

Resolute Mining Limited (**Resolute or Company**) is committed to maintaining high standards of corporate governance, ethics and integrity of the consolidated entity (**Group**). The Company has adopted a governance framework that supports effective management, ensures compliance with regulatory obligations, promotes a culture of transparency and accountability, and aims to deliver long-term value to shareholders (**Shareholders**).

The Company has adopted the Fourth Edition of the Corporate Governance Principles and Recommendations (**Fourth Edition**) established by the ASX Corporate Governance Council and published in February 2019 by the Australian Securities Exchange (**ASX**). The Company has also published an Appendix 4G which confirms that the Company has followed all of the principles and recommendations of the Fourth Edition for the financial year ended 31 December 2024 (**Reporting Period**).

A description of the Company's main corporate governance practices, and the extent to which the Company has followed the Recommendations in the Fourth Edition during the Reporting Period, is set out below. All practices, unless otherwise stated, were in place for the entire year. We have set out our practices in line with the principles established by the ASX Corporate Governance Council.

This Corporate Governance Statement has been approved by the Board of Directors (**Board**) and is accurate and up to date as at 27 March 2025 (unless a later date is specified in the document).

This Corporate Governance Statement makes various references to information contained in the Company's Annual Report for the year ended 31 December 2024 (**Annual Report**). A full copy of the Annual Report can be viewed on our website <https://www.rml.com.au/investors/reports/>.

Principle 1 - Lay solid foundations for management and oversight

Recommendation 1.1: The Board of Directors and Management

The Company has a Board Charter that outlines the functions reserved to the Board and those delegated to management. A copy of the Board Charter can be viewed [here](#).

The Board is responsible for the Company's overall management, performance, strategic direction and corporate governance. As part of its responsibilities, the Board is required to:

- provide strategic direction to the Group to enhance performance, deliver sustainable growth and generate long-term shareholder value;
- monitor the financial and operational performance of the Group;
- identify and manage key risks;
- oversee the integrity of financial reporting and compliance frameworks;
- review and approve the Company's compliance frameworks, statement of values and Codes of Conduct to support the Company's desired corporate culture; and
- appoint, evaluate, and if necessary, remove the CEO and oversee senior executive performance and succession.

The CEO is responsible for the management, operations and running of the day-to-day affairs of the Group under delegated authority from the Board.

Further details of the responsibilities of the Board and CEO (and management under sub-delegation from the CEO) can be found in the Board Charter.

Recommendation 1.2: Board and Senior Executive appointments

The Company undertakes appropriate checks on Director and senior executive candidates, including assessments on character, experience, education, criminal record and bankruptcy history. Material information relevant to the election or re-election of a director is provided to security holders in the notice of meeting materials.

meeting materials.

Details of the members of the Board and senior executives including their experience, expertise and qualifications are set out in the Directors' Report and under the heading "Board of Directors and Leadership Team" in the Annual Report.

Recommendation 1.3: Board agreements

The Company has a written agreement in place with each Director and senior executive which sets out the terms of their appointment. Material variations to these agreements are disclosed to the ASX to the extent required by the ASX Listing Rules.

Recommendation 1.4: Company Secretary

The Company Secretary has a direct line of communication with all Directors and is directly accountable to the Board, through the Chairman, on all matters relating to the proper functioning of the Board. The Company Secretary is responsible for advising the Board and its Committees on governance, policy and procedural issues and the preparation of Board papers and minutes.

Recommendation 1.5: Diversity

In accordance with best governance practice, the Company has adopted a diversity and inclusion policy, including measurable gender diversity targets for the Board, executive team and broader workforce (**Measurable Gender Diversity Targets**). These Measurable Gender Diversity Targets, set by the Board with a 2025 timeframe, support the Company's commitment to building a diverse and inclusive workplace.

As at 31 December 2024, gender representations were as follows:

- (a) on the Board: 71% men and 29% women;
- (b) in senior executive positions (defined as key management personnel and executives of the Company): 100% men; and
- (c) across the whole workforce generally: 94% men and 6% women.

The Company's Diversity, Equity and Inclusion Policy applies to all directors, consultants and employees of the Group. Details of the policy are set out on the Company's website [here](#). It aims to foster a high-performing workforce reflective of the communities in which the Company operates. The Board has also set additional measurable diversity objectives, with progress detailed in the table below.

Objective for year ended 31 December 2024	Time period	Activity during year ended 31 December 2024
Strengthen the Company's Policy Framework with Regards to governance	2024-2025	<ul style="list-style-type: none">• Ongoing Human Rights training in French and English for our workforce• Executive team DEI workshop rolled out in 2024• Sexual Harassment Policy implemented and training program developed and rolled out in 2023, to be again rolled out in 2025.
Elimination of the gender pay gap across all entities	2020-2025	<ul style="list-style-type: none">• Gender pay gap analysis conducted twice a year - no material gap identified in 2024 salary review process

Increase the participation of women in the work force at the Senior Manager and Other Manager levels	2020-2025	<ul style="list-style-type: none"> • Considered recruitment • Workforce planning, succession planning and talent management initiatives
Work towards increasing the ratio (at all job levels) of Nationals to Expats in each country of operation*	2020-2025	<ul style="list-style-type: none"> • Measuring progress against nationalisation metrics (95% in 2022, a 1% increase compared to 2022) • Key management roles at Syama have been nationalized since 2023, 48% of management and senior management roles at Syama and Mako are held by Nationals • Recruitment policy reserves entry-level and semi-skilled roles for members of the local/host communities
Increase the overall proportion of women in the workforce*	2020-2025	<ul style="list-style-type: none"> • Measuring progress against Board approved gender diversity targets • Diversity considerations form part of selection criteria in all recruitment processes • Flexible and remote work arrangements considered • Generous Paid Parental Leave Policy rolled out across the group in 2021, with increase in uptake since 2022 (304 employees in 2024, 194 employees in 2022 and 43 in 2022) • Private health insurance support in place for all direct employees • Ensure minimum 50-50 gender split in all Company sponsored external training programs - traineeships, apprenticeships etc

*Baseline to be created effective 31 Dec 2019

Recommendation 1.6: Board Performance Evaluation

The Company has a Performance Evaluation Process for periodically evaluating the performance of the Board, its Committees, individual Directors and senior executives which can be viewed [here](#).

The Chairman and the Board regularly discuss the performance of the Board, the performance of the individual Directors and the CEO, and the Committees of the Board. The Chairman is responsible for meeting with the individual Directors to discuss their performance and contribution to the Board.

The performance of the Board was continually assessed during the year ended 31 December 2024 in accordance with the approved process.

Recommendation 1.7: Senior Executives Performance Evaluation

The CEO is responsible for formally evaluating the performance of senior executives each year. A performance appraisal questionnaire is completed by each senior executive and reviewed and discussed with the CEO in a formal meeting. The CEO's performance is periodically assessed by the Nomination Committee and the Remuneration Committee (each discussed in more detail in sections 2.1 and 8.1 below) in accordance with agreed performance parameters.

A performance evaluation of the CEO and senior executives took place for the year ended 31 December 2024 in accordance with the process described above.

Principle 2 - Structure the board to add value

Recommendation 2.1: Nomination Committee

The Company has a Nomination Committee that is governed by the Nomination Committee Charter (a copy of which can be viewed [here](#)).

The Nomination Committee is responsible for Board and Committee membership, succession planning, performance evaluation and diversity and inclusion policy development, monitoring and review. Further roles and responsibilities of the Nomination Committee, including a description of the procedure for the selection, appointment and re-election of incumbents, can be found in the Nomination Committee Charter.

As at 31 December 2024, the Nomination Committee comprised of Mr A. Wray (Chair), Ms S. Shugg, and Mr K. Marshall, all of whom are Non-Executive Directors. As at the date of this statement, all members of the Nomination Committee are independent Directors.

The attendance record of Nomination Committee members at Nomination Committee meetings for the reporting period ended 31 December 2024 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

Recommendation 2.2: Board Composition and Skills Matrix
The Board

As at 31 December 2024 and as at the date of this statement, the Board is comprised of six Non-Executive Directors (including the Chairman) and one Executive Director (being the Managing Director and CEO).

The table below sets out the detail of the tenure of each Director (current and during the Reporting Period).

			
Andrew Wray BA, (Hons) Non-Executive Chairman (Appointed in May 2024)	Adrienne Parker LLB, MAICD Non-Executive Director (Appointed in March 2024)	Sabina Shugg BSc (Mining Engineering), MBA, GAICD Non-Executive Director (Appointed in September 2018)	Adrian Reynolds MSc, GradDipMinEng Non-Executive Director (Appointed in May 2021)
			
Simon Jackson B.com FCA Non-Executive Director (Appointed in October 2021)	Keith Marshall BSc Eng Non-Executive Director (Appointed in June 2023)	Chris Eger MBA (Exec) Managing Director and Chief Executive Officer* (Appointed in February 2025)	

*The former Managing Director and Chief Executive Officer, Terry Holohan, was terminated on 31 January 2024.

In relation to term of office, the Company's constitution specifies that one third (or if not a whole number, the nearest whole number to one third) of all Directors (with the exception of the CEO) must retire from office annually and are eligible for re-election. The Nomination Committee assesses and determines whether to endorse the re-election of Directors required to retire by rotation. The Company's constitution also requires that any Director who will have been in office for more than three years by the next annual general meeting, must retire from office at the current annual general meeting and is eligible for re-election.

Skills Matrix

The Board undertook a review of its board skills matrix to assess the alignment of the Board's collective skills and experience with the Company's strategic objectives and the key issues it faces. Each Director self-assessed their experience, capability and knowledge in respect of each identified skill using an assessment scale of 0 (no competency) to 5 (industry expert), with a score of 3+ indicating a well-developed competency suitable for Board-level decision making.

The Board has identified that the appropriate mix of skills and diversity required of its members on the Board to operate effectively and efficiently is achieved by personnel having substantial skills and experience in operational management, mining and technical, capital projects, strategy/risk, finance, listed resource companies, equity markets and sustainability and stakeholder management.

The table below sets out the identified skills and experience of the Board and the number of directors that have been assessed in each category to a minimum level of 3. As at 31 December 2024, there were a total of six directors (including the Managing Director).

Skill/competency and Board composition

Category	Experience, capability and knowledge requirements	Number of Directors with a competency level of three or
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		Company level or above
Business Leadership	Senior executive role or substantial Board experience in a company with proven track record of leadership skills, including in- depth knowledge of business strategy, competitive business analysis, oversight of business strategy and operational issues.	
Public Listed Company Experience	Record of senior leadership in a public listed company.	
Technology & Innovation	Ability to leverage digital technology to support growth and drive competitive advantage.	
Mining	Senior executive experience in a large mining organisation combined with an understanding of the Group's corporate purpose to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.	
People & Culture	Board or senior executive or equivalent experience in people management and succession planning, and performance and organisational culture.	
Remuneration	Board or senior executive or equivalent experience in remuneration policy and application including linking remuneration to strategy.	
Risk Management	Experience in recognising and managing risks which have the potential to materially impact the achievement of business objectives.	
Legal and Regulatory Compliance	Experience with regulatory and legal compliance and litigation/disputes and governmental affairs.	
Financial Acumen	Exhibits a high level of financial acumen and has senior executive or equivalent experience in financial accounting and reporting and internal financial controls, including the ability to probe the adequacies of financial and risk controls.	
Capital Projects	Senior executive or equivalent experience or background in capital intensive and long-term projects and investments.	
Mergers and Acquisitions	Relevant experience in merger and acquisition transactions raising complex financial, regulatory and operational issues.	
Health & Safety	Demonstrable understanding of health and safety management, performance and governance.	
Environment & Climate Change	Demonstrable understanding of key environmental impacts, including fluency in how climate change risks and opportunities affect the business and experience in management, performance and governance of these impacts.	
Corporate Governance	Demonstrated commitment to the highest standards of corporate governance including board or senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance.	
Community Relations	Track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including government, community and non government organisations.	

Diversity of the Board as at 31 December 2024

Gender	5 males and 2 females	
Tenure	0 - 2 years	3 directors
	2 - 4 years	3 directors
	4 - 10 years	1 directors
	10+ years	0 directors

Recommendation 2.3: Assessment of Board Independence

Directors are expected to contribute independent views to the Board

Directors are expected to contribute independent views to the Board.

An independent Board member operates independently of executive management and free of any business or other relationship (personal, business or otherwise) that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment.

Independent Board members accordingly assist in ensuring that the Board operates in the best interests of the Company, having regard to the goals and objectives of the Company.

The assessment of whether a Board member is independent is a matter of judgement for the Board as a whole and includes concepts of materiality. In making that judgement the Board may have regard to, but need not be bound by, the Recommendations as to director "independence".

All Board members are required to disclose to the Board and the Nomination Committee (via the Company Secretary) any interest, position, association, relationship or information (and any changes thereof) which may be relevant or material to that assessment. No director deemed independent has any interest, position, affiliation or relationship of the type described in Box 2.3 of the Fourth Edition.

The Chairman, and at least a majority of Directors, should be independent, unless special circumstances exist, are disclosed and are approved of by the Board as an exception to this requirement.

The Board regularly reviews and considers the positions and associations of each of the Directors in office.

As at 31 December 2024, the Board considered that six of the seven directors were independent, namely, Mr. A. Wray (Chairman), Ms. S. Shugg, Mr. A. Reynolds, Mr. S. Jackson, Ms. A. Parker and Mr. K. Marshall. As at 31 December 2024, the Board did not consider Mr. T. Holohan to be independent.

Refer to section 2.2 of this statement under the heading "The Board" for details of the length of service of each of the Directors.

Recommendation 2.4: Ratio of Board Independence

As at 31 December 2024 and the date of this statement, the majority of the Board (six of the seven Directors) were independent.

Recommendation 2.5: Roles of the Chairman and CEO

The roles of the Chairman (Mr. A. Wray) and the CEO (Mr C. Eger) are not exercised by the same individual. As at the date of this Statement, the Chairman is an independent Non-Executive Director.

Recommendation 2.6: Board Induction and Professional Development

The Company has a procedure for the selection and appointment of new Directors which can be viewed [here](#). The Board, through the Nomination Committee, reviews whether the Directors as a group have the skills, knowledge and familiarity with the Group and its operating environment required to fulfil their role on the Board and its Committees effectively. It also oversees Board member induction and professional development including, where gaps are identified, considering what training or development could be undertaken to fill the gaps, and where necessary, providing resources for the Directors to develop and maintain their skills and knowledge. Further details of the professional development provided by the Nomination Committee can be found in the Nomination Committee Charter.

Directors and Board Committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense.

Principle 3 - Act ethically and responsibly

Recommendation 3.1: Values

The Company has implemented a formal set of behavioural values designed to uphold high standards of integrity and work performance by all Directors and employees of the Group. The Company's values are:

- **Respect:** We respect each other and the countries and communities in which we operate.
- **Accountability:** We own our actions and deliver on our commitments.
- **Integrity:** We are ethical, open and honest.
- **Sustainability:** We prioritise health, safety and environment, operating responsibly to manage risk and opportunity.
- **Empowerment:** We set ambitious goals, foster high performance and support our people to generate new ideas.

Recommendation 3.2: Ethical standards and code of conduct **Code of Conduct**

The Board acknowledges the need for the highest standards of corporate governance and ethical conduct by all Directors and employees of the Group. As such, the Company has a Code of Conduct which has been fully endorsed by the Board and applies to all Directors and Group employees. The Code of Conduct is regularly reviewed and updated as necessary to ensure that it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Group's integrity.

A fundamental theme is that all business affairs are conducted legally, ethically and with strict observance of the highest standards of integrity and propriety. The Directors and management have the responsibility to carry out their functions with a view to maximising financial performance of the consolidated entity. All material breaches of the Code of Conduct are reported to the Board.

The Company's employees must complete training on the Code of Conduct (via an online module or in a face to face format).

A copy of the Company's Code of Conduct can be found [here](#).

Recommendation 3.3: Whistleblower Policy

In line with the Code of Conduct, the Company has a Whistleblower Policy which aims to further the Company's commitment to maintaining high ethical standards of conduct and to encourage the reporting of any instance of suspected unethical, illegal, fraudulent or undesirable conduct which contravenes the Code of Conduct. The Whistleblower Policy also ensures that persons who make a report in good faith can do so without fear of intimidation, disadvantage or reprisal. All material breaches of the Whistleblower Policy are reported to the Board.

All material incidents reported under the Policy are required to be reported to the Audit and Risk Committee.

A copy of the Company's Whistleblower Policy can be found [here](#).

Recommendation 3.4: Anti-Bribery and Corruption Policy

An important element of the Code of Conduct addresses anti-bribery and corruption (**ABC**) and requires the adherence to Australian and other applicable anti-bribery laws conducting business dealings, irrespective of local standards and practices in the place of business. The Company's Anti-Bribery and Corruption Policy provides further guidance and sets out the Company's commitment to conducting its business ethically and with honesty and integrity, with a "zero-tolerance" approach to bribery and corruption. All material breaches of the Anti-Bribery and Corruption Policy are reported to the Board.

The Company conducts a broader ABC compliance programme which includes measures such as ABC training for staff (particularly staff at higher risk of exposure to corruption), the placement of suitable ABC clauses in all contracts (particularly those with third party representatives who interact with government officials on the Company's behalf), and a pre-approval regime for offering, giving or receiving gifts above a modest value.

The Company has not been involved in any ABC regulatory investigations or legal actions either during the calendar year ending 31 December 2024 or as at the date of this statement.

A copy of the Company's Anti-Bribery and Corruption Policy can be found [here](#).

Sustainability Committee

As at the date of this statement, the Company has a Sustainability Committee. The Sustainability Committee is comprised of Ms. S. Shugg (Chair), Mr. A. Reynolds (Non- Executive Director), Ms. A. Parker (Non- Executive Director) and relevant senior executives, namely the Company's Chief Operating Officer.

The Sustainability Committee is chaired by Ms. S. Shugg. The Sustainability Committee operates under a charter approved by the Board which can be found [here](#).

The key purposes of the Committee are to act as a forum for presentation of the safety performance and environmental impact management of the Group operations including exploration, consultation, discussion and dissemination of information on matters which are likely to affect the safety performance and environmental management of Group workplaces.

The Sustainability Committee is also responsible for:

- monitoring key risks to the business in the areas of health, safety, security and environment;
- monitoring the Group's compliance with relevant laws, regulations and Group operational policies and standards;
- monitoring the culture that is promoted within the Group to promote compliance with and responsibility for health, safety, security and environmental management; and

- establishing and tracking of measurable workplace health, safety and environment objectives and targets, including recognising and celebrating their achievement.

Principle 4 - Safeguard integrity in corporate reporting

Recommendation 4.1: Audit and Risk Committee

The Company has an Audit and Risk Committee. As at 31 December 2024, the Audit and Risk Committee comprised of Mr S. Jackson (Chair), Ms. A. Parker, and Mr A. Reynolds all of whom are Non-Executive Directors.

As at the date of this statement, all members of the Audit and Risk Committee are independent Directors. The Audit and Risk Committee is chaired by Mr S. Jackson, who is not the Chairman of the Board.

All members of the Audit and Risk Committee consider themselves to be financially literate and have significant understanding of the Company's industry. Details of their qualifications and experience are provided in the Annual Report under "Directors" and "Board of Directors and Leadership Team". The attendance record of Audit and Risk Committee members at Audit and Risk Committee meetings for the reporting period ended 31 December 2024 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

The Audit and Risk Committee operates under a board-approved charter, which can be found [here](#).

The Board is responsible for maintaining an effective internal control framework, including controls over significant business processes, asset protection, the maintenance of proper accounting records, and accurate financial reporting and non-financial considerations.

The Audit and Risk Committee is also responsible for:

- ensuring compliance with statutory responsibilities relating to accounting policy and disclosure;
- liaising with, discussing and resolving relevant issues with the auditors;
- assessing the adequacy of accounting, financial and operating controls; and
- reviewing half-year and annual financial statements before submission to the Board.

Recommendation 4.2: Corporate reporting certifications

The Company's Chief Executive Officer (Mr C. Eger) and Chief Financial Officer (Mr D. Jackson) have provided the Board with the appropriate assurances in relation to full year statutory financial reports during the year ended 31 December 2024.

These assurances include declarations in accordance with Section 295A of the *Corporations Act 2001* (Cth) (**Corporations Act**) that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards, and that they give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3: Verification of Reports

The Company's external auditor, Ernst & Young (**External Auditor**), reviews the annual Directors' Report, annual Remuneration Report, and the annual and half yearly Financial Statements. The balance of periodic corporate reports, including Quarterly Reports, the annual Corporate Governance Statement, and the annual Reserves and Resources Statement, are subject to a rigorous internal review process coordinated by the Investor Relations team with individual sign offs by the relevant functional areas.

External Auditor

The Company's External Auditor attends the Company's Annual General Meeting. The External Auditor's presence is made known to Shareholders during the meeting, and Shareholders are provided with an opportunity to address questions to the External Auditor relevant to the audit and the preparation and content of the External Auditor's report.

The External Auditor is invited to attend all Audit and Risk Committee Meetings. As noted in the Audit and Risk Committee Charter, the performance and independence of the External Auditor is reviewed by the Audit and Risk Committee. If replacement of the External Auditor is required due to performance or independence concerns, the Audit and Risk Committee will establish a formal process for selecting and appointing a new auditor.

The External Auditor's existing policy requires that its audit team provide a statement as to their independence. This statement was received by the Audit and Risk Committee for the reporting period ended 31 December 2024.

The External Auditor has a policy for the rotation of the lead audit partner in accordance with the requirements of the *Corporations Act*.

Principle 5 - Make timely and balanced disclosure

Recommendation 5.1: Continuous disclosure

The Board has a Continuous Disclosure Policy which can be viewed [here](#). The Company is committed to:

- ensuring that stakeholders have the opportunity to access externally available information issued by the Company;
- providing full and timely information to the market about the Company's activities; and
- complying with the obligations contained in the ASX Listing Rules and the *Corporations Act* relating to continuous disclosure.

The Board has designated the CEO, the CFO, the General Counsel, the Corporate Development and Investor Relations Manager and Company Secretary as the responsible people to administer the Continuous Disclosure Policy. This involves complying with the continuous disclosure requirements outlined in the ASX Listing Rules, ensuring that disclosure with the ASX is coordinated and being responsible for administering and implementing the policy.

Recommendation 5.2: Board communication

The Company makes announcements available to Directors promptly after receiving confirmation from the ASX that an announcement has been released to the market.

Recommendation 5.3: Announcements and presentation materials

The Company releases announcements and presentation materials containing new or market sensitive material to the ASX prior to the time of the corresponding presentation to analysts, investors or conference. Following confirmation of release of such materials by the ASX, the materials are published on the Company's website, selected social media and circulated by email to the Company's subscribers.

Presentation materials that do not contain new or market sensitive material are published on the website and circulated to the Company's subscribers at the time they are made available to the relevant event.

Principle 6 - Respect the rights of security holders

Recommendation 6.1: Shareholder communication

The Company's website (www.rml.com.au) provides information on the Company including its history, current operations and corporate directory.

The Corporate Governance page of the Company's website (<https://www.rml.com.au/corporate-governance>) provides access to key policies, procedures and charters of the Company, such as the Board and Committee charters, Securities Trading Policy, Diversity and Inclusion Policy and Continuous Disclosure Policy, and the Company's latest Corporate Governance Statement.

ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX and editorial content is updated on a regular basis. The Company is committed to providing Shareholders and the market with consistent, transparent corporate reporting and timely, accurate disclosures.

Recommendation 6.2: Investor relations program

The Board has established a Communications Strategy which can be viewed [here](#). The Company's website (www.rml.com.au) provides information on the Company including its background, objectives, projects and contact details.

The Board aims to ensure that Shareholders, on behalf of whom they act, are informed of all information necessary and kept informed of all major developments affecting the Company in a timely and effective manner. Information is communicated to the market and Shareholders through:

- the annual report which is made available to all Shareholders and the public
- half yearly reports, quarterly reports and ASX announcements which are made to the ASX and posted on the entity's website
- the annual general meeting and other meetings so called to obtain approval for Board action as appropriate.

Recommendation 6.3: Shareholder participation

The Board recognises the rights of Shareholders and encourages participation of Shareholders at general meetings of the Company. Notices of meetings are distributed to Shareholders and Shareholders are provided with the opportunity to attend general meetings.

Shareholders who are unable to attend meetings of the Company are encouraged to participate by way of appointment of a proxy. Information as to how to lodge a proxy form is provided to Shareholders at the time a notice of meeting is distributed. Shareholders are encouraged to use their attendance at meetings to ask

questions on any matter, with time being specifically set aside for Shareholder queries.

Recommendation 6.4: Substantive resolutions

All substantive resolutions are decided by a poll at general meetings of the Company.

Recommendation 6.5: Communication options

Shareholders have a choice in relation to the methods in which they receive information (including notices of meetings) from the Company. A Shareholder can request to have information released to them by email by phoning the Company's Share Registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or by visiting the Share Registry's "Investor Centre" at www-au.computershare.com/investor/ which allows Shareholders to login and access their personal information, shareholdings and a range of relevant forms via its website.

Principle 7 - Recognise and manage risk

Recommendation 7.1: Risk management

The Company takes a pro-active approach to risk management across the Group and the Board has ultimate responsibility for ensuring that the principal risks faced by the Group are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks.

As detailed in section 4.1 above, the Board's identification and oversight role was supported by the Audit and Risk Committee during the reporting period. The Audit and Risk Committee has a risk function as set by the Audit and Risk Committee Charter which can be viewed [here](#).

Separately, the CEO and the Chief Financial Officer will inform the Board annually in writing that the sign off given on the financial statements is founded on a sound system of risk management and internal control compliance which implements the policies adopted by the Board.

The Company's risk management and internal compliance and control systems is operating effectively and efficiently in all material respects.

Recommendation 7.2: Review of risk management framework

The Audit and Risk Committee oversees the Group's risk function, including approval and monitoring risk management policies in line with the Group's risk management policy. The Audit and Risk Committee review the risk management framework at least annually to ensure it remains sound and aligned with the Board's risk appetite. The risk management framework was continually reviewed by the Board during the year ended 31 December 2024.

Recommendation 7.3: Internal audit function

The Company had a dedicated internal audit function during the reporting period ended 31 December 2024.

Deloitte has been engaged from 2023 to perform the internal audit function. The Company Secretary is responsible for internal audit, reporting directly to the Audit and Risk Committee. The internal audit function conducts internal audit reviews to evaluate and where appropriate, identify areas where management should improve the effectiveness of the Company's risk management, control, compliance and governance processes. When conducting these reviews, the internal audit function is supported by a combination of internal and external resources. In 2023, Deloitte was engaged to perform the internal audit function and to assess the processes and controls in place in order to give management a view of effectiveness of our control environment.

The Audit and Risk Committee will ensure that appropriately qualified personnel with the suitable skill sets are employed to manage the internal audit function and reviews and assesses the performance and objectivity of the Company's internal audit function.

Recommendation 7.4: Management of material risks

The Company has an existing risk framework in place that uses a series of workshops and interviews to assist in the identification and assessment of key business risks including the associated mitigation controls and strategies to appropriately manage the material risks.

The Company has summarised its key business risks and the associated mitigation controls and strategies to appropriately manage those material risks in the Annual Report under the heading "Risk Management".

Principle 8 - Remunerate fairly and responsibly

Recommendation 8.1: Remuneration Committee

The Company has a Remuneration Committee that is governed by the Remuneration Committee Charter (a copy of which can be viewed [here](#)).

The Remuneration Committee is responsible for determining and reviewing the compensation arrangements for the Directors (including the CEO), the executive team and Group employees, and making recommendations to the Board in this regard.

As at 31 December 2024, the Remuneration Committee comprised of Mr K. Marshall (Chair), Mr A. Wray, and Mr S. Jackson all of whom are Non-Executive Directors. As at the date of this statement, the composition remains unchanged, other than for the resignation of Mr Potts, the appointment of Mr K. Marshall as Chair, and the appointment of Ms A. Parker (each effective 20 March 2024). As at 31 December 2024 and the date of this statement, all members of the Remuneration Committee are independent Directors.

The attendance record of Remuneration Committee members at Remuneration Committee meetings for the reporting period ended 31 December 2024 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

Recommendation 8.2: Remuneration policies

The details of the Directors' and Officers' remuneration policies are provided in the Directors' Report under the heading "Remuneration Report" in the Annual Report. The Remuneration Committee reviews and reassesses the policy at least annually and obtains the approval of the Board.

The Remuneration Committee is responsible for developing measurable objectives and evaluating progress against these objectives.

Recommendation 8.3: Securities trading

The Company's Securities Trading Policy can be found [here](#).

This policy is driven by the Corporations Act requirements and applies to all Directors, officers and Group employees. The policy summarises the law relating to insider trading and sets out the trading prohibitions which apply to persons affected by the policy.

The Securities Trading Policy prohibits persons discharging managerial responsibilities at all times from dealing in financial products issued or created over or in respect of the Company's securities, including hedge arrangements. Under the Securities Trading Policy, all trading by Personnel requires prior clearance from the Company.

Rules 4.7.3 and 4.10.3

Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Resolute Mining Limited

ABN/ARBN

39 097 088 689

Financial year ended:

31 December 2024

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://www.rmt.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 27 March 2025 and has been approved by the board.

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

Date: 27 March 2025
 Name of authorised officer: Sam Wright Company
 authorising lodgement: Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at:	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed

	(a) the responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	https://www.mil.com.au/corporate-governance/	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.

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity;	<input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: Corporate Governance Statement and we have disclosed the information referred to in paragraph (c) at: Corporate Governance Statement The Company was not included in the ASX 100 Index at the	<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

	<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>	S&P / ASX 300 Index at the commencement of the reporting period.	
1.6	<p>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 checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement</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>

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<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"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement</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>

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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mml.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at our Annual Report https://www.mml.com.au/reports.html</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>
2.2	<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"/> and we have disclosed our board skills matrix at: Corporate Governance Statement</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>

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> 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
2.3	<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 checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement</p> <p>and the length of service of each director at: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p><input checked="" type="checkbox"/></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>
2.5	<p>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>	<p><input checked="" type="checkbox"/></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>
2.6	<p>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</p>	<p><input checked="" type="checkbox"/></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>

material to the entity and to knowledge needed to perform their role as directors effectively.		
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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
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 Resolute Values	<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: https://www.mtl.com.au/corporate-governance/	<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: https://www.mtl.com.au/corporate-governance/	<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: https://www.mtl.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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
PRINCIPLE 4 - SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board,	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mtl.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: in our Annual Report https://www.mtl.com.au/reports.html	<input type="checkbox"/> set out in our Corporate Governance Statement

	<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>		
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the <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
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: https://www.mtl.com.au/corporate-governance/	<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: https://www.mtl.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

		https://www.mml.com.au/corporate-governance.html	
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: https://www.mml.com.au/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

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 <u>in full</u> for the whole of the period above. Our reasons for not doing so are: ⁵
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
PRINCIPLE 7 - RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mml.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: our Annual Report https://www.mml.com.au/reports.html	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at: Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: our Annual Report at https://www.mml.com.au/reports.html , and, if we do, how we manage or intend to manage those risks at: our Annual Report at https://www.mml.com.au/reports.html	<input type="checkbox"/> set out in our Corporate Governance Statement

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
PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mml.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: our Annual Report at https://www.mml.com.au/reports.html	<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
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.	<input checked="" type="checkbox"/> 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: our Annual Report at	<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

		https://www.mml.com.au/reports.html	
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"/> and we have disclosed our policy on this issue or a summary of it at: our Annual Report at https://www.mml.com.au/reports.html</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>

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	
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.	n/a	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <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.	n/a	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <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.	n/a	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input 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.	n/a	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	n/a	<input type="checkbox"/> set out in our Corporate Governance Statement

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