



Limited



2022

CORPORATE GOVERNANCE STATEMENT

MACA Perth

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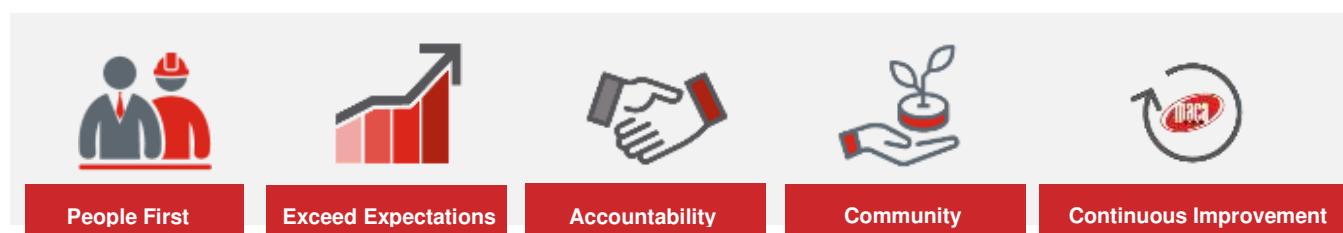
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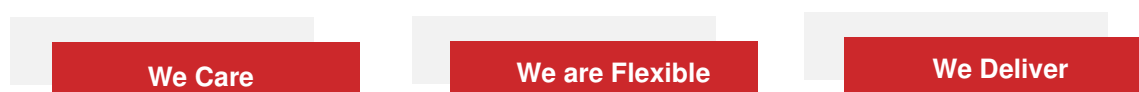
CORPORATE GOVERNANCE STATEMENT

The Board of MACA Limited (“MACA”) is committed to ensuring that the Company’s obligations and responsibilities to its stakeholders are fulfilled through its corporate governance practices.

MACA’s **Vision** is to “Be Number 1 in what we do”, and we achieve this by demonstrating the **Core Values** of the Company:



Our Core Values are underpinned by our commitment to **our Promise**:



We believe that operating in accordance with the corporate governance guidelines enhances the delivery of the above expectations.

This Statement 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.

As required by the Australian Securities Exchange Limited (“ASX”) Listing Rules, this statement also 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 (4th Edition); and
- The reasons for any departures from the Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th Edition), in compliance with the “if not, why not” regime.

Overall approach to corporate governance

The board of MACA 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 any departures during the 2022 financial year noted in this statement. A checklist cross-referencing the Corporate Governance Council’s Corporate Governance Principles and Recommendations to the relevant sections of this Statement is contained in the Annual Report.

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 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.

The Company has established and disclosed (on its website) its Board Charter in accordance with this recommendation. The Board Charter establishes the relationship between the Board and management and describes their respective functions and responsibilities.

The Board is responsible for the overall strategy, governance and performance of the Company, and delegates responsibility for the day-to-day management to the Chief Executive Officer. The Chief Executive Officer in turn delegates authority to the appropriate senior executives for specific activities and transactions, including implementation of the corporate strategy and operating within the risk appetite set by the board.

Details of the functions and responsibilities of the Board, Chairman and matters delegated to senior executives are set out in sections 1 to 6 of the Board Charter. The roles and responsibilities of the Company's Board and senior executives are in accordance with this recommendation.

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.

The Board Charter establishes the appropriate checks that are undertaken before it appoints a person or puts forward to security holders a new candidate for election, as a director.

Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has written agreements with each director and senior executive in accordance with this recommendation.

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.

Details of the functions and responsibilities of the Company Secretary are set out in section 7 of the Board Charter in accordance with this recommendation.

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 organisation (including how the entity has defined “senior executive” for these purposes); or**
- B. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.**

The Company has made the relevant material available in its Diversity Procedure within its website in accordance with this recommendation.

The Company will continue to integrate its diversity policy within the recruitment and appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates for all Board and Senior Executive positions, using external advisors where necessary.

The Company continually reviews its succession plans, promotions and turnover to ensure an appropriate focus on diversity. The Company has identified specific factors which it takes into account in recruitment and selection processes to encourage diversity. The Company has also developed programs to raise awareness of the advantages of diversity and develop a broader pool of skilled and experienced senior management and board candidates, including diversity education, workplace development programs, mentoring programs and targeted training and development.

The Company has focused on developing a culture which recognises that employees at all levels of the Company may have domestic responsibilities and family commitments and will implement any other strategies the Board and management may develop from time to time.

The Company has developed objectives aimed at enhancing diversity in a broader context and, more specifically gender diversity. The Board views this as a process of continual improvement, however the measurable objectives which were in place for the past financial year are indicated below.



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Measurable Objective	Status
Report on gender diversity and salary equality	The General Manager People is appointed as the Company's Diversity Manager to oversee the application of the Diversity Procedure and provide the Board with regular measurement and review as to the effectiveness of the Policy and objectives. At each board meeting directors are provided up to date information on gender diversity.
Increase the representation of women as a percentage of total employees to 17% by 2022	The Company's female participation rate has increased from 15% to 17% over the past 12 months. The Company continues to develop initiatives aimed at increasing this percentage on a continual basis for Senior and Executive Management, and the workforce in general. MACA has increased its female workforce target percentage to 19% for the 2023 financial year.
Gender diversity on the board	<p>As the entity was a part of the S&P / ASX300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of the board should be no less than 30% of its directors of each gender within a specified period.</p> <p>In line with its commitment stated in the 2021 Corporate Governance Statement, the board of MACA Limited appointed a female director in 2021, and will continue to seek to achieve 30% gender diversity of its directors (currently 20% as at the date of this report).</p>
Promote an equal opportunity culture	The Company promotes a culture of equal employment which is supported by the board and executive leadership team. Remuneration levels are determined based on position and competency, not gender.

The proportion of women employees in the organisation is:		%	%	#	#
	Across Group workforce		15 (2021)	17 (2022)	376 (2021)
Senior Executives		8 (2021)	8 (2022)	1 (2021)	1 (2022)
On the Board		17 (2021)	17 (2022)	1 (2021)	1 (2022)

The proportion of indigenous employees in the organisation is:		%	%	#	#
	Across Group workforce		4 (2021)	4 (2022)	100 (2021)
Senior Executives		-	-	-	-
On the Board		-	-	-	-

The Company will continue to strive to achieve its diversity objectives on an ongoing basis. The aim is to appoint more women into senior executive and Board roles, as opportunities arise and as appropriate candidates are identified. This will be done with the implementation of the Company's Diversity Procedure and the regular reporting to the Board on progress in achieving these objectives.

A public report is lodged yearly – 'Workplace Gender Equality Report' and the indicators are available on the Company's website in accordance with this recommendation.

A senior executive within the Company is defined as a person who is a member of the Group's Executive Leadership Team.



The Company has made the relevant material available within its website disclosure, in accordance with this recommendation.

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, in relation to each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The Company has made the relevant material available about its Performance Evaluation within its website disclosure, in accordance with this recommendation. In this reporting period performance evaluations were conducted with the current board.

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 or in respect of that period.**

The Company has made the relevant material available about its Performance Evaluation within its website disclosure, in accordance with this recommendation. In this reporting period performance evaluations were carried out on the senior executives of the Company.

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.**

The Board has not formed a separate Nomination Committee. The Board as a whole fulfils the role of a Nomination Committee. To assist the Board to carry out the nomination committee function, it has documented and formalised its nomination related responsibilities in its Board Charter. This approach is considered by the Board to be appropriate given the Company's size and current circumstances.

In accordance with its Charter the Board undertakes an annual evaluation of its effectiveness as a whole and in committee against a broad range of good practice criteria. The individual performance of each Board member is reviewed by the Chairman prior to each being considered for re-election. The Chairman's performance is evaluated periodically by the Board.

Recommendation 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.

The board skills matrix represents the mix of skills and experience that the current board has and is seeking to achieve.

Skills and Experience - Total Directors (Collectively)

	Executive Leadership	<i>Sustainable success in business at a very senior executive level in a successful career.</i>
	Global Experience	<i>Senior management or equivalent experience in multiple global locations, exposed to a range of political, cultural, regulatory and business environments.</i>
	Governance	<i>Commitment to the highest standards of governance, including experience with an organisation that is subject to rigorous governance standards and an ability to assess the effectiveness of senior management.</i>
	Strategy	<i>Demonstrated track record of developing and implementing a successful strategy, including appropriately probing and challenging management on the delivery of agreed strategic planning objectives.</i>
	Financial and Risk Acumen	<i>Senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal finance controls, including an ability to probe the adequacies of financial and non-financial risk and controls.</i>
	Diversity	<i>A commitment to achieve the appointment of 1 female director in a total of 5 directors by 2020.</i>
	Capital Projects	<i>Experience working in an industry with equipment purchase involving large scale capital outlays and long term investment horizons.</i>
	Health, safety, environment and quality	<i>Experience related to workplace health and safety, environmental, quality, social responsibility and community.</i>
	Remuneration	<i>Board Remuneration Committee membership or management experience in relation to remuneration, including incentive programs and superannuation and the legislation and contractual framework governing remuneration.</i>
	Mining and Civil	<i>Senior executive experience in large scale mining and civil contracting organisations combined with an understanding of the Group's corporate purpose to create long term shareholder value through the winning and completion of mining, civil construction services, infrastructure and mineral processing works.</i>
	Marketing	<i>Senior executive experience in marketing and a detailed understanding of the Group's corporate purpose to create long term shareholder value through the winning and completion of contracted work.</i>

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 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 or relationship in question and an explanation of why the board is of that opinion; and**

(c) the length of service of each director.

As at the date of this report, the Board comprises four independent non-executive directors and one non-independent non-executive Chairman. During FY22, the Board had one executive director, who resigned as at 22 July 2022.

The directors in office at the date of this report, the year of each director's appointment and each director's status as Independent, a Non-executive or Executive Director are set out in the Directors' Report.

In assessing the independence of each director, the Board considers, amongst other things, whether the director:

- is a substantial shareholder of the Company (as defined by the Corporations Act) or an officer of, or otherwise associated directly with a substantial shareholder of the Company;*
- within the last three years has been employed in an executive capacity by the Company or another group member or been a director after ceasing to hold any such employment;*
- within the last three years has been a principal of a material professional advisor or a material consultant to the Company or another group member, or an employee materially associated with the service provided;*
- within the last three years has been a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;*
- has a material contractual relationship with the Company or another group member other than as a director of the Company;*
- has served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company; and*
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.*

Applying the above criteria, the Board determined that Mr Robert Ryan (Non-executive director since 18th August 2015), Mr Nick Marinelli (Non-executive director since 3 May 2021), Mr David Flanagan (Non-executive director since 30 September 2021) and Ms Rachel Rees (Non-executive director since 8 November 2021) are independent directors.

Additionally, Ms Sandra Dodds (Non-executive director since 6 October 2020, retiring 30 September 2022) and Mr Linton Kirk (Non-executive director since 1st October 2012, retiring 19 November 2022) were considered independent directors.

Recommendation 2.4: A majority of the board of a listed entity should be independent directors.

Throughout the past financial year the Board has comprised a majority of independent non-executive directors and currently has four such directors.

Recommendation 2.5: The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Chairman of the Company, Mr Geoffrey Baker, is not considered to be independent, as until October 2020, Geoff held the role of Executive Director of the Company. On 1 October 2020, Geoffrey Baker retired from executive duties and on 19 November 2020, succeeded Andrew Edwards as Non-Executive Chairman of the Company. The Board continues to consider Geoffrey Baker as the best person to lead the Board, drawing on his experience and proven leadership role within the Company.

The roles of Chairman of the Board and CEO are held by different individuals.



Recommendation 2.6: A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

The Company has made the relevant material available, being the Board Charter and Nomination Committee Charter and its website disclosure, in accordance with this recommendation, including the following policies and procedures.

The Board's policy and procedure for the selection, nomination and appointment of new directors and the re-election of incumbent directors is as follows:

- *The Board will oversee the appointment and induction process for the selection, appointment and succession planning process of the Board including the Managing Director. When a vacancy exists or there is a need for particular skills, the Board determines the selection criteria based on the skills deemed necessary;*
- *The Board may identify potential candidates with advice from an external consultant. Those nominated will be assessed by the Board against background, experience, professional skills, personal qualities, whether the nominee's skills and experience will augment the existing Board, and their availability to commit themselves to the Board's activities. The Board then appoints the most suitable candidate and inducts them accordingly. Board appointments must stand for election at the next general meeting of shareholders;*
- *The Board encourages each director to better their skills and knowledge to perform the roles of a Board at the Company's expense, subject to prior approval of the Chairman which will not be unreasonably withheld; and*
- *When directors are due for re-election, the Board will not endorse the reappointment of a director who is not satisfactorily performing the role.*

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

A listed entity should instill and continually reinforce a culture across the organization of acting lawfully, ethically and responsibly.

Recommendation 3.1: A listed entity should articulate and disclose its values.

The Company has established and disclosed (on its website) its Core Values in accordance with this recommendation.

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.**

The Company has established and disclosed (on its website) its Code of Conduct in accordance with this recommendation. It is a policy of the Board that the Code of Conduct applies to directors, officers, employees and consultants of the Company.

The Code of Conduct is regularly reviewed and updated as necessary to ensure it reflects the high ethical standards of conduct necessary to maintain confidence in the Company's integrity.

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.**

The Company has established and disclosed (on its website) its Whistleblower Protection Procedure in accordance with this recommendation. This policy as an integral part of the Company's strategy in maintaining its reputation for delivering its services in a reliable and credible manner.

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 incidents reported under that policy.**

The Company has established and disclosed (on its website) its Anti-Bribery and Corruption Procedure in accordance with this recommendation. This policy as an integral part of the Company's strategy in maintaining its reputation for delivering its services in a reliable and credible manner.

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.**

The Board has established an Audit Committee with the responsibilities set out in the Audit Committee Charter, which is available on the Company's website, and is in accordance with this recommendation.

The members of the Audit Committee and their relevant qualifications and experience are set out in the Directors' Report.

The number of Committee meetings that were held during the reporting period and the attendance of the Committee members at those meetings are set out in the Directors' Report.

The members of the Audit Committee as at the date of this report are:

- Ms Rachel Rees – Chair, Independent non-executive director
- Mr Geoffrey Baker - Non-executive director
- Mr Robert Ryan - Independent non-executive director
- Mr Nick Marinelli - Independent non-executive director
- Mr David Flanagan - Independent non-executive director

The Audit Committee during the year had 4 members who were independent non-executives for the period 1 July 2021 to current, (Ms Sandra Dodds and Mr Linton Kirk, both independent non-executive directors, were members of the Audit Committee until their retirement on 30 September 2021 and 19 November 2021 respectively).

The Company has made the relevant material, being the formal charters of the Audit Committee and Risk Committee and information on procedures for the selection and appointment of the external auditor and rotation of external audit engagement partners, available on its website, in accordance with this recommendation.

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.

In respect of the 2022 financial year, the Chief Executive Officer and the Chief Financial Officer have confirmed in writing to the Board that the declaration provided in accordance with s295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control systems which, in all material respects, implement the policies which have been adopted by the Board either directly or through delegation to senior executives and such systems are operating effectively and efficiently in all material respects in relation to financial reporting risks, and is in accordance with this recommendation.

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.



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During the 2022 financial year, the Chief Executive Officer and the Company Secretary compiled all corporate reports for review. The Board then reviews the report before release to the market, whether the report has been audited or externally reviewed or not.

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

The Company's Continuous Disclosure Compliance Procedure is available on the Company's website.

This policy sets out the Company's procedures to enable accurate, timely, clear and adequate disclosure to the market in accordance with the Listing Rules. The Board regularly reviews its disclosure practices to ensure the market is kept informed of price sensitive or significant information in accordance with the Listing Rules. The Company Secretary is responsible for communications with, and coordinating disclosure of information to, the ASX in a timely manner. The Board and Chief Executive Officer determine whether information is to be disclosed to the ASX and the Company Secretary is responsible for monitoring compliance with its Continuous Disclosure obligations.

The Company has made the relevant material, being its Continuous Disclosure Compliance Procedure, available on its website, in accordance with this recommendation.

Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board receives copies of all material market announcements prior to, and after their release to the market and makes changes as appropriate.

Recommendation 5.3: A listed entity that gives a new or substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

All new or substantive presentations are released by the Company prior to the presentation being given.



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.

The Company's Shareholder Communications Strategy, which is available on the Company's website, is as follows.

Introduction

The Company will communicate all major developments affecting operations to investors through the Annual Report, half-year and full year results announcements, formal disclosures to the ASX (i.e. company announcements), letters to Shareholders when appropriate, the Company website and the Annual General Meeting ('AGM'). The AGM also provides an important opportunity for investors to ask questions, express views and respond to Board proposals.

Company Announcements

The Company will endeavor to post all announcements made to the ASX on its website on the day the announcement is made.

This includes all announcements made under the Company's Continuous Disclosure Compliance Policy. Where the Company is unable to place an announcement on its website on the same day that the announcement is made the Company will post the announcement on its website as soon as is reasonably practicable thereafter.

Notices of Meeting and Explanatory Information

The full text of each Notice of Meeting (including any accompanying explanatory information) is posted on the Company's website at the time the Notice is sent to Shareholders.

Historical Information

The above information will be detailed in its Annual Report for at least five years from the date of release.

The Shareholders Communication Strategy has been updated for the required recommendations.

Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company has made the relevant material, being its Shareholder Communications Strategy, on its website in accordance with this recommendation.

Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company has made the relevant material, being its Shareholder Communications Strategy, on its website in accordance with this recommendation.

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.

Going forward the Company will decide all substantive resolutions by poll in accordance with this recommendation.

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.



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The Company has made available the ability for security holders to receive communications from and send communications to the Company within its Investor Centre section of its website in accordance with this recommendation.

The Company has made the relevant material, being its Shareholder Communications Strategy, on its website in accordance with this recommendation.

The Company's website has a link to ComputerShare.

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.

The Board has established a Risk Committee with the responsibilities set out in the Risk Committee Charter, which is available on the Company's website, and is in accordance with this recommendation.

The Risk Committee consists of all members of the Board.

During the year the committee had a majority of members who were independent for the period 1 July 2021 to current (Ms Sandra Dodds and Mr Linton Kirk, both independent non-executive directors, were members of the Risk Committee until their retirement on 30 September 2021 and 19 November 2021 respectively).

The number of Committee meetings that were held during the reporting period and the attendance of the Committee members at those meetings are set out in the Directors' Report.

The members of the Risk Committee as at the date of this report are:

- Mr Nick Marinelli - Chair, Independent non-executive director
- Mr Geoff Baker – Non-executive director
- Mr Robert Ryan - Independent non-executive director
- Mr David Flanagan - Independent non-executive director
- Ms Rachel Rees - Independent non-executive director

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.

The Company has established and disclosed (on its website) its Risk Management Disclosure. The Board is responsible for the Company's system of internal controls relating to the operational, administrative and financial aspects of the Company's activities. The Board, utilising the Risk Committee, oversees the establishment, implementation and monitoring of the Company's risk management system. Implementation of the risk management system and day-to-day management of risk is the responsibility of the Managing Director, with the assistance of senior management, as required.

Recommendation 7.3: A listed entity should disclose:

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



The Company does have an internal audit function directed primarily at safety and quality processes. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on the ongoing reporting and discussion of the management of material business risks at Board and Board committee meetings, internal system and process audits on each business element quarterly, external reviews under our Quality Management System certification – ISO 9001:2015, and risks identified as outlined in the Company's Risk Management disclosure which is available on the Company's website.

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 those risks.

The Company's ability to manage the sustainability of its business, including its safety and environmental performance is critical to the long term success of the Company.

The Company's Health, Safety, Environment and Quality (HSEQ) system provides standards and accountabilities to safeguard against hazards and manage risks. In addition to regular internal audits of these systems, the Directors and Executive Leadership Team undertake site visits to confirm / observe the Company's safety systems are operating soundly. The Company uses Australian Standards 4801:2001 Occupational Health and Safety Systems Management System to maintain the integrity of its OH and S management systems, and ISO 9001:2015 Quality Management System to maintain its quality objectives.

The Company's Safety, Health and Environmental policies set out the accountabilities of the Company and its employees. The Company employees, contractors and visitors are expected to take personal responsibility and be involved in setting and complying with standards, policies and procedures and the Company's objective to provide a "Zero Harm" workplace.

The Company's health and safety performance is monitored through indicators including lost Time Injury Frequency Rate (LTIFR) and Total Recordable Injury Frequency Rate (TRIFR). In FY22 the Company's LTIFR increased from 0.16 to 0.20 for every million hours worked and the TRIFR decreased from 3.9 to 3.3 per million man-hours worked.

The Company operates across many sites and manages its environmental risks through a risk-based approach using ISO 14001:2015 Environmental Management System. The company records all environmental incidents.

The Company's economic risks and management thereof are set out in the Directors' Report.

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.**

The Board has established a Remuneration Committee with the responsibilities set out in the Remuneration Committee Charter, which is available on the Company's website, and is in accordance with this recommendation.

The Remuneration Committee during the year had a minimum of 4 members who were independent non-executive directors (Ms Sandra Dodds and Mr Linton Kirk, both independent non-executive directors, were members of the Remuneration Committee until their retirement on 30 September 2021 and 19 November 2021 respectively).

The number of Committee meetings that were held during the reporting period and the attendance of the Committee members at those meetings are set out in the Directors' Report.

The members of the Remuneration Committee as at the date of this report are:

- *Mr Robert Ryan - Chair, Independent non-executive director*
- *Mr Geoff Baker – Non-executive director*
- *Mr Nick Marinelli - Independent non-executive director*
- *Mr David Flanagan - Independent non-executive director*
- *Ms Rachel Rees - Independent non-executive director*

Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company's non-executive directors receive fees as remuneration for acting as a director of the Company and, if applicable, acting as a chairperson of a standing Committee of the Board. Further details regarding non-executive directors' remuneration are set out in the Remuneration Report.

The Company's executive directors and senior management are remunerated in accordance with the principles described in the Remuneration Policy set out in the Remuneration Report.

Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- (b) disclose that policy or a summary of it.**



MACA Limited Corporate Governance Statement

It is the Company's policy to prohibit senior executives from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

For further information on the corporate governance policies adopted by the Company, refer to the 'Investor Centre' and 'Corporate Governance' section on the Company's website.

Updated September 2022