

Introduction

The Board of Wellfully Limited ACN 056 482 636 (“**Wellfully**” or “**Company**”) is committed to the high standards of corporate governance and supports the principles of good corporate governance and best practice recommendations as published in the *ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations 4th Edition* (Feb 2019) (the “**Principles**” or “**Recommendations**”). ASX Listing Rule 4.10.3 requires Wellfully to disclose the extent to which the Company has followed the Principles during the reporting period being the financial year ended 30 June 2022 (**reporting period**) and, if Wellfully has not, to explain why not.

This statement outlines Wellfully’s key corporate governance practices related to the Principles.

In light of the Company’s size and nature, the Board considers that the current board structure is a cost effective and practical method of directing and managing Wellfully. As the Company’s activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

Wellfully’s main corporate governance policies and practices as at the date of the 2022 Annual Report are outlined below. The information in this statement has been approved by the Board and is current as at 3 October 2022.

Further information about the Company’s corporate governance practices is set out on the Company’s website at <https://wellfully.net/corporate-governance/>.

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
<p>Recommendation 1.1: A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p>	<p>The Company has a Board Charter that sets out the respective roles and responsibilities of its Board and management and the matters expressly reserved to the Board and those delegated to management.</p> <p>Board responsibilities</p> <p>Our Board is responsible for Wellfully’s strategic direction and governance, and has reserved several responsibilities to it. These responsibilities are set out in the <i>Board Charter</i> and include:</p> <ul style="list-style-type: none"> a. appointing the Chair of the Board; b. appointing the CEO, MD and Company Secretary; c. appointing directors to the Board (subject to shareholder approval); d. approving our purpose, values, strategic plan and annual budget; e. overseeing management’s implementation of the strategic plan and its performance against budgets; f. approving the appointment of the CEO’s or MD’s direct reports (“senior people”); g. approving our key policies and procedures; h. approving the remuneration framework; i. approving financial statements and reporting documents; j. approving dividends; k. reviewing the performance and independence of the auditor; and l. setting Wellfully’s risk appetite and monitoring the effectiveness of our governance and risk management policies and procedures and the adequacy of our internal controls. <p>Delegation to management</p> <p>The Board delegates management of the Company’s operations to the CEO. This delegation must be exercised within the strategy and risk appetite set by our Board, per approved policies and processes and subject to our legal obligations and community expectations.</p> <p>The CEO may further delegate authority granted to him and is accountable to the Board for all decisions made in accordance with that delegated authority.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)		
<p>Recommendation 1.2: A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	Yes	<p>During the reporting period, appropriate checks were undertaken prior to the appointment of directors and senior executives and security holders were given all material information in Wellfully's possession relevant to a decision on whether or not to elect or re-elect a director.</p> <p>Director selection Non-executive directors are appointed by the Board, following a recommendation from the Nomination and Remuneration Committee. This Committee has regard to the:</p> <ol style="list-style-type: none"> collective skills and experience required on the Board for the Company to succeed; future composition and size of the Board, including the number of independent directors; and background, experience, skills and personal attributes of the candidates, including having regard to diversity. <p>Background checks are undertaken before a person is appointed director.</p> <p>Director appointment When a director is considered for election (or re-election) Wellfully provides shareholders with all the material information so a shareholder can properly decide. This includes, for example, the person's qualifications and experience, other material directorships held, if they are independent, tenure on the Board (if for re-election), and a recommendation from the Board.</p>
<p>Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Non-executive directors are appointed by way of a formal letter. The letter sets out the key terms and conditions of the appointment including the term, expectations and duties, time commitment, meeting requirements, committee membership/s, fees, conflict of interest matters, confidentiality, education and training, key policies and documents, indemnity and insurance arrangements, and rights to information.</p> <p>At the time of their appointment, we entered into customary written agreements with the CEO, MD and senior people. More detail about these arrangements is in the Remuneration Report in the 2022 Annual Report.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)		
<p>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 functioning of the board.</p>	Yes	The Company Secretary is accountable directly to the Board through the Chair on all matters relating to the proper functioning of the Board. Details of the experience and qualifications of the Company Secretary are set out in the annual Directors' Report accompanying the 2022 Annual Report.
<p>Recommendation 1.5: A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p>	No	<p>The Company is committed to actively manage diversity as a means of enhancing the Company's performance and maximising its corporate goals by recognising the contributions of diverse skills and talent from its employees.</p> <p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.</p> <p>All decisions relating to employees is based strictly on merit, without regard to gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.</p> <p>The Company is committed to a diverse and inclusive workforce across a wide range of workforce demographics that extends beyond gender. The Board considers that due to the size of the Company, formally documenting the policy concerning gender diversity and the setting of measurable diversity objectives is not appropriate.</p> <p>The Company provides equal employment opportunities to men and women at all times.</p> <p>Measurable objectives will be considered by the Board when the Company becomes of a size that warrants such objectives..</p> <p>The Company has in place a diversity policy on the Company's website.</p> <p>Current statistics</p> <p>a. there is currently no female representation on the Board.</p> <p>b. 42% of current staff are female.</p> <p>The Company is a not a 'relevant employer' under the <i>Workplace Gender Equality Act 2012</i>.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)		
<p>Recommendation 1.5 (continued):</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p>		

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)		
<p>Recommendation 1.6: A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	No	<p>Directors' performance are reviewed by the Chair on an ongoing basis. If a director's performance is unsatisfactory, that director will be asked to retire from the Board. The Chair's performance is reviewed by two independent non-executive directors on an ongoing basis.</p> <p>The Board conducts periodic formal evaluations of its performance, its Committees' performance and individual directors' performance.</p> <p>The Company have guidelines to identify the measurable and qualitative indicators of the directors' performance. Those guidelines include minimum requirements for attendance at all Board and Shareholder meetings.</p> <p>However, a formal performance evaluation for the board, its committees and individual directors was not undertaken in the reporting period in accordance with that process given the larger than normal board changes during the period.</p>
<p>Recommendation 1.7: A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	Yes	<p>The Nomination and Remuneration Committee reviews and approves the annual performance objectives and measures for the CEO. The CEO sets and reviews same for senior executives.</p> <p>The performance of senior executives is reviewed and evaluated at the end of each financial half year and full year. Performance is reviewed and evaluated against previously agreed objectives which are based on financial, non-financial and risk focused criteria.</p> <p>A performance evaluation for senior executives within the Company were undertaken by the CEO during the year.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
<p>Recommendation 2.1: The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors, and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of the reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(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.</p>	<p>No</p>	<p>Although the Board had established a separate Nomination Committee, recent Board restructuring has seen the Board reduced from 6 to 3 directors during the reporting period.</p> <p>Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by continuing with a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee.</p> <p>The Board did not officially convene as a Nomination or Remuneration Committee during the 2022 financial year, however nomination and remuneration related discussions occurred from time to time during the year, as required, as part of normal Board meetings.</p> <p>The Company's objective is to have an appropriate mix of expertise and experience on the Board, and where appropriate its committees, so that the Board can effectively discharge its corporate governance and oversight responsibilities</p> <p>The Board, and therefore the Nomination Committee, currently does not have a majority of independent directors. The Chairman is also not independent given his executive role within the Company.</p> <p>A copy of the Nomination Committee Charter is available on the Company's website.</p> <p>Details of the background, experience, professional skills, expertise and location of each person are set out in the 2022 Annual Report.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation																												
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)																														
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	During the reporting period, the Company did not 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 assesses the collective skills, experience, diversity, independence and personal attributes it requires to effectively discharge its responsibilities. The Board skills matrix is set out below, taking into account directors who have the relevant skills, expertise or experience. Directors have self-assessed as having the relevant skill, expertise or experience at either the level of developing, developed or well-developed.																												
<table border="1"> <thead> <tr> <th>Required skills</th> <th></th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td>Health and wellness, and bio-tech sector knowledge and experience Specific experience, knowledge and expertise in these sectors</td> <td>●</td> <td>●</td> <td>●</td> </tr> <tr> <td>Business leadership Leadership skills gained whilst performing at a senior executive level</td> <td>●</td> <td>●</td> <td>●</td> </tr> <tr> <td>Capital and strategic transactions Experience in mergers and acquisitions, corporate finance, capital markets and capital management</td> <td>●</td> <td>●</td> <td>●</td> </tr> <tr> <td>External stakeholder management Experience in building and maintaining key relationships with industry, government or regulators</td> <td>●</td> <td>●</td> <td>●</td> </tr> <tr> <td>Financial management and audit Proficiency in financial accounting and reporting and/or audit</td> <td>●</td> <td>●</td> <td>●</td> </tr> <tr> <td>Governance Experience developing strategy, policies and framework to support high standards of corporate governance including experience as a non-executive director of an Australian listed entity or overseas</td> <td>●</td> <td>●</td> <td>●</td> </tr> </tbody> </table>			Required skills				Health and wellness, and bio-tech sector knowledge and experience Specific experience, knowledge and expertise in these sectors	●	●	●	Business leadership Leadership skills gained whilst performing at a senior executive level	●	●	●	Capital and strategic transactions Experience in mergers and acquisitions, corporate finance, capital markets and capital management	●	●	●	External stakeholder management Experience in building and maintaining key relationships with industry, government or regulators	●	●	●	Financial management and audit Proficiency in financial accounting and reporting and/or audit	●	●	●	Governance Experience developing strategy, policies and framework to support high standards of corporate governance including experience as a non-executive director of an Australian listed entity or overseas	●	●	●
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		<p>International retail and consumer knowledge and experience Specific experience, knowledge and expertise in international retail and consumer businesses or responsibility for operations outside of Australia</p>	●	●	●
		<p>Marketing and distribution Experience in marketing and distribution and developing key customer relationships</p>	●	●	●
		<p>People and talent management Experience in people matters including culture, performance management and succession and remuneration including incentive schemes</p>	●	●	●
		<p>Risk management Experience identifying, assessing and managing risks, setting and monitoring risk appetite and building risk culture</p>	●	●	●
		<p>Technology Experience in technology strategies and innovation</p>	●	●	●
<p style="text-align: center;">Well-developed ● Developed ● Developing ●</p> <p>Wellfully's core growth strategy is to use the Company's intellectual property, science and other resources to design, manufacture and distribute devices and products which better enables the application of ingredients and medicines to the human body. Wellfully's devices and products are intended to be sold internationally online, through traditional retail and through industry collaborations. This is reflected in the development of its Réduit and Swisswell brands.</p> <p>Given Wellfully's strategic focus and desire for growth, the Company identified the need to strengthen the following aspects of the skills/experience matrix when recruiting for directors in the last two years:</p> <ol style="list-style-type: none"> a. health, beauty and wellness sector; b. device and brand development, manufacturing and distribution; c. global distribution and marketing; d. governance, risk and compliance; and e. capital markets. <p>Wellfully's geographic and cultural spread is aligned with the Company's ambition to create global brands. The qualifications of the directors are set out in the 2022 Annual Report.</p>					

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)		
<p>Recommendation 2.3: A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	No	<p>During the reporting period, the Company has disclosed the lengths of service and assessments of independence of each director in the 2022 Annual Report (including current and former directors).</p> <p>The Company assess the independence of directors annually, at the time of their appointment, when they face election or re-election, or if there is a change to the director's interests, positions, associations or relationships that may impact upon their independence.</p> <p>When considering if a director is independent, the Board considers the factors in "Box 2.3" in the Recommendations, including:</p> <ol style="list-style-type: none"> is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board; receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity; is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship; is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder; has close personal ties with any person who falls within any of the categories described above; or has been a director of the entity for such a period that their independence from management and substantial holders may have been compromised. <p>Due to the current size and structure of the Company, the Board does not have any independent director. Messrs Peros and Edwards are both executive directors of the Company, whilst Mr Schapera is deemed non independent given his additional consulting arrangements with the Company.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)		
<p>Recommendation 2.4: A majority of the board of a listed entity should be independent directors.</p>	No	None of the current directors are deemed independent - Messrs Peros and Edwards are both executive directors of the Company, whilst Mr Schapera is deemed non independent given his additional consulting arrangements with the Company.
<p>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.</p>	No	<p>Antonio Verano was the Chair of the Board and was a non-executive director. He was not the CEO. However he has provided consultancy services to the Company during the reporting period.</p> <p>Paul Peros is the current Chairman of the Board and is also the Chief Executive Officer of the Company. Due to the size and structure of the Company, the Board has decided to engage Mr Peros as the Chief Executive Officer until such time a suitable replacement can be found.</p>
<p>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.</p>	Yes	<p>The Company has a formal program in place for inducting new directors.</p> <p>Inducting new directors The process to induct new directors entails the Chair, CEO, Company Secretary and other directors providing the incoming director with an overview of the Company and what is expected.</p> <p>This includes an Induction Pack containing all the relevant corporate governance documents, including significant policies, previous annual reports and minutes of previous Board and Committee meetings. Directors will also receive briefings on the Company's business, including risk and compliance issues, from senior executives and updates on changes in the regulatory environment affecting Wellfully.</p> <p>Professional development for directors Each Director is encouraged to seek professional development opportunities to develop and maintain the necessary skills and knowledge and independent professional advice at our expense. The Chair is required to approve these expenses.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
<p>Recommendation 3.1: A listed entity should articulate and disclose its values</p>	Yes	<p>Wellfully has in place a formal statement of values.</p> <p>The main objective of the Company is to maintain and build the Company's capacity to generate value for shareholders.</p> <p>In addition to overseeing the performance and operations of the Company, the Board is responsible for setting the core values of the Company. These values underpin the Company's culture and ethical standards and inform the behaviours and decision making of all Company employees. The Directors acknowledge the need for, and continued maintenance of, the highest standards of ethical conduct by all Directors and employees of the Company. All Directors, executives and employees are required to abide by laws and regulations, to respect confidentiality and the proper handling of information and act with the highest standards of honesty, integrity, objectivity and ethics in all dealings with each other, the Company, customers, suppliers and the community.</p> <p>The Company has a Corporate Values Statement which is available in the Corporate Governance section of the Company's website.</p>
<p>Recommendation 3.2: A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has in place a Code of Conduct, which is supported by detailed policies that deal with a range of ethical issues and include the following:</p> <ol style="list-style-type: none"> a. Conflict of Interest Policy b. Continuous Disclosure Policy c. Share Trading Policy d. Shareholder Communication Policy e. Anti-Bribery and Corruption Policy f. Diversity and Inclusion Policy g. Whistleblower Policy h. Health & Safety Policy i. Sustainability Policy <p>The Board requires a report on compliance with the Code of Conduct on a regular basis.</p> <p>No breaches of the code were reported during the year under review.</p> <p>A copy of the Code of Conduct is available in the Corporate Governance section of the Company's website.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY (continued)		
<p>Recommendation 3.3: A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has adopted a Whistleblower Policy outlining the Company’s commitment to maintaining an open working environment in which employees, contractors and others concerned are informed and feel safe to raise concerns of unethical, unlawful or unacceptable conduct without fear of any retaliatory action.</p> <p>The Company confirms that any material incidents under this Policy will be notified to the Board or a committee of the Board, as the case might be.</p> <p>A copy of the Whistleblower Policy is available in the Corporate Governance section of the Company’s website.</p>
<p>Recommendation 3.4: A listed entity should:</p> <p>(a) have and disclose and anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company expects that its directors, officers, employees, agents, contractors and any other party representing the Company, will act fairly, honestly, with integrity and in compliance with the law. The Company has zero tolerance for corruption or bribery in its business operations wherever in the world.</p> <p>The Company has adopted an Anti-bribery and Corruption Policy which set out the Company’s responsibilities, and those working for it, in observing and upholding its policy on bribery and corruption. The policy provide guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.</p> <p>A copy of the Anti-bribery and Corruption Policy is available in the Corporate Governance section of the Company’s website. The Company confirms that any material incidents under this Policy will be notified to the Board or a committee of the Board, as the case might be.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
<p>Recommendation 4.1: The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p>	<p>No</p>	<p>Although the Board had established a separate Audit and Risk Management Committee, recent Board restructuring has seen the Board reduced from 6 to 3 directors during the reporting period. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by continuing with a separate Audit and Risk Committee. Accordingly, the Board performs the role of this Committee.</p> <p>The Board, and therefore the Audit and Risk Committee, currently does not have a majority of independent directors. The Chairman is also not independent given his executive role within the Company. The qualifications of the members are set out in the 2022 Annual Report, including the number of meetings attended by each director.</p> <p>Role and responsibilities</p> <p>The primary role of this Committee, now known as the Audit and Risk Committee Charter, is to oversee:</p> <ol style="list-style-type: none"> the integrity of the Company’s financial and other public reporting; the adequacy and effectiveness of the Company’s internal control systems and risk management framework; the appointment, remuneration, qualifications, independence and performance of the auditor; and compliance with applicable legal and regulatory requirements. <p>Audit issues</p> <p>The committee also has these responsibilities:</p> <ol style="list-style-type: none"> evaluate the independence of the statutory auditor annually, including making an assessment if the statutory auditor is independent and that there are no conflicts of interest that could compromise the independence of the statutory auditor; review statutory audit plans and audit fees; discuss any issues relating to the conduct of the audit with the statutory auditor; review the findings of statutory audits to ensure that issues are being appropriately managed and rectified; and periodically consult the statutory auditor in the absence of management. <p>A copy of Wellfully’s Audit and Risk Committee Charter is disclosed on the Company’s website. Wellfully’s auditor provides an independent opinion that the Company’s financial statements represent a true and fair view of the Company’s financial position, performance and compliance with relevant regulations.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS (continued)		
<p>Recommendation 4.1 (continued): (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.</p>		
<p>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.</p>	Yes	<p>Prior to the Board's approval of the Company's half-year and full-year financial statements, the Board receive a declaration from the CEO and CFO that in their opinion:</p> <ul style="list-style-type: none"> a. the financial records have been properly maintained in accordance with the law, specifically the Corporations Act; b. the financial statements comply with the appropriate accounting standards; and c. the financial statements give a true and fair view of the Company's financial position and performance during the relevant period. <p>The CEO and CFO also declare that their opinions are formed based on a sound system of risk management and internal controls that are operating effectively.</p> <p>In respect of each statutory financial reporting period, the Board was provided with a declaration in accordance with S.295A of the Corporations Act which is consistent with Recommendation 4.2. The Company complied with this recommendation.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS (continued)		
<p>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.</p>	Yes	<p>Wellfully has adopted a Continuous Disclosure Policy and Shareholder Communications Policy, which guides the Company's approach. In summary, the process is:</p> <ol style="list-style-type: none"> the CEO prepares a draft proposed report – the CEO may delegate this task but ultimately what is presented is from the CEO; the financial or other factual information in that report (e.g. sales metrics) must be verified by the CFO and/or Company Secretary and/or MD where relevant; once this is done, the draft proposed report is presented to the Board, who also act as the Audit and Risk Committee for consideration. It must be supported by the certification from the CEO and CFO that the information is true and correct, and include any key documentation relied upon to prepare the report; if necessary, the Board acting as the Audit and Risk Committee may obtain advice from the Company's lawyer and auditor about matters in the proposed report; the Board Chair makes a recommendation to the Board relating to its suitability for public and ASX release; the Board authorises publication of the report to the ASX for further dissemination; and the Company Secretary lodges same with the ASX. <p>All announcements indicate the relevant approver of releases.</p>
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
<p>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.</p>	Yes	<p>Wellfully is committed to promoting investor confidence and the rights of all shareholders by complying with the disclosure obligations contained in the Corporations Act and the ASX Listing Rules. The Company aims to ensure that all market announcements are presented in a factual, clear and balanced way.</p> <p>The Board is responsible for managing compliance with the Company's disclosure obligations.</p> <p>A copy of the Continuous Disclosure and Communications Policy is available in the Corporate Governance section of the Company's website.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE (continued)		
<p>Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>During the reporting period, all announcements to be released by the ASX were provided to the directors.</p> <p>The Board is involved in the review and authorisation of material Company announcements and therefore has visibility of the nature, quality and frequency of information being disclosed to the market.</p> <p>Where the Directors' input is not feasible prior to the release of an announcement, all Directors are provided with copies of the material market announcement promptly after they are made.</p>
<p>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.</p>	Yes	<p>During the reporting period, all new and substantial investor or analyst presentations were released on the ASX Market Announcements Platform ahead of the presentation.</p> <p>Materials used in external investor or analyst presentations which are substantive in nature and which have not been previously disclosed will be released to the ASX prior to their use.</p> <p>Directors and senior management are aware of the Company's continuous disclosure policies and requirements.</p>
PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS		
<p>Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>The Board is committed to providing shareholders with sufficient information to enable them to assess the performance of the Company, and to inform shareholders of major developments affecting the state of affairs of the Company. Information is communicated to shareholders by lodging all relevant financial and other information with the ASX and publishing information on the Company's website at www.wellfully.net.</p>
<p>Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	Yes	<p>The Company has a Shareholders Communications Policy to facilitate effective two-way communication with investors. The Company recognises the importance of its relationships with investors and analysts. The Chairman / CEO is the primary contact for communicating with the investment community.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS (continued)		
<p>Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders</p>	Yes	<p>The Company provides all shareholders with notices of general meetings and endeavours to present the contents of the notices of meeting in a clear, concise and effective manner.</p> <p>Wellfully encourages all shareholders to attend and participate in general meetings. Shareholders are provided the opportunity to ask questions in relation to each resolution before they are put to the vote and engage in discussion with the Board, management or auditor. Shareholders are also able to submit written questions prior to the meeting. These questions are reviewed prior to the meeting and the Chair will address as many of these questions as possible, at the meeting.</p> <p>Where and when deemed appropriate, the Company will facilitate virtual general meetings to enable as many shareholders as possible to attend the meeting. A copy of the Shareholder Communications Policy is available in the Corporate Governance section of the Company's website.</p> <p>During the period under review, the Company held a number of investor webinars affording shareholders the opportunity to direct questions at the Company. The Company notes the high participation rate by shareholders at these webinars and encourages all shareholders to join these webinars when possible.</p>
<p>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.</p>	Yes	<p>All substantive resolutions at securityholder meetings were decided by a poll rather than a show of hands.</p> <p>At the Company's 2021 Annual General Meeting and General Meeting held in September 2022, all resolutions were decided on a poll.</p>
<p>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.</p>	Yes	<p>The Company provides shareholder materials directly to shareholders through electronic means. A shareholder may request a hard copy of the Company's annual report to be posted to them.</p> <p>Security holders are able to register to receive electronic communications in relation to the Company from the share registry. The Company's share registry is maintained electronically by Automic Share Registry. Their contact details are disclosed in the Corporate Directory of the 2022 Annual Report.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
<p>Recommendation 7.1: The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	No	<p>Wellfully's success hinges on the ability to take risks, but in a way that they are identified and managed according to the Company's risk appetite, risk and governance frameworks.</p> <p>As an organisation with a rich history of research and development, Wellfully is at the forefront of developing new technologies and methods which do not exist. Hence, what Wellfully do is inherently higher risk. However, the Company does its best to understand and manage those risks whilst also considering shareholders' and society's expectations.</p> <p>Wellfully's people and culture play an important role in recognising, managing and gaining a competitive advantage with risk taking.</p> <p>Responsibility and accountability</p> <p>Overall accountability for risk management lies with our Board. Due to the size and structure, the Board currently also acts as the Audit and Risk Committee in its oversight of risk management and assurance matters. The Board reviews and approves the design of the risk management framework and sets the risk appetite. This process incorporates a review of key aspects of the strategy and assesses whether adjustments to the material risks, risk appetite and related tolerances (i.e. limits and capacity) need to be made as the Company's operating environment and strategy evolves.</p> <p>Some key areas of focus related to managing the risks associated with:</p> <ol style="list-style-type: none"> securing and stabilising the Company's working capital and growth funding needs; the design and construction of Wellfully's facilities in China and Switzerland; developing and launching the Réduit and Swisswell brands and products; and the COVID-19 pandemic impacting Company staff, customers, partners, operations, marketing and distribution. <p>The Board has established an Audit and Risk Committee (currently fulfilled by the full Board). The charter for this committee is disclosed on the Company's website during the reporting period.</p> <p>During the reporting period, the Board, acting as the Audit and Risk Committee was responsible for overseeing risk management. The Board, and therefore the Audit and Risk Committee, currently does not have a majority of independent directors. The Chairman is also not independent given his executive role within the Company. The qualifications of the members are set out in the 2022 Annual Report, including the number of meetings attended by each director.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 7: RECOGNISE AND MANAGE RISK (continued)		
<p>Recommendation 7.2: The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board and senior management review and identify risks to the Company and its assets on an ongoing basis as per the Audit and Risk Committee Charter.</p> <p>The risks identified are monitored on a continual basis and preventative measures are implemented as and when deemed necessary.</p> <p>The Company's risk management framework has been reviewed continually during the financial year ended 30 June 2022 and the Board is satisfied that the risk management framework continues to be sound and confirms that the Company will continue the enhancement of its risk management framework development and monitoring procedures.</p>
<p>Recommendation 7.3: A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	No	<p>The Company does not currently have an internal audit function. The Board recognises that no cost-effective internal control system will preclude all errors and irregularities. The Company's risk management and internal control system is based upon written procedures, policies and guidelines, an organisational structure that provides an appropriate division of responsibility, and the selection and training of qualified service providers and personnel.</p> <p>The Company policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 7: RECOGNISE AND MANAGE RISK (continued)		
<p>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.</p>	<p>Yes</p>	<p>The Company currently is not subject to any material exposure to environmental and social sustainability risks.</p> <p>The principal risk for the Company is financial risk in the areas of maintaining sufficient funding for the continuation of operations, growth and research and development plans as the Company establishes itself to generate sufficient operating cash flows from its sales and operations.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
<p>Recommendation 8.1:</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	No	<p>Although the Board had established a separate Remuneration Committee, recent Board restructuring has seen the Board reduced from 6 to 3 directors during the reporting period.</p> <p>Given the current size and composition of the Company, the Board believes that there would be no efficiencies gained by continuing with a separate Remuneration Committee. Accordingly, the Board performs the role of Remuneration Committee.</p> <p>The full Board approves all management remuneration including the allocation of options (if any) and involves itself in the nomination, selection and retirement of Directors. No Director may be involved in setting their own remuneration or terms and conditions and in such a case relevant Directors are required to be absent from the full Board discussion.</p> <p>The Board seeks to ensure that collectively its membership represents an appropriate balance between Directors with experience and knowledge of the Company and Directors with an external or fresh perspective. The Board reviews the range of expertise of its members on a regular basis and seeks to ensure that it has operational and technical expertise relevant to the operation of the Company. Directors are re-elected, nominated and appointed to the Board in accordance with the Board's policy on these matters set out in the Remuneration Committee Charter, the Company's Constitution and ASX Listing Rules.</p> <p>The Company's remuneration philosophy, objectives and arrangements are detailed in the Remuneration Report which forms part of the Directors' Report in the Company's 2022 Annual Report (lodged separately with the ASX).</p> <p>The number of meetings and the attendance by each Director is also noted in the Remuneration Report which forms part of the Directors' Report in the Company's 2022 Annual Report.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (continued)		
<p>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.</p>	Yes	<p>The Company's policy is to remunerate Non-Executive Directors at a fixed fee for time, commitment and responsibilities. Remuneration for Non-Executive Directors is not linked to individual performance. The maximum aggregate amount of fees (including superannuation payments) that can be paid to Non-Executive Directors is subject to approval by shareholders. There are no termination or retirement benefits for Non-Executive Directors other than for superannuation entitlements.</p> <p>From time to time the Company may permit Non-Executives to participate in equity-based remuneration plans.</p> <p>Executive remuneration consists of a base salary and in some instances, performance incentives. Long term performance incentives may include options, performance rights or other equity-based schemes granted at the discretion of the Board subject to obtaining the relevant approvals. Equity-based plans are designed to recognise and reward efforts as well as to provide additional incentive to continue those efforts for the benefit of the Company, and may be subject to the successful completion of performance hurdles. Executives are offered a competitive level of base pay at market rates (for comparable companies), which are reviewed at least annually to ensure market competitiveness.</p> <p>Details of remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms part of the Directors' Report in the Company's 2022 Annual Report (lodged separately with the ASX).</p>
<p>Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company's Share Trading Policy precludes Wellfully employees from entering into a transaction or financial product (such as options, derivatives or other arrangements) that may operate to limit the economic risk of unvested holdings in the Company's shares or entitlements under equity-based remuneration schemes.</p> <p>A copy of the Share Trading Policy is available in the Corporate Governance section of the Company's website.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES		
<p>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.</p>	Not applicable	The Company has three directors and are all fluent in English.
<p>Recommendation 9.2: A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	Not applicable	The Company is registered in Australia and is only listed on the Australian Securities Exchange.
<p>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.</p>	Not applicable	The Company is registered in Australia and is only listed on the Australian Securities Exchange. The Company's auditor attends all AGMs.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

WELLFULLY LIMITED

ABN/ARBN

056 482 636

Financial year ended:

30 JUNE 2022

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

- These pages of our annual report:
- This URL on our website: <https://wellfully.net/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 3 October 2022 and has been approved by the board.

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

Date: 3 October 2022

Name of authorised officer authorising lodgement: Henko Vos

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.

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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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.wellfully.net/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>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.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>www.wellfully.net/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>www.wellfully.net/corporate-governance</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>www.wellfully.net/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>www.wellfully.net/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.wellfully.net/corporate-governance and the information referred to in paragraphs (4) and (5) at: www.wellfully.net/corporate-governance</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>..... <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: www.wellfully.net/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>and the length of service of each director at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: www.wellfully.net	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.wellfully.net	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: www.wellfully.net	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: www.wellfully.net	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5) at:</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at:</p> <p>www.wellfully.net/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>www.wellfully.net/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

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

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