

6 October 2026

2026 Corporate Governance Statement

The Board of TerraCom Limited (ASX: TER) (**TerraCom** or **Company**) is responsible for the overall corporate governance of the Company. The Board guides and monitors the business and affairs of the Company, on behalf of shareholders by whom they are elected and to whom they are accountable. Day-to-day management of the Company's affairs and implementation of its strategy and policy initiatives are delegated to the Interim Chief Executive Officer and senior executives, who operate in accordance with Board-approved policies and delegated limits of authority.

The Board has assessed the Company's practices against the Australian Securities Exchange Corporate Governance Principles and Recommendations – 4th edition (**ASX Recommendations**) for the year ended 30 June 2026 and the Corporate Governance Statement below outlines the extent to which the ASX Recommendations have been followed during the reporting period.

The Corporate Governance Statement reports on the key governance principles and practices of the Company as at 30 June 2026 and up to the date of this announcement.

This announcement and the accompanying Corporate Governance Statement have been approved by the Board for release.

The Corporate Governance Statement is current as at the date of this announcement.

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TerraCom Profile

TerraCom Limited (ASX: TER) is an Australian-based mining and resources company with a global footprint, comprising a large portfolio of operating assets in Australia and South Africa within the coal sector. TerraCom is a low-cost producer focused on delivering strong performance and returns from its diversified asset base. The Company continues to expand through strategic partnerships and the provision of integrated mining and infrastructure services. To learn more about TerraCom, visit terracom.au.



Principle 1: Lay solid foundations for management and oversight

No.	ASX Corporate Governance Principles and Recommendation	Company Response
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	The Board has adopted a formal Board Charter, which sets out the respective roles and responsibilities of the Board and the Company's management team and those matters expressly reserved to the Board and those delegated to the Company's management team. The Board Charter is available on the Company's website www.terracom.au. As at 30 June 2026, the Board consisted of four directors (two independent non-executive directors and two non-independent non-executive directors). At the date of this report, the Board continues to consist of four directors (two independent non-executive directors and two non-independent non-executive directors), following the resignation of Mr. Mark Chadwick on 27 July 2026 and the appointment of Mr. Gerard Hutchinson on 8 September 2026. The Company has a small corporate team located in Australia and operational management teams in both Australia and South Africa who support the Board.
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	Directors are appointed in accordance with the terms of the Company's constitution and in accordance with the below noted requirements. Before a director is appointed or put forward to shareholders as a candidate for election, the Board will undertake appropriate checks. These checks may include, but are not limited to, checks on a person's character, experience,

	elect or re-elect a director.	education and bankruptcy history. The Company will also provide shareholders with relevant information about any Director standing for election or re-election.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Each director has entered into a formal letter of appointment with the Company, which sets out core terms of the director's responsibilities and obligations to the Company. Each senior executive has a written contract which sets out the terms of their appointment, including their responsibilities and remuneration.
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.	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with proper functioning of the Board. Communication between the Board and Company Secretary is imperative. The role of the Company Secretary is outlined in the Board Charter.
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:	The Company has a diversity policy, and a copy of the policy can be found on the Company's website www.terracom.au. The Company recognises people are its most important asset and is an equal opportunity employer committed to promoting workplace diversity across the organisation. Given the size of the organisation, the Board has not set measurable objectives with respect to the gender composition of the workforce or the Board. The Company therefore did not follow recommendation 1.5. As at 30 June 2026, the Company had the

	(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.	following proportion of men and women across the organisation: <table border="1"> <thead> <tr> <th></th><th>Men</th><th>Women</th></tr> </thead> <tbody> <tr> <td>Board (including Company Secretary)</td><td>5</td><td>1</td></tr> <tr> <td>Senior Executives</td><td>2</td><td>0</td></tr> <tr> <td>Management</td><td>6</td><td>1</td></tr> <tr> <td>Australian Business Unit</td><td>225</td><td>49</td></tr> </tbody> </table> Note: includes employees only, not contractors.		Men	Women	Board (including Company Secretary)	5	1	Senior Executives	2	0	Management	6	1	Australian Business Unit	225	49
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1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	The Board acknowledges the importance of regular review of its performance and the performance of its committees against appropriate measures. The Board is committed to periodically reviewing the Board, its committees and the Directors’ performance and effectiveness but on an as-needs basis. The last formal board evaluation, which was completed by a third party, was undertaken in June 2020. The board evaluation completed at this time was an online survey and sought the views of each board member as to the Board’s performance over the previous 12-month period. All directors completed the survey. No performance evaluation of the Board, its committees or individual directors was undertaken during the reporting period, and the Company therefore did not follow recommendation 1.6. The Board was substantially renewed during the reporting period and will consider the timing of a formal evaluation once the reconstituted Board has served a full year together.															

1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	The annual formal performance assessment of the Company's senior executives occurs in August/September each year. Details of how the Company assesses performance are set out in the Remuneration Report of the FY2026 Annual Report. A performance evaluation of senior executives was undertaken during the reporting period in accordance with this process.
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Principle 2: Structure the board to be effective and add value

No.	ASX Corporate Governance Principles and Recommendation	Company Response
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	The Company does not have a separately established Nomination Committee as the Board believes that establishing a separate Nomination Committee at this time would contribute little to the Company's effective governance. As and when required, the full Board participates as the Nomination Committee in order to fulfil its corporate governance responsibilities and fiduciary duties to the Company. As at 30 June 2026, the full Board of four directors (two independent non-executive directors and two non-independent non-executive directors) performed the functions of a Nomination Committee. Responsibilities of the Nomination Committee are outlined in the Company's Board Charter. No separate attendance is maintained for the Nomination Committee as relevant responsibilities are completed as part of the board of directors' meetings. If vacancies arise on the Board, directors are involved in the search and recruitment of a replacement. The Board seeks to achieve a balance of entrepreneurial, capital markets, technical, operational, commercial and financial skills from mining industry and broader business backgrounds.

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 formal Board Charter requires the Board comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. This requirement effectively serves as a skills matrix as it encompasses all skills reasonably required by the Board. Board composition is reviewed annually to consider whether it has the appropriate mix of directors with the expertise and experience suitable for the purpose of fulfilling its collective responsibilities on behalf of shareholders. Where a vacancy exists, for whatever reason, or where it is considered that the Board would benefit from the services of a new director with particular skills, the Board will select candidates with the relevant qualifications, skills and experience. The Board is comprised of four directors from diverse backgrounds with a range of business experience, skills and attributes. The following list demonstrates the skills and experience of the directors across several areas that are relevant to the Company's operations. Leadership & governance - Legal - Previous board experience, including public listed company experience - Strategy - Leadership - Regulatory experience Technical & Operations - Mining Resources and Minerals Processing Industry experience - Project delivery - Marketing
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		Health, Safety, Environment and Community Business, finance & risk - Accounting - Finance - Risk management - Private equity Sustainability and stakeholder management - Investor relations - Community relations - International business expertise
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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	At the date of this report, the Board consists of four directors (two independent non-executive directors and two non-independent non-executive directors). The two independent non-executive directors are: Mr. Andrew Coles (Chair) and Mr. Gerard Hutchinson The Board has assessed the independence of Mr. Coles and Mr. Hutchinson having regard to the factors in Box 2.3 and is not aware of any interest, position, association or relationship that would compromise their independence. None of the directors hold shares or options in the Company. The length of service of each director (rounded to the nearest month) as at the date of this report is noted below: ▪ Mr. Andrew Coles (Independent Non-Executive Director) – Appointed 9 March 2026 (appointed Chairman on 15 April 2026). Length of service: 7 months. ▪ Mr. Gerard Hutchinson (Independent Non-Executive Director) – Appointed 8 September 2026. Length of service: 1 month. ▪ Mr. Glenn Splatt (Non-Independent Non-Executive Director) – Appointed 17 February 2026. Length of service: 8 months. ▪ Mr. Stephen Barber (Non-Independent Non-Executive Director) – Appointed 3 March 2026. Length of service: 7 months.

2.4	A majority of the board of a listed entity should be independent directors.	The Board determines the independence of its directors in accordance with the factors listed in Box 2.3 and the guidance otherwise set out in the ASX Principles and Recommendations. Having regard to the factors set out in Box 2.3 and the guidance otherwise set out in the ASX Principles and Recommendations, the Board considers a director to be independent if he or she is not a member of management and is free of any interest and any business or other relationship which would, or could reasonably be perceived to, materially interfere with the independent exercise of their judgement. The Board assesses the materiality of any given relationship that may affect independence on a case-by-case basis. Each non-executive director is required to regularly disclose to the Board all information that may be relevant to this assessment, including their interest in contracts and other directorships and offices held. The Company did not follow recommendation 2.4 for the full reporting period. Independent directors ceased to comprise a majority of the Board on 3 March 2026 following the appointment of Mr Barber. Mr Lochtenberg resigned on 9 March 2026, Mr Lewis on 12 March 2026 and Mr Ludski on 31 March 2026, and Mr McCarthy, the Managing Director, resigned as a director on 9 April 2026. From 31 March 2026 until 15 April 2026, when the Board determined Mr Coles to be independent, the Board had no independent directors. Mr Chadwick, an independent director, was appointed on 1 May 2026. As at 30 June 2026 and at the date of this report, two of the four directors are independent. The Board considers its current composition appropriate for the Company's circumstances. Potential conflicts arising from Orbit's
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		shareholding are managed through the conflict of interest procedures in the Board Charter and Code of Conduct, under which a conflicted director must disclose the interest and abstain from the relevant deliberations and decision. The Board will continue to review its composition, including the number of independent directors, as part of its ongoing renewal.
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.	Mr. Andrew Coles holds the role of Independent Non-Executive Chairman. Mr. Chris Bourke holds the role of Interim Chief Executive Officer. The roles of Chair and Chief Executive Officer are held by different individuals. Mr Mark Lochtenberg, the former independent Chair, resigned on 9 March 2026. The Board did not have an appointed Chair until Mr Coles was appointed Chair on 15 April 2026, and the Managing Director chaired the Board meeting held on 26 March 2026. The Company therefore did not follow recommendation 2.5 for the full reporting period.
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 Company has a program for inducting new directors and provides resources to directors to help develop and maintain the appropriate skills and knowledge needed to perform their role effectively. Prior to commencement, a letter of appointment is formalised, setting out the terms of appointment. As part of their appointment, directors are provided with a copy of the Company's Constitution, relevant Company policies, and relevant insurance policies (namely directors and officers).

Principle 3: Instill a culture of acting lawfully, ethically and responsibly

No.	ASX Corporate Governance Principles and Recommendation	Company Response
3.1	A listed entity should articulate and disclose its values.	The Company's values can be found on the Company's website www.terracom.au .
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code	The Company has adopted a code of conduct for its directors, senior executives and employees. A copy of this can be found on the Company's website at www.terracom.au .
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	The Company has a Whistleblowing Policy. A copy of this can be found on the Company's website at www.terracom.au .
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	The Company does not have a specific anti-bribery and corruption policy, but these matters are addressed in the Company's Code of Conduct. A copy of the Company's Code of Conduct Policy can be found on the Company's website at www.terracom.au . The Board is required to be notified of any breaches of the Code of Conduct.

Principle 4: Safeguard the integrity of corporate reports

No.	ASX Corporate Governance Principles and Recommendation	Company Response
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	As at 30 June 2026, the Company had an established standing Audit Committee which comprised of three non-executive directors: 1. Mr. Mark Chadwick: Independent, Non-Executive Director (Committee Chair); 2. Mr. Andrew Coles: Independent, Non-Executive Director; and 3. Mr. Stephen Barber: Non-Independent, Non-Executive Director. Mr. Chadwick resigned as a director on 27 July 2026. Mr. Gerard Hutchinson was appointed Chair of the Audit Committee following his appointment to the Board on 8 September 2026. At the date of this report, the Audit Committee comprises Mr. Hutchinson (Chair), Mr. Coles and Mr. Barber. Following changes to Board composition in March 2026, the Audit Committee did not meet the composition in recommendation 4.1 until Mr Chadwick was appointed Committee Chair on 1 May 2026. Between Mr Chadwick's resignation on 27 July 2026 and Mr Hutchinson's appointment on 8 September 2026, the Audit Committee comprised Mr Coles and Mr Barber. The Company therefore did not follow recommendation 4.1 for the full reporting period. A copy of the Audit Committee Charter can be found on the Company's website www.terracom.au. The relevant qualifications and experience of the committee members can be found in the Directors' Report in the Company's 2026 Annual Report.

	engagement partner.	The number of Audit Committee meetings held and attendances by committee members during the 2026 financial year can be found in the Directors' Report in the Company's 2026 Annual Report. The Audit Committee meets as required, but at least twice per year. The Interim Chief Executive Officer, Chief Financial Officer and the Company's external auditors are invited to attend the Audit Committee meetings.
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 Company obtains a declaration from the Chief Executive Officer and Chief Financial Officer (or the persons acting in those capacities) prior to the completion of its half-year and annual financial statements.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	The Company's periodic corporate reports that are not audited or reviewed by the external auditor include its quarterly activities reports, the Directors' Report (including the Operating and Financial Review), this Corporate Governance Statement and those parts of the Sustainability Report not subject to assurance. Before release, each report is verified as follows: The executives responsible for the content prepare the draft and support material statements with source records.

		Production, sales and operational data are verified by the Interim Chief Executive Officer. Exploration results, Mineral Resources and Ore Reserves are approved by the relevant Competent Person in accordance with the JORC Code. Financial information is reconciled to the Company's accounting records and reviewed by the Chief Financial Officer. The Company Secretary reviews the report for compliance with the Listing Rules, the Continuous Disclosure Policy and consistency with prior disclosures. The Interim Chief Executive Officer and Chief Financial Officer review the final draft, and the Board approves the report before release on the ASX Market Announcements Platform.
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Principle 5: Make timely and balanced disclosures

No.	ASX Corporate Governance Principles and Recommendation	Company Response
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	The Company has a Continuous Disclosure Policy, which is available on the Company's website www.terracom.au. JORC In accordance with Listing Rule 5.6 and the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code), TerraCom has procedures in place to ensure it obtains the relevant Competent Person's sign-off in relation to the disclosure of exploration results, mineral resources and ore reserves.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	All ASX announcements are immediately, and automatically, distributed to directors once released.
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 Policy covers the release of investor/analyst presentations. A copy of this policy can be found on the Company's website at www.terracom.au.



Principle 6: Respect the rights of security holders

No.	ASX Corporate Governance Principles and Recommendation	Company Response
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Company's website contains comprehensive information about the Company, its operations and exploration assets, its directors, senior management, and corporate governance. All Company announcements, including half-year and annual financial statements, can be located on the Company's website at www.terracom.au.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	The Board, the Interim Chief Executive Officer and Company Secretary are responsible for the Company's communication strategy. TerraCom adheres to best practice in its preparation of Notices of Meetings, and through its share registry, offers to members the option of receiving shareholder communications electronically.
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.	Shareholders are encouraged to attend the Company's Annual General Meeting. Shareholders are given the opportunity to ask questions at the Annual General Meeting and to vote.
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.	All substantive resolutions at meetings of security holders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	To the extent permissible by law, the Company sends all communications electronically in an effort to reduce its environmental footprint. The Company encourages shareholders to receive communications from, and send

		communications to, the Company and its share registry, electronically. Communicating with shareholders by electronic means, particularly through the Company's website, is an efficient way of distributing information in a timely and convenient manner. As new shareholders join the register they are invited to communicate with the Company and share registry electronically.
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Principle 7: Recognise and manage risk

No.	ASX Corporate Governance Principles and Recommendation	Company Response
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 Board has an established standing HSEC Committee and the membership of this Committee at 30 June 2026 is set out below: 1. Mr. Stephen Barber: Non-Independent, Non-Executive Director (Committee Chair); 2. Mr. Glenn Splatt: Non-Independent, Non-Executive Director; and 3. Mr. Chris Bourke: Interim Chief Executive Officer Mr. Glen Lewis (Committee Chair) and Mr. Danny McCarthy were members of the Committee until their resignations on 12 March 2026 and 9 April 2026 respectively. The HSEC Committee is chaired by a non-independent director and does not have a majority of independent members, so recommendation 7.1(a)(1) and (2) are not met and the Company did not follow recommendation 7.1. The Board is satisfied the current Committee composition is appropriate given that it works alongside and is complemented by the skill set of the Board. The membership of the Interim Chief Executive Officer is necessary given his knowledge across all operational areas and expertise within the mining sector. Financial risks are overseen by the Audit Committee in accordance with the Board Charter. The primary role of the Committee is to assist the Board to carry out the following: (a) review and oversee its responsibilities with regard to the Group's risk management systems, policies, practices and plans, internal control and regulatory compliance, specific to non-

		financial related activities; (b) oversee the process for identifying significant non-financial risks facing the Group and implement appropriate control, monitoring and reporting mechanisms; (c) monitor the Group's culture and gauge how it is aligned with conduct consistent with sound and effective risk management; and (d) report the results of its activities to the Board. The number of HSEC Committee meetings held and attendances by committee members during the 2026 financial year can be found in the Directors' Report in the Company's 2026 Annual Report. A copy of the Company's HSEC Committee Charter can be found on the Company's website at www.terracom.au. Further information in relation to the Company's risk management framework is also set out below.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	The Company's risk management policy requires the inclusion of a comprehensive risk management report as part of the Company's Board Papers. The report covers material business risks in the sectors in which the Company operates, taking into account changing circumstances and emergent risk factors and weightings. During the reporting period, the Board considered the draft Enterprise Risk Management Framework and Risk Register on 28 May 2026, and the Audit Committee endorsed the Enterprise Risk Management Framework and Climate Governance Framework on 24 June 2026. A review of the

		Company's risk management framework therefore took place during the reporting period.
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 previously had an internal audit function which was performed by a third party; however, no formal function has been in place during the reporting period. Nonetheless, the Board is confident that the Company has appropriate internal control processes in place for the nature and size of the business. The Company is considering the reappointment of an internal audit function.
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 is a coal production, exploration and development company and is therefore inherently exposed to the economic, environmental and social sustainability risks that are associated with its peers in the industry. The Company carefully considers its operations and their impact on the environment and local communities. The 2026 Annual Report includes disclosure on principal risks relating to the Company. The Company is required to prepare a sustainability report under Chapter 2M of the Corporations Act and has prepared its first Sustainability Report for the year ended 30 June 2026. The Sustainability Report sets out the Company's climate-related risks and opportunities and how they are governed and managed, including through the Climate Governance Framework endorsed by the Audit Committee on 24 June 2026. Refer to the Operating and Financial Review in the Company's 2026 Annual Report.

Principle 8: Remunerate fairly and responsibly

No.	ASX Corporate Governance Principles and Recommendation	Company Response
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.	As at 30 June 2026, the Company had a Remuneration Committee comprised of the following directors: 1. Mr. Glenn Splatt: Non-Independent, Non-Executive Director (Committee Chair); 2. Mr. Stephen Barber: Non-Independent, Non-Executive Director; and 3. Mr. Mark Chadwick: Independent, Non-Executive Director. A copy of the Remuneration Committee Charter can be found on the Company's website: www.terracom.au. The number of Remuneration Committee meetings held and attendances by committee members during the 2026 financial year can be found in the Directors' Report in the Company's 2026 Annual Report. Mr. Mark Lochtenberg (Committee Chair), Mr. Glen Lewis and Mr. Mark Ludski were members of the Committee until their resignations in March 2026. Mr. Chadwick resigned on 27 July 2026 and, at the date of this report, the Remuneration Committee comprises Mr. Splatt (Chair), Mr. Barber and Mr Hutchinson. The Remuneration Committee is chaired by a non-independent director and does not have a majority of independent members, so recommendation 8.1(a)(1) and (2) are not met and the Company did not follow

		recommendation 8.1. The Board is satisfied the current Committee composition is appropriate given that it works alongside and is complemented by the skill set of the Board.
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 2026 Annual Report includes disclosure on the remuneration structure of directors and executive key management personnel. Refer to the Remuneration Report in the Company's 2026 Annual Report.
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.	In respect of the Company's equity-based remuneration scheme, directors and executive key management personnel are not permitted to enter into transactions which limit the economic risk of participating in the scheme. Please see the Company's Security Dealing Policy available on its website www.terracom.au for further detail.