Corporate Governance Statement 2026

FleetPartners

Corporate Governance Statement 2026

FleetPartners Group Limited ACN 131 557 901

This Corporate Governance Statement sets out the corporate governance practices of FleetPartners Group Limited (**FleetPartners** or **Company**) and reports against the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) for the reporting period 1 October 2025 to 30 September 2026 (**Reporting Period**).

This Corporate Governance Statement is current as at 30 September 2026 and has been approved by the Board of Directors of FleetPartners (**Board**).

Principles and Recommendations	Compliant	Disclosure
Principle 1 Lay solid foundations for management and oversight		
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance		
Recommendation 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.	Yes	The Board has adopted a Board Charter (**Board Charter**) and has established two standing committees to assist with the discharge of its responsibilities: • Audit and Risk Committee (**ARC**); and • People, Culture, Remuneration and Nomination Committee (**PCRNC**). The Board Charter sets out the roles and responsibilities of the Board, the matters expressly reserved for the Board and those matters the Board may delegate to a committee of the Board to consider, report and advise the Board, and the delegations to the Chief Executive Officer and Managing Director (**CEO**) and management. The Board Charter also sets out the responsibilities of the Company Secretary. The Board Charter is disclosed on the Company's website (fleetpartners.com.au).
Recommendation 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.	Yes	With guidance from the PCRNC and, where necessary, external consultants, the Board will identify candidates with appropriate skills, competencies, knowledge, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board. The People, Culture, Remuneration and Nomination Committee Charter (**PCRNC Charter**) provides that the PCRNC will take into account background checks as part of the criteria for nomination as a director and membership of the Board. During the Non-executive Director selection process, the Company undertakes appropriate checks on potential candidates, including experience, education, criminal record and history of bankruptcy, to consider their suitability to fill a casual vacancy on the Board or for election as a Non-executive Director. The Company provides Shareholders with all material information in its possession that may be relevant to the election or re-election of a Board candidate. The information is provided to Shareholders in the Annual General Meeting (**AGM**) Notice of Meeting.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	FleetPartners confirms that written agreements have been entered into with each Non-executive Director and employment agreements are in place with the CEO and each Senior Executive.

Corporate Governance Statement 2026 continued

<table>
<tr><th>Principles and Recommendations</th><th>Compliant</th><th>Disclosure</th></tr>
<tr><td>Recommendation 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.</td><td>Yes</td><td>The Board Charter sets out that the Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board and Committees.

All Directors have direct access to the Company Secretary.</td></tr>
<tr><td>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.</td><td>Yes</td><td>The Company discloses its Diversity, Equity and Inclusion Policy on its website.

The PCRNC is responsible for monitoring, reviewing and reporting to the Board, at least annually, on the Company's progress towards, and achievement of, its diversity, equity and inclusion objectives.

Gender diversity objectives were set at the commencement of FY21 and revised in FY25. Outcomes against these objectives have been reported annually.

The Board has determined that the Company's gender diversity target is to achieve equal representation of men and women (50/50), while recognising and supporting gender diversity beyond the binary.

Set out below are the gender diversity outcomes for FY23 to FY26:

<table>
<tr><th>Objective</th><th>FY23</th><th>FY24</th><th>FY25</th><th>FY26</th></tr>
<tr><td>Female employees</td><td>45%</td><td>45%</td><td>44%</td><td>45%</td></tr>
<tr><td>Female Senior Executives (includes Senior Executives and Senior Leadership)</td><td>40%</td><td>36%</td><td>38%</td><td>39%</td></tr>
<tr><td>Female Non-executive Directors</td><td>50%</td><td>50%</td><td>50%</td><td>50%</td></tr>
</table>

FleetPartners most recent 'Gender Equality Indicators' (as defined in the Workplace Gender Equality Act 2012) are disclosed in the FleetPartners Workplace Gender Equality Report, located on the Company's website.</td></tr>
<tr><td>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
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td><td>Yes</td><td>Annually, the Board performs an assessment of its performance and its Committees.

Performance of the Board and its Committees is evaluated by comparing actual performance with the requirements set out in the Board and Committee Charters and relevant workplans.

Performance of individual Directors is formally reviewed at least every three years as part of an independent board review process and is informally reviewed at least annually by the Board Chair.

An independent review of the performance of the Board, its Committees and individual Directors was conducted during the Reporting Period.

Annually, the Chair conducts a formal performance evaluation of the CEO against performance criteria agreed by the Board. The Company confirms that a performance evaluation of the CEO was conducted during the Reporting Period. CEO performance is measured against a balanced scorecard including financial and non-financial metrics.</td></tr>
</table>

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
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 (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.	Yes	The CEO conducts performance evaluations of the Senior Executives by meeting individually with each of them to review performance against the agreed performance targets set and agreed for the relevant period. Performance is measured against a balanced scorecard including financial and non-financial metrics. The Company confirms that this process was undertaken during the Reporting Period.
Principle 2 Structure the board to be effective and add value		
The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value		
Recommendation 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.	Yes	The PCRNC is responsible for assisting the Board with nomination responsibilities including making recommendations to the Board relating to the criteria for nomination as a director and membership of the Board generally, Board succession and ensuring the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. The PCRNC Charter is disclosed on the Company's website. Under the PCRNC Charter the PCRNC must have at least three members, a majority of whom are independent Non-executive Directors. The PCRNC is chaired by an independent Non-executive Director. The members of the PCRNC are Cathy Yuncken (Independent Chair), Gail Pemberton, Mark Blackburn and Fiona Trafford-Walker. The members are all independent Non-executive Directors. Details of the relevant qualifications and experience of the members of the PCRNC, the number of times the PCRNC met during the Reporting Period and individual attendances at those meetings are set out in the Annual Report.
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.	Yes	The Board has developed a Board Skills Matrix to identify and assess current key and desirable Director skills, expertise, competencies, experience and diversity. The Board Skills Matrix is set out in the Annexure and summarises the key skills and experience of the Directors.

Corporate Governance Statement 2026 continued

<table>
<tr><th>Principles and Recommendations</th><th>Compliant</th><th>Disclosure</th></tr>
<tr><td>Recommendation 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 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.</td><td>Yes</td><td>The independence of Directors has been measured by the Board having regard to the relationships listed in Box 2.3 of the ASX Principles and is applicable as at 30 September 2026.

The Board considers that each of Gail Pemberton, Russell Shields, Fiona Trafford-Walker, Cathy Yuncken, Mark Blackburn and Rob McDonald and are independent Non-executive Directors.

Damien Berrell is an Executive Director and Managing Director, and is therefore not independent.

The length of service as at 30 September 2026 of each Director is set out below.

<table><tr><th>Name</th><th>Length of service</th></tr><tr><td>Gail Pemberton</td><td>11 years and 7 months (5 years and 7 months as Chair)</td></tr><tr><td>Russell Shields</td><td>11 years and 7 months</td></tr><tr><td>Fiona Trafford-Walker</td><td>5 years and 2 months</td></tr><tr><td>Cathy Yuncken</td><td>5 years and 2 months</td></tr><tr><td>Mark Blackburn</td><td>2 years and 10 months</td></tr><tr><td>Rob McDonald</td><td>2 years and 10 months</td></tr><tr><td>Damien Berrell</td><td>3 years and 8 months</td></tr></table></td></tr>
<tr><td>Recommendation 2.4

A majority of the board of a listed entity should be independent directors.</td><td>Yes</td><td>The majority of the Board are independent Non-executive Directors.</td></tr>
<tr><td>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.</td><td>Yes</td><td>The Chair, Gail Pemberton, is an independent Non-executive Director and is not the CEO.</td></tr>
<tr><td>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.</td><td>Yes</td><td>The PCRNC is responsible for monitoring that processes are in place to support director induction and ongoing education and regularly reviewing the effectiveness of these processes.

The Company Secretary, with guidance from the PCRNC, arranges the induction of new directors and facilitates ongoing professional development training for Directors.</td></tr>
</table>

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company's culture is underpinned by its four organisational values: • **Collaboration**: our team is always greater than the sum of its parts; • **Accountability**: ownership, accountability and pride in everything we do; • **Reimagine**: dream big, ask why and seek out positive change; and • **Excellence**: deliver beyond expectations, every day; The values are set out in the Company's Code of Conduct.
Recommendation 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.	Yes	The Company has a Code of Conduct that applies to all team members including Directors, employees and contractors. The Company has also adopted a Supplier Code of Conduct. Both the Code of Conduct and Supplier Code of Conduct are disclosed on the Company's website. The Board is informed of any material breaches. During the Reporting Period no material breaches were reported.
Recommendation 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.	Yes	The Whistleblower Policy is disclosed on the Company's website. The Board is informed of material incidents that are reported under the Whistleblower Policy. During the Reporting Period no material incidents were reported.
Recommendation 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.	Yes	The Anti-Bribery, Anti-Corruption and Fraud Policy is disclosed on the Company's website. The Board is informed of material incidents that are reported under the Anti-Bribery, Anti-Corruption and Fraud Policy. During the Reporting Period no material incidents were reported.

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
Principle 4 Safeguard the integrity of corporate reports		
A listed entity should have appropriate processes to verify the integrity of its corporate reports		
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 (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.	Yes	The ARC is responsible for oversight of the processes employed by the Company to 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. The Audit and Risk Committee Charter (**ARC Charter**) is disclosed on the Company's website. Under the ARC Charter the ARC must have at least three members, a majority of whom are independent Non-executive Directors. The ARC is chaired by an independent Non-executive Director. The members of the ARC are Fiona Trafford-Walker (Independent Chair), Gail Pemberton, Russell Shields, Rob McDonald and Cathy Yuncken. The members are all independent Non-executive Directors. Details of the relevant qualifications and experience of the members of the ARC, the number of times the ARC met during the Reporting Period and individual attendances at those meetings are set out in the Annual Report.
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.	Yes	Before the Board approves the half-year and full-year financial statements the CEO and CFO provided the Board with declarations that: • in their opinion the financial records of FleetPartners and its controlled entities have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of FleetPartners and its controlled entities; • (for the full-year financial year ended 30 September 2026 only) the information disclosed in the consolidated entity disclosure statement is true and correct; and • their opinion and statements have been informed on the basis of a sound system of risk management and internal controls which are operating effectively.

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
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.	Yes	Where the Company publishes information in any periodic corporate reports or updates that are not audited or reviewed by the external auditor, the Company has an extensive internal verification process tailored to the nature of the corporate report or update. Prior to publication the CEO and CFO undertake a review, and if required will seek approval from the appropriate Board Committee (generally, the ARC) which will consider and grant approval directly or will recommend the report or update to the Board for final approval.
Principle 5 Make timely and balanced disclosure		
A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities		
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.	Yes	The Company's Continuous Disclosure and Communications Policy (**Continuous Disclosure Policy**) is disclosed on its 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.	Yes	The Continuous Disclosure Policy provides that the Board will receive copies of all material market announcements after they have been made, and where appropriate, critically reviews material market announcements prior to disclosure.
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.	Yes	The Continuous Disclosure Policy provides that where the Company gives a new and substantive investor or analyst presentation, a copy of the material presented will be released on the ASX Market Announcement Platform ahead of the presentation. The Company will disseminate the information as soon as possible on its website.
Principle 6 Respect the rights of security holders		
A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	As required by the Continuous Disclosure Policy, information about the Company and its governance, including the Board and Board Committee Charters, is available on its website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors	Yes	The Continuous Disclosure Policy provides for an investor relations program which facilitates two-way communication through: • the Company's AGM, where Shareholder participation is actively encouraged and facilitated; and • the publication of relevant information and ASX announcements on the Company's website.

Principles and Recommendations	Compliant	Disclosure
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Chairs of the Board and the PCRNC, CEO and CFO engage with proxy advisors, institutional shareholders and other key stakeholders in advance of the AGM, as appropriate, to gather a wide range of shareholder views regarding the Company. Shareholders have the opportunity to attend the AGM, ask questions, participate in voting and meet the Board, Management and the auditors in person. The FY26 AGM will be held in 2027 as a hybrid meeting as it has done in previous years. The Board envisages that it will continue to hold future AGMs in the hybrid format in order to encourage and maximise shareholder participation.
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.	Yes	All substantive resolutions at meetings of Shareholders are decided by a poll rather than by a show of hands.
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.	Yes	Shareholders have the option to receive communications from, and send communications to, the Company and to the Company's share registry (MUFG Corporate Markets (AU) Limited). The Company encourages its Shareholders to register their email addresses with the share registry and elect to receive all communications electronically.
Principle 7 Recognise and manage risk		
A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework		
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.	Yes	The ARC is responsible for overseeing and reviewing the effectiveness of the Company's risk management framework. The ARC Charter is disclosed on the Company's website. Under the Charter the ARC must have at least three members, a majority of whom are independent Non-executive Directors. The ARC is chaired by an independent Non-executive Director. The members of the ARC are Fiona Trafford-Walker (Chair), Gail Pemberton, Russell Shields, Rob McDonald and Cathy Yuncken. The members are all independent Non-executive Directors. Details of the relevant qualifications and experience of the members of the ARC, the number of times the ARC met during the Reporting Period and individual attendances at those meetings are set out in the Annual Report.

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
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 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.	Yes	The Board has the ultimate responsibility for risk oversight. The ARC reviews and assesses the the Company's Risk Management Framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. During the Reporting Period this review was conducted.
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.	Yes	The ARC is responsible for overseeing the Company's internal audit function. Details of the responsibilities of the ARC with respect to internal audit are set out in the ARC Charter.
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.	Yes	Disclosures about the Company's environmental or social risks including climate change and how the Company seeks to manage them is described in our Sustainability Report, which is published within the Annual Report. The Board will continue to consider material environmental and social risks as part of its periodic risk management review, on an as required basis upon advice from the ARC and Senior Executives.

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
Principle 8 Remunerate fairly and responsibly		
A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite		
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, 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.	Yes	The Board has established the PCRNC which has responsibility for remuneration and for the processes employed to set the level and composition of remuneration for directors and senior executives and for ensuring that such remuneration is appropriate and not excessive. The PCRNC Charter is disclosed on the Company's website. Under the Charter the PCRNC must have at least three members, a majority of whom are independent Non-executive Directors. The PCRNC is chaired by an independent Non-executive Director. The members of the PCRNC are Cathy Yuncken (Independent Chair), Gail Pemberton, Mark Blackburn and Fiona Trafford-Walker. The members are all independent Non-executive Directors. Details of the relevant qualifications and experience of the members of the PCRNC, the number of times the PCRNC met during the Reporting Period and individual attendances at those meetings are set out in the Annual Report.
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.	Yes	The Company's policies and practices regarding the remuneration of Non-executive Directors and the remuneration of the CEO and other Senior Executives are disclosed in the Annual 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 (b) disclose that policy or a summary of it.	Yes	The Securities Trading Policy is disclosed on the Company's website. The Securities Trading Policy applies to all Directors, employees, contractors and consultants and outlines the types of transactions Directors and employees are prohibited from entering into, including: • trading on a speculative or short-term basis in the Company's securities; • any arrangement that may grant a charge over the Company's securities, or the use of any derivatives or other products which operate to limit the economic risk of unvested Company securities; and • entering into a margin loan or similar funding arrangement to acquire any Company securities.

Corporate Governance Statement 2026 continued

Principles and Recommendations	Compliant	Disclosure
Additional recommendations that apply only in certain cases		
Recommendation 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.	N/A	Not applicable.
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	Not applicable.
Recommendation 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.	N/A	Not applicable.

Corporate Governance Statement 2026 continued

Annexure: Board Skills Matrix		
Skill/Experience	**Description**	**Board Representation**
Customer	Experience in strongly customer-focused culture in large complex organisations, and demonstrated commitment to achieving customer outcomes	● ● ● ● ● ● ●
Strategy	Experience and judgement to contribute to the development of strategy with innovation and growth focus and response to changes in customer needs, competition and industry dynamics	● ● ● ● ● ● ●
People and Culture	Experience in leadership and organisational design to optimise talent management, remuneration strategy, succession planning and organisational culture	● ● ● ● ● ● ●
Motor Vehicle industry	Experience in the motor vehicle industry	● ● ● ● ● ● ●
Leasing and Credit Management	Experience in asset-based financing and credit exposure and portfolio management, in B2B and/or B2C environments	● ● ● ● ● ● ●
Accounting & Finance	High degree of finance, accounting and reporting acumen as demonstrated through professional experience or qualifications	● ● ● ● ● ● ●
Corporate Finance & Investor Relations	Senior executive or equivalent experience in corporate finance discipline	● ● ● ● ● ● ●
Risk Management and Compliance	Experience and deep understanding of systemic risk and monitoring risk management frameworks and controls, with ability to identify and assess emerging and existing risks.	● ● ● ● ● ● ●
Treasury and Funding	Senior executive experience in treasury and/or funding	● ● ● ● ● ● ●
Corporate Governance	Experience in the highest standards of corporate governance including experience as a director or senior executive in a listed company, large organisation or government body	● ● ● ● ● ● ●
Mergers and acquisitions	Experience in corporate transactions, acquisitions, disposals, partnerships and joint ventures	● ● ● ● ● ● ●
Technology, Digital and Data	Experience and expertise with development, selection and implementation of business transforming technology, digitisation and data stewardship and governance	● ● ● ● ● ● ●
Business Transformation	Experience in material organisational change including people, cultural, process and technology transformation to deliver growth, productivity and performance optimisation	● ● ● ● ● ● ●

Key

- High level of skill/experience
- Practised level of skill/experience
- Developing level of skill/experience

FleetPartners

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

FleetPartners Group Limited

ABN/ARBN

85 131 557 901

Financial year ended:

30 September 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance

The Corporate Governance Statement is accurate and up to date as at 30 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:	13 November 2026
Name of authorised officer authorising lodgement:	Damien Berrell

[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://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	

[4] Tick the box in this column only if you have followed the relevant recommendation 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.

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://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement. 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.	
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) in our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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) in our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance and the information referred to in paragraphs (4) and (5) in the Director's Report of our 2026 Annual Report at page 23.	
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 in our Corporate Governance Statement.	
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 in our Corporate Governance Statement. and the length of service of each director in our Corporate Governance Statement.	
2.4	A majority of the board of a listed entity should be independent directors.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	
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 in our Corporate Governance Statement and our Code of Conduct at https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our Code of Conduct at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our Whistleblower Policy at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our Anti-Bribery and Corruption Policy at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance and the information referred to in paragraphs (4) and (5) in the Director's Report of our 2026 Annual Report at page 23.	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	
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://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders 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.	☒	
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.	☒	

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 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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance and the information referred to in paragraphs (4) and (5) in the Director's Report of our 2026 Annual Report at page 23.	
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 in our Corporate Governance Statement.	
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.	☒ and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement.	

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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 in our Corporate Governance Statement and in our Sustainability Report within our 2026 Annual Report at pages 50 to 64. and, if we do, how we manage or intend to manage those risks in our Sustainability Report within our 2026 Annual Report at pages 50 to 64.	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance. and the information referred to in paragraphs (4) and (5) in the Director's Report of our 2026 Annual Report at page 23.	
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 in the Remuneration Report within our 2026 Annual Report at pages 34 to 49.	
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: https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance.	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable