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## Finder Energy Holdings Limited (ACN 656 811 719) (Company)

### Corporate Governance Statement

This Corporate Governance Statement is current as at 26 September 2024 and has been approved by the Board of the Company on that date.

This document discloses the extent to which the Company will follow, as at the date it is admitted to the official list of the ASX, the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant ASX Recommendation.

The Company's corporate governance policies are available in the "Corporate" section of the Company's website [www.finderenergy.com](http://www.finderenergy.com).

Principles and Recommendations	Compliance by the Company
<p><b>Principle 1 – Lay solid foundations for management and oversight</b></p> <p><i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i></p>	
<p><b>Recommendation 1.1</b></p> <p>A listed entity should review and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder’s Board Charter is available in the “Corporate Governance” tab of its website.</p> <p>Sections 3 and 5 of the Board Charter set out the respective roles and responsibilities of management and those matters expressly reserved to the board and those delegated to management. The Board retains oversight of those matters delegated to management and is responsible for regularly reviewing the division of matters reserved for itself and those delegated to management.</p> <p>Specifically:</p> <ul style="list-style-type: none"> <li>• section 3 sets out the Board’s responsibilities;</li> <li>• section 5 sets out the responsibilities of the Board Chair and the CEO;</li> <li>• section 6 sets out the responsibilities of any Lead Independent Director; and</li> <li>• section 9 sets out the responsibilities of the Company Secretary.</li> </ul> <p>The Board may from time to time establish committees to assist the Board in discharging certain of its responsibilities (section 7, Board Charter).</p> <p>The Board Charter can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder undertakes appropriate checks before appointing a Director or senior executive, or putting someone forward for election as a Director.</p> <p>The Board’s responsibilities (section 3, Nomination Committee Charter) include:</p> <ul style="list-style-type: none"> <li>• undertaking appropriate checks in relation to the appointment and re-appointment of Directors; and</li> <li>• reviewing disclosures relating to the proposed election or re-election of Directors.</li> </ul> <p>Finder provides shareholders with all material information relevant to a decision on whether to elect or re-elect a Director in the relevant notice of meeting (section 5, Shareholder Communication Policy).</p>
<p><b>Recommendation 1.3</b></p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a written agreement with each director and senior executive setting out the terms of their appointment.</p>

Principles and Recommendations	Compliance by the Company
<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	
<p><b>Recommendation 1.4</b></p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 9 of the Board Charter provides that the company secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p> <p>The Board Charter can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board to set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder's Diversity and Inclusion Policy is available at <a href="https://finderenergy.com/about/corporate-governance">https://finderenergy.com/about/corporate-governance</a>.</p> <p>The Board is responsible for, among other things, setting measurable objectives for achieving diversity, reporting on Finder's progress in achieving them and ensuring compliance with regulatory gender diversity reporting requirements (section 3, Diversity and Inclusion Policy).</p> <p>The Board monitors the extent to which the level of diversity within the Company is appropriate on an ongoing basis and periodically considers measures to improve it. The Board will further consider the establishment of objectives for achieving gender diversity as the Company develops and its circumstances change.</p> <p>The respective proportions of men and women on the Board, in senior roles and across the whole workforce are:</p> <ul style="list-style-type: none"> <li>• Board: 25% women, 75% men;</li> <li>• senior executive: 0% women, 100% men; and</li> <li>• whole workforce: 23% women, 77% men.</li> </ul>

Principles and Recommendations	Compliance by the Company
<p style="text-align: center;">“Gender Equality Indicators”, as defined in and published under the Act.</p>	
<p><b>Recommendation 1.6</b></p> <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>The Company complies with this ASX Recommendation.</p> <p>The Board is responsible for periodically evaluating the performance of the Board, its committees and each Director (section 3, Board Charter). The Board may use an external consultant to facilitate these evaluations.</p> <p>Finder’s Performance Evaluations Policy is available in the “Corporate Governance” tab of its website.</p> <p>The Board’s responsibilities include reviewing Finder’s process for evaluating the performance of the Board, its committees and individual Directors and related disclosures (section 3, Nomination Committee Charter).</p> <p>Finder confirms a performance evaluation has been undertaken for the period ending 30 June 2024 in accordance with the process set out in its Performance Evaluations Policy.</p>
<p><b>Recommendation 1.7</b></p> <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>The Company complies with this ASX Recommendation.</p> <p>The CEO is responsible for developing and maintaining succession plans for senior executives and evaluating their performance based on company financial performance, individual performance and other financial and non-financial metrics (section 5, Board Charter).</p> <p>Finder’s Performance Evaluations Policy is available in the “Corporate Governance” tab of its website.</p> <p>Finder confirms a performance evaluation has been undertaken for the period ending 30 June 2024 in accordance with the process set out its Performance Evaluations Policy.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Principle 2 – Structure the board to add value</b></p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>	
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee;</p> <p>(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</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>The Company does not comply with this ASX Recommendation.</p> <p>Finder does not have a separate nomination committee. Given the current composition of the Board and nature and scale of Finder’s activities, the Board considers it can deal with Board composition and succession issues efficiently and effectively without establishing one at this time.</p> <p>The Board as a whole carries out the responsibilities that would ordinarily be carried out by a separate nomination committee, including:</p> <ul style="list-style-type: none"> <li>• reviewing the size, structure and composition of the Board, which includes consideration of an appropriate mix of skills, knowledge, experience, independence and diversity (section 2, Board Charter); and</li> <li>• overseeing Board succession planning (section 3, Board Charter),</li> </ul> <p>having regard to the specific responsibilities set out in Finder’s Nomination Committee Charter. Finder’s Nomination Committee Charter is available in the “Corporate Governance” tab of its website.</p> <p>The Board will periodically review these arrangements.</p>
<p><b>Recommendation 2.2</b></p> <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>The Company complies with this ASX Recommendation.</p> <p>The Board has a board skills matrix setting out the collective mix of skills, knowledge and experience considered optimal for the Board. Finder’s board skills matrix is at <b>Attachment A</b> to this Corporate Governance Statement.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Board has disclosed in its Annual Report the names of the Directors considered by the Board to be independent. The independent Directors of Finder are Bronwyn Barnes and Frederick Wehr.</p>

Principles and Recommendations	Compliance by the Company
<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 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>Details of the Directors' interests, positions, associations and relationships are provided in the Annual Report. If a Director has an interest, position 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, Finder will disclose the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion.</p> <p>As at 30 June 2024 and at the date of this Corporate Governance Statement, the following Directors have served continuously since their respective dates of appointment:</p> <ul style="list-style-type: none"> <li>• Damon Neaves — appointed as a Director effective 25 January 2022</li> <li>• Shane Westlake — appointed as a Director effective 25 January 2022</li> <li>• Bronwyn Barnes — appointed as a Director effective 25 January 2022</li> <li>• Frederick Wehr — appointed as a Director effective 25 January 2022</li> </ul>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company does not comply with this ASX Recommendation but does have equal representation of independent and executive directors.</p> <p>Section 2 of the Board Charter provides that, where practicable, a majority of the Board should be independent. As at 30 June 2024, a majority of the Board were not independent. The Board has formed the view that, given the size and composition of the Board, the current Board structure is appropriate for Finder. In particular, the Board considers the current Directors together have the appropriate balance of skills, knowledge, experience and diversity to enable the Board to discharge its responsibilities.</p>
<p><b>Recommendation 2.5</b></p> <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>The Company complies with this ASX Recommendation. The Chair of the Board is an independent director and not the CEO.</p>
<p><b>Recommendation 2.6</b></p> <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 opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The role of the Company Secretary includes helping to organise and facilitate the induction and professional development of Directors (section 9, Board Charter).</p> <p>The Board Charter can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>	

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company's website includes a statement of the Company's values which can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a> and are listed below as:</p> <ul style="list-style-type: none"> <li>• respect</li> <li>• working together</li> <li>• passion</li> <li>• integrity</li> <li>• transparency</li> <li>• innovation</li> </ul>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breach of that code.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company Secretary is responsible for ensuring the Board is informed of any material breaches of the Code (section 4, Code of Conduct).</p> <p>The Code of Conduct can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a Whistleblower Protection Policy which can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p> <p>The Company Secretary is responsible for ensuring the Board is informed of any material breaches of the Policy (section 12, Whistleblower Policy).</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has an Anti-Bribery and Corruption Policy which can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p> <p>The Company Secretary is responsible for ensuring the Board is informed of any material breaches of the Policy (section 5, Anti-Bribery and Corruption Policy).</p>
<p><b>Principle 4 – Safeguard integrity in corporate reporting</b></p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports</i></p>	

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Company does not comply with this ASX Recommendation.</p> <p>Finder does not have a separate audit committee. Given the current composition of the Board and the nature and scale of Finder's activities, the Board considers it can oversee the corporate reporting process efficiently and effectively without establishing one at this time.</p> <p>The Board as a whole carries out the responsibilities that would ordinarily be carried out by a separate audit committee, including:</p> <ul style="list-style-type: none"> <li>overseeing the integrity of Finder's accounting and corporate reporting systems including external audit (section 3, Board Charter); and</li> <li>selecting and recommending to shareholders the appointment of the external auditor (section 3, Board Charter),</li> </ul> <p>having regard to the specific responsibilities set out in Finder's Audit and Risk Committee Charter. Finder's Audit and Risk Committee Charter is available in the "Corporate Governance" tab of its website.</p> <p>The Board will periodically review these arrangements.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards</p>	<p>The Board, having regard to the specific responsibilities set out in Finder's Audit and Risk Committee Charter, will assess whether Finder's financial statements provide a true and fair view of the financial position and performance of Finder which includes review of the relevant CEO and CFO declarations.</p>



Principles and Recommendations	Compliance by the Company
and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Board is responsible for overseeing the integrity of Finder’s accounting and corporate reporting systems (section 3, Board Charter).</p> <p>The Board Charter can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>	
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a Continuous Disclosure Policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1 which can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Under section 6 of the Company’s Continuous Disclosure Policy, the Company is required to provide the Board with copies of all material market announcements promptly after they have been made.</p> <p>The Continuous Disclosure Policy can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation material on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 9(b) of the Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).</p> <p>The Disclosure Policy can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Principle 6 – Respect the rights of security holders</b></p> <p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder maintains a website (<a href="http://www.finderenergy.com">www.finderenergy.com</a>) which provides, via intuitive and easily located links, general information about itself and its governance to investors (section 3, Shareholder Communication Policy).</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder’s Shareholder Communication Policy sets out its investor relations program. In particular, Finder facilitates effective two-way communication with investors by:</p> <ul style="list-style-type: none"> <li>• providing a facility for shareholders to receive communications from, and send communications to, Finder and its security register electronically (section 2);</li> <li>• encouraging attendance and participation at meetings (section 5); and</li> <li>• including on its website contact details for itself and its share registry for any shareholder queries (section 6).</li> </ul> <p>The Shareholder Communication Policy can be found at <a href="https://finderenergy.com/about/corporate-governance">https://finderenergy.com/about/corporate-governance</a>.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder facilitates and encourages shareholder participation at meetings by:</p> <ul style="list-style-type: none"> <li>• holding meetings at a reasonable time and place;</li> <li>• where appropriate, considering the use of technology to facilitate and encourage participation;</li> <li>• giving shareholders an opportunity to submit questions and comments ahead of any meeting they cannot attend and, where appropriate, addressing any such questions or comments at the relevant meeting; and</li> <li>• asking its external auditor to attend each AGM to answer shareholder questions about the conduct of the audit and the preparation of the auditor’s report</li> </ul> <p>(section 5, Shareholder Communication Policy) which can be found at <a href="http://finderenergy.com/about/corporate-governance">finderenergy.com/about/corporate-governance</a>.</p>
<p><b>Recommendation 6.4</b></p>	<p>The Company complies with this ASX Recommendation.</p>

Principles and Recommendations	Compliance by the Company
<p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>Finder ensures all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands (section 5, Shareholder Communication Policy).</p> <p>The Shareholder Communication Policy can be found at <a href="http://finderenergy.com/about/corporate-governance">finderenergy.com/about/corporate-governance</a>.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder facilitates two-way investor communications electronically (section 2, Shareholder Communication Policy) with an option for shareholders and others interested in Finder to choose to receive information by post (section 4, Shareholder Communication Policy).</p> <p>The Shareholder Communication Policy can be found at <a href="http://finderenergy.com/about/corporate-governance">finderenergy.com/about/corporate-governance</a>.</p>
<p><b>Principle 7 - Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i></p>	
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for</p>	<p>The Company does not comply with this ASX Recommendation.</p> <p>Finder does not have a separate risk committee. Given the current composition of the Board and the nature and scale of Finder's activities, the Board considers it can oversee Finder's risk management framework efficiently and effectively without establishing one at this time.</p> <p>The Board as a whole carries out the responsibilities that would ordinarily be carried out by a separate risk committee, including:</p> <ul style="list-style-type: none"> <li>satisfying itself (on an annual basis) that Finder has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate (section 3, Board Charter); and</li> <li>satisfying itself that Finder has in place an appropriate regulatory compliance framework (section 3, Board Charter),</li> </ul> <p>having regard to the specific responsibilities set out in Finder's Audit and Risk Committee Charter. Finder's Audit and Risk Committee Charter is available in the "Corporate Governance" tab of its website.</p> <p>The Board will periodically review these arrangements.</p>

Principles and Recommendations	Compliance by the Company
<p>overseeing the entity's risk management framework.</p>	
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Board is responsible for:</p> <ul style="list-style-type: none"> <li>• satisfying itself (on an annual basis) that Finder has in place an appropriate risk management framework (for both financial and non-financial risks); and</li> <li>• setting the risk appetite within which the Board expects management to operate (section 3, Board Charter).</li> </ul> <p>The Board's responsibilities include:</p> <ul style="list-style-type: none"> <li>• monitoring management's performance against Finder's risk management framework, including whether it is operating within the risk appetite set by the Board;</li> <li>• reviewing Finder's risk management framework and the risk appetite set by the Board; and</li> <li>• reviewing disclosures relating to the occurrence of a review of Finder's risk management framework and its risk management framework generally (section 3, Audit and Risk Committee Charter).</li> </ul>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder does not have an internal audit function. Finder's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes are managed by the Board and include:</p> <ul style="list-style-type: none"> <li>• the Board satisfying itself (on an annual basis) that Finder has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate (section 3, Board Charter);</li> <li>• the Board: <ul style="list-style-type: none"> <li>- monitoring management's performance against Finder's risk management framework, including whether it is operating within the risk appetite set by the Board;</li> <li>- reviewing any material incident involving fraud or a break-down of Finder's risk controls and the "lessons learned";</li> <li>- receiving reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;</li> <li>- reviewing Finder's risk management framework and the risk appetite set by the Board; and</li> </ul> </li> </ul>

Principles and Recommendations	Compliance by the Company
	<ul style="list-style-type: none"> <li>- reviewing Finder's insurances</li> </ul> (section 3, Audit and Risk Committee Charter). Finder's Board Charter and Audit and Risk Committee Charter are available in the "Corporate Governance" tab of its website
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Finder has disclosed in its Annual Report any material exposure to environmental or social risks and Finder's management of those risks, with the Board responsible for reviewing such disclosures (section 3, Audit and Risk Committee Charter).</p>

Principles and Recommendations	Compliance by the Company
<p><b>Principle 8 – Remunerate fairly and responsibly</b>  <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity’s values and risk appetite.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director. and disclose: <ul style="list-style-type: none"> <li>(i) the charter of the committee;</li> <li>(ii) the members of the committee; and</li> <li>(iii) 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</li> </ul> </li> </ul> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Company does not comply with this ASX Recommendation.</p> <p>Finder does not have a separate remuneration committee. Given the current composition of the Board and nature and scale of Finder’s activities, the Board considers it can deal with remuneration issues efficiently and effectively without establishing one at this time.</p> <p>The Board as a whole carries out the responsibilities that would ordinarily be carried out by a separate remuneration committee, including:</p> <ul style="list-style-type: none"> <li>• approving Board, CEO and executive remuneration (section 3, Board Charter);</li> <li>• setting non-executive Director remuneration within shareholder approved limits (section 3, Board Charter); and</li> <li>• satisfying itself that Finder’s remuneration policies are aligned with its purpose, values, strategic objectives and risk appetite (section 3, Board Charter),</li> <li>• having regard to the specific responsibilities set out in Finder’s Remuneration Committee Charter. Finder’s Remuneration Committee Charter is available in the “Corporate Governance” tab of its website.</li> </ul> <p>The Board will periodically review these arrangements.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>In setting the remuneration of non-executive Directors, executive Directors and other senior executives, Finder's policies and practices include:</p> <ul style="list-style-type: none"> <li>• setting non-executive Director remuneration within shareholder approved limits (section 3, Board Charter);</li> <li>• ensuring remuneration policies align with its purpose, values, strategic objectives and risk appetite (section 3, Board Charter);</li> <li>• considering financial and non-financial metrics when evaluating performance and setting senior executive remuneration; and</li> <li>• reviewing proposed remuneration for no gender or other inappropriate bias (section 3, Remuneration Committee Charter).</li> </ul> <p>Details of Finder's remuneration policies and practices for non-executive Directors, executive Directors and other senior executives are included in Finder's Annual Report.</p>
<p><b>Recommendation 8.3</b></p> <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>The Company complies with this ASX Recommendation.</p> <p>Finder's Securities Trading Policy is available in the "Corporate Governance" tab of its website.</p> <p>Section 8 of the Securities Trading Policy prohibits participants in its equity-based remuneration scheme from entering into transactions which operate to limit the economic risk of security holding.</p> <p>The policy can be found at <a href="https://finderenergy.com/about/corporate-governance/">https://finderenergy.com/about/corporate-governance/</a>.</p>

Principles and Recommendations	Compliance by the Company
<p><b>Principle 9 – Additional recommendation that apply only in certain cases</b></p>	
<p><b>Recommendation 9.1</b></p> <p>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</p>	<p>Finder does not have a director in this position and this ASX Recommendation is therefore inapplicable.</p>

Principles and Recommendations	Compliance by the Company
<p>written should be disclosed the processes it had in place to ensure the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents.</p>	
<p><b>Recommendation 9.2</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Finder is established in Australia and this ASX Recommendation is therefore not applicable.</p>
<p><b>Recommendation 9.3</b> A listed entity established outside Australia, and an externally managed listed entity that has a AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Finder is established in Australia and not an externally managed listed entity and this ASX Recommendation is therefore not applicable.</p>



## Attachment A Board Skills Matrix

In considering the appointment of, or recommendation for re-appointment of, Directors, the Board has regard to the Board Skills Matrix set out below. The Board seeks to collectively represent a balance of skills.

All Directors are expected to actively support the core values of Finder Energy Holdings Limited (ACN 656 811 719), and to work diligently to safeguard the long-term interests of the Company and its value to Shareholders. All Directors must demonstrate a track record of ethical leadership and accountability, of operating successfully in an environment of challenge and collegiality, and of understanding commercial risk/return trade-offs. Particular skills and experience which need to be adequately represented include (not in priority order):

Skill / experience area	Description	Board (Total directors: 4)
<b>Leadership</b>	Senior executive role or substantial Board experience in a publicly listed company in Australia or overseas, with proven track record of leadership and governance skills, including consideration of emerging new expectations in governance.	Extensive: 3 Moderate: - Low: 1
<b>Oil and Gas Experience</b>	Senior role or substantial Board experience within the oil and gas industry in Australia or overseas.	Extensive: 3 Moderate: - Low: 1
<b>Financial / Accounting</b>	Relevant experience and capability to evaluate financial statements and understand key financial drivers of the business, bringing understanding of corporate finance and experience to evaluate the adequacy of financial risk and controls.	Extensive: 1 Moderate: 3 Low: -
<b>Risk Management</b>	Senior executive role or substantial Board experience with robust risk management frameworks in a large or medium-sized organisation, preferably with global operations.	Extensive: 1 Moderate: 3 Low: -
<b>Regulatory and Legal Compliance</b>	Executive or Board position experience in relevant legislation including deep knowledge of the relevant company laws and industry regulatory bodies.	Extensive: 1 Moderate: 3 Low: -
<b>Corporate Development</b>	Experience in business development, equity and debt funding strategies, capital and debt raising.	Extensive: 1 Moderate: 2 Low: 1
<b>Mergers and Acquisitions</b>	Experience in delivering merger and acquisition projects in both a domestic and global context.	Extensive: 2 Moderate: 2 Low: -
<b>Global Business Experience</b>	Experience working as an executive in multiple geographies, including a strong understanding of global markets, and the macro-political and economic environment.	Extensive: 3 Moderate: 1 Low: -
<b>People and Remuneration</b>	Senior executive role or substantial Board experience with remuneration frameworks that attract and retain a high calibre of executives and other employees, and promote inclusion and diversity.	Extensive: 3 Moderate: 1 Low: -