# Appendix 4G

# Key to Disclosures
## Corporate Governance Council Principles and Recommendations

Name of entity

BPH Global Limited

ABN/ARBN

57 009 104 330

Financial year ended:

30 June 2025

Our corporate governance statement[1] for the period above can be found attached.

The Corporate Governance Statement is accurate and up to date as at 30 September 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[2]

| | |
|---|---|
| Date: | 30 September 2025 |
| Name of authorised officer authorising lodgement: | Justyn Stedwell – 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] 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,[3] 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:[4] |
|---|---|---|---|
| **PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT** | | | |
| 1.1 | A listed entity should have and disclose a board charter setting out:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management. | ☒<br>and we have disclosed a copy of our board charter at:<br>https://bphglobal.com.au | ☐ set out in our Corporate Governance Statement **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2 | A listed entity should:<br>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and<br>(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**<br>☐ 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**<br>☐ 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**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |

[3] 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/").

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

| **Corporate Governance Council recommendation** | | **Where a box below is ticked,[3] 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:[4]** |
|---|---|---|---|
| 1.5 | A listed entity should:<br>(a) have and disclose a diversity policy;<br>(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<br>(c) disclose in relation to each reporting period:<br>(1) the measurable objectives set for that period to achieve gender diversity;<br>(2) the entity's progress towards achieving those objectives; and<br>(3) either:<br>(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<br>(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.<br>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. | ☐<br>and we have disclosed a copy of our diversity policy at:<br>https://bphglobal.com.au<br>and we have disclosed the information referred to in paragraph (c) at:<br>in the Company's Corporate Governance Statement | ☒ set out in our Corporate Governance Statement **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |
| 1.6 | A listed entity should:<br>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and<br>(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. | ☒<br>and we have disclosed the evaluation process referred to in paragraph (a) at:<br>in the Company's Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |

| **Corporate Governance Council recommendation** | | **Where a box below is ticked,[3] 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:[4]** |
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| 1.7 | A listed entity should:<br>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and<br>(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. | ☒<br>and we have disclosed the evaluation process referred to in paragraph (a) at:<br>in the Company's Corporate Governance Statement<br>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
|---|---|---|---|
| **PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE** | | | |
| 2.1 | The board of a listed entity should:<br>(a) have a nomination committee which:<br>(1) has at least three members, a majority of whom are independent directors; and<br>(2) is chaired by an independent director,<br>and disclose:<br>(3) the charter of the committee;<br>(4) the members of the committee; and<br>(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<br>(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. | ☐<br>*[If the entity complies with paragraph (b):]*<br>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:<br>in the Company's Corporate Governance Statement | ☒ set out in our Corporate Governance Statement **OR**<br>☐ 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. | ☐<br>and we have disclosed our board skills matrix at:<br>……..<br>[*insert location*] | ☒ set out in our Corporate Governance Statement **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |
| 2.3 | A listed entity should disclose:<br>(a) the names of the directors considered by the board to be independent directors;<br>(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<br>(c) the length of service of each director. | ☒<br>and we have disclosed the names of the directors considered by the board to be independent directors at:<br>in the Company's Corporate Governance Statement<br>and, where applicable, the information referred to in paragraph (b) at:<br>in the Company's Corporate Governance Statement<br>and the length of service of each director at:<br>in the Company's Annual Report. | ☐ set out in our Corporate Governance Statement |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
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| 2.4 | A majority of the board of a listed entity should be independent directors. | ☐ | ☒ set out in our Corporate Governance Statement **OR**<br>☐ 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**<br>☐ 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**<br>☐ 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. | ☒<br>and we have disclosed our values at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement |
| 3.2 | A listed entity should:<br>(a) have and disclose a code of conduct for its directors, senior executives and employees; and<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that code. | ☒<br>and we have disclosed our code of conduct at: | ☐ set out in our Corporate Governance Statement |
| 3.3 | A listed entity should:<br>(a) have and disclose a whistleblower policy; and<br>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | ☒<br>and we have disclosed our whistleblower policy at:<br>https://bphglobal.com.au | ☐ set out in our Corporate Governance Statement |
| 3.4 | A listed entity should:<br>(a) have and disclose an anti-bribery and corruption policy; and<br>(b) ensure that the board or committee of the board is informed of any material breaches of that policy. | ☐<br>and we have disclosed our anti-bribery and corruption policy at:<br>……..<br>[*insert location*] | ☒ set out in our Corporate Governance Statement |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
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| **PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS** | | | |
| 4.1 | The board of a listed entity should:<br>(a) have an audit committee which:<br>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and<br>(2) is chaired by an independent director, who is not the chair of the board,<br>and disclose:<br>(3) the charter of the committee;<br>(4) the relevant qualifications and experience of the members of the committee; and<br>(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<br>(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. | ☐<br>[*If the entity complies with paragraph (b):*]<br>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:<br>in the Company's Corporate Governance Statement | ☒ 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 |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
|---|---|---|---|
| **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. | ☒<br>and we have disclosed our continuous disclosure compliance policy at:<br>https://bphglobal.com.au | ☐ 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. | ☒<br>and we have disclosed information about us and our governance on our website at:<br>https://bphglobal.com.au | ☐ 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. | ☒<br>and we have disclosed how we facilitate and encourage participation at meetings of security holders at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | ☒ | ☐ 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 |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
|---|---|---|---|
| **PRINCIPLE 7 – RECOGNISE AND MANAGE RISK** | | | |
| 7.1 | The board of a listed entity should:<br>(a) have a committee or committees to oversee risk, each of which:<br>(1) has at least three members, a majority of whom are independent directors; and<br>(2) is chaired by an independent director,<br>and disclose:<br>(3) the charter of the committee;<br>(4) the members of the committee; and<br>(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<br>(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. | ☐<br>*[If the entity complies with paragraph (b):]*<br>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:<br>in the Company's Corporate Governance Statement | ☒ set out in our Corporate Governance Statement |
| 7.2 | The board or a committee of the board should:<br>(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<br>(b) disclose, in relation to each reporting period, whether such a review has taken place. | ☒<br>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement |
| 7.3 | A listed entity should disclose:<br>(a) if it has an internal audit function, how the function is structured and what role it performs; or<br>(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. | ☒<br>*[If the entity complies with paragraph (b):]*<br>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:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement |

| **Corporate Governance Council recommendation** | | **Where a box below is ticked,[3] 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:[4]** |
|---|---|---|---|
| 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. | ☒<br>and we have disclosed whether we have any material exposure to environmental and social risks at:<br>in the Company's Corporate Governance Statement | ☐ set out in our Corporate Governance Statement |

| Corporate Governance Council recommendation | | Where a box below is ticked,[3] 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:[4] |
|---|---|---|---|
| **PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY** | | | |
| 8.1 | The board of a listed entity should:<br>(a) have a remuneration committee which:<br>(1) has at least three members, a majority of whom are independent directors; and<br>(2) is chaired by an independent director,<br>and disclose:<br>(3) the charter of the committee;<br>(4) the members of the committee; and<br>(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<br>(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. | ☐<br>*[If the entity complies with paragraph (b):]*<br>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:<br>in the Company's Corporate Governance Statement | ☒ set out in our Corporate Governance Statement **OR**<br>☐ 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. | ☒<br>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:<br>The Remuneration Policy available at https://bphglobal.com.au | ☐ set out in our Corporate Governance Statement **OR**<br>☐ 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:<br>(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<br>(b) disclose that policy or a summary of it. | ☒<br>and we have disclosed our policy on this issue or a summary of it at:<br>The Company's Security Trading Policy available at https://bphglobal.com.au | ☐ set out in our Corporate Governance Statement **OR**<br>☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR**<br>☐ we are an externally managed entity and this recommendation is therefore not applicable |

# 2025 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out BPH Global Ltd's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 30 September 2025 and has been approved by the board of the Company (**Board**).

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| **1.** | Lay solid foundations for management and oversight | | |
| *1.1.* | *A listed entity should have and disclose a board charter setting out:*<br>*(a) the respective roles and responsibilities of its board and management; and*<br>*(b) those matters expressly reserved to the board and those delegated to management.* | Yes | The Board is responsible for promoting the success of the Company through its overseeing the management of the Company, providing corporate governance of the Company, monitoring the financial performance of the Company, engaging appropriate management developing corporate strategy and performance objectives, and reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance.<br><br>Senior executives are responsible for supporting the Chief Executive Officer and assisting the Chief Executive Officer in implementing the running of the general operations and financial business of the Company in accordance with the delegated authority of the Board. Senior executives are responsible for reporting all matters at first instance to the Chief Executive Officer or, if the matter concerns the Chief Executive Officer, directly to the Chair or the lead independent Director, as appropriate.<br><br>The functions reserved to the Board, and those delegated to senior executives are set out in the Board Charter, which is available on the Company's website: https://bphglobal.com.au. |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *1.2.* | *A listed entity should:*<br>*(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and*<br>*(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.* | Yes | In determining candidates to join the Board the Board will evaluate the mix of skills, experience, expertise and diversity of the existing Board. In particular, the board will seek to identify the particular skills and diversity that will best increase the Board's effectiveness. Consideration will also be given to the balance of independent Directors. Any appointment made by the Board will be subject to ratification by shareholders at the next general meeting.<br><br>Prior to the appointment of a new director to the Board or senior executive will undertake appropriate checks to ensure that the person's character, experience and education are appropriate for the position. |
| *1.3.* | *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.* | Yes | Each director and senior executive will have a written letter of appointment or executive contract setting out the terms of his or her appointment. |
| *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.* | Yes | The Board Charter outlines the role, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters relating to the proper functioning of the Board. The Company Secretary supports the Board by monitoring that Board policy and procedures are followed, and by coordinating the completion and dispatch of Board agendas, minutes, registers and briefing papers. |
| *1.5.* | *A listed entity should:*<br>*(a) have and disclose a diversity policy;* | No | The Company has established a Diversity Policy, which provides the Board with objectives for achieving diversity that are appropriate for the Company. |
| | *(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* | | The Board considers due to the size of the Company setting measurable diversity objectives is not appropriate with its practice currently being to hire the most appropriate candidate for the position to be filled having regard to the activities to be undertaken in the role. As the Company increases in size the board will consider setting measurable objectives. There are currently no women on the Board or in senior management positions and no female employees.<br><br>The Diversity Policy is available on the Company's website: https://bphglobal.com.au |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| | *(c) disclose in relation to each reporting period:*<br>*(1) the measurable objectives set for that period to achieve gender diversity;*<br>*(2) the entity's progress towards achieving those objectives; and*<br>*(3) either:*<br>*(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*<br>*(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.*<br>*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.* | | |
| *1.6.* | *A listed entity should:*<br>*(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*<br>*(b) disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.* | Yes | The Chair has the overall responsibility for evaluating the Board, any committees established and, when appropriate, individual Directors on an annual basis. The method and scope of the performance evaluation will be set by the Chair. The Chairperson may also use an independent adviser to assist in the review.<br><br>For the year ended 30 June 2025, the Board undertook a number of reviews of the composition and performance of the Board as part of its ongoing review of all of the Company's operations. |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *1.7.* | *A listed entity should:*<br>*(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and*<br>*(b) disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.* | Yes | The Chief Executive Officer will review the performance of the senior executives. The Chief Executive Officer will conduct a performance evaluation of the senior executives by meeting individually with each senior executive on a yearly basis to review performance against the senior executive's responsibilities as outlined in his or her contract with the Company and against key performance indicators (KPI's) set for the senior executive set by the Chief Executive Officer or the Board.<br><br>The performance of Executive Directors and the Chief Executive Officer will be reviewed by the Board. The Board (or Directors nominated by the board) will conduct a formal performance evaluation of any Executive Directors annually to review performance against KPIs set for the previous year, and to establish KPIs for the forthcoming year.<br><br>The Company did undertake a performance appraisal of senior executives during the reporting period as part of its ongoing review of all of the Company's operations. |
| **2.** | Structure the board to be effective and add value | | |
| *2.1.* | *The board of a listed entity should:*<br>*(a) have a nomination committee which:*<br>*(1) has at least three members, a majority of whom are independent directors; and*<br>*(2) is chaired by an independent director,*<br>*and disclose:*<br>*(3) the charter of the committee;*<br>*(4) the members of the committee; and*<br>*(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*<br>*(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.* | No | The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate or special committees at this time preferring to manage the Company through the full board of Directors.<br><br>Matters and duties typically dealt with by a Nomination Committee will be dealt with by the full Board in accordance with adopted policies and procedures. If the Company's activities increase in size, the appointment of Nomination Committee will be reviewed by the Board and implemented if appropriate.<br><br>The Board devotes time at Board meetings on at least an annual basis to discuss Board succession issues. Where appropriate, all members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.<br><br>The Board also intends to conduct a review of the Company's Board Skills to ensure the Board maintains an appropriate balance of skills, experience, independence and knowledge to discharge its duties and responsibilities effectively. |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *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.* | No | The Company has not developed a skills matrix for the Board. It is intended this will be completed and documented in the future. A profile of each Director setting out their skills, experience, expertise and period of office will be included in the Company's Annual Report. The mix of skills and diversity for which the Board is looking to achieve in its membership is represented by the current Board. The Board comprises Directors with significant experience as Directors of public companies; marketing experience; accounting and financial expertise; experience in the management and growth of businesses and extensive experience in the industry in which The Company operates. The Board considers that these skills and experience are appropriate for The Company. When contemplating a proposed board appointment, the Board strives to ensure that it considers diversity of experience and any perceived gaps in skills and experience. |
| *2.3.* | *A listed entity should disclose:*<br>*(a) the names of the directors considered by the board to be independent directors;*<br>*(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and*<br>*(c) the length of service of each director.* | Yes | As at 30 June 2025, the Board comprised of five Directors, none of whom are Independent as they are all either executives and/or have been substantial shareholders within the past 3 years.<br><br>The Board has a balanced composition with each current Director bringing to the Company a range of complementary skills and experience.<br><br>In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations and other facts, information and circumstances that the Board considers relevant.<br><br>The length of service of each Director is disclosed in the Company's Annual Report. |
| *2.4.* | *A majority of the board of a listed entity should be independent directors.* | No | The Company considers that none of its Directors are independent, based on the criteria set out by the ASX Corporate Governance Council. The Board considers the structure of the Board is appropriate given the size of the Company and the scale of its activities. The Board will consider the appointment of additional independent Directors as future vacancies arise. |
| *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.* | Yes | The Chairman, Mr. Paul Stephenson is not as Independent Director, and he is not the same person as the Chief Executive Officer of the Company. The Board does not consider it necessary to have an Independent Chair given the size of the Company and the scale of its activities. |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *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.* | Yes | The Company takes care in ensuring that Directors will be able to effectively manage and govern the Company before their nomination as potential Directors. It has not been deemed necessary to devote resources towards ensuring that Directors have the sufficient skills to fulfil their role appropriately. New Directors will be familiarised with the Company by undertaking an induction program, which shall be arranged by the Company Secretary.<br><br>All Directors are encouraged to undergo continual professional development and, subject to prior approval by the Chairman, all Directors may have access to various resources and professional development training to address any skills gaps. |
| **3.** | Instil a culture of acting lawfully, ethically and responsibly | | |
| *3.1.* | *A listed entity should articulate and disclose its values.* | Yes | The Company's values are set out below, including:<br>• Innovation<br>• Win-win<br>• Goodness and Kindness<br>• Sincerity and Honesty<br>• Persistency |
| *3.2.* | *A listed entity should:*<br>*(a) have and disclose a code of conduct for its directors, senior executives and employees; and*<br>*(b) ensure that the board or a committee of the board is informed of any material breaches of that code.* | Yes | The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.<br><br>The Company (including management and employees) will monitor for any breaches and will inform the Board of any material breaches of the Code of Conduct.<br><br>The Code of Conduct is available at the Company's website: https://bphglobal.com.au |
| *3.3.* | *A listed entity should:*<br>*(a) have and disclose a whistleblower policy; and*<br>*(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.* | Yes | The Company has adopted a Whistleblower Policy which is available at the Company's website:<br>https://bphglobal.com.au<br><br>The Board will be informed of any material incidents reported under the Whistleblower Policy. |
| *3.4.* | *A listed entity should:*<br>*(a) have and disclose an anti-bribery and corruption policy; and*<br>*(b) ensure that the board or committee of the board is informed of any material breaches of that policy.* | No | The Company has not developed an Anti-Bribery and Corruption Policy. Its Code of Conduct is deemed sufficient in this regard for now. It is intended this will be further documented and adopted during FY26. |
| **4.** | Safeguard the integrity of corporate reports | | |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *4.1.* | *The board of a listed entity should:*<br>*(a) have an audit committee which:*<br>*(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and*<br>*(2) is chaired by an independent director, who is not the chair of the board,*<br>*and disclose:*<br>*(3) the charter of the committee;*<br>*(4) the relevant qualifications and experience of the members of the committee; and*<br>*(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*<br>*(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.* | No | The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate or special committees at this time preferring to manage the Company through the full board of Directors.<br><br>Matters and duties typically dealt with by an Audit Committee will be dealt with by the full Board in accordance with adopted policies and procedures. If the Company's activities increase in size, the appointment of separate or special committees will be reviewed by the Board and implemented if appropriate.<br><br>The Board devotes time on at least an annual basis to consider the robustness of the various internal control systems it has in place to safeguard the integrity of the Company's financial reporting.<br><br>In addition, following the completion of each half year review and annual audit review, the Company's external auditors confer with the Board on any matters identified during the course of the audit that have the potential to increase the Company's exposure to risks of material misstatements in its financial reports.<br><br>The full Board also assumes responsibility for recommendations to security holders on the appointment and removal of the external auditor. Audit partner rotations will be enforced in accordance with the relevant guidelines. |
| *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.* | Yes | The full Board has responsibility for verifying and safeguarding the integrity of its corporate reporting. The full Board will assess any proposal to appoint or remove the auditor and will ensure that the engagement partner rotates in accordance with the Corporations Act.<br><br>The Executive Director and the Chief Financial Officer or equivalent will provide a declaration to the Board in accordance with section 295A of the Corporations Act and will assure the Board that such declaration is founded on a sound system of risk management and internal controls and that the system is operating effectively in all material respects in relation to financial reporting risks. |
| *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.* | Yes | The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content |
| **5.** | Make timely and balanced disclosure | | |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *5.1.* | *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.* | Yes | The Company is committed to provide timely and accurate disclosure of information to allow a fair and well informed market in its securities and compliance with the continuous disclosure requirements.<br><br>The Company has adopted a Continuous Disclosure Policy designed to ensure compliance with the continuous disclosure obligations as required by the ASX Listing Rules and other relevant legislation.<br><br>The Company's Continuous Disclosure Policy is available on the Company's website:<br>https://bphglobal.com.au |
| *5.2.* | *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.* | Yes | The Company ensures that the Board receives copies of all material market announcements promptly after they have been made. |
| *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.* | Yes | All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations. |
| **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.* | Yes | Information about the Company and its governance (including its constitution and adopted corporate governance policies) is available on the Company's website: https://bphglobal.com.au<br><br>The Company will regularly update the website and contents therein as deemed necessary. |
| *6.2.* | *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.* | Yes | The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders. The Shareholder Communication Policy is available on the Company's website:<br>https://bphglobal.com.au |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *6.3.* | *A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.* | Yes | As noted above, the Company's Shareholder Communications Policy available on the Company's website: https://bphglobal.com.au<br><br>Shareholders will be encouraged to participate at all general meetings of the Company by written statement contained in every Notice of Meeting sent to shareholders prior to each meeting.<br><br>The Company intends to accommodate shareholders who are unable to attend general meetings in person by accepting votes by proxy.<br><br>Further, any material presented to shareholders at the meeting will be released to the ASX immediately prior to the commencement of the meeting for the benefit of those shareholders who are unable to attend in person. The Company will also announce to the ASX the outcome of each meeting immediately following its conclusion.<br><br>At each general meeting, shareholders will be given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operations generally.<br><br>At each AGM, shareholders will also be invited by the Chairman to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company and the conduct of the audit. |
| *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.* | Yes | Whenever possible and appropriate, all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands. |
| *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.* | Yes | Shareholders can elect to receive electronic communications, including the release of the annual report and other communications, including those from the share registry. |
| **7.** | Recognise and manage risk | | |
| *7.1.* | *The Board of a listed entity should:*<br>*(a) have a committee or committees to oversee risk, each of which:*<br>*(1) has at least three members, a majority of whom are independent directors; and*<br>*(2) is chaired by an independent director,*<br>*and disclose:*<br>*(3) the charter of the committee;*<br>*(4) the members of the committee; and* | No | The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of a Risk Committee at this time preferring to manage the Company through the full board of Directors.<br><br>Matters and duties typically dealt with by a Risk Committee will be dealt with by the full Board in accordance with adopted policies and procedures. If the Company's activities increase in size, the appointment of separate or special committees will be reviewed by the Board and implemented if appropriate. |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| | *(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*<br>*(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 Board has adopted a Risk Management, Internal Compliance and Control Policy, which sets out the Company's risk management and control framework. Under the policy, the Board is responsible for the oversight of the Company's risk management and control framework and satisfying itself that management has developed and implemented a sound system of risk management and internal control.<br><br>Under the policy, the Board delegates day-to-day management of risk to the Executive Directors, who is responsible for identifying, assessing, monitoring and managing risks. In fulfilling the duties of risk management, the Executive Directors may obtain independent expert advice on any matter he believes appropriate, with the prior approval of the Board. |
| *7.2.* | *The board or a committee of the board should:*<br>*(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*<br>*(b) disclose in relation to each reporting period, whether such a review has taken place.* | Yes | The Board will receive a periodic update from management as to the effectiveness of the Company's management of identified risks, including identified weaknesses or incidents and will review the Company's risk framework, at least annually to satisfy itself that it continues to be sound and appropriate for the Company's size and levels of operations. |
| *7.3.* | *A listed entity should disclose:*<br>*(a) if it has an internal audit function, how the function is structured and what role it performs; or*<br>*(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.* | Yes | The Company has not established an internal audit function. The Board will periodically review the Company's operations to evaluate the effectiveness of risk management systems and control processes of the Company. The Board has adopted a Risk Management, Internal Compliance and Control Policy, which sets out the Company's risk management and control framework. Under the policy, the Board is responsible for the oversight of the Company's risk management and control framework and satisfying itself that management has developed and implemented a sound system of risk management and internal control.<br><br>The Risk Management, Internal Compliance and Control Policy is available on the Company's website: https://bphglobal.com.au |
| *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.* | Yes | The Company does not consider it has material exposures to environmental or social risks. |
| **8.** | Remunerate fairly and responsibly | | |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *8.1.* | *The Board of a listed entity should:*<br>*(a) have a remuneration committee which:*<br>*(1) has at least three members, a majority of whom are independent directors; and*<br>*(2) is chaired by an independent director,*<br>*and disclose:*<br>*(3) the charter of the committee;*<br>*(4) the members of the committee; and*<br>*(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*<br>*(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.* | No | Due to its current size the Company has not established a remuneration committee. The full Board will undertake the activities normally undertaken by a Remuneration Committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of Remuneration Committee at this time preferring to manage the Company through the full board of Directors.<br><br>Matters and duties typically dealt with by a Remuneration Committee will be dealt with by the full Board in accordance with adopted policies and procedures. If the Company's activities increase in size, the appointment of separate or special committees will be reviewed by the Board and implemented if appropriate.<br><br>The Board devotes time on at least an annual basis to fulfil the roles and responsibilities associated with setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive. |
| *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.* | Yes | The Company's general policies and practices regarding the remuneration of Directors and executives are set out in the Remuneration Policy which is available on the Company's website: https://bphglobal.com.au<br><br>Further information regarding the remuneration practices of the Company is contained in the Remuneration Report section of the Company's Annual Report. |
| *8.3.* | *A listed entity which has an equity-based remuneration scheme should:*<br>*(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*<br>*(b) disclose that policy or a summary of it.* | Yes | The Company's Securities Trading Policy includes a statement of the Company's policy on prohibiting transactions in associated products which limit the risk of participating in unvested entitlements under any equity based remuneration schemes.<br><br>The Securities Trading Policy is available on the Company's website: https://bphglobal.com.au |
| **9.** | Additional Recommendations | | |

| ASX Principles and Recommendations | | Comply (Yes/No) | Explanation |
|---|---|---|---|
| *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.* | Yes | In the event that a director of the Company is not proficient in the English language, the Company will ensure that board and corporate documents will be translated into the director's native language and a translator is to be present at all relevant board and shareholder meetings. |
| *9.2* | *A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.* | N/A | The Company was established in Australia and this recommendation is therefore not applicable. However, The Company ensures that shareholders meetings are convened at places and times convenient for attendance by shareholders. |
| *9.3* | *A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.* | N/A | The Company was established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable. However, under the Shareholders Communication Policy, the Company's external auditor is required to attend annual general meetings and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditors' report |