Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Joyce Corporation Ltd

ABN/ARBN

80 009 116 269

Financial year ended:

30/06/2024

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: **https://joycegroup.com.au/key-corporate-documents/**

The Corporate Governance Statement is accurate and up to date as at *30 August 2024* and has been approved by the Joyce Board of Directors.

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

Date:	**30 August 2024**
Name of authorised officer authorising lodgement:	**Tim Allison - Group Company Secretary**

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

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

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

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

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

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

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

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

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ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://joycegroup.com.au/board-charters/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://joycegroup.com.au/corporate-policies/ and we have disclosed the information referred to in paragraph (c) at: Section **6** of our Corporate Governance Statement. ~~and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.~~ **Joyce Corporation is not included in the S&P / ASX 300 Index.**	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Section **1.8** of our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section **1.8** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Section **1.8** of our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section **1.8** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://joycegroup.com.au/board-charters/ and the information referred to in paragraphs (4) and (5) at: Section **2.1** of our Corporate Governance Statement and in the most recent Annual Report. ~~[*If the entity complies with paragraph (b):*]~~ ~~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:~~ ~~……~~ ~~[*insert location*]~~	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: Section **1.3** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: Section **1.2** of our Corporate Governance Statement. ~~and, where applicable, the information referred to in paragraph (b) at:~~ ~~.....~~ ~~[*insert location*]~~ and the length of service of each director at: Section **1.2** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://joycegroup.com.au/ and in the most recent Annual Report.	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://joycegroup.com.au/corporate-policies/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://joycegroup.com.au/corporate-policies/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://joycegroup.com.au/corporate-policies/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://joycegroup.com.au/board-charters/ and the information referred to in paragraphs (4) and (5) at: Section **2.1** of our Corporate Governance Statement and in the most Annual Report. ~~[*If the entity complies with paragraph (b):*]~~ ~~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:~~ ~~……~~ ~~[*insert location*]~~	☐ 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

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://joycegroup.com.au/corporate-policies/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://joycegroup.com.au/board-charters/ https://joycegroup.com.au/corporate-policies/ https://joycegroup.com.au/key-corporate-documents/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Section **5.3** of our 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

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://joycegroup.com.au/board-charters/ and the information referred to in paragraphs (4) and (5) at: Section **2.1** of our Corporate Governance Statement and in the most recent Annual Report. ~~[*If the entity complies with paragraph (b):*]~~ ~~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:~~ ~~.....~~ ~~[*insert location*]~~	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Section **3.1** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ ~~[*If the entity complies with paragraph (a):*]~~ ~~and we have disclosed how our internal audit function is structured and what role it performs at:~~ ~~.....~~ ~~[*insert location*]~~ *[If the entity complies with paragraph (b):]* 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: Section **3.5** of our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Section **3.1** of our Corporate Governance Statement and in the most recent Annual Report. ~~and, if we do, how we manage or intend to manage those risks at:~~ ~~.....~~ ~~[*insert location*]~~	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☐ [*If the entity complies with paragraph (a):*] We have disclosed a copy of the charter of the committee at: https://joycegroup.com.au/board-charters/ and the information referred to in paragraphs (4) and (5) at: Section **2.1** of our Corporate Governance Statement and in the most recent Annual Report. ~~[*If the entity complies with paragraph (b):*]~~ ~~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:~~ ~~……~~ ~~[*insert location*]~~	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable Refer Section **2.1** of our Corporate Governance Statement regarding information referred to in paragraphs (1) and (2).
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://joycegroup.com.au/corporate-policies/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: Section **1.6** of our Corporate Governance Statement and in the Remuneration Report section of the most recent Annual Report.	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ ~~and we have disclosed information about the processes in place at:~~ ~~.....~~ ~~[*insert location*]~~	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
~~**ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES**~~			
-	~~*Alternative to Recommendation 1.1 for externally managed listed entities:*~~ ~~The responsible entity of an externally managed listed entity should disclose:~~ ~~(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and~~ ~~(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.~~	~~☐~~ ~~and we have disclosed the information referred to in paragraphs (a) and (b) at:~~ ~~.....~~ ~~[*insert location*]~~	~~☐ set out in our Corporate Governance Statement~~

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-	~~*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:*~~ ~~An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.~~	~~☐~~ ~~and we have disclosed the terms governing our remuneration as manager of the entity at:~~ ~~.....~~ ~~[*insert location*]~~	~~☐ set out in our Corporate Governance Statement~~

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JoyceGroup

2024 Corporate Governance Statement

The Board of Joyce Corporation Ltd (the **Company**) is committed to fulfilling its governance obligations and responsibilities in the best interests of the Company and its stakeholders. This commitment is built on a foundation of high ethical standards and a professional corporate culture.

The Company's corporate governance framework complies with the framework outlined in the ASX Corporate Governance Council's Principles and Recommendations (4th Edition) (ASX Principles). The Company regularly reviews its governance framework and practices. Refer to the Company's most recent Appendix 4G ASX Announcement for details.

Further information about the Company's charters, policies and other key corporate documents can be found on the Company's website at:

- https://joycegroup.com.au/board-charters/.
- https://joycegroup.com.au/corporate-policies/.
- https://joycegroup.com.au/key-corporate-documents/.

1. FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Roles and Responsibility of the Board and Management;
1.2 Structure and Composition of the Board;
1.3 Director's Skills and Experience;
1.4 Board Succession Planning;
1.5 Appointment, Induction and Training;
1.6 Remuneration;
1.7 Company Secretary; and
1.8 Board and Management Performance Evaluation.

1.1 Roles and Responsibility of the Board and Management

The Company's Constitution provides that the business and affairs of the Company are to be managed by, or under the direction of, the Board. The Board Charter sets out the role, responsibilities, duties and functions of the Board.

The Board is responsible for setting the overall strategy, governance and performance of the Company. The Company seeks to make a meaningful positive difference to the lives of our shareholders, partners, franchisees, employees and customers and believes that working together is the key to success to prosper in business. The Joyce Board is committed to the Company's core values of Family, Teamwork and Passion. In performing its role, the Board is committed to a high standard of corporate governance practice and fostering a culture of compliance.

The CEO is responsible for the day-to-day management of the Company and its businesses and works closely with Key Management Personnel (KMP) and senior executives.

1.2 Structure and Composition of the Board

The Board currently comprises five directors, all of whom are non-executive. The Board regularly reviews the independence of each non-executive director. The Board's assessment of independence and the criteria by which it determines the materiality of any facts, information or circumstances is formed by having regard to the ASX Principles.

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Those non-executive directors with shareholdings in the Company of less than 5% and who are not associated with any major shareholder are classified as independent.

As of the date of the 2024 Annual Report, three of the five directors were considered to be independent, including the Chair of the Board.

A detailed biography of the Directors is set out in the Annual Report.

At the date of the 2024 Annual Report:			
Name of director	Role	Term in office	Independence
Jeremy Kirkwood	Non-Executive Director	Jan 2020 to current	Independent
	Chair	Dec 2020 to current	Independent
Karen Gadsby	Non-Executive Director	Jul 2017 to current	Independent
	Deputy Chair	May 2019 to current	Independent
Daniel Smetana	Non-Executive Director	Nov 1984 to current	Not independent[1, 3]
Travis McKenzie	Non-Executive Director	Jul 2019 to current	Not independent[2, 3]
Nicholas Palmer	Non-Executive Director	Sep 2022 to current	Independent

[1] The Board have determined that Mr Smetana is not an independent director by virtue of his significant shareholdings in Joyce Corporation Ltd. Mr Smetana possesses an intimate understanding of the Company's operations, culture and competitive position and the Board does not consider Mr Smetana's independence status to impact his ability to act in the best interests of Joyce shareholders as a whole.
[2] The Board have determined that Mr McKenzie is not an independent director by virtue of his close personal relationship with Mr Smetana (Mr McKenzie is Mr Smetana's son-in-law). The Board does not consider Mr McKenzie's independence status to impact his ability to act in the best interests of Joyce shareholders as a whole. Mr McKenzie brings to Joyce deep industry knowledge, experience, and expertise that provides valuable insights and guidance to the Company.
[3] In instances where the Board are of the opinion that either Mr Smetana's or Mr McKenzie's independence status would create a potential conflict of interest, Mr Smetana and Mr McKenzie are excused from any meetings or discussions relating to the potential conflict.

1.3 Director's Skills and Experience

The Board's objective is to have an appropriate mix of skills, expertise, diversity and experience on the Company's Board and Board Committees. The Board also aims to strike a balance between long-serving directors with experience and knowledge of the Company's business history and new directors who bring an external perspective and different insights.

The Board is of the view that the current directors possess a broad mix of experience and skills across a number of industries and sectors. This mix of skills and experience is considered appropriate to enable the Board to discharge its responsibilities and deliver the Company's strategy. Further information on the qualifications and experience of each director and their attendance at Board and Committee meetings is included in the Company's Annual Report. The most recent of which can be accessed from the Company's website at: https://joycegroup.com.au/annual-half-year-reports/.

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The Board considers the skills, experience and expertise listed below to be those necessary to discharge its responsibilities:

- CEO / Senior Executive level experience;
- ASX-listed company experience;
- Financial and commercial acumen including capital management and banking;
- Broad cross-section of industries and sector experience;
- Strategy;
- Governance;
- Technology;
- Executive performance and remuneration;
- Health and safety; and
- Risk management and compliance.

The Board has determined that the current members have skills which adequately cover each of these items. Specialised skills which are not represented on the Board are sought from management or external advisors.

1.4 Board Succession Planning

As part of the Nomination Committee's oversight of Board succession planning, it is responsible for identifying suitable candidates to fill Board vacancies as and when they arise or to identify candidates to complement the existing Board and make recommendations to the Board on their appointment. Where appropriate, external consultants are engaged to assist in searching for candidates.

Where a candidate is recommended by the Nomination Committee, the Board will assess that candidate's suitability against a range of criteria to ensure the candidate's skills augment those of the existing Board. The Company also conducts appropriate reference checks before a candidate is recommended to the Board. If the criteria are met and the Board appoints the candidate as a director, the director will enter into a written contract with the Company. The director must then seek to have their appointment approved by shareholders at the Company's next Annual General Meeting.

1.5 Appointment, Induction and Training

As part of the induction program, a new director is provided with an induction pack covering the Company's financial position, strategies, operations and risk management policies. They also meet with the Board Chair, the CEO, KMP and other senior executives to gain insights into relevant operational and corporate matters.

Ongoing director education is provided through regular presentations (facilitated by management) on key business functions and activities and through site visits to Company operations. Professional development and training programmes are available to directors to enable them to further develop and maintain their skills and knowledge. To ensure directors are informed on all material matters impacting the Company, board papers are prepared for each meeting.

1.6 Remuneration

Information regarding the Company's remuneration framework for the directors, KMP's and senior executives is set out in the Remuneration Report section of the Company's Annual Report. The Remuneration Report includes a summary of Company policies and practices for determining the nature and amount of remuneration and the relationship between those policies and Company performance.

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Shareholders are invited to consider and approve the Remuneration Report at the Company's Annual General Meeting.

1.7 Company Secretary

The Group Company Secretary supports the effective operation of the Board. All directors have access to the Group Company Secretary.

The Group Company Secretary is accountable to the Board through the Chair on all matters regarding the proper functioning of the Board. This includes assisting the Board and Committee members with meetings and directors' duties, advising the Board on corporate governance matters and acting as an interface between the Board and senior executives. A detailed biography of the Group Company Secretaries is set out in the Annual Report.

1.8 Board and Management Performance Evaluation

The Board ensures that evaluations are undertaken annually to assess the performance and effectiveness of the Board and Board Committees. The last performance evaluations were completed in June 2024. These evaluations form a key part of the Company's continuous improvement program relating to governance.

The Chair of the Board conducts reviews of the CEO's performance, while the CEO facilitates the evaluations of KMP and senior executive performance against relevant performance measures. The outcomes of these reviews are reported to the Remuneration Committee. All KMP's received at least one review in the year ended 30 June 2024.

2. BOARD COMMITTEES

2.1 Committees of the Board

The Board has established an Audit & Risk Committee, a Nomination Committee and a Remuneration Committee as standing Committees to assist with the discharge of its responsibilities.

These Committees review matters on behalf of the Board.

Details of the current membership and composition of each Committee is set out below. Details of attendance by members for each Committee are set out in the Director's Report section of the Company's Annual Report. The roles and responsibilities of each Committee are set out in the respective Committee charter. These charters can be found on the Company's website at: https://joycegroup.com.au/board-charters/.

Committee	Members	Composition
Audit & Risk Committee	Karen Gadsby (Chair) All other directors	- Members, who between them, have accounting and financial expertise and a sufficient understanding of the industries in which the Company operates, to enable them to discharge the Committee's mandate effectively; - A majority of independent non-executive directors; and - Chaired by an independent non-executive director who is not the Chair of the Board.

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Committee	Members	Composition
Nomination Committee	Jeremy Kirkwood (Chair from 1 July 2023) All other directors	– A majority of independent non-executive directors; and – Chaired by an independent non-executive director.
Remuneration Committee	Travis McKenzie (Chair from 1 July 2023) All other directors	– A majority of independent non-executive directors; and – Chaired by a non-executive director[1] who is not independent from 1 July 2023.

[1] The Board does not consider Mr McKenzie's independence status to impact his ability to act in the best interests of Joyce shareholders as a whole and in particular, in his capacity of Chair of the Remuneration Committee. Mr McKenzie brings to Joyce deep industry knowledge, experience, and expertise that provides valuable insights and guidance to the Company.

3. RISK MANAGEMENT AND CORPORATE REPORTING

3.1 Recognising and Managing Risk

The Company is committed to the identification, monitoring and management of material risks associated with its business activities.

The Board recognises that effective risk management is key to achieving and maintaining the Company's operational and strategic objectives. The Company's core values of Family, Teamwork and Passion encourage a highly ethical work culture. The Company's Risk Identification and Management Framework was last reviewed in full in June 2024 and is the subject of continual improvement initiatives.

The division of the key risk management functions are set out below.

Function	
Board	Review and oversee systems of risk management, internal control and compliance. Approve and monitor the process for identifying significant risks. Ensure that appropriate controls, monitoring and reporting mechanisms are in place.
CEO and CFO	To provide a declaration (in accordance with s295A of the *Corporations Act (2001)*) to the Board in respect of the half and full-year financial statements. Assess and provide assurance to the Board that the Company's risk management and internal control systems are operating effectively in all material respects.
Audit & Risk Committee	Review and assess the Company's processes designed to ensure the integrity of financial statements and reporting and associated compliance with legal and regulatory standards, including Accounting Standards. Ensure adequate internal controls, assurance, policies and procedures exist to identify and manage business risk. Review and assess the appointment, qualifications, independence, performance and remuneration of and relationship with the Company's external auditors.

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Function	
	Make recommendations to the Board.
Management	Designing, implementing and reporting on the adequacy of the Company's risk management and internal control systems. Reporting to the Audit & Risk Committee on the effectiveness of the systems and processes in place to manage material business risks.

More information regarding the Company's material risks and management of those risks is set out in the Company's Annual Report.

3.2 Written Declarations

At the end of each six-monthly financial reporting period, the CEO and CFO provide a written declaration to the Board that, in their opinion, the Company's financial reports have been properly maintained in accordance with s295A of the Corporations Act (2001) and that the financial statements and the notes for the period comply with relevant accounting standards while providing a true and fair view of the financial position and performance of the Company.

3.3 Integrity of Financial and Corporate Reporting

At each meeting, the Board receives reports on the financial performance of the Company, including key financial metrics and business results reported against budget. The Board also receive periodic updates on annual forecasts.

3.4 External Auditor

The Company's external auditor, BDO Audit WA Pty Ltd (BDO), was first appointed in 2013. BDO's policy is to rotate audit engagement partners on listed companies at least every five years. The most recent rotation was undertaken for the 2023 financial year end.

Representatives of BDO are invited to relevant Audit & Risk Committee meetings and all Audit & Risk Committee papers are made available to BDO. The Audit & Risk Committee members have direct and un-restricted access to BDO representatives.

BDO attends each Annual General Meeting and a representative is available to answer any questions from shareholders. BDO is required to assess and make an independence declaration which is contained in the Half-Year Financial Report and Annual Report.

3.5 Internal Audit

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion with management on material business risks at Board and Committee meetings.

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4. ETHICAL AND RESPONSIBLE BEHAVIOUR

4.1 Code of Conduct

The Ethics and Code of Conduct (last reviewed in June 2024) outlines the values required by directors and staff (employees and contractors). The Company seeks to make a meaningful positive difference to the lives of our shareholders, partners, franchisees, employees and customers and believes that working together in line with the Company's core values of Family, Teamwork and Passion is the key to success. The Board Charter (last reviewed in June 2024) outlines the code of conduct required by directors to ensure responsible decision making and ethical behaviour. The Board Charter also sets out the obligations of each director to disclose conflicts of interest to the Board.

4.2 Securities Trading Policy

The Company has established a Securities Trading Policy (last reviewed in August 2024). It outlines the restrictions, closed periods and processes required when directors, KMP's and senior executives wish to trade Company securities.

4.3 Anti-Bribery and Anti-Corruption Policy

The Company has established an Anti-Bribery and Anti-Corruption Policy (last reviewed in June 2024). The Company is committed to preventing any form of bribery and corruption and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted its Anti-Bribery and Anti-Corruption Policy to ensure that it has effective procedures in place to prevent bribery and corruption.

5. TIMELY DISCLOSURE AND RESPECTING SHAREHOLDERS

5.1 Continuous Disclosure

The Company has established a Continuous Disclosure Policy (last reviewed in June 2024). It outlines the requirements for immediate internal reporting of matters which could be market sensitive information and includes processes to make that information public where appropriate. It also lays out how engagement with the investment community and other third party stakeholders is managed to ensure engagement and confidentiality.

5.2 Integrity of Periodic Corporate Reports

The process the Company uses to verify the content of any periodic corporate report issued that is not audited or reviewed by an independent auditor (such as the Directors' Report, this Corporate Governance Statement and investor presentations), varies depending on the nature of the report, but typically includes:

- non-financial components of the report are initially prepared by or under the supervision of the Company Secretary or by investor relations specialists, based on matters known to them and instructions from the Company's CEO, CFO and other staff with first-hand information as to the matters reported;
- financial components of the report are initially prepared by or under the supervision of the Company's CFO, based on first-hand information of the Company's financial position, with input from staff with first-hand information of the matters being reported;
- where appropriate, initial drafts are prepared with assistance from legal, governance, finance and other expert advisers as appropriate to the subject matter;
- each of the individuals engaged in the preparation of or commentary on initial drafts are a professional with duties to identify any material that is potentially misleading, having regard to their knowledge of the Company's activities and position;
- all sections of the report are then confirmed as either:
    - verified first-hand knowledge of the person preparing the report; or

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  - supported by evidence (such as an original document or confirmation from another person with appropriate first-hand knowledge and accountability);
- the whole of each report (or group of reports released together) is subject to a preliminary review by the Company Secretary (for non-financial matters) and Company CFO (for financial matters) and, as appropriate, the Company's CEO;
- final review is conducted by the Company's CEO and CFO before being circulated for consideration by the appropriate Board committee (if relevant) for recommendation to the Board (if relevant); and
- the report is then considered by all members of the Board.

For investor presentations that accompany the annual and half-yearly financial results, the same process is followed.

The Company's Continuous Disclosure Policy outlines how the Company prepares and releases other market announcements.

5.3 Investor Engagement

The Company has established an Investor Engagement Policy (last reviewed in June 2024). The Company recognises the importance of providing shareholders and prospective investors access to current, high quality information. To keep shareholders informed about the affairs of the Company and its important developments, the Company:

- Encourages its shareholders to attend the Annual General Meeting.
- Decides all substantive resolutions by a poll rather than by a show of hands.
- Has a website (https://joycegroup.com.au/), containing information about the Company, its activities, its Board, its performance, media releases, research reports and its key policies. The website also displays the Company's Annual Report and its current share price.
- Places Australian Securities Exchange (**ASX**) releases and other relevant information it has supplied to the ASX on its website.
- Invites shareholders to direct general comments and queries about the Company using the "Contact Us" page of its website.
- Uses the services of a share registry to assist in responding to shareholder queries.

6. DIVERSITY

The Board recognises its talented and diverse workforce as a key competitive advantage. It has developed a Diversity and Inclusion Policy (last reviewed in June 2024) and aims to foster diversity across the Company.

The Company understands and recognises the value in having a diverse workforce from which to draw on. The Company is committed to treating all staff equally irrespective of their gender, race, age, ethnicity, sexual orientation, disability or religious belief. The Board encourages a corporate culture where all staff feel equally welcome and are not discriminated against in the employment process (including the appointment of directors) based on a potential candidate's gender, race, age, ethnicity, sexual orientation, disability or religious belief.

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The Company's diversity objectives are to:

a) ensure recruitment from a diverse range of candidates based on merit;
b) ensure all employees have equal access to opportunities in the workplace;
c) ensure there is equal pay for equal work; and
d) continue to build environments that are accepting of diverse backgrounds and views.

Details of female representation across the Company (as at the date of the most recent compliance reports lodged with the Workplace Gender Equality Agency) are set out below:

Percentage of female employees	
Board	20%
Management	26%
Administration	75%
Operational	62%
Total workforce	**50%**

The Board has not set specific measurable objectives for gender diversity. The Board recognises the benefits and importance that diversity brings to the Company, our customers and other key stakeholders and regularly reviews the diversity of the workforce, including gender diversity, to ensure that the workforce is made up of people with diverse values, backgrounds, skills, experiences and needs. The Board will continue to regularly assess the application of measurable gender diversity objectives as required and as part of its annual governance review.

The Company has lodged all due compliance reports with the Workplace Gender Equality Agency. A copy of these reports can be obtained from the WGEA website.