



# 2024 NZX Corporate Governance Code Index

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The following table sets out an index of where to find corporate governance disclosures by reference to the NZX Corporate Governance Code dated 1 April 2023.

For an index of where to find corporate governance disclosures by reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations dated February 2019 please refer to the ASX Appendix 4G available on EBOS' website and the NZX and ASX announcement platforms.

'√' means EBOS has followed the recommendation

'X' means EBOS has not followed the recommendation

'AR' means the 2024 Annual Report

'CGS' means the 2024 Corporate Governance Statement

'Independent' means that the director is considered to be an Independent Director as defined under the NZX Listing Rules and independent having regard to the factors set out in the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations.

	Followed/ Not Followed	Reference/ Disclosure
<b>Principal 1 - Ethical Standards</b>		
1.1 Document minimum standards of ethical behaviour	√	Page 2, CGS Code of Ethics
1.2 Financial product dealing policy	√	Page 2, CGS Securities Trading Policy
<b>Principal 1 - Board Composition and Performance</b>		
2.1 Written charter	√	Page 3, CGS EBOS Corporate Governance Code
2.2 Procedure for nomination and appointment of directors	√	Page 6, CGS EBOS Corporate Governance Code
2.3 Written agreements with each newly appointed director	√	Page 6, CGS
2.4 Disclose information regarding directors		
a. Experience, length of service, ownership interests	√	Pages 24, 25, 92 and 108 AR
b. Attendance at Board meetings	√	Page 106, AR
b. Board's assessment of independence	√	Page 92, AR
2.5 Diversity policy, including measurable objective regarding Board diversity	√	Page 6, CGS Page 90 and 91, AR Diversity & Inclusion Policy
2.6 Director training	√	Page 6, CGS EBOS Corporate Governance Code
2.7 Procedure to assess Board performance	√	Page 6, CGS EBOS Corporate Governance Code
2.8 Majority Independent directors	√	Page 6, CGS Page 90, AR
2.9 Independent chair of the Board	√	Page 6, CGS EBOS Corporate Governance Code
2.10 Chair and CEO should be different people	√	Page 6, CGS EBOS Corporate Governance Code
<b>Principle 3 – Board Committees</b>		
3.1 Audit committee should be established and: • committee should have a written charter; • membership should be majority Independent; and • Chair of the audit committee should be independent and not the Chair of the Board	√	Page 7, CGS Audit & Risk Committee Charter
3.2 Employee should only attend audit committee meetings by invitation	√	Page 7, CGS Audit & Risk Committee Charter
3.3 Remuneration committee should be established and: • committee should have a written charter • membership should be majority Independent • management should only attend remuneration committee meetings by invitation	√	Page 7, CGS Remuneration Committee Charter
3.4 Nomination committee should be established unless role is carried out by the whole Board	X – the Board does not currently have a Nominations Committee and considers the current arrangements regarding Board committees is appropriate.	Page 92, AR

	Followed/ Not Followed	Reference/ Disclosure
<b>Principle 3 – Board Committees</b>		
3.5 Company should consider if appropriate to have other Board committees	√	Page 7, CGS
3.6 Board should: <ul style="list-style-type: none"> <li>• establish appropriate protocols to follow if there is a takeover offer including the option to establish independent takeover committee</li> <li>• disclose the scope of independent advisory reports to shareholders</li> </ul>	√	Page 7, CGS
<b>Principle 4 – Reporting and Disclosure</b>		
4.1 Continuous disclosure policy	√	Page 8, CGS Continuous Disclosure Policy
4.2 Make available code of ethics, board charters and other key governance documents on website	√	Page 2, CGS EBOS website – Corporate Governance
4.3 Financial reporting should be clear, balanced and objective	√	Page 8, CGS
4.4 Provide financial and non-financial disclosure including ESG matters. Non-financial reporting should be informative and include forward looking assessments and align with key strategies and metrics monitored by the Board	√	Page 8, CGS 2024 Sustainability Report
<b>Principle 5 – Remuneration</b>		
5.1 Remuneration policy for the remuneration of directors. Recommend director remuneration in transparent manner. Actual director remuneration disclosed in annual report	√	Page 9, CGS Page 104, AR Remuneration Policy
5.2 Remuneration policy for executives which outlines relative weightings of remuneration components and performance criteria	X – relative weightings are not included in the policy but are included in the AR and CGS	Page 9, CGS Pages 92 and 98, AR Remuneration Policy
5.3 Disclose CEO remuneration in annual report including base salary, short and long term incentives and performance criteria	√	Page 99, AR
<b>Principle 6 – Risk Management</b>		
6.1 Should have a risk management framework and Board should receive regular reports. Should report material risks and how managed	√	Page 10, CGS Risk Management Summary
6.2 Should disclose how it manages health and safety risks and report on its health and safety risks, performance and management	√	Page 10, CGS
<b>Principle 7 – Auditors</b>		
7.1 Board should establish framework for relationship with external auditors	√	Page 14, CGS Audit & Risk Committee Charter EBOS Corporate Governance Code
7.2 External auditor should attend Annual Meeting	√	Page 14, CGS
7.3 Internal audit functions should be disclosed	√	Page 14, CGS
<b>Principle 8 – Shareholder Rights &amp; Relations</b>		
8.1 Issuer should have website where investors/ stakeholders can access financial, operational and corporate governance information	√	Page 14, CGS
8.2 Should allow ability to easily communicate with EBOS, including shareholder meeting arrangements that encourage participation	√	Page 14, CGS EBOS Corporate Governance Code
8.3 Shareholders should have the right to vote on major decisions which may change nature of EBOS	√	Page 14, CGS
8.4 If seeking additional capital, offer should be to existing holders on pro rata basis, on no less favourable terms and before offered to other investors	√	Page 14, CGS
8.5 A notice of meeting should be posted on website as soon as possible and at least 20 working days before the meeting	√	Page 14, CGS