

Corporate Governance Statement – Checklist

The Board of MACA Limited is committed to ensuring that the Company’s obligations and responsibilities to its stakeholders are fulfilled through its corporate governance practices. MACA is committed to the development of a culture that delivers our Promise – We Care, We are Flexible and We Deliver, and the Core Values of the Company – People First, Exceed Expectations, Continuous Improvement and Community. We believe that operating in accordance with the corporate governance guidelines enhances the delivery of the above expectations.

This checklist reports on MACA’s key governance principles and practices which are reviewed and revised as appropriate to reflect changes in law and developments in corporate governance. A complete Corporate Governance Statement and all Charters, Policies, Procedures, Disclosures, Definitions, Codes and Strategies are available for viewing on the Company’s website under the Corporate Governance tab.

As required by the Australian Securities Exchange Limited (“ASX”) Listing Rules, the Corporate Governance Statement contained on the Company website and in reference to this checklist reports on:

- The extent to which the Company has followed the Corporate Governance recommendations contained in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd Edition); and
- The reasons for any departures from the Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd Edition), in compliance with the “if not, why not” regime.

Overall approach to corporate governance

The Board as a whole reviews and makes changes in line with recommendations made by individual Board members and as a result of this focus, the Board is satisfied that the Company meets the Corporate Governance Council’s Corporate Governance Principles and Recommendations with departures as disclosed below. There were no departures during the year. A checklist cross-referencing the Corporate Governance Council’s Corporate Governance Principles and Recommendations to the relevant sections of this Statement is shown below.

Principle	ASX Corporate Governance Principles and Best Practice Recommendations	Reference	Compliance
1.0	Lay Solid Foundations for Management and Oversight		
1.1	Companies should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	1.1	✓
1.2	Prior to appointing a Director a company should undertake appropriate checks (e.g. checks as to the persons character, experience, education, criminal record and bankruptcy history) before appointing a person, or putting forward to security holders a candidate for election, as a Director and 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.	1.2	✓
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	1.3 Remuneration Report	✓
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.	1.4 Board Charter	✓
1.5	A listed entity shall have: <ul style="list-style-type: none"> (a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity’s progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measureable objectives for achieving gender diversity set by the Board or a relevant committee of the Board in accordance with the entity’s diversity policy and its progress towards achieving them, and either; <ul style="list-style-type: none"> • the respective proportions of men and women on the Board, in senior executive positions and across the whole organization (including how the entity has defined “senior executive” for these purposes); or • 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 the Act. 	1.5 Cultural Diversity Policy / Disclosure - Diversity Procedure	✓
1.6	A listed entity should: <ul style="list-style-type: none"> (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. 	1.6 Disclosure - Performance Evaluation	✓
1.7	A listed entity should have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	1.7 Disclosure - Performance Evaluation	✓

Principle	ASX Corporate Governance Principles and Best Practice Recommendations	Reference	Compliance
2.0	Structure of Board to Add Value		
2.1	The Board of a listed entity should have a nomination committee which: <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent Directors; and • is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> • the charter of the committee; • the members of the committee; and • 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. 	2.1 Directors Report / Board Charter / Nomination Committee Charter	✓
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	2.2	✓
2.3	Disclose: <ul style="list-style-type: none"> • the names of the Directors considered by the Board to be independent Directors; • if a Director has an interest, position, association or relationship of the type described in the recommendations but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position association or relationship in question and an explanation of why the Board is of that opinion; and • the length of service of each Director. 	2.3 Definition of Independence	✓
2.4	A majority of the Board of a listed entity should be independent Directors.	2.4	✓
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.	2.5	✓
2.6	A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	2.6 Board Charter / Nomination Committee Charter	✓
3.0	Promote Ethical and Responsible Decision-Making		
3.1	The Board of a listed entity should have a code of conduct for its Directors, senior executives and employees and disclose that code or a summary of it.	3.1 Corporate Code of Conduct	✓
4.0	Safeguard Integrity in Corporate Reporting		
4.1	The Board of a listed entity should have an audit committee which: <ul style="list-style-type: none"> • has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and • is chaired by an independent Director, who is not chair of the Board, and disclose: <ul style="list-style-type: none"> • the charter of the committee; • the relevant qualifications and experience of the members of the committee; and • 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. 	4.1 Audit Committee Charter	✓
4.2	The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its Managing Director and Chief Financial Officer a declaration that, in their opinion: <ul style="list-style-type: none"> • the financial records of the entity have been properly maintained; • 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; • the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively; and • the institution of processes to ensure Managing Director and Chief Financial Officer declarations are tabled at Board meetings that approve financial statements. 	4.2	✓
4.3	Ensure that its independent auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	4.3	✓
5.0	Make Timely and Balanced Disclosure		
5.1	Establish written policies designed to ensure compliance with ASX Listing rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	5.1 Disclosure - Continuous Disclosure	✓

Principle	ASX Corporate Governance Principles and Best Practice Recommendations	Reference	Compliance
6.0	Respect the Rights of Security Holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	6.1 Shareholder Communication Strategy	✓
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	6.2 Investor Centre	✓
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.	6.3 Shareholder Communication Strategy	✓
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	6.4 Shareholder Communication Strategy	✓
7.0	Recognise and Manage Risk		
7.1	The Board of a listed entity should have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent Directors; and • is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> • the charter of the committee; • the members of the committee; and • 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. 	7.1 Risk Committee Charter	✓
7.2	The Board or a committee of the Board should: <ul style="list-style-type: none"> • review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and • disclose, in relation to each reporting period, whether such a review has taken place. 	7.2 Disclosure - Risk Management	✓
7.3	A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs.	7.3	✓
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	7.4	✓
8.0	Remunerate Fairly and Responsibly		
8.1	The Board should establish a remuneration committee.	8.1	✓
8.2	The remuneration committee should be structured so that it; <ul style="list-style-type: none"> • has at least three members, a majority of whom are independent Directors; and • is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> • the charter of the committee; • the members of the committee; and 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. 	8.2 Remuneration Report / Remuneration Committee Charter	✓
8.3	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.	8.3 Remuneration Report	✓
8.4	A listed entity which has an equity-based remuneration scheme should 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 disclose that policy or a summary of it.	8.4 Remuneration Report	✓