Corporate Governance Statement

SSH Group Limited - Corporate Governance Statement
ASX Corporate Governance Council's (CGC) *Corporate Governance Principles and Recommendations (P&R) – 4th edition*

For the year ended 30 June 2025 and approved by the Board

The Company is committed to high standards of corporate governance designed to enable the Company to meet its performance objectives and better manager its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under its "Corporate Governance" heading: https://sshgroup.com.au/corporate-governance/

The Company intends to follow the ASX CGC P&R in all respects other than as specifically provided below.

In particular, each of the recommendations of the ASX CGC P&R which will not be followed by the Company and the reasons why they respectively will not be followed, are set out below. The independent Director of the Company is Mr Bruce Lane. When determining the independent status of a Director the Board used the Guidelines detailed in the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

	Recommendation	**Current Practice**
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.	a. Satisfied. Refer to Board Charter in the Corporate Governance section of the Company's website. b. The functions reserved for the Board and delegated to senior executives have been established and are further disclosed in the Annual Report.
1.2	A listed entity should: a. Undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate 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	a. Satisfied. The Company has guidelines for the appointment and selection of the Board and senior executives and Directors. b. The Board provides all material information in relation to a decision on whether or not to elect or re-elect a Director to security holders. The information is provided in both the ASX announcement released to the market subsequent to the appointment of a new Director and in the Notice of Annual General Meeting for election and re-election of directors.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Satisfied. The Company has written agreements with each of its Directors and senior executives.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with proper functioning of the board.	Satisfied. This practice is in place as documented in the Board Charter in the Corporate Governance section of the Company's website.

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 the board, senior executives and workforce generally; 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 these objectives; and 3. The respective proportions of men and women on the board, in senior executive positions and across the whole workforce.	a. Satisfied. Refer to Diversity Policy in the Corporate Governance section of the Company's website. b. Not satisfied. To drive diversity and inclusion within the Company, the Board has set the following objective: to increase the percentage of women in the business and more specifically, in leadership roles, and actively promote a culture that values diversity, inclusion and flexibility. c. Given the size of the Board and the nature of the Company's operations, the Board does not presently intend to set measurable gender diversity objectives because the Board believed that doing so would unreasonably restrict the Company's ability to implement its diversity policy as a whole and its policy of appointing staff based on qualifications and merit. The Board will consider setting measurable objectives as the Company increases in size and complexity. As of the end of the reporting period, the gender composition of the Company and its operating subsidiaries was as follows:

	Male	Female
Board	100%	0%
Senior Executive	33%	66%
Employees	86%	14%

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 whether performance evaluations were undertaken in accordance with that process for each reporting period.	a. Satisfied. Refer to Performance Evaluation Practices in the Corporate Governance section of the Company's website. b. During the year the Company undertook an informal assessment of the Board, its committees and individual directors.
1.7	A listed entity should: a. Have and disclose a process for evaluating the performance of senior management at least once every reporting period; and b. Disclose whether performance evaluations were undertaken in accordance with the process.	a. Satisfied. Refer to Performance Evaluation Practices in the Corporate Governance section of the Company's website. b. Evaluations have been undertaken during the year.
2.1	A listed entity should have a nomination committee which: - Consists of at least 3 members, a majority of whom are independent directors;	Satisfied. The Company does not presently have a Nomination Committee. However, the Company has adopted a Nomination Committee Charter that

	- Is chaired by an independent director; And disclose: - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings If it does not have a nomination committee disclose that fact and the process it follows to address that role.	provides for the creation of a Nomination Committee (if it is considered it will benefit the Company). The Company does not presently have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. The Board performs the role of the Nomination Committee. This includes ensuring that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.
2.2	A listed entity should have and disclose a board skills matrix setting out the skills that the board currently has or is looking to achieve.	Partially satisfied. The Company recognises the importance of having an appropriate mix of expertise and experience on its Board and Committees to enable it to effectively discharge its corporate governance and oversight responsibilities. The Board accordingly seeks to achieve a balance in its structure that best reflects the needs of the Company at any particular time. Appointment to the Board will be dependent on candidates demonstrating an appropriate breadth of experience in a field of expertise that is relevant to the ongoing supervision of the Company's affairs. This diversity of experience may include a commercial, technical, legal, corporate finance, business development or other background as the Board and management determine as part of its selection processes. The current Board composition addresses these desired skills, with further and full details of each director's skills and experience noted in the Directors' Report of the Company's Annual Report.
2.3	A listed entity should disclose: - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence. - The length of service of each director.	Satisfied. Non-Executive Chairman, Bruce Lane, and Non-Executive Director, Mr Kevin Malaxos, are considered to be independent directors as defined in ASX Guidelines. The Company's Annual Report discloses the interests and length of service of each Director, as at the end of each financial year.
2.4	A majority of the board should be independent directors.	Not satisfied. Non-Executive Chairman, Bruce Lane, and Non-Executive Director, Mr Kevin Malaxos, are considered to be independent directors as defined in ASX Guidelines. Due to the size of the Company and Board, the Company considers the structure of the Board to be appropriate to manage the level of activity of the Company at the current stage. As the Company

		develops, it will aim to identify and appoint further independent directors at the appropriate time.
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.	Satisfied. Bruce Lane is considered to be an independent Director/ Chairman as defined by ASX Guidelines.
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 roles as directors effectively.	Satisfied. The Company provides induction materials for any new directors. The Company will also review the need for any continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
3.1	A listed entity should articulate and disclose its Statement of Values.	Satisfied. The Statement of Values is available on the Company's website in the Corporate Governance section.
3.2	A listed entity should: - Have and disclose a code of conduct for its directors, senior executives and employees; and - ensure that the Board is informed of any material breaches of that code.	Satisfied. The Code of Conduct is available on the Company's website in the Corporate Governance section.
3.3	A listed entity should: - have and disclose a Whistleblower Policy; and - ensure that the Board is informed of any material breaches of that policy.	Satisfied. The Whistleblower Policy is available on the Company's website in the Corporate Governance section.
3.4	A listed entity should: - have and disclose an Anti-Bribery and Corruption Policy; and - ensure that the Board is informed of any material breaches of that policy.	Satisfied. The Anti-Bribery and Corruption Policy is available on the Company's website in the Corporate Governance section.
4.1	The board of a listed entity should have an audit committee which: - Has at least three members all of whom are non-executive directors and a majority of whom are independent directors; and - Is chaired by an independent chair, who is not chair of the board. Disclose: - The charter of the committee; - The relevant member qualifications and experience; - The number of times the committee met and individual attendance at those meetings If it does not have an audit committee, disclose that fact and the processes it employs that	Partially satisfied. As of the end of the reporting period, the Board has a separate Audit and Risk Committee comprising of three members. The Audit Committee is comprised of Directors Stefan Finney, and Kevin Malaxos with Chief Financial Officer (CFO), Anna Lane, also a member. The Audit and Risk Committee is chaired by independent director, Bruce Lane. Bruce Lane is also the Chair of the Board. The Audit and Risk Committee Charter is available on the Company's website in the Corporate Governance Section. The relevant member qualifications for each member are reported in the Annual Report. The Audit and Risk Committee met twice during the period with all members present at the meeting.

	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.	The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board was responsible for the initial appointment of the external auditor and continues to be responsible for the appointment of a new external auditor when the vacancy arises. Candidates for the position must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances.
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.	Satisfied. Prior to approving the Company's financial statements for a financial period, the Board will receive assurances from each of the Managing Director and the CFO that in their opinion: • the financial statements of the Company have been properly maintained; • the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and • their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
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/reviewed by an external auditor	Satisfied. As outlined in the Continuous Disclosure Policy available on the Company's website in the Corporate Governance Section.
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Satisfied. As outlined in the Continuous Disclosure Policy available on the Company's website in the Corporate Governance Section.
5.2	A listed entity should: ensure that its board receives copies of all material market announcements promptly after they have been made.	Satisfied. As outlined in the Continuous Disclosure Policy available on the Company's website in the Corporate Governance Section.
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 announcement platform ahead of the presentation.	Satisfied. As outlined in the Continuous Disclosure Policy available on the Company's website in the Corporate Governance Section.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Satisfied. Information about the Company and its governance is available on the Company's website.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Satisfied. As outlined in the Shareholders Communication Policy on the Company's website in the Corporate Governance Section.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Satisfied. As outlined in the Shareholders Communication Policy on the Company's website in the Corporate Governance Section.

6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.	Satisfied. All substantive resolutions of security holder meetings are 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 communication to, the entity and its security registry electronically.	Satisfied. A welcome pack to investors is sent out upon first entering the members' register. Also refer to the Investor Centre page of the Company's website and the Shareholders Communication Policy in the Corporate Governance Section.
7.1	The board of a listed entity should have a committee to oversee risk, which: - Has at least three members, a majority of whom are independent directors; and - Is chaired by an independent director, Disclose: - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings If it does not have a risk committee, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Partially satisfied. As of the end of the reporting period, the Board has a separate Audit and Risk Committee comprising of three members. The Audit Committee is comprised of Directors Stefan Finney, Kevin Malaxos with Chief Financial Officer (CFO), Anna Lane, also a member. The Audit and Risk Committee is chaired by independent director, Bruce Lane. Bruce Lane is also the Chair of the Board. The Audit and Risk Committee Charter is available on the Company's website in the Corporate Governance Section. The relevant member qualifications for each member are reported in the Annual Report. The Audit and Risk Committee met twice during the period with all members present at the meeting.
7.2	The board or a committee of the board should: - 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 for the risk appetite set by the board; - Disclose whether such a review has taken place.	Satisfied. The Board maintains ongoing oversight of the Company's risk management framework and considers it a standing priority across its governance processes. While formal reviews occur at regular intervals, including at least annually, risk management is actively discussed throughout the year to ensure the framework remains sound and aligned with the Company's risk appetite.
7.3	A listed entity should disclose: - If has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Satisfied. The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assess the performance and objectivity of any internal audit procedures that may be in place. The Company does not presently have an internal audit function, however the Company's Audit and Risk Committee Charter states that the role of the committee will include assisting the Board in the effective discharge of its governance and oversight responsibilities in relation to various matters including internal and external audit functions.

		Also refer to the Company's Risk Management and Internal Compliance and Control Policy available on the Company's website in the Corporate Governance Section.
7.4	The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.	Satisfied. The business sustainability risks have been identified in the Business Risks section of the Company's Annual Report, which includes the management systems, practices and procedures to manage those risks.
8.1	The board of a listed entity should: - have a remuneration committee which has at least three members a majority of whom are independent directors; and - Is chaired by an independent director; and Disclose: - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings If it does not have a remuneration committee disclose that fact and the process it follows to address that role.	Satisfied. The Company does not presently have a Remuneration Committee. However, the Company has adopted a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company). The Company does not presently have a Remuneration Committee as the Board considers that the Company will not currently benefit from its establishment given the size of the Company. The Board performs the role of the Remuneration Committee.
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.	Satisfied. The structure of Directors' remuneration is disclosed in the Remuneration Report section of the Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: - Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; - Disclose that policy or a summary of it.	Satisfied. The Company had an Employee Incentive Plan in place during the last financial year. The Company's Securities Trading Policy (Trading Policy), available in the Corporate Governance section of the Company's website, prohibits Directors, officers and employees from entering into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Clearance Office (as defined in the Trading Policy).

Further information about the Company's corporate governance practices is set out on the Company's website at https://sshgroup.com.au/corporate-governance/.