Company's Audit & Risk Committee Charter requires the Group MD and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on the declaration.

The Board ensures that before it approves the entity's financial statements for a financial period it receives declarations that 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

PROCESS TO VERIFY PERIODIC CORPORATE REPORTS (PRINCIPLE 4.3)

The Company has established various mechanisms to ensure that all periodic corporate reports released to the market are fully accurate.

The Board and General Counsel & Company Secretary are responsible for reviewing all communications to the market to ensure they are full and accurate and comply with the Company's obligations.

Other specific processes followed by the Company are detailed in the following sections of the Plan:

1. As a part of the Risk Management Policy, available at https://investors.spcglobalgroup.com/corporate-governance.
2. The Board Charter, which details the responsibilities of the Board as outlined under Principle 1.1 of this Statement;
3. Role of the Group MD, which is detailed on paragraph 19 of the Plan; and
4. As a responsibility of the Audit & Risk Committee (the charter of which can be found in Part III of the Plan)

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MAKE TIMELY AND BALANCED DISCLOSURE

CONTINUOUS DISCLOSURE POLICY (PRINCIPLE 5.1)

The Company has adopted a Continuous Disclosure Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under applicable Listing Rules and applicable corporation laws, including the Corporations Act 2001 (Cth).

The Continuous Disclosure Policy is subject to annual review by the Board, and has been reviewed and updated by the Board during the reporting period. A copy of the Continuous Disclosure Policy is available at https://investors.spcglobalgroup.com/corporate-governance.

BOARD TO RECEIVE COPIES OF MATERIAL MARKET ANNOUNCEMENTS (PRINCIPLE 5.2)

All announcements are circulated to the Board before (if material) or immediately after release to the market (if not material).

COMPANY TO RELEASE COPIES OF PRESENTATION MATERIALS (PRINCIPLE 5.3)

Under the Company's Continuous Disclosure Policy, any written materials containing new price sensitive information such as that used in investor presentations are lodged with ASX prior to the presentation commencing.

The Company lodged investor presentations with the ASX following the half year and full year results announcements, and prior to the investor webinars and along with the announcement of the equity raise in May 2026.

6

RESPECT THE RIGHTS OF SECURITY HOLDERS

COMPANY TO PROVIDE INFORMATION ABOUT ITSELF VIA WEBSITE (PRINCIPLE 6.1)

The Company keeps investors informed of its corporate governance, financial performance and prospects via its website.

Investors can access copies of all announcements to the ASX, notices of meetings, annual reports, financial statements, corporate governance charters and policies, investor presentations and general information regarding the Company on the Company's website.

The Company website is https://spcglobalgroup.com/

COMPANY TO HAVE AN INVESTOR RELATIONS PROGRAM (PRINCIPLE 6.2)

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

The Company is committed to promoting effective communications with shareholders by ensuring they and the investment market generally are provided with full and timely disclosure of its activities and providing equal opportunity for all stakeholders to receive externally available information issued by the company in a timely manner.

Shareholders are encouraged to participate at general meetings (**GMs**) and Annual General Meetings (**AGMs**) of the Company. With the despatch of any Notice of Meeting to shareholders, the Company Secretary shall include material stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

The Company conducts periodic investor briefings, roadshows, site visits and attends regional and industry specific conferences (where applicable) in order to facilitate effective two-way communication with investors and other financial market participants.

The presentation material provided at these events is posted on the Company's website, which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.

The Company's approach to external communications is outlined in the Plan.

CONDUCT AT MEETINGS AND RESOLUTIONS (PRINCIPLES 6.3 & 6.4)

Shareholders are encouraged to participate at all GMs and AGMs of the Company. With the despatch of any Notice of Meeting to shareholders, the Company Secretary shall include material stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings.

In addition, the Company's auditor is also made available for questions at the Company's AGM of Shareholders.

All substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands. This is reiterated in Part IV of the Plan.

ELECTRONIC COMMUNICATIONS WITH SECURITY HOLDERS (PRINCIPLE 6.5)

The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through the share registry, Automic Pty Ltd, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Shareholders and other interested individuals may access the Company's share registry via its website at https://www.automicgroup.com.au.

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RECOGNISE AND MANAGE RISK

COMMITTEE TO OVERSEE RISK (PRINCIPLE 7.1)

The Board has resolved to establish the Audit & Risk Committee. The composition, membership, charter and number of meetings during this reporting period of this committee can be found under Principle 4.1 of this Corporate Governance Statement.

REVIEW OF RISK MANAGEMENT FRAMEWORK (PRINCIPLE 7.2)

The Audit & Risk Committee assists with the oversight of the Company's risk management framework effectiveness and supporting risk management systems. It does this on behalf of the Board.

One of the main responsibilities of the Audit & Risk Committee is to oversee the activities of the Executive team in managing financial and non-financial risk. This includes managing credit, market and liquidity risks. This function includes procuring and receiving from senior management period information on risk exposures and risk management activities.

In addition, the Audit & Risk Committee is responsible for ongoing assessment of risk management and internal controls. This is further detailed in Part II of the Plan.

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework:

1. continues to be sound;
2. ensures that the Company is operating with due regard to the risk appetite set by the Board; and
3. deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability, and climate change.

There is an ongoing program to identify, monitor and manage compliance issues and material business risks with a view to enhancing the value of every shareholder's investment and safeguarding the Company's investments. The Board reviews the identification, management and reporting of risk as part of the annual budget process. More frequent reviews are undertaken as conditions or events dictate. The Board reviews risks to the Company at regular Board meetings.

The Company is committed to re-visiting its risk management framework to ensure suitability for the organisation including expanded international operations.

INTERNAL AUDIT FUNCTION (PRINCIPLE 7.3)

The Audit & Risk Committee Charter provides for the Audit & Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.

The Company does not have an internal audit function due to its size. The Board considers the process employed pursuant to the Audit & Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its risk management and internal control processes given the size and complexity of the current business. This position will be reviewed during the next financial year and reporting period.

The Company also utilises an external auditor which liaises with the Board to identify potential improvements to the risk management and internal control procedures.

The Board recognises that no cost-effective internal control system will preclude the possibility of errors and irregularities.

The Company maintains insurance, including public liability, to cover unexpected or unforeseen events and reduce any adverse consequences.

MATERIAL EXPOSURE TO ENVIRONMENTAL OR SOCIAL RISKS (PRINCIPLE 7.4)

As a manufacturer and distributor of food and beverage products, the Company is exposed to a range of environmental and social risks that may impact its operations, supply chain, reputation, and long-term sustainability. The Company considers material risks to be those which have, or could have, significant impacts on its financial performance, the environment, and people.

The Company's Risk Management Framework is continuing to evolve with the transformation and integration of the Group. Risks are assessed as part of the Company's risk process and are overseen by the Audit & Risk Committee, the Management team and several working groups, including relevantly the Modern Slavery Working Group and the Climate and Sustainability Working Group.

The Company has identified the following material environment and social risks:

- **Climate Change and Environmental Impact:** The Company is exposed to climate-related risks including extreme weather events affecting agricultural inputs, water scarcity, and energy volatility. In response, the Company has committed to science-based emissions reduction targets and is implementing energy efficiency and water stewardship programs across its manufacturing sites.
- **Sustainable Sourcing and Supply Chain Risk:** The Company sources raw materials globally, including agricultural commodities such as sugar, dairy, and packaging materials. It maintains a Supplier Code of Conduct and conducts regular ESG audits to mitigate risks related to deforestation, biodiversity loss, and unethical labour practices.
- **Health, Nutrition and Consumer Expectations:** Changing consumer preferences and regulatory developments around sugar, salt, and processed foods present reputational and compliance risks. The Company is investing in product reformulation, transparent labelling, and innovation in healthier product lines.
- **Modern Slavery and Human Rights:** The Company is committed to respecting human rights across its operations and supply chain. It publishes an annual Modern Slavery Statement and engages in supplier training and risk assessments to identify and address potential human rights violations. the Company's Modern Slavery Statement is available at https://modernslaveryregister.gov.au/statements/26592/
- **Community Engagement and Social Licence to Operate:** The Company operates in diverse communities and recognises the importance of maintaining trust and goodwill. It supports local employment, community partnerships, and responsible marketing practices.

Risk Management Approach

- These risks are embedded in the Company's Risk Management Framework and Risk Register and reviewed regularly. Key mitigation strategies include:
- Adoption of the **Task Force on Climate-related Financial Disclosures (TCFD)** framework
- Monthly management review of Risk Register, including controls and actions
- Compliance processes
- Annual sustainability reporting aligned with standards
- Ongoing stakeholder engagement and grievance mechanisms
- Modern Slavery Working Group to monitor risks and mitigation processes and manage reporting.

The Company remains committed to continuous improvement in its risk management and transparent disclosure of material risks in line with evolving regulatory and investor expectations.

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REMUNERATE FAIRLY AND RESPONSIBLY

A REMUNERATION COMMITTEE (PRINCIPLE 8.1)

The Board has established the Nomination & Remuneration Committee. The details of this committee are outlined in Principle 2.1 of this Corporate Governance Statement.

REMUNERATION DISCLOSURE (PRINCIPLE 8.2)

Non-Executive Director (NED) fees are structured as fixed annual fees with no performance-based components. Additional policies and practices regarding the remuneration of the Company's Non-Executive Directors and the remuneration of its Executive Directors and Senior Executives are set out in the Remuneration Report section of the Company's Annual Report.

The Company has entered into an appointment letter with each of its Non-Executive Directors. The maximum aggregate cash fee pool from which Non-Executive Directors may be paid for their services as members of the Board, exclusive of expense reimbursement and equity grants, during the reporting period is $750,000 per annum (including any superannuation payments).

A copy of the Company's Remuneration Policy can be found at https://investors.spcglobalgroup.com/corporate-governance.

EQUITY BASED REMUNERATION SCHEME (PRINCIPLE 8.3)

The Company has equity based long term incentive plan arrangements. These arrangements are governed by the plan rules.

Variable remuneration outcomes are primarily determined by performance against financial measures aligned with the Company's strategic objectives. The Board retains discretion to adjust or withhold incentive outcomes having regard to broader individual and organisational performance, including demonstrated alignment with SPC Global's values, conduct expectations and risk appetite. This discretion is intended to ensure that incentive payments appropriately reflect the manner in which results are achieved, as well as the financial outcomes delivered.

The use of derivatives or other hedging arrangements for unvested securities of the Company is prohibited.

Grants will be made to all members of the executive leadership team and will be subject to continued employment, Board discretion, and the Company's malus and clawback provisions. These provisions enable the Board to reduce, cancel or recover incentive awards in circumstances including material misstatement, misconduct, serious breaches of policy, values, law or risk requirements, control failures, reputational damage, or where performance outcomes are later found to be misstated or unsustainable.

In accordance with the ASX Listing Rules requiring shareholder approval for the issue of equity securities to a director and associate of a director, shareholder approval will be sought for Robert Iervasi's, Nick Dimopoulos' and Masie Ng's FY27 grants at the Annual General Meeting.

Further details regarding the equity-based schemes are set out in the Remuneration Report part of the Company's Annual Report.