

2021 Corporate Governance Statement

The Board of Australian Primary Hemp Limited (the **Company**) is responsible for the overall corporate governance of the Company. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council (**Recommendations**) during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

This Corporate Governance Statement (**Statement**) discloses the extent to which Australian Primary Hemp Limited has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation. This Statement should be read in conjunction with the material on our website <https://www.ausprimaryhemp.com.au/>, including the 2021 Annual Report.

This Statement is current as at 30 June 2021 and has been approved by the Board of Directors of Australian Primary Hemp Limited.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Role of the Board and Management

The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Group's affairs. The Board aims to protect and enhance the interests of its shareholders, while taking into account the interests of other stakeholders, including employees, customers, suppliers, and the wider community.

The Board has a formal Board Charter which is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance> that clearly sets out those matters expressly reserved for the Board's determination and those matters delegated to management.

The Board delegates responsibility for the day-to-day management of the Company and its businesses to the Managing Director (**MD**). The MD is supported by the senior executive team and delegates authority to appropriate senior executives for specific activities and transactions via a formal 'delegation of authority'. The Board maintains ultimate responsibility for strategy, control, and the risk profile of the Company.

Recommendation 1.2: Appointment of Directors

The Remuneration and Nomination Committee facilitates the selection and appointment of Directors. Before the Board appoints a new Director or puts forward a candidate for election, the Remuneration and Nomination Committee will ensure that appropriate background checks are undertaken. We provide our shareholders with all material information in our possession that is relevant to their decision on whether or not to elect or re-elect a Director through a number of channels, including via the notice of meeting and other information contained in the 2021 Annual Report.

Recommendation 1.3: Appointment Terms

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance, and access.

Each senior executive has a written contract with the Company, setting out the terms of his or her appointment, including remuneration entitlements and performance requirements.

Recommendation 1.4: Company Secretary

The Board is supported by its Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and directors' duties, and acting as an interface between the Board and senior executives across the Company. The Board and individual Directors have access to its Company Secretary.

Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.

Details regarding our Company Secretary, including experience and qualifications, is set out in the Directors' Report in our 2021 Annual Report.

Recommendation 1.5: Diversity Policy

The workforce of the Company comprises individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is valued and respected. To demonstrate the Company's commitment to developing measurable objectives to achieve diversity and inclusion in its workplace, the Company has implemented a Diversity Policy which can be viewed at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>. The Company's policy has meritocracy as a guiding principle and seeks to align the Company's management systems with its commitment to continue to develop a culture that values and achieves diversity in its workforce and on its Board.

The Board and management consider building a diverse and inclusive workforce as paramount to gaining the best insight into the needs of our customers and stakeholders. A diversity of perspectives and backgrounds also strengthens creativity and innovation in teams. Particular focus is paid to achieving and maintaining a balance of men and women in senior management positions across the Company.

The proportion of women on the Board, in senior executive positions and women across the entire organisation as at 30 June 2021 was as follows:

- Women on the Board – 25%
- Women in senior executive positions – 50%
- Women across the entire organisation – 56%

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. The Board has set the measurable target to maintain a minimum of 40% for male and female gender diversity. The directors periodically review the Company's policies in the context of the principles of a Diversity Policy as outlined in Recommendation 1.5.

Recommendation 1.6: Board Performance Assessment

The Board is committed to formally evaluating its performance, the performance of its Committees and individual Directors, as well as the governance processes supporting the Board. The Board does this through an annual assessment process.

The Board and Committees' performance assessment is conducted through the completion of a questionnaire / survey by each director, and which is facilitated by the Company Secretary. The Company Secretary subsequently prepares and provides a report to the Nomination and Remuneration Committee which outlines the feedback received on the Board's and Committees' performance. The Nomination and Remuneration Committee then discusses areas and actions for improvement and reports them to the Board.

Individual Directors' performance is assessed through open and frank one-on-one discussions between the Chair of the Nomination and Remuneration Committee, Company Secretary, and each Board member. The Company Secretary subsequently collates the feedback and provides a report to the Nomination and Remuneration Committee. The Nomination and Remuneration Committee then discusses areas and actions are then taken on-board for the Director's self-development.

The Company undertook an internal Board, Committees, and individual Directors' assessment during the period under review in accordance with the above process. An analysis of the data collected indicated that the Board and Committees are functioning effectively against all criteria. The Board and Committees are committed to their roles and each Board member is dedicated to proactively support the Company and its stakeholders.

Recommendation 1.7: Senior Executive Performance Assessment

Senior Executives are appointed by the Managing Director and CEO and their Key Performance Indicators (KPI's) contain specific financial and non-financial objectives. These KPI's are reviewed annually by the MD. The performance of each Senior Executive against these objectives is evaluated annually.

In the case of the Managing Director and CEO, this review is conducted by the Nomination and Remuneration Committee and the results are reported to the Board.

Performance evaluations were undertaken during the reporting period by the Company in accordance with the process.

PRINCIPLE 2 – BOARD STRUCTURE

Recommendation 2.1: Nomination Committee

The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Committee Charter is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

The Board has established a Remuneration and Nomination Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the financial year 2021 the Committee was comprised of:

- Ms Pauline Gately – Chair of Committee
- Mr Cameron Petricevic – Former Committee Member (retired 7 June 2021)



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- Mr James Hood – Committee Member
- Mr Shane Gild – Committee Member (appointed 7 June 2021)

Details of meetings held by the Committee during the year and member attendance are set out in the 2021 Directors' Report.

The Chair of the Committee is an independent Director and the Committee is majority independent since the appointment of Mr Shane Gild. During the year the company did not meet the criteria of a majority independent Remuneration and Nomination Committee

The Remuneration and Nomination Committee is sufficiently balanced to ensure that the Committee independently verifies and safeguards the integrity of the Company.

In accordance with the Company's Remuneration and Nomination Committee Charter, the primary function of the Committee is to assist the Board to carry out the following:

- review Director competence standards;
- review Board succession plans;
- evaluate the Board's performance;
- make recommendations for the appointment and removal of Directors to the Board; and
- make recommendations to the Board on recruitment, retention, and termination policies for senior management.

Recommendation 2.2: Board Skills Matrix

Our objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current Directors possess an appropriate mix of relevant skills, experience, expertise, and diversity to enable the Board to discharge its responsibilities and deliver the Company's strategic objectives. This mix is subject to review on a regular basis as part of the Board's performance review process.

The skills and experience represented in the Board and relevant to the Company's business are set out in the matrix below and following the Company's annual performance and skills review, it is satisfied that it meets expectations in all the below categories:

Skills and experience

Strategy and leadership	Legal and regulatory approval
Corporate governance	Organisational culture
Financial acumen	Health, Safety, Social and Environmental Responsibility
Capital Markets	Stakeholder communication and engagement
Risk and compliance oversight	Global Experience
Executive Management	Critical and Innovative thinking
Consumer Staples (Food) Industry Experience	Negotiation and Influence
Agricultural (hemp) production and supply experience	

Full details of each Directors' relevant skills and experience are set out in the Company's 2021 Annual Report.

Recommendation 2.3: Independent Directors

An independent director is a non-executive director who is not a member of management and free from any



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business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement.

The Board regularly assesses the independence of each Non-Executive Director in light of the information which each Director is required to disclose in relation to any material contract or other relationship with the Company in accordance with the Director's terms of appointment, the Corporations Act 2001, and the Board Charter.

When appointing an independent director or reviewing the independence of its Directors', the Board will have regard to the definition of independent director and the factors set out in the Recommendations, in particular the factors relevant to assessing the independence of a director set out in Recommendation 2.3.

The Board's assessment of each current Director is set out below.

Name	Position	Appointment Date	Status
Pauline Gately	Non-Executive Chair	8 October 2020	Independent
	Non-Executive Director	2 October 2019	
Cameron Petricevic	Non-Executive Chair	6 June 2018	Not Independent
	Non-Executive Director	8 October 2020	
		7 June 2021 (resignation)	
Neale Joseph	Executive Director	8 October 2020	Not Independent
James Hood	Non-Executive Director ¹	19 May 2021	Not Independent
	Executive Director	2 October 2019	
Shane Gild	Non-Executive Director	7 June 2021	Independent

The Board considers that Pauline Gately and Shane Gild are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement and are able to fulfil their roles as independent directors for the purpose of the Recommendations.

Of the current Board members, James Hood and Neale Joseph are considered by the Board not to be independent. Mr Hood was an executive of the Company until 19 May 2021 and he is currently a Non-Executive Director. Mr Joseph is an Executive of the Company. Mr Petricevic was also deemed to be not independent by virtue of his substantial shareholdings within the Company and having provided consulting services until 30 June 2020.

Recommendation 2.4: Majority Independence

As at the date of this Statement, two of our four Directors are deemed independent. Although the composition of our Board does not comply with Recommendation 2.4, the current Board composition reflects an appropriate balance of skills, expertise, and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.

It is noted that the composition of the Board will be reassessed in the future in line with changes in the Company's operations and will be adjusted as deemed appropriate. The Board will consider the Recommendations in assessing any future changes in board composition.

Further information regarding our Directors', including their experience and qualifications, is set out in the Directors' Report of our 2021 Annual Report.

¹ Up until 19 May 2021 Mr Hood was an Executive Director of APH, following his resignation as Chief Operating Officer, Mr Hood remains a Non-Executive Director. It is noted that at the date of this report Mr Hood is a Non-Executive Director.

Recommendation 2.5: Board Chair

On 8 October 2020, Pauline Gately was appointed as Non-Executive Chair of the Company and is considered an independent Director. The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. The role of Chair is set out in more detail in the Board Charter.

The roles of Chair and Managing Director are exercised by different individuals, being Pauline Gately and Neale Joseph, respectively.

Recommendation 2.6: Induction, Education and Training

In accordance with the Company's Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is responsible for establishing and reviewing induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.

New directors are provided with copies of all relevant documents and policies governing the Company's business, operations, and management, at the time of joining the Board. The Company can provide appropriate professional development opportunities for directors to assist in their roles. Directors are also encouraged to personally undertake appropriate training and refresher courses conducted by the Australian Institute of Company Directors.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: Statement of Values

Australian Primary Hemp's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its directors. The mission of the Company is to be respected for creating innovative, high quality, sustainable products that nourish our customers lives. The Company's values and statement of values are outlined below and are also available on our website.

CORE VALUES

- We are perpetually **curious** - we will never stop learning and improving
- We are **agile** - we adapt and move quickly and easily
- We are **accountable** - for the way we act, the decisions we make and the footprint we leave on the earth
- We are **tenacious** - we move with purpose regardless of adversity
- We are **respectful** - we regard the rights of others and the communities and environment in which we operate

Australian Primary Hemp's Executive Team are responsible for instilling these values across the organisation.

Recommendation 3.2: Code of Conduct

The Board recognises the need to observe the highest standards of corporate practices and business conduct. Accordingly, the Board has adopted a Code of Conduct designed to:

- provide a benchmark for professional behaviour throughout the Company;
- support the Company's business reputation and corporate image; and
- make Directors' and employees aware of the consequences if they breach the Code of Conduct.

The Code of Conduct can be found on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>. The key aspects of this Code are to:

- act fairly with honesty and integrity in the best interests of the Company and in the reasonable expectations of shareholders;
- act in accordance with all applicable laws, regulations, and the Company policies and procedures;
- have responsibility and accountability for individuals for reporting and investigating reports of unethical practices; and
- use the Company's resources and property properly.

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy, and security of information. Any material breach of the Company's policies, including a breach of the Code of Conduct, is raised, and reviewed at each Board meeting.

Recommendation 3.3: Whistleblower Policy

The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behaviour in all its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised, and reviewed at each Board Meeting.

The Whistleblower Policy is available on the Company's website:
<https://www.ausprimaryhemp.com.au/pages/corporate-governance>

Recommendation 3.4: Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed maintain high standards of integrity and accountability in conducting its business. The policy provides a framework of guidelines and principles to encourage ethical behaviour in the conduct of business.

Any material breach of the Company's policies, including any breach of the Anti-Bribery and Corruption Policy, is raised at the Audit and Risk Committee level, with the latter reporting on them at the next Board meeting.

The Anti-Bribery and Corruption Policy is available on the Company's website
<https://www.ausprimaryhemp.com.au/pages/corporate-governance>

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: Audit Committee

The Company's Audit and Risk Committee Charter provides for the establishment of an Audit and Risk Committee, with at least three members, a majority of whom are independent Directors, and which shall be chaired by an independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

The Board has established an Audit and Risk Committee, which consists of three members:

- Shane Gild – Committee Chair (appointed 7 June 2021)



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- Cameron Petricevic – Former Committee Chair (retired 7 June 2021)
- Pauline Gately – Committee Member
- James Hood – Committee Member (appointed 22 June 2021)

Details of meetings held by the Committee during the year and member attendance are set out in the 2021 Directors' Report.

Since the appointment of Mr Gild, the Chair of the Committee is an independent Director. The Audit and Risk Committee is sufficiently balanced to ensure that the Committee independently verifies and safeguards the integrity of the Company's corporate reporting, including the process for the appointment and removal of the external auditor and the audit engagement partner.

In accordance with the Company's Audit and Risk Committee Charter the primary function of the Committee is to assist the Board to carry out the following:

- review and monitor the integrity of the Company's financial reports and statements;
- monitor the performance and independence of the external auditor; and
- reviewing the consolidated accounts of the company.

It also has risk management and internal control functions as set out under Recommendation 6.1.

Recommendation 4.2: Assurances

The Managing Director and CEO and Chief Financial Officer (**CFO**) provide an annual declaration to the Board prior to the Board's approval of the Company's full year financial results. This process was followed for the 2021 full year financial results, where the CEO and CFO provided a declaration to the Board that, in their opinion, the financial records 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 Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. On this basis, the 2021 full year financial results were approved by the Board.

Recommendation 4.3: Verification of integrity of periodic corporate reports

Our external auditor, Grant Thornton, attends our AGM, and a representative is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Grant Thornton's independence declaration is contained in the Directors' Report in our 2021 Annual Report.

Any periodic corporate report the company releases to the market that is not audited or reviewed by an external auditor is reviewed and approved by the Board so that it is satisfied the report in question is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. Following review by the Board of Directors the report is formally approved prior to release.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: Continuous Disclosure Policy

We are committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act.

To comply with these obligations, the Board has adopted a Disclosure and Communications Policy (**Policy**), which



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is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>. This Policy sets out the key obligations of directors and employees in relation to the Company's continuous disclosure requirements.

The Board has overarching responsibility for compliance with continuous disclosure obligations and Board approval is required for certain key matters (as set out in the Policy) and matters may be referred to the Board for approval by the Managing Director or the Company Secretary.

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive, and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management, and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.

Recommendation 5.2: Provide Board with copies of all material market announcements

Australian Primary Hemp ensures that its Board receives copies of all material market announcements prior to release to the market followed by immediate notification including announcement following each release to the market.

Recommendation 5.3: Investor Presentations

In accordance with the recommendation, Australian Primary Hemp ensures that all substantive presentations are released to the market to enable security holders the opportunity to participate in the presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: Information and Governance

Information about the Company and its corporate governance policies is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

The Company also maintains a separate investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations, and other key information.

Recommendation 6.2: Investor Relations

We endeavour to communicate with shareholders and other stakeholders in an open, regular, and timely manner so that the market has sufficient information to make informed investment decisions.

Through its shareholder communications, we aim to provide information that will allow existing shareholders, potential shareholders, and financial analysts to make informed decisions about the Group's intrinsic value and meet its obligations under the ASX's continuous disclosure regime.

Our investor relations program includes:

- issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report to address the Company's strategy and performance;
- sending and receiving shareholder communications electronically;
- maintaining the Board and corporate governance and investor sections on our website including posting



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- all announcements after they have been disclosed to the market;
- promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Group.

Shareholder queries should be referred to the Company Secretary in the first instance.

Our Group Policy for Shareholder Communications is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

Recommendation 6.3: Shareholder Meeting Participation

Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form and shareholders are invited to attend these meetings.

The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

To ascertain the true will of Australian Primary Hemp's security holders attending and voting at its security holder meetings, whether they attend in person, electronically or by proxy or other representative, in most situations where this can be achieved the company will conduct the voting procedure by a poll.

Recommendation 6.5: Electronic Communication with Shareholders

Shareholders are encouraged to take advantage of the benefits of electronic communications by electing to receive communication from the Company and its share registry electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: Risk Committee

The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

The Board has established an Audit and Risk Committee, which consists of three members:

- Shane Gild – Committee Chair (appointed 7 June 2021)
- Cameron Petricevic – Former Committee Chair (resigned 7 June 2021)
- Pauline Gately – Committee Member
- James Hood – Committee Member

In accordance with the Company's Audit and Risk Committee Charter the Committee also has delegated

responsibilities in relation to risk management which includes assisting the Board to:

- review and make recommendations regarding the adequacy and integrity of the Company's risk management framework and system of internal controls; and
- reviewing compliance with relevant laws and regulations.

Details of meetings held by the Committee during the year and member attendance are set out in the 2021 Directors' Report.

Recommendation 7.2: Risk Management Framework

The Company's risk management framework is supported by the Board of Directors, management and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Management is responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk. Management is responsible for monitoring compliance with and the effectiveness of risk management systems and controls at a divisional level including financial and non-financial risks. Senior management regularly reports to the Board on the adequacy of its risk management systems, processes, and key matters for consideration.

The Board has adopted a Risk Management Policy which sets out the Company's system of risk oversight, management of material business risks and internal control. The Company's risk management framework including risk profile and risk registers are reviewed on a periodic basis, and a review was undertaken by the Audit and Risk Committee during this past financial year.

Recommendation 7.3: Internal Audit

The internal audit function provides independent and objective assurance on the adequacy and effectiveness of the Company's systems for risk management, internal control, and governance, along with recommendations to improve the efficiency and effectiveness of these systems and processes.

The Audit and Risk Committee oversees relevant financial and non-financial risks and not through a separate internal audit function.

During the past financial year, the Company employed the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:

- the Audit and Risk Committee monitors the need for an internal audit function having regard to the size, location, and complexity of the Company's operations;
- senior management facilitate the periodic review of financial and non-financial systems and processes and present to the Board the objectives and scope, proposed outcomes and any recommendations arising from the review; and
- the Board reviews risk management and internal compliance procedures at each Board meeting and any risk matters raised for consideration by Senior Management.

Recommendation 7.4: Economic, Environmental and Social Sustainability Risk

The Company is not subject to any particular or significant single economic, environmental, and social sustainability risk. The Company is subject to a range of general economic risks, including macro-economic risks, government policy (including policy regarding technology and research and development), general business conditions, changes in technology and many other factors. Details on those risks are available in the 2021 Annual Report.

The Board does not believe the Company has any material exposure to economic and social sustainability risks at the present time.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBILITY

Recommendation 8.1: Remuneration Committee

The Company's Remuneration Committee Charter provides for the creation of a Remuneration Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on our website at <https://www.ausprimaryhemp.com.au/pages/corporate-governance>.

The Board has established a Remuneration and Nomination Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the financial year 2021 the Committee was comprised of:

- Ms Pauline Gately – Chair of Committee
- Mr Cameron Petricevic – Committee Member (resigned 7 June 2021)
- Mr James Hood – Committee member
- Mr Shane Gild – Committee Member (appointed 7 June 2021)

Ms Gately and Mr Gild are deemed independent Directors meanwhile Mr Petricevic and Mr Hood were considered non-independent during the year. All Directors have relevant experience as shown in their biographies in the Directors Report. Details of meetings held by the Committee during the year and member attendance are set out in the 2021 Directors' Report.

In accordance with the Company's Remuneration and Nomination Committee Charter, the Committee has delegated responsibilities in relation to remuneration matters which includes assisting the Board by recommending:

- executive remuneration and incentive policies;
- the remuneration packages of senior management;
- incentive schemes;
- superannuation arrangements; and
- the remuneration framework for directors.

Recommendation 8.2: Remuneration Policies and Practices

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration policies for the directors and senior executives. If necessary, it obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.

Details of the Company's remuneration practices for its Directors and senior executives are disclosed in the Remuneration Report in the Company's Annual Report. The Remuneration Report highlights the balance between fixed pay, short term incentive and long-term incentives, and includes details of the remuneration paid and the relationship to the Company's performance.

Recommendation 8.3: Equity Based Remuneration Scheme



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The Company has a Securities Trading Policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

A copy of the Company's Share trading Policy is available on the Company's website at:
<https://www.ausprimaryhemp.com.au/pages/corporate-governance>