

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

NuEnergy Gas Limited

ABN/ARBN

50 009 126 238

Financial year ended:

30 June 2023

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

☐ These pages of our annual report:

☒ This URL on our website:

www.nuenergygas.com/corporate-governance.php

The Corporate Governance Statement is accurate and up to date as at 30 June 2023 and has been approved by the board.

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

Date: 13 September 2023

Name of authorised officer
authorising lodgement:

Rozanna Lee (Company 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 <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 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: www.nuenergygas.com/corporate-governance.php [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 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.	☐ and we have disclosed a copy of our diversity policy at: [insert location] and we have disclosed the information referred to in paragraph (c) at: [insert location] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☐ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement. [insert location] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: [insert location]	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement. [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in our Corporate Governance Statement. <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, 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 (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement and the length of service of each director in the 2023 Annual Report. <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at www.nuenergygas.com/sustainability.php [insert location]	☐ 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.	☒ and we have disclosed our code of conduct at: www.nuenergygas.com/corporate-governance.php [insert location]	☐ 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.	☒ and we have disclosed our whistleblower policy at: www.nuenergygas.com/corporate-governance.php [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☒ and we have disclosed our anti-bribery and corruption policy at: ...www.nuenergygas.com/corporate-governance.php..... [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 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, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement
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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 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.	☒ and we have disclosed our continuous disclosure compliance policy at: www.nuenergygas.com/corporate-governance.php [insert location]	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: www.nuenergygas.com/corporate-governance.php [insert location]	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Report. [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ 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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☒ 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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement. <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <i>[insert location]</i>	☒ 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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement. <i>[insert location]</i> and, if we do, how we manage or intend to manage those risks at:	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ 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.	☒ 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 in the 2023 Annual Report. <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☐ and we have disclosed our policy on this issue or a summary of it at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☐ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ 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.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and this recommendation is therefore not applicable OR ☐ 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.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ 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.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<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.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of NuEnergy Gas Limited (**NGY** or **Company**) is responsible for the corporate governance of the Company. The Board and management guides and monitors the business and affairs of NGY on behalf of the shareholders by whom it is elected and to whom it is accountable.

Given the size and structure of the Company, the nature of its business activities, the stage of its development and the cost of strict and detailed compliance with all of the recommendations, NGY has continued to adopt a range of modified systems, procedures and practices which it considers meet the principles of good corporate governance.

This Corporate Governance Statement reports on how NGY has complied with the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (**Recommendations**) during the 2023 financial year.

This Corporate Governance Statement is current as at 30 June 2023 and has been approved by the Board of NGY.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should disclose:

- a) the respective roles and responsibilities of its board and management; and
- b) those matters expressly reserved to the board and those delegated to management.

The Board of NGY (**Board**) has adopted a written Charter to provide a framework for the effective operation of the Board. The Charter outlines the Board composition, its roles and responsibilities, relationship with management and delegation of authority to Board committees and management. The Charter may be viewed in full on the Investors page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".

The Board is responsible for the corporate governance of the Consolidated Entity. The Board guides and monitors the business and affairs of NGY on behalf of the shareholders, by whom the Directors are elected and to whom they are accountable.

After appropriate consultation with Executive Management, the Board:

- defines and sets its business objectives and subsequently monitors performance and achievements of those objectives;
- oversees the reporting on matters of compliance with corporate policies and laws, takes responsibility for risk management processes and continually reviews the executive management of the Company;
- monitors and approves financial performance and budgets; and
- reports to shareholders.

Management of the Company is conducted by, or under the supervision of, the CEO as directed by the Board and senior executives as delegated by the CEO. Management provides the Board with information in a form, timeframe and quality that enables the Board to discharge its duties effectively. Directors are entitled to access management and to request additional information at any time they consider it appropriate. The Board collectively, and individual Directors, may seek independent professional advice at the Company's expense, subject to the reasonable approval of the Chair of the Board and the advice received is made available to the Board as a whole.

Recommendation 1.2

A listed entity should:

- a) undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director; and
- b) provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Company undertakes checks on any person who is being considered as a Director. The process may include undertaking checks as to character, experience, education and financial history and background. Such checks have been undertaken in relation to all current Board members, and will be undertaken prior to appointment or election of any new Board members.

The Board recognises the importance for investors in understanding the collective and individual skill sets the Board provides the Company. Board member biographies are available on the corporate website and in the Annual Report. The Company's constitution requires that one-third of the Directors are required to submit themselves for re-election each year, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following that Director's appointment, whichever is the longer.

The Company will provide sufficient information to shareholders so as to enable them to make an informed decision on the (re-)election of a Director. This information will be provided in the Notice of Meeting (and the Annual Report for current Directors) regarding candidates standing for (re-)election of a Director, including a biography summarising their relevant qualifications, experience and skills, details of material directorships presently held, whether the candidate, if (re-)elected, is considered to be an Independent Director and a statement as to whether the Board supports their (re-)election and the term presently served as a Director.

Additional information will be provided as required. For candidates standing for the first time, this will include details of interests, positions, associations or relationships which might materially influence their capacity to act in the best interests of the Company. For candidates standing for re-election, it will include the term of the office currently served by the Director.

Recommendation 1.3

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

The Board recognises the benefits for Directors and senior executives to have clearly defined roles and responsibilities. Each Director and senior executive has been, and in accordance with the Company's appointment and remuneration policies, appointed by way of written agreement setting out terms of their appointment, including role, responsibilities and remuneration.

Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with proper functioning of the board.

The company secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Directors and the company secretary communicate directly with each other on board matters.

Recommendation 1.5

A listed entity should:

- a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;**
 - b) disclose that policy or a summary of it; and**
 - c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:**
 - i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or**
 - ii) 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.**
- company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with proper functioning of the board.**

NGY is committed to ensuring equal opportunity employment based on merit, ability, performance and potential. The Company has established and implemented a diversity policy, designed to contribute to the achievement of its

corporate objectives, including diversity of gender, age, ethnicity, cultural backgrounds and disability. The Company has not as yet established formal measurable objectives for achieving gender diversity with the organisation.

The Company currently has no women on the Board or at senior management level however 6% of the rest of the employees in the Company are women.

NGY is committed to increasing diversity in the workplace once the Company develops and will ensure the participation of women and employees with a mix of skills and diverse backgrounds in the Company in order to broaden the talent pipeline where future leaders can be drawn.

The Diversity Policy may be viewed on the Investor page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".

Recommendation 1.6

A listed entity should:

- a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and**
- b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Board acknowledges the benefits of evaluating its performance on an individual and collective basis and intends to implement a formal process for self and peer evaluation. However due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individuals.

As and when required, the Chair will conduct an informal review where the performance of the Board as a whole and the individual contributions of each director are discussed. The Board considers that at this stage of the Company's development an informal process is appropriate.

The review will assist to indicate if the Board's performance is appropriate and efficient with respect to the Board Charter.

Recommendation 1.7

A listed entity should:

- a) have and disclose a process for periodically evaluating the performance of its senior executives; and**
- b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Company develops senior executive performance plans annually and undertakes formal reviews of its senior executive on an annual basis, with informal reviews conducted as and when required. The reviews are conducted by the CEO, and the Board in the case of the CEO. The reviews assess the performance of the senior executive against their performance plan, which may encompass key performance indicators, including operational performance, the Company's strategic objectives and personal objectives.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1

The board of a listed entity should:

- a) have a nomination committee which:
 - i) has at least three members, a majority of whom are independent directors; and
 - ii) is chaired by an independent director, and disclose:
 - iii) the charter of the committee;
 - iv) the members of the committee; and
 - v) 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 that meeting;or
- b) if it does not have a nomination committee, disclose the 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.

Reflecting on the composition of the Board and the Company, the Board has elected to retain responsibility for the functions that would have otherwise been delegated to a separate Nomination Committee. The functions include Board renewal, succession planning, induction and evaluation. As such, the Board believes that a separate committee at this stage is not required.

The composition of the Board is reviewed by the Chair on an on-going basis to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's businesses and its activities.

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

The Board has a Skills Matrix which sets out the mix of skills that the Board considers is required on the NGY Board. These skills are set out below.

The Board considers that its current Directors have the appropriate mix of these skills, personal attributes and experience that allow the Directors individually, and the Board collectively, to discharge their duties effectively and efficiently. The Board has considered and is satisfied that the composition of the Board reflects an appropriate range of skills and experience for the Company as at the date of this report. The experience and expertise of each of the Directors is set out in the Directors' Report in the Annual Report for the year ended 30 June 2023.

SKILLS

Disciplines	Experience	Industries
• Finance	• International (Indonesia focus)	• Resources
• Legal and Compliance	• ASX NED experience	
• Exploration and Production	• Strategic Leadership	
• Business/General management		
• Governance/risk management		

Recommendation 2.3 and 2.4

2.3 A listed entity should disclose:

- a) the names of the directors considered by the board to be independent directors;
- b) if a director has an interest, position, association or relationship of the type described below but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
- c) the length of service of each director.

2.4 A majority of the Board of a listed entity should be independent directors.

The Board consists of 6 Directors, only 1 of whom is considered independent, having regard to the factors relevant to assessing independence set out in the ASX Recommendations. Factors relevant to assessing the independence of a director include whether the director is a substantial security holder or an officer of, or otherwise associated with a substantial security holder of the Company and whether the director has been employed in an executive capacity by the Company and there has not been a period of at least three years between ceasing such employment and serving on the board.

The Board considers that:

- Kee Yong Wah is not independent at the date of this report considering his executive position in the Company and his substantial security holding in the Company;
- Ian Wang is not independent at the date of this report considering his previous executive position in the Company;
- Kong Kok Keong and Goh Tian Chuan are not independent due to their substantial security holding in the Company and their directorships on the board of substantial security holders of the Company;
- Chen Heng Mun is not independent due to his directorships on the board of substantial security holders of the Company; and
- Alan Fraser is considered an independent director of the Board.

Given the nature and size of the Company, its business interests and the stage of development, the Board considers that its composition is an appropriate blend of skills and expertise relevant to the Company's business. The Company deals with the lack of independent directors by ensuring that conflicts of interest are adequately disclosed in accordance with the Company's Code of Conduct and Related Parties Transactions & Conflicts of Interest Policy. Directors abstain from voting on matters where they have, or are perceived to have, a beneficial interest in the outcome of the matters.

The length of each Director's service is set out in the Directors' Report in the Annual Report for the year ended 30 June 2023.

The Board acknowledges the ASX Recommendation that the Chair should be an Independent Director. Kong Kok Keong is the Chair and is a non-executive director. The Board has appointed Kong Kok Keong as Chair of the Company, having considered his corporate experience and his commitment to the success of the Company. The Company has appropriate guidelines and checks in place to ensure that the Board makes decisions in the best interests of shareholders.

Recommendation 2.5

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

The roles of Chair and CEO are not exercised by the same individual. Kong Kok Keong is the Chair and Lim Beng Hong is the CEO. The independence of the Chair is discussed above.

Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

The Company tailors the induction for each new director and aims to provide appropriate professional development opportunities as required for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. Directors are encouraged to avail themselves of resources required to fulfil the performance of their duties.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

Listed entities are to articulate and disclose their values

NGY's aims to bring high value to investors and the market on a sustainable scale, whilst developing and providing clean energy to the market. As such, NGY:

- ensures compliance with all international health and safety standards in order to meet its annual goal of zero incidents across its operations.
- strives to work with government and public authorities at all levels to ensure that the best environmental practices are adopted and kept updated with the latest guidances published to date.
- is committed to minimising the operational impact on local communities by its operations in the field.
- has also developed a sustainability programme with local partners and has become a trusted and valued member of these communities.
- is committed to providing local community members with employment opportunities where possible.
- is incredibly proud of its people, who are at the heart of the Company, and values ethical behaviour.
- ensures active employee training is provided to ensure each employee benefits from skilled learning and career development.

Recommendation 3.2

The board of a listed entity should:

- a) have a code of conduct for its directors, senior executive and employees; and
- b) disclose that code or a summary of it.

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal Code of Conduct to be followed by all employees and officers. The Code of Conduct sets out NGY's policies on various matters including ethical conduct, business conduct, compliance, privacy, security of information, integrity and conflicts of interest and is available at the Investors page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".

Directors, officers, employees and consultants to the Company are required to observe high standards of behaviour and business ethics in conducting business on behalf of the Company and they are required to maintain a reputation of integrity on the part of both the Company and themselves. The Company does not contract with or otherwise engage any person or party where it considers integrity may be compromised.

Directors are required to disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director or the interests of any other party in so far as it affects the activities of the Company and to act in accordance with the Corporations Act if conflict cannot be removed or if it persists. That involves taking no part in the decision making process or discussions where that conflict does arise.

Directors are required to make disclosure of any share trading in the Company's shares. The Company's policy in relation to share trading is that officers are prohibited to trade whilst in possession of unpublished price sensitive information concerning the Company. That is information which a reasonable person would expect to have a material effect on the price or value of the Company's shares. It is recommended that an officer discuss the proposal to acquire or sell shares with the Directors or the Company Secretary prior to doing so to ensure that there is no price sensitive information of which that officer might not be aware. The undertaking of any trading in shares must be notified to the ASX.

Recommendation 3.3

A listed entity should:

- a) **have and disclose a whistleblower policy; and**
- b) **ensure that the board or a committee of the board is informed of any material incidents reported under that policy.**

NGY has a Board-approved Whistleblower Policy which is available on the Investor page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".

Recommendation 3.4

A listed entity should:

- a) **have and disclose an anti-bribery and corruption policy; and**
- b) **ensure that the board or a committee of the board is informed of any material breaches that policy.**

NGY has a Board-approved Anti-Bribery and Corruption Policy which confirms NGY's position that giving bribes and other improper payments of benefits to public officials is a serious offence and can damage an entity's reputation and standing in the community. The Board is informed of any incidents reported under the Anti-Bribery and Corruption Policy.

The Anti-Bribery and Corruption Policy is available on the Investor page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".

PRINCIPLE 4: SAFEGUARDING INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1

The board of a listed entity should:

- a) have an audit committee which:**
 - i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors;**
 - ii) is chaired by an independent director, who is not the chair of the board, and disclose:**
 - iii) the charter of the committee;**
 - iv) the relevant qualifications and experience of the members of the committee; and**
 - v) in relation to each reporting period, the number of times the committee met during the period and the individual attendances of the members at those meetings; or**
- 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.**

Reflecting on the composition of the Board and the Company, the Board has elected to retain responsibility for the functions that would have otherwise been delegated to a separate Audit Committee. The Board is responsible for assessing any significant estimates or judgements in NGY's financial reports, reviewing all half yearly and annual reports with management, advisers and the external auditors (as appropriate) and adopting same, overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficiency of those systems, approving the terms of engagement with the external auditor at the beginning of each financial year, approving policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Prior to approving the Company's financial statements for the 2023 reporting period, the Board received from the CEO, Country General Manager, Indonesia and the Finance & Administration Manager a written declaration under section 295A of the *Corporations Act 2001 (Cth)* that, in their opinion, the financial records of the Company and its subsidiaries, 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 Company for the financial year ended 30 June 2023.

The CEO, Country General Manager, Indonesia and Finance & Administration Manager have each given a written assurance to the Board that the opinion forming the basis for the declaration was made by each of them and was formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3

The board of 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. .

When NGY releases any periodic corporate report that is not audited or reviewed by an external auditor, it will take other steps to verify the integrity of that report. Such steps include seeking review and obtaining confirmation of the accuracy and completeness of the relevant information from the relevant NGY employees.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should:

- a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- b) disclose that policy or a summary of it.

The Company is committed to observing its disclosure obligations under the Listing Rules and the *Corporations Act 2001 (Cth)*. Subject to the exceptions contained in the Listing Rules, the Company is required to disclose to the ASX any information concerning the Company that is not generally available and which a reasonable person would expect to have a material effect on the price or value of the shares.

The Company has established a Continuous Disclosure Policy which established processes and procedures designed to ensure compliance with, and Board and employee responsibilities and accountabilities for its continuous disclosure obligations under the Listing Rules and the *Corporations Act 2001 (Cth)*. The aim of the policy is to ensure all investors have equal and timely access to material information concerning the Company.

Under the continuous disclosure policy, the Board has responsibility for:

- a) ensuring that adequate processes and controls are in place for the identification of material information and the release of disclosable information;
- b) the review of material information and determining whether it must be disclosed; and
- c) overseeing compliance with relevant continuous and periodic disclosure requirements.

The Board will use the external auditor and legal counsel in an advisory capacity where appropriate, however maintains overriding authority in relation to continuous disclosure and, in relation to major matters, the Board must consider and approve any announcement to be made to the ASX by the Company. The Company Secretary is responsible for the administration of the Policy, and is responsible for ensuring that announcements are communicated to the relevant stock exchanges in accordance with applicable laws, listing rules and regulations, after approval by the Board. The Company Secretary is responsible for ensuring that officers and employees of the Company are aware of, and understand, the Company's continuous disclosure obligations, their responsibilities in relation to these obligations and to protect the confidentiality of information.

The Continuous Disclosure and Communication Policy may be viewed on the Investors page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance". Announcements are available on the Company's website under the heading "ASX Announcements".

Recommendation 5.2

A listed entity should ensure that the board receives copies of all material market announcements promptly after they are made.

Directors receive copies of all market announcements promptly after such announcements have been released. This ensures that the Board has visibility over the nature and quality of information disclosed and the frequency of disclosures.

Recommendation 5.3

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

When NGY intends to give a new and substantive investor presentation, it releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Board's aim is to ensure that shareholders are provided with sufficient information to assess the performance of NGY and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws.

The Company has a website, www.nuenergygas.com, within which there is a "Corporate Governance" section where all relevant corporate governance policies can be accessed, via the Investors centre. The information available on the website includes the Company's Continuous Disclosure and Communications Policy, which supports the Company's commitment to effective communication with shareholders and encourages participation by shareholders at general meetings, among other things.

The Company's website also contains other information about the Company, including:

- a) the Board and senior management team;
- b) key Policies and the Board Charter;
- c) ASX announcements;
- d) Annual reports;
- e) Corporate presentation;
- f) notices of meetings; and
- g) media releases.

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

The Company is committed to facilitating effective two-way communication with investors, with the aim of allowing shareholders and other financial market participants to gain a greater understanding of the Company's operations, governance, financial performance and prospects. The Company welcomes shareholder participation at the AGM and shareholder and investor enquiries. Matters of concern raised in this way are regularly communicated to the Board.

Recommendation 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders

NGY encourages attendance at, and participation in general meetings, whether virtual or otherwise as follows:

- a notice of meeting is made available to shareholders prior to meetings, including details of the time and place of the meeting, the business to be considered and proxy voting procedures.
- as some shareholders are not able to attend meetings of shareholders, shareholders are able to forward their questions to the Company prior to the meetings.
- the Chair and CEO take any comments and questions received from the shareholders after their address.
- the current audit partner attends the AGM and is available to answer shareholders' questions about the audit.

Annual Reports are provided electronically on the Company's website, unless a shareholder elects to receive a printed copy. Announcements made by the Company to the ASX are made available on the website under the headings "ASX Announcements" and "Presentations & Reports".

Recommendation 6.4

A listed entity should ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than a show of hands.

All resolutions at the 2023 annual general meeting, scheduled for 23 November 2023, will be decided by poll.

Recommendation 6.5

A listed entity should give shareholders the option to receive communications from, and send communications to, the entity and its security registry electronically.

NGY recognises that it is efficient to communicate electronically and accordingly, shareholders are given the option, and are encouraged, to receive communications from the Company and the share registry electronically.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1

The board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:**
 - i) has at least three members, a majority of whom are independent directors; and**
 - ii) is chaired by an independent director,**
- and disclose:**
 - iii) the charter of the committee;**
 - iv) the members of the committee; and**
 - v) as at the end of each reporting period, the number of times the committee has met throughout the period and the individual attendances 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.**

The Company views effective risk management as key to achieving and maintaining its operational and strategic objectives. The identification and management of NGY's risks are an important priority of the Board, who has elected to retain responsibility for the functions that would have otherwise been delegated to a separate Risk Committee.

The Company's risk management is assessed and managed by the Board and the Executive Committee (EXCO) and is governed by the "Risk Management and Oversight Policy" which is available on the Company's website. The Board considers the oversight and approval of risk management strategies and procedures in place. The Company has in place a system whereby management is responsible for active identification of risk and implementation of mitigation measures and may be required to report to its adherence to policies and guidelines approved by the Board for the management of risks.

Management regularly monitors and evaluates the effectiveness of its risk management processes and plans, and reports regularly on risk management to the EXCO and the Board, identifying the Company's material risks and the extent to which the Company's ongoing risk management program effectively identifies, manages and addresses risk management issues.

Recommendation 7.2

The board or 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**
- b) disclose, in relation to each reporting period, whether such a review has taken place**

NGY intends to regularly review its risk management procedures to ensure that it complies with its legal obligations.

The purpose of such reviews is to assist the CEO, Country General Manager, Indonesia and Finance and Administration Manager in providing the declarations required under section 295A of the *Corporations Act 2001 (Cth)*. The reviews intend to encompass financial, legal, regulatory, workplace health and safety and personnel risks.

A regular review of the Company's risk management framework will be conducted by management and an annual review undertaken by the Board to assess if any significant changes to the framework or policy can be identified. The Board has conducted the review for the reporting period in accordance with the risk management framework of the Company.

Recommendation 7.3

A listed entity should disclose:

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

The Company does not have an internal audit function. The Board believes that specific responsibilities for risk management are clearly communicated, understood and managed by it and senior management. The reporting obligations of management ensure that the Board is regularly informed of material risk management issues and actions.

Recommendation 7.4

A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Company is of the view that it has adequately disclosed the nature of its operations and relevant information on exposure to economic, environmental and social sustainability risks. The Company does not currently have material exposure to environmental and social sustainability risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The board of a listed entity should:

- a) have a remuneration committee which:
 - i) has at least three members, a majority of whom are independent directors; and
 - ii) is chaired by an independent director,and disclose:
 - iii) the charter of the committee;
 - iv) the members of the committee; and
 - v) 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.

At this stage the Company does not have a Remuneration Committee. The Board considers that the Company is not currently the size nor are its affairs of such complexity to justify the formation of a separate Remuneration Committee. The Board collectively performs the function of the Remuneration Committee in discharging its responsibilities to shareholders and other stakeholders with respect to remuneration by reviewing and making appropriate recommendations on:

- (a) remuneration packages of executive directors, non-executive directors and senior executives; and
- (b) employee incentive and equity-based plans (if any) including the appropriateness of performance hurdles and total payments proposed.

Recommendation 8.2

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

Details of the Company's remuneration policies and practices are included in the "Remuneration Report" within the Annual Report. Details of compensation for Directors and senior management are also disclosed within the "Remuneration Report".

The structure of remuneration for Non-Executive Directors is clearly distinguished from that of Executive Directors and senior management, including in relation to termination entitlements. The Company does not currently have any schemes for retirement benefits for Non-Executive Directors, other than the compulsory superannuation guarantee levy.

Recommendation 8.3

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

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

Under the Company's Securities Trading Policy, employees are prohibited from entering into transactions or arrangements which could have the effect of limiting their risk relating to an element of their remuneration that has not vested.

The Securities Trading Policy may be viewed on the Investors page on the Company's website (www.nuenergygas.com) under the heading "Corporate Governance".