

## Corporate Governance Statement

The Board of Directors of Kiland (ACN 091 247 166) and its subsidiaries ('Kiland', 'the Company', or 'the Group') is responsible for the Corporate Governance of the Company and is committed to achieving the highest standard of Corporate Governance, business integrity and professionalism in the interests of all stakeholders. The Board guides and monitors the business and affairs of the Company on behalf of the security holders, by whom they are elected and to whom they are accountable.

The Kiland Board continuously monitor the Company's risk management framework including the review and identification of requisite Board skills to ensure that the Company is in a strong and sustainable financial position to achieve its strategic goals and to ensure Directors hold the skills, knowledge and experience that enables the Board to discharge its duties and responsibilities effectively.

### **Company culture and values**

Company values underpin the Board's desired culture to maximise shareholder value while nurturing the needs of the environment and community. The values at the core of the Company's ethos are:

- ✓ Transparency
- ✓ Integrity
- ✓ Resilience
- ✓ Ecological awareness and
- ✓ Accountability

As the Company evolves, so too does its values.

### **Purpose**

The Group's principal activity is agriculture.

The Company's aim is to become a sustainable long-term agricultural company that maximises shareholders' needs, minimises environmental impact and benefits the community through long-term employment opportunities, improved local economic growth and upgraded roads.

### **Corporate Governance Principles**

The Board has adopted a program to continuously review and improve its charters, policies and procedures as required to ensure its corporate governance framework remains current and compliant with best corporate practice.

This Corporate Governance Statement is attached to the Appendix 4G (Key to Disclosures – Corporate Governance Council Principles and Recommendations) for lodgement with ASX. In support of the information contained in the Appendix 4G, details of the Company's ongoing adherence to the ASX Corporate Governance Council Principles and Recommendations are outlined below. This Corporate Governance Statement addresses the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' – 4th Edition released in 2019 (referred to as 'ASX Principles or Recommendations').

The Company's Charters and Policies for the Board and its current Board committees referred to in this Corporate Governance Statement are available in the Corporate Governance section of Kiland website at <https://kiland.com.au/corporate/> (collectively such charters and policies are known as the "Corporate Governance Documents").

This Corporate Governance Statement reports in detail the Company's progress in adopting, implementing and adhering to the specifics of the ASX Principles and Recommendations.

This statement has been approved by the Board of Kiland Limited and is current as at 20 September 2023.

## Corporate Governance Statement

### PRINCIPLE 1: Lay solid foundations for management and oversight

#### 1.1 BOARD CHARTER

The Board Charter clearly delineates the respective roles and responsibilities of the Board and management and is reviewed periodically as required. The Charter is available on the Company's website.

The Charter is supported by the Directors' Code of Conduct and sets out the following requirements:

- Role of the Board;
- Responsibilities of the Board;
- Board structure;
- Skills required on the Board; and
- Directors' general roles.

The Board is responsible for the overall corporate governance of the Company including its purpose, culture, strategic objectives, and risk appetite. The Board establishes values, goals and responsibilities for management and monitors management's performance.

The Board is responsible for setting the risk appetite and satisfying itself that management has established an appropriate risk management framework for both financial and non-financial risks.

The Board seeks to identify and meet the expectations of Company security holders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately mitigate those risks.

To ensure the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of directors and for the operation of the Board. To assist in the execution of its responsibilities, the Board established an Audit and Risk Committee whose function under its Charter was assumed by the Board during the reporting period.

The responsibility for the operation and administration of the Company is delegated, by the Board, to executive directors and the senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge its responsibilities and has in place procedures to assess the performance of the executive directors and the senior management team. Assessments are undertaken each reporting period.

While there is ongoing interaction between the Board and management, the Board functions independently of management to establish the policy framework of the Company from which management works to perform the daily functions of the business

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations, values and risk appetite set by the Board.

#### The Board's roles and responsibilities

The primary responsibilities of the Board include:

- Demonstrating leadership;
- Setting and reviewing the Company's purpose and its strategic objectives designed to meet stakeholders' needs and manage business risk;
- Approving the Company's statement of values and code of conduct underpinning the desired culture within the Company;
- Appointing the Board Chair;
- Appointing and reviewing the performance, remuneration, and succession plans of the Executives and Company Secretary.
- Overseeing and working with management to instil the Company's values and develop strategic and business plans to achieve those strategic objectives;
- Review of management to encourage accountability;
- Approving budgets and major capital expenditure, acquisitions and divestitures and monitoring

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progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

- Overseeing the integrity of the Company's accounting and corporate reporting systems, including appointing or removing the Company's external auditor;
- Overseeing that our security holders and the market are provided with full and timely information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- Setting the Company's risk appetite and satisfying itself that management has established an appropriate risk management framework for both financial and non-financial risks;
- Ensuring the existence of an appropriate framework for relevant information to be reported by management to the Board;
- Whenever required, challenging management and holding it to account;
- Satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; and
- Monitoring the effectiveness of the Company's governance practices.

At all times the Board retains full responsibility for guiding and monitoring the Company. Due to the size of the Board and Company, apart from an Audit and Risk Committee until it was disbanded during the reporting period, there are no other separate committees of the Board. The Board maintains full responsibility on matters of remuneration, finance and treasury with assistance from the Executive Director and CFO.

### Board Meetings

The Board holds a minimum of 6 formal meetings a year. A meeting is held each year to review and approve the strategy and financial plan for the next financial year. The Board also meets with Executive Management to consider matters of strategic importance to the Company.

During the reporting period all board members visited the Company's Kangaroo Island operations.

### Senior Management Team's Responsibilities

The Executive Chairman/"CEO", Chief Financial Officer "CFO" and Key Executives form the senior management team. The senior management team is responsible for running the affairs of the Company under delegated authority from the Board, and for implementing the policies and strategy set by the Board. In carrying out its responsibilities the team must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial position, operational results, compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the entity. Clear lines of communication between the Chair and the senior management team are established and each consult with the Chair, in the first place, on matters which are sensitive, extraordinary or of a strategic nature.

The senior management team is responsible for the implementation of the Company's strategic and business plans and instilling and re-enforcing its values while operating within the values, code of conduct, budget and risk appetite set by the Board. The senior management team also run the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

The Chair is responsible for leading the Board, facilitating the effective contribution of all Directors and promoting constructive and respectful relations between Directors and between the Board and senior management. The Chair is responsible for approving board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

The Audit and Risk Committee delegates certain financial risk management duties to the CEO.

### Independent professional advice

In fulfilling their duties, Directors may obtain independent professional advice at the Company's expense whenever Directors consider such advice is necessary for them to discharge their responsibilities as directors.

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### 1.2 APPOINTMENT OF DIRECTORS

Board membership is reviewed annually to ensure the Board has an appropriate mix of qualifications, skills and experience. External advisors may be used to assist in this process. Appropriate background checks are made when engaging potential directors. For these purposes, appropriate checks include checks as to the person's character, experience, education, criminal record and bankruptcy history.

### 1.3 WRITTEN AGREEMENTS WITH DIRECTORS AND SENIOR EXECUTIVES

Directors sign a letter of appointment that sets out the key terms and responsibilities of their appointment.

The letter of appointment includes the requirements outlined in Principle 1. The Company has also developed an informal induction program suitable for new directors and senior management.

The Company has written agreements with senior executives and managers of the Company's Kangaroo Island operations.

### 1.4 COMPANY SECRETARY

The Company Secretary is accountable to the Board for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Constitution the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Annual Report.

### 1.5 DIVERSITY POLICY

Kiland recognises the value contributed to the organisation by employing people with varying skills, cultural backgrounds, gender, disabilities, ethnicity, socio-economic background, sexual orientation, perspective and experience and believes that this diverse workforce is the key to its continued growth, improved productivity and performance.

The Company actively values and embraces the diversity of its employees and are committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. While Kiland is committed to fostering diversity at all levels, gender diversity has been and continues to be a priority for the Group

Allowing for the size of the Company, the Board sets measurable objectives for achieving diversity in the composition of its board, senior executives and workforce in general.

The table below shows the proportion of women in the whole organisation, women in senior executive positions and women on the Board as at the date of this Corporate Governance Statement. The Company defines "senior executive" as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the financial year. To provide an accurate reflection of the proportion of women across the whole organisation, the Company has opted to include contractors which show the proportion of women in the organisation as at the date of this Statement:

- Board: 0%
- Senior Executive/Management: 20%
- Other Employees/Contractors: 35%

#### Measurable Objectives, targets and Key Performance Indicators (KPIs) - Diversity

With respect to diversity, management:

- (a) develop, for approval by the Board or its relevant sub-committee, as appropriate:

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- (i) measurable objectives concerning the strategies, initiatives and programs; and
  - (ii) targets or KPIs to verify progress towards attainment of those measurable objectives.
- (b) measure performance against those targets and KPIs; and
  - (c) report from time to time on the progress of the matters referred to in (a) and (b).

### Diversity Strategy

The Diversity Strategy lists the strategies, initiatives and programs, measurable objectives, targets and KPIs adopted by the Board. Most of the strategies, initiatives and programs have already been achieved or put in place, and the necessary amendments have been made to the Charter for the Board of Directors and to the Remuneration Committee Charter (managed by the Board). These documents may be viewed on the Company's web site.

The Strategy includes initiatives and programs designed to foster diversity at Board level, at executive and management level and generally, commensurate with the nature and size of the Company. Progress with regards to achievement of the Diversity Strategy will be reviewed by the Remuneration Committee (if formed, otherwise by the Board) on an annual basis and the results reported to the Board.

### 1.6 PERFORMANCE OF BOARD

The performance of the Company's Board is assessed at least once every reporting period. The performance of the Board has been assessed this year in accordance with the process adopted by the Board. Director performance reviews are in the form of informal annual self-review and discussion with the Chairman.

Further information on performance evaluation and remuneration is set out in the Remuneration Report contained within the Annual Report. In particular the reports will address any issues that may emerge from the reviews.

### 1.7 PERFORMANCE OF KEY EXECUTIVES

The performance of the Company's senior executives is assessed every reporting period. Their performance has been assessed this year in accordance with the process adopted by the Board.

Further information on performance evaluation and remuneration is set out in the Remuneration Report contained within the Annual Report. The process for regular review of the performance of the senior management team will address any issues that may emerge from that review.

## PRINCIPLE 2: Structure the Board to be effective and add value

### 2.1 NOMINATION AND REMUNERATION COMMITTEE

The directors have considered that due to the size of the Board, a nomination and remuneration committee would not be effective or add value, and accordingly all directors participate in decisions regarding the nomination and election of new Board members.

The Board is of sufficient size so that the requirements of the business can be met and changes to the composition of the Board and its committees can be managed without undue disruption.

To facilitate the effective functioning of the Board and to promote investor confidence, there is a formal, rigorous and transparent process for the appointment and reappointment of directors to the Board.

### 2.2 BOARDS' SKILL MATRIX

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A board “skills matrix” identifies any gaps in the Boards’ collective skills that should be addressed by providing professional development to existing or new directors and can also assist the Board in its succession planning.

Displaying the board skills matrix increases the accountability of the Board in ensuring it has the skills to discharge its obligations effectively and to add value.

The Board regularly reviews its skills matrix to ensure it has the skills necessary to address existing and emerging business and governance issues relevant to the Company.

The skills and diversity attributes listed below have been identified as the optimum skills and diversity attributes the Company seeks to achieve across its Board membership. The Board currently possesses an effective blend of these skills and diversity attributes.

Director background & experience	Director’s Name
Industry - Agriculture	Paul McKenzie, James Davies
Finance	Paul McKenzie, Mitch Taylor, James Davies
Capital Markets	Mitch Taylor, James Davies
Management & Leadership	Paul McKenzie, Mitch Taylor, James Davies
Governance	Paul McKenzie, Mitch Taylor, James Davies
Legal	None - outsourced

Further details regarding the skills and experience of each Director are included in the Directors’ Report within the Annual Report.

### 2.3 DIRECTORS INDEPENDENCE AND LENGTH OF SERVICE

The names and details of the Company’s directors in office are as follows:

Director	Position	Independent	Appointed	Next re-election
James Davies	Executive Chairman	No	13 July 2022	N/A
Paul McKenzie	Non-Executive Director	Yes	29 April 2005	2023 AGM
Mitchell Taylor	Non-Executive Director	No	13 July 2022	2024 AGM

At the end of the reporting period, the Board comprised of two non-executive directors, Paul McKenzie and Mitchell Taylor; and one executive director, James Davies.

The Board unanimously agree that the board collectively continue to act in the best interest of all security holders.

### 2.4 MAJORITY OF DIRECTORS INDEPENDENT

Best practice recommends that the majority of the non-executive board members should be independent. The Board believes that the current board membership is effective in the current strategic development stage of the Company. During the reporting period the board membership included one independent non-executive director: Paul McKenzie. The board membership is reviewed annually, and additional independent non-executive directors could be recruited at later stages of the Company’s development in order to expand the Board’s experience and qualifications as the Company transitions into the next development stage.

Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived

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to, materially interfere with the exercise of their unfettered and independent judgement; and are not a substantial shareholder of 5% or more of the Company and in the last three years they (or someone to which they have close ties) have not been an executive, professional advisor or consultant of the Company.

### 2.5 CHAIR IS INDEPENDENT

Best practice recommends that the Chair of the Board is independent and not the same person as the Managing Director. At 30 June 2023, the Board comprised of one independent director and is Chaired by James Davies, an executive director.

Despite not being an independent director, the Board believes that the appointment of Mr Davies as Executive Chair is effective due to his experience. Board membership is reviewed annually, and an independent non-executive chair could be recruited once the Board feels circumstances have changed and an independent chair is required.

### 2.6 INDUCTION AND PROFESSIONAL DEVELOPMENT

The Company has developed an informal induction program suitable for new directors and senior management. The program is tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value.

Directors are provided with substantial information about the Company when commencing their directorships. Kiland supports additional professional education to assist a director in their role. Directors are encouraged to undertake continuing professional education and, if this involves industry seminars and approved education courses, where appropriate, this is paid for by the Company.

## PRINCIPLE 3: Instil a culture of acting lawfully, ethically and responsibly

### Ethical standards

The Board acknowledges the importance of instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. The Board's policy is for the directors, management and employees to conduct themselves with the highest ethical standards and the best practices of corporate governance.

### 3.1 STATEMENT OF VALUES

Kiland's Board Charter was originally adopted by the Board on 24 September 2013 and is reviewed periodically as required. The Board Charter includes the stated value that the Board carries out its legal duties with integrity having regard to the interests of the Company's customers, staff, shareholders and the broader community in which it operates.

The Company's values are aligned with the Code of Conduct which acts as a meaningful guide for the way in which the Company and associated individuals conduct business. The Code of Conduct articulates the Company's culture values that creates a link between the Company's purpose and its strategic goals by expressing the standards and behaviours expected of Company officers to fulfil its goals and meet its purpose.

### Company culture and values

Company values underpin the Boards' goal to maximise shareholder value, while nurturing the needs of the environment and community. The values at the core of the Company's ethos are:

- ✓ Transparency
- ✓ Integrity
- ✓ Resilience
- ✓ Ecological awareness and
- ✓ Accountability

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The Board instils a culture of integrity and transparency through engagement with state and local government, residents and landholders on Kangaroo Island and regular ASX and media releases. The Board has demonstrated an ability to thrive on change, and in the face of adversity, during the Company's post-fire rejuvenation. The Company is working to ensure that negating any impact on the environment is at the core of its operations.

### 3.2 CODE OF CONDUCT

The Code of Conduct provides guidance on the standards of ethical behaviours required of Kiland directors, key management personnel, contractors and employees, and is available on the Company's website.

Kiland aims to deliver superior long-term shareholder return, taking proper account of employees, customers and others with whom we do business as well as the communities and environments in which the Company operates. Kiland embraces a culture of transparency that places a great importance on honesty, integrity, quality and trust and at the same time does not compromise our ethics or principles.

The Code of Conduct sets ethical standards for the Group. Directors will pursue the highest standards of ethical conduct in carrying out their duties and responsibilities.

The Code of Conduct articulates the standards of behaviour expected of the directors, senior management and employees and requires them to:

- act in the Company's best interest and value the Company's reputation;
- act with honesty and integrity;
- treat others with respect and value differences;
- respect and maintain privacy and confidentiality;
- identify conflicts of interest and manage them responsibly; and
- not make or receive improper payments, benefits or gains.

The Board is informed of any material breaches under the Code of Conduct as this may indicate issues within the culture of the Company. The Board will ensure that appropriate and proportionate disciplinary action will be taken against those who breach the Code of Conduct.

### Trading Policy

Under the Company's Securities Trading Policy, a designated person must not trade in any securities of the Company at any time when they are in possession of unpublished, price-sensitive information in relation to those securities.

Also, they must not provide information to any other person who is likely to:

- use this information to trade in the Company's securities; and/or
- pass this information on to another person who may use this information to trade in the Company's securities.

Before commencing to trade in Company's securities:

- A director must first obtain the written approval of the Chairman; and
- A senior executive and employees must first obtain the written approval of the Company Secretary or Chairman.

In the instance that the Chairman wishes to trade in Company's securities, they must first obtain the written approval of all other members of the Board.

The long-term holding of Company securities by designated persons is encouraged, however margin lending of the Company's securities by designated persons is not permitted.



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### Closed Period

Designated persons are prohibited from trading in the Company's securities during the following periods:

- From 1 July to one day after the release of the Company's annual financial results;
- From 1 January to one day after the release of the Company's half-year financial results; and
- Any other periods as may be determined by the Board and communicated to designated persons.

### Exemptions

Only in exceptional circumstances will approval for the disposal of the Company's securities during this closed period be forthcoming. Examples of such circumstances are:

- Where severe financial difficulty or hardship can be demonstrated.
- By Order of a Court of Australia.

At no time will approval for the purchase of the Company's securities be granted to designated persons during the Closed Period.

### Notification of Dealings by Directors

As required by the ASX Listing Rules, the Company is required to report any transaction conducted by Directors in the securities of the Company to the ASX within 5 business days after the date of the transaction.

## 3.3 WHISTLEBLOWER POLICY

Employees are encouraged to speak up about any unlawful, unethical or irresponsible behaviour within the organisation through an appropriate whistleblower policy.

The Board regularly reviews the Whistleblower policy and procedures to ensure that the Board is informed of any material incidents reported under that policy. The Board will be informed of material incidents reported under the Whistleblower policy, as they may be indicative of issues within the culture of the organisation. The Whistleblower Policy is available on the Company website.

The Company aims to promote and encourage the responsibility and accountability of individuals for reporting unethical practices. Management reports all breaches to the Board at every board meeting.

## 3.4 ANTI BRIBERY AND CORRUPTION POLICY

Giving bribes or other improper payments or benefits to public officials is a serious criminal offence and can damage a company's reputation and standing in the community.

The Board are informed of any material incidents of bribery or corruption, as they may be indicative of issues within the culture of the organisation.

The Board review the Anti-Bribery and Corruption policy periodically. The policy is available on the Company website.

## PRINCIPLE 4: Safeguard the integrity of corporate reports

A Company should have appropriate processes to verify the integrity of its corporate reports.

### 4.1 AUDIT AND RISK COMMITTEE

At the commencement of the reporting period, the Company had a formally constituted Audit & Risk Committee which operated under its own Charter. During the reporting period, the directors considered that due to the size of the Board, an Audit and Risk Committee would not be effective or add value, and accordingly all directors participate in matters under the Audit and Risk Committee Charter.

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It is the Board's responsibility to ensure that an effective internal control framework exists within the entity and for establishing and maintaining this framework of internal control and ethical standards of the Company.

From time to time the Company's senior management team and the Company's auditors are invited to attend meetings of the Committee and Board.

The number of meetings held during the financial year and the number of meetings attended by each director are reported in the Company's Annual Report.

In the absence of an Audit and Risk Committee, the responsibilities now managed by the Board are contained within Audit and Risk Committee Charter and include:

- Assessment and monitoring of internal control adequacy.
- Assessing the need for an internal audit function.
- Overseeing and monitoring integrity of financial reporting and internal control framework.
- Reviewing fees payable to the auditor for audit and non-audit work.
- Reviewing draft annual and interim financial statements with management and external auditors and making recommendations to the full board.
- Reviewing and monitoring the Company's compliance with laws and ASX Listing Rules.
- Reviewing performance against the Company's Code of Conduct.
- Reporting regularly to the Board on its activities and findings.
- Other responsibilities as required by the Board or considered appropriate.

### 4.2 MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

#### Financial Reports

The Chief Financial Officer ensures that the Company's financial reports are prepared in accordance with relevant accounting standards and that monthly financial reports are distributed to the Board. The annual and interim financial reports, and any other financial reports for release to the market, are presented for review and adoption by the Board.

All annual and interim financial reports presented to the Board have been reviewed by both the CEO and CFO who confirm in writing to the Board that the relevant report represents a true and fair view of the Company's financial position in all material respects and is in order for adoption by the Board.

The CEO and CFO have provided a written statement under Section 295A of the Corporations Act to the Board that:

- Their view provided on the Company's financial report is founded on a system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating effectively in all material respects.

These reports are signed and provided at both the interim and annual reporting periods.

The Company's external audit function is performed by Grant Thornton Audit Pty Ltd. Representatives of Grant Thornton Audit Pty Ltd attend the AGM and are available to answer Shareholders questions regarding the audit process.

### 4.3 VERIFY THE INTEGRITY OF ANY PERIODIC CORPORATE REPORTS

The entity releases periodic corporate reports such as Appendix 4C reports that contain unaudited financial information. Management reviews these periodical reports and reports to the Board on these periodic corporate reports with regard to:

1. The integrity of the periodic corporate report being founded on sound risk management and internal compliance and control, which in all material respects implements the policies and arrangements assumed by the Board;

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2. The risk management and internal compliance and control system of the Company operating efficiently and effectively, in all material respects; and
3. the report and notes being in accordance with the Corporations Act 2001 (if appropriate), including:
  - (i) the financial records of the Company for the periodic period having been properly maintained in accordance with section 286 of the Corporations Act 2001;
  - (ii) the periodic report and notes for the financial quarter complying with the Accounting Standards; and
  - (iii) the periodic report and notes for the financial period giving a true and fair view.

### PRINCIPLE 5: Make timely and balanced disclosure

#### 5.1 CONTINUOUS DISCLOSURE POLICY

Kiland is an ASX listed company, and as such is a disclosing entity under the Corporation Act 2001. Under the Corporation Act 2001 and ASX Listing Rules the Board has a number of disclosure obligations. The Continuous Disclosure Policy is reviewed periodically to ensure that all disclosure obligations are met.

Kiland is committed to ensuring that our security holders and the market are provided with full and timely information about the Company's operations pursuant to its culture of transparency.

This Policy provides a framework of principles which empower our people to make decisions on behalf of Kiland. The Disclosure Policy is available on the Company website.

#### Policy Objectives

1. To establish a vetting and authorisation process designed to ensure that Company announcements:
  - are accurate;
  - are made in a timely manner;
  - are factual;
  - do not omit material information; and
  - are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
2. To establish a process to promote understanding of compliance within the Company.
3. To safeguard the confidentiality of corporate information to avoid premature disclosure.

In respect to periodic disclosure, the Listing Rules and ASX Guidelines require that the Board will ensure that the security holders and the market are periodically provided with all information necessary to assess the performance of the Company and the Directors. Information to allow investors to monitor the performance of the Company is communicated by means of:

- the Annual Report which is available for distribution to all Security holders;
- the Interim Report which is available for distribution to all Security holders;
- periodic reports and special reports when a matter of material interest arises;
- the Annual General Meeting and other meetings called to obtain approval of any Board action as required; and
- The Company's website.

#### 5.2 Market Announcements

Each director is automatically sent a copy of each market announcement immediately after they have been made via the ASX platform. This ensures the Board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures.

#### 5.3 Substantive Presentations

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When the Company gives a new and substantive investor or analyst presentation it will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The release of substantive presentations will ensure equality of information among investors and will apply regardless of whether the presentation contains new material information required to be disclosed under ASX listing rule 3.1.

### PRINCIPLE 6: Respect the rights of security holders

#### 6.1 INFORMATION ON WEBSITE

The Company provides information about itself and its governance via its website. The Company's website contains information of the Company's:

- operations and history; and
- Corporate Governance matters including the details of Board Members and Key Executives; Corporate Governance Statement; all corporate governance documents noted in this Statement; Annual and Interim Reports; ASX releases link (including notices of meetings and copies of any materials distributed at investor or analyst presentations).

The information is available on the Company's website [www.kiland.com.au](http://www.kiland.com.au)

#### 6.2 INVESTOR RELATIONS PROGRAM

The Investor Relations Program (previously Communication Policy) is reviewed periodically.

This Program aims to ensure that effective communication between the Company and its investors is maintained, and ready, equal and timely access to clear and balanced information about the Company (including its financial performance, strategic plans, material developments, governance and risk profile) is available to the investors to enable them to exercise their rights in an informed manner.

The Company seeks opportunities to engage with retail investors and the organisations that represent them, to understand the matters of concern or interest to investors. Where significant comments or concerns are raised by investors or their representatives, they should be conveyed to the Board and senior management team.

The Board is responsible for maintaining an ongoing dialogue with, and promoting effective and timely dissemination of information to, the security holders and the investing public.

#### 6.3 FACILITATE AND ENCOURAGE PARTICIPATION IN SHAREHOLDERS MEETINGS

The Company holds its AGM each year. Shareholders are encouraged to participate in general meetings. Shareholders who are unable to attend a General Meeting in person are encouraged to vote on the proposed motions by appointing a proxy.

The Company encourages Shareholders to attend general meetings, in person or virtually using virtual webcasting of general meetings that enable Shareholders to vote and ask questions virtually. The Company will offer this virtual service, subject to costs not being prohibitive.

#### 6.4 SUBSTANTIVE RESOLUTIONS BY POLL

The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

#### 6.5 FACILITATE ELECTRONIC COMMUNICATIONS

The Company provides its investors the option to receive communications from and send communications to, the Company and the share registry electronically. The Company's size means that the Company's share registry provider, Computershare, provides electronic communications to security holders however the Company itself does not provide any on-line portals to security holders.

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### PRINCIPLE 7: Recognise and manage risk

#### 7.1 RISK COMMITTEE

At the commencement of the reporting period, the Company had a formally constituted Audit & Risk Committee which operated under its own Charter. During the reporting period, the directors considered that due to the size of the Board, an Audit and Risk Committee would not be effective or add value, and accordingly all directors participate in matters under the Audit and Risk Committee Charter.

The Board, in the absence of an Audit & Risk Committee, determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control, and overseeing the process for identifying and managing material risks. Responsibility for the Company's risk management framework rests with the Board.

The Company's process of risk management and internal compliance and control includes:

- Establishing the Company's goals and objectives, and implementing and monitoring strategies and policies to achieve these goals and objectives;
- Continuously identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- Formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls; and
- Monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and control, including an annual assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- Effectiveness and efficiency in the use of the Company's resources;
- Compliance with applicable laws and regulations; and
- Preparation of reliable published financial information.

Recognising and managing risk is a crucial part of the role of the Board and management. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to assess risk management and associated internal compliance and control procedures and report back on the efficiency and effectiveness of risk management.

The Board, in the absence of an Audit and Risk Committee, is required to:

- monitor management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the board;
- review any material incident involving fraud or a break-down of the Company's risk controls and the "lessons learned";
- receive reports from internal audit on its reviews of the adequacy of the Company's processes for managing risk;
- receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;
- make recommendations to the Board in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the board; and
- oversee the Company's insurance program, having regard to its business and the insurable risks associated with its business.

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### 7.2 ANNUAL RISK REVIEW

The Audit and Risk Committee reviews the Company's risk management practices, and the risk register annually, to monitor the adequacy of the risk management framework and satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

Regular review by the Board and the committee includes satisfying itself that the risk management framework deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

From time-to-time circumstances may dictate that the Company needs to operate outside of the current risk appetite set by the Board. Where that occurs, the matter is brought to the attention of the Board.

### 7.3 INTERNAL AUDIT

Best practice recommends that the Company establish an internal audit function. The Company is not of a size to warrant an internal audit function. The Independent Director with the support of the CFO, regularly reviews the internal controls to ensure they are operating satisfactorily. The need for an internal audit function is periodically reviewed.

### 7.4 ENVIRONMENTAL OR SOCIAL RISKS

The Company identifies and manages material exposure to environmental or social sustainability risks as part of its risk management practices. All material risks are recorded in a risk register. The Company does not publish a sustainability report.

## PRINCIPLE 8: Remunerate fairly and responsibly

### 8.1 REMUNERATION COMMITTEE

In view of the size of the Group, directors have considered that establishing a nomination and remuneration committee would contribute little to its effective management and accordingly all directors participate in decisions regarding the nomination and election of new Board members.

The processes employed by the Company for setting the level and composition of remuneration for directors and members of senior management and for ensuring that such remuneration is appropriate and not excessive is disclosed at 8.2 below.

The Board has a formal, rigorous and transparent process for developing remuneration policy and for fixing remuneration packages for directors and senior executives. No individual director or member of senior management is involved in deciding his or her own remuneration.

### 8.2 DISCLOSURE OF REMUNERATION POLICIES AND PRACTICES

#### Remuneration philosophy and structure

The Company has structured remuneration packages for its executives and directors in order to attract and retain people with the necessary qualifications, skills and experience to assist the Company in achieving its desired results.

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board and Executive Team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions. The expected outcomes of the remuneration structure are:

- Retention and motivation of key executives;
- Attraction of high-quality management to the Company; and
- Performance incentives that allow executives to share in the success of Kiland.

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For a full discussion of the Company's remuneration philosophy and framework, and details of the remuneration received by directors and executives in the current period, please refer to the Remuneration Report, which is contained within the Directors' Report.

There is no scheme to provide retirement benefits to non-executive directors.

### 8.3 EQUITY BASED REMUNERATION SCHEMES

Kiland has an Equity Based Remuneration Scheme in the form of an Executive Share Option Plan (ESOP) which was revised and approved by shareholders at the 2021 Annual General Meeting. A copy of the ESOP is available upon request. Specific performance hurdles have been put in place for vesting of options. A recipient must not enter into any arrangement for the purpose of hedging or that may otherwise affect their economic exposure to the option held.

The Directors' and Executive Director's remuneration and fees to the CFO are primarily paid in cash. The directors' fee and payment manner will be reviewed when circumstances change, any proposed changes will require security holder approval.

The Shareholders have previously approved the following:

- Non-executive director aggregate fee cap of \$400,000 per annum;
- Directors' and Executive Director's fixed remuneration to be paid in cash; and
- to augment directors' existing remuneration through the issue of performance rights, triggered by meeting certain thresholds in the volume-weighted average price (VWAP) of the Company's shares.

The Remuneration Report in the Annual Report publishes further details of remuneration policies.

Executives are prohibited from entering into transactions to hedge or limit the economic risk of the securities.

The overall objective is to ensure maximum shareholder benefit from the retention of a quality Board and senior management team.

There are no other equity incentive schemes.