

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

GROUP ONE CAPITAL LIMITED

ABN/ARBN

43 010 472 858

Financial year ended:

30 JUNE 2026

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.grouponecapital.limited/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 29 September 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 SEPTEMBER 2026

Name of authorised officer authorising lodgement: TONI MYERS, COMPANY SECRETARY

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 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 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole 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 in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Appendix 4G
Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.grouponecapital.limited/corporate-governance and we have disclosed the information referred to in paragraph (c) at: Corporate Governance Statement located at: https://www.grouponecapital.limited/corporate-governance and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☐ and we have disclosed the evaluation process referred to in paragraph (a) at: [insert location] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: [insert location]	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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: [insert location] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: [insert location]	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☐ and we have disclosed our board skills matrix at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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: Annual Report for the financial year ended 30 June 2026 and, where applicable, the information referred to in paragraph (b) at: Annual Report for the financial year ended 30 June 2026 and the length of service of each director at: Annual Report for the financial year ended 30 June 2026	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement

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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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Annual Report for the financial year ended 30 June 2026	☐ set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> 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: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☐ and we have disclosed whether we have any material exposure to environmental and social risks at: <i>[insert location]</i> and, if we do, how we manage or intend to manage those risks at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement

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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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://www.grouponecapital.limited/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☐ and we have disclosed our policy on this issue or a summary of it at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Corporate Governance Statement for the year ended 30 June 2026

This statement outlines the main corporate governance practices in place throughout the financial year, which comply with the Recommendations and should be read in conjunction with Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations.

It is the intention of the Company is to continually review and improve corporate governance practices in line with the size and structure of the enterprise.

Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

- | | |
|---|--|
| <p>(a) the respective roles and responsibilities of its Board and management; and</p> <p>(b) those matters expressly reserved to the Board and those delegated to management.</p> | <p>The Board has adopted a Board Charter which sets out the roles and responsibilities of the Board and management and its governance requirements.</p> <p>The Board Charter clearly articulates the division of responsibilities between the Board and senior executives to help manage expectations and avoid misunderstandings about their respective roles and responsibilities.</p> <p>A copy of the Board Charter can be found on the Company's website.</p> |
|---|--|

Recommendation 1.2

A listed entity should:

- | | |
|--|---|
| <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in it's possession relevant to a decision on whether or not to elect or re-elect a director.</p> | <p>The Company undertakes appropriate checks before appointing a person or putting forward to Shareholders a candidate for election as a Director in accordance with the Policy and Procedure for Selection of Directors which can be found on the Company's website.</p> <p>The Company seeks to provide full information to all Shareholders as part of the papers for each annual general meeting. Please refer to the Policy and Procedure for Selection of Directors on the Company's website.</p> |
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Recommendation 1.3

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

Contracts of appointment are in place with all Directors and contracts of employment will be in place when management staff are appointed. Please refer to the Policy and Procedure for Selection of Directors on the Company's website.

Recommendation 1.4

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

The Company Secretary is accountable directly to the Board, through the Chair, on all matters.

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has developed a Diversity Policy which is available on the Company's website.

The Company's Diversity Policy includes the aim of the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them. The Company's Diversity Policy will be periodically reviewed to ensure that it is operating effectively and to ascertain whether any amendments are required.

While the Company is committed to workforce diversity, it is the Board's view that with the Company's relatively small number of employees, it is not appropriate in the Company's current circumstances that the Board set and disclose measurable objectives for achieving gender diversity.

Pursuant to Recommendation 1.5, the Company discloses the following information as at the date of this Corporate Governance Statement:

- percentage of women engaged within the whole organisation – 50%
- percentage of women in a senior management position – 33%
- percentage of women engaged at the Board level – 25% (including Directors and company secretaries).

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- The Company's Board Charter states that the Board will undertake a bi-annual performance assessment, of the Board as a whole, as well as individual Directors. The Board shall agree the process for conducting the Board's performance review. The process shall include a questionnaire to all Directors which includes matters such as:
- Board's overall performance relative to its objectives;
 - Board composition and structure, including mix of skills and expertise; and
 - Board processes to monitor business performance, compliance and risks.
- (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.
- During the reporting period, the Board composition was reviewed and underwent significant change with the appointment of new Directors to reinvigorate the Company's operations moving forward.

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- The Board has a process for evaluating the performance of all senior management on an annual basis.
- (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.
- During the reporting period, the composition of the Board and senior executives were reviewed and underwent significant change. The performance of senior executives were not formally evaluated given the transition period however the Board is committed to continual review and evaluation of performance and will implement a process moving forward.

Recommendation 2.1

The Board of a listed entity should:

- (a) have a nomination committee which:
- Currently the size of the Board is not sufficient to warrant separate committees for remuneration and nomination. As a result, the Board undertakes the function of the remuneration, nomination and diversity committee.
- (1) has at least three members, a majority of whom are independent directors; and
- The Board undertakes the function of the remuneration, nomination and diversity committee and is comprised of 3 members. Given the composition of the Board, the majority of members were not independent Directors.

- (2) is chaired by an independent director,

The Company has appointed an independent Director as chair of the remuneration, nomination and committee.

and disclose:

- (3) the charter of the committee;

The Board undertakes the function of the remuneration, nomination and diversity committee. The Policy and Procedure for Selection of Directors available on the Company's website governs how the Board is to operate in the absence of a remuneration and nomination committee. Following the end of the reporting period, the Board has adopted a remuneration, nomination and diversity committee charter.

- (4) the members of the committee; and

The Board undertakes the function of the remuneration, nomination and diversity committee.

- (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.

The details of meetings held and attended is listed in the Directors' report.

- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.

The Board undertakes the function of the remuneration, nomination and diversity committee. The Policy and Procedure for Selection of Directors available on the Company's website governs how the Board is to operate in the absence of a remuneration and nomination committee. Following the end of the reporting period, the Board has adopted a remuneration, nomination and diversity committee charter.

Recommendation 2.2

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

The Board skills desirable are detailed in the Policy and Procedure for Selection of Directors. Following the end of the reporting period, the Board has prepared and adopted a Board skill matrix which is available on the Company's website.

Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the Board to be independent directors;

The Board has adopted specific principles in relation to Directors' independence which are set out in the Board Charter. The Company sets out the Directors

considered independent in the Director's report contained in the annual report each year.

(b) if a director has an interest, position, association or relationship that might cause doubts about the independence of a director, 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

The Company sets out the Directors considered independent in the Directors' report contained in the annual report each year.

(c) the length of service of each director.

The Company sets out details of the Director's length of service in the Director's report contained in the annual report each year.

Recommendation 2.4

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

During the reporting period, the Company did not comply with this recommendation. As the Company's operations continue to grow, the Company will seek to appoint independent directors to compliment the Board composition.

Recommendation 2.5

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

The Company has appointed an independent Director as Chair of the Board.

Recommendation 2.6

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

The Policy and Procedure for Selection of Directors, which is available on the Company's website, sets out the policy and procedures for the appointment and induction of Directors and professional development. Directors are supported by the Company in undertaking professional development and have during the reporting period undertaken professional development to maintain skills and knowledge needed to perform their roles (including in relation to compliance reporting and the impact and use of AI in governance).

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company articulates its values in a statement contained in the Company's Code of Conduct which is available on the Company's website.

Recommendation 3.2



A listed entity should:

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

The Company has developed a Code of Conduct which has been fully endorsed by the Board and applies to all Directors, senior executives and employees. The code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and practices necessary to maintain confidence in the Company's integrity.

In summary, the code requires that at all times all Company personnel act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and Company policies.

A copy of the Company's Code of Conduct can be found on the Company's website.

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

The Company's Code of Conduct requires that:

- all Directors, senior executives and employees receive adequate training on their obligations under the code and what behaviour is considered to be consistent or inconsistent with the code; and
- the Board is informed of any material breaches of the Company's Code of Conduct.

Recommendation 3.3

A listed entity should:

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

The Company recognises that in order to ensure it is always held to the highest standard of accountability in the conduct of its business, the protection of those (in particular its employees) who may have critical opinions about the Company's conduct or business practices, is essential.

Accordingly, the Company has developed a Whistleblower Policy to ensure the protection of anyone who makes a disclosure against it.

A copy of the Company's Whistleblower Policy can be found on the Company's website and is made actively available to all Directors, senior executives and employees.

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

The Company's Whistleblower Policy:

- requires that the Board is informed of any material incidents reported under the policy;

- requires regular reports to be circulated to the Board;
- clearly identifies the types of concerns that may be reported under the policy and how and to whom reports may be made;
- explains how the confidentiality of the whistleblower's identity is safeguarded and how the whistleblower is protected from retaliation or victimisation; and
- requires that the policy will be periodically reviewed to ensure it is operating effectively.

Recommendation 3.4

A listed entity should:

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

The Company prohibits bribery and corruption in all of its dealings across every jurisdiction and accordingly, compliance with the Company's Anti Bribery and Corruption Policy is foundational to the Company's values and to the preservation of the Company's good reputation and standing in the community.

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

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

The Company's Anti Bribery and Corruption Policy:

- requires that the Board is informed of any material incidents of bribery or corruption;
- prohibits bribery and corruption in all of its dealings across every jurisdiction;
- includes controls around political donations and offering or accepting gifts, entertainment or hospitality;
- requires breaches of the policy to be reported to the appropriate person or body (in addition to the Board) within the organisation; and
- requires that the policy will be periodically reviewed to ensure it is operating effectively.

Recommendation 4.1

The Board of a listed entity should:

- (a) have an audit committee which:**

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

The Company has combined their audit and risk management committees. The Company's Audit and Risk Committee Charter states that the committee must have a minimum of 3 members and be of

- (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.

sufficient size, independence and technical expertise to discharge its role.

The Board undertakes the function of the audit and risk committee and is comprised of 3 members.

Given the size and composition of the Board, the audit and risk committee does not currently have an independent chair.

The Audit and Risk Committee Charter can be found on the Company's website.

The Company sets out details of the number of meetings and attendance at meetings in the Directors' report contained in the annual report each year.

Recommendation 4.2

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

The Board has adopted processes to obtain CEO and CFO declarations for relevant financial reporting during reporting period.

Recommendation 4.3

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

Quarterly, half-year and full-year reports which include the financial performance for the relevant period as details of the Company's business activities are prepared by management and are reviewed and approved by the Board prior to release.

Recommendation 5.1

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

The Company has a Continuous Disclosure and Shareholders Communication Policy which is available on the Company's website.

Recommendation 5.2

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

The Company's Continuous Disclosure and Shareholders Communication Policy states that the Company will ensure that its Board receives a copy of all material market announcements promptly after they have been made.

Recommendation 5.3

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

The Company's Continuous Disclosure and Shareholders Communication Policy states that where the Company intends to deliver a presentation to a new and substantive investor or analyst, the Company is required to release the presentation and associated materials on the ASX Market Announcements Platform prior to any such presentation being given.

Recommendation 6.1

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

The Company provides information about itself and its governance to investors via its website. The Company's corporate governance information can be accessed from the "Corporate Governance" section of the Company's website.

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

The Company has a Continuous Disclosure and Shareholders Communication Policy that outlines the processes followed by the Company to ensure communications with Shareholders and the community is effective, consistent and adheres to the principles of continuous disclosure. A copy of the Continuous Disclosure and Shareholders Communication Policy is available on the Company's website.

Recommendation 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.

The Company permits Shareholders to cast their proxies prior to a general meeting if they are unable to attend. In addition, the Company affords Shareholders who are not able to attend an Annual General Meeting and exercise their right to ask questions about, or make comments on, the management of the Company, the opportunity to provide questions or comments ahead of the meeting. Where appropriate, the Company will answer these questions at the meeting, either by being read out and then responded to at the meeting or by providing a written answer at the meeting.

Recommendation 6.4

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

The Company decides substantive resolutions by poll. The Company confirms all resolutions at the annual general meeting in 2025 were decided by poll.

Recommendation 6.5

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

Shareholders are encouraged to communicate with the Company electronically, including receiving forms and documents electronically or accessing material directly from the Company's website.

Recommendation 7.1

The Board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (1) has at least three members, a majority of whom are independent directors; and**
 - (2) is chaired by an independent director,****and disclose:**
 - (3) the charter of the committee**
 - (4) the members of the committee; and**
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.**

The Company has combined their audit and risk management committees. The Company's Audit and Risk Committee Charter states that the committee must have a minimum of 3 members and be of sufficient size, independence and technical expertise to discharge its role.

The Board undertakes the function of the audit and risk committee and is comprised of 3 members. Board carries out the duties that would ordinarily be carried out by the audit and risk management committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:

- the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and
- all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.

The Audit and Risk Committee Charter can be found on the Company's website.

Recommendation 7.2

The Board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be**

The risk management framework is to be reviewed annually and is evolving. The risk management

sound and that the entity is operating with due regard to the risk appetite set by the board; and

strategy will be managed consistent with the scale and nature of activities of the Company.

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

The Company intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.

Recommendation 7.3

A listed entity should disclose

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The Company does not have an internal audit function.

The nature and size of operations do not warrant a separate internal audit function. Given the low volume of transactions, the external audit work and management oversight is considered sufficient to identify any material breakdown in the control environment. The Board will periodically review the need for an internal audit function.

Recommendation 7.4

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

The Company's Audit and Risk Committee Charter requires the audit and risk management committee (which is currently conducted by the full Board) to assist management in determining whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

Recommendation 8.1

The Board of a listed entity should:

- (a) have a remuneration committee which:
- (1) has at least three members, a majority of whom are independent directors; and
- (2) is chaired by an independent director,

Currently the size of the Board is not sufficient to warrant separate committees for remuneration and nomination. As a result, the Board undertakes the function of the remuneration, nomination and diversity committee.

The Board undertakes the function of the remuneration, nomination and diversity committee and is comprised of 3 members. Given the composition of the Board, the majority of members were not independent Directors.

The Company has appointed an independent Director as chair of the remuneration, nomination and diversity committee.

and disclose:

- | | |
|---|---|
| (3) the charter of the committee; | The Board undertakes the function of the remuneration, nomination and diversity committee. The Policy and Procedure for Selection of Directors available on the Company's website governs how the Board is to operate in the absence of a remuneration, nomination and diversity committee. |
| (4) the members of the committee; and | The Board undertakes the function of the remuneration, nomination and diversity committee. |
| (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 | The details of meetings held and attended is listed in the Directors' report. |
| (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. | The Board undertakes the function of the remuneration, nomination and diversity committee. The Policy and Procedure for Selection of Directors available on the Company's website governs how the Board is to operate in the absence of a remuneration, nomination and diversity committee. |

Recommendation 8.2

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

The Company's practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives are outlined in the Remuneration report.

Recommendation 8.3

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

- | | |
|--|---|
| (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and | The Company's Share Trading Policy prohibits Directors and key management personnel from engaging in certain trading of the Company's securities. |
| (b) disclose that policy or a summary of it. | A copy of the Company's Share Trading Policy can be found on the Company's website. |

Definitions

In this document:

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it as the case requires.

Board means the Board of the Company.

Chair means the Director of the Company appointed as the chairperson of the Board from time to time.

CEO means the chief executive officer or equivalent officer (by whatever title known) of the Company.

CFO means the chief financial officer or equivalent officer (by whatever title known) of the Company.

Company means Group One Capital Limited ACN 010 472 858.

Company Secretary means the person appointed company secretary of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company.

Group means the Company and its subsidiaries.

Listing Rules means the listing rules of ASX.

Managing Director/CEO means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company.

Shareholders means shareholders of the Company.

Recommendation means a recommendation of the *ASX Corporate Governance Council contained in the Corporate Governance Principles and Recommendations (fourth edition)*.

Miscellaneous

To the extent that there is any inconsistency between this document and the Company's constitution, the Company's constitution will prevail.

A copy of this document (or a summary of it) may be made available on the Company's website and to ASX to the extent necessary.

The Board must review this document annually. External reviews of this document may be undertaken at the request of the Board.

Endorsement

The Company is committed to this document and to its implementation.

This document was adopted on 25 August 2026.