

2021 Corporate Governance Statement

The Board of Celamin Holdings Limited (the “**Company**” or the “**Group**”) is responsible for the overall corporate governance of the Group. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The Board has created a framework for managing the Company including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company’s business and which are designed to promote the responsible management and conduct of the Company. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils’ Corporate Governance Principles and Recommendations (**ASX Recommendations**).

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the Recommendations during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

The Corporate Governance Statement (**Statement**) discloses the extent to which Celamin Holdings Limited has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation. This Statement should be read in conjunction with the material on our website www.celaminholdingsltd.com, including the 2021 Annual Report.

This statement is current as of 27 September 2021 and has been approved by the Board of Directors of the Celamin Holdings Limited.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Role of the Board and Management

The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its business and oversee the implementation of appropriate corporate governance with respect to the Company’s affairs. The Board aims to protect and enhance the interests of its shareholders, while considering the interests of other stakeholders, including employees, suppliers, and the wider community.

The Board has a formal Board Charter which is available on our website at:

<https://celaminholdingsltd.com/corporate-governance/>.

The Board Charter sets out the specific responsibilities of the Board, structure, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, details of the Board’s relationship with management, the role of the Chief Executive Officer/Managing Director, details of the Board’s performance review and continuous disclosure requirements.

The Board delegates authority to the Managing Director and Interim CEO to manage the day-to-day affairs of the Company, subject to those responsibilities reserved to the Board included in the Board Charter. The Managing Director and Interim CEO is responsible for the implementation of strategic objectives, plans and budgets in accordance with the directions of the Board.

Recommendation 1.2: Appointment of Directors

The Company has guidelines for the appointment and selection of Directors which require the Board to undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a Director. The process is included in the Board Charter which is available on our website at <https://celaminholdingsltd.com/corporate-governance/>.

We provide our shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director through a number of channels, including via the notice of meeting and other information contained in the 2021 Annual Report.

Recommendation 1.3: Appointment Terms

Each director and senior executive is party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment, including the remuneration entitlement and performance requirements. Directors also receive a deed of indemnity, insurance, and access. Details of executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2021 Annual Report.

Recommendation 1.4: Company Secretary

The Board is supported by the Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and directors' duties, and acting as an interface between the Board and senior executives across the Group. The Board and individual Directors have access to the Company Secretary.

Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.

Details regarding our Company Secretary, including experience and qualifications, is set out in the Directors' Report in our 2021 Annual Report.

Recommendation 1.5: Diversity Policy

The workforce of the Company comprises individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is valued and respected. To demonstrate the Company's commitment to developing measurable objectives to achieve diversity and inclusion in its workplace, the Company has implemented a Diversity Policy which can be viewed on our website at <https://celaminholdingsltd.com/corporate-governance/>.

The proportion of women on the Board, in senior executive positions and women across the entire organisation as at 27 September 2021 was as follows:

- Women on the Board – 0%
- Women in senior executive positions – 0%
- Women across the entire organisation – 0%

Senior Executives are defined as roles supporting the Managing Director and Interim CEO with running the business and delivering on strategic objectives.

Due to the current size and composition of the organisation the Board does not consider it appropriate to provide measurable objectives in relation to gender. The Company is committed to ensuring that the appropriate mix of skills, expertise, and diversity are considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments and is satisfied that the composition of employees, senior executives and members of the Board is appropriate.

Recommendation 1.6: Board, Committees and Individual Directors Performance Assessment

The Board is committed to formally evaluating its performance, the performance of its Committees (if applicable) and individual Directors, as well as the governance processes supporting the Board. The Board does this through an annual assessment process.

An informal process has been established to review and evaluate the performance of the Board. Given the size of the Company, the Board is continuously reviewing the role of the Board, assessing its performance over the previous period, including comparison with others, and examining ways in which the Board can better perform its duties. The review incorporates the performance of the Board.

The Board does not currently have any separate committees due to the size of the Company and thus Committee performance assessments were not applicable.

The Company did not undertake individual director performance reviews during the 2021 financial year, however intends to conduct the reviews in FY22.

Recommendation 1.7: Senior Executive Performance Assessment

Senior Executives are appointed by the Board and their Key Performance Indicators (KPI's) contain specific financial and non-financial objectives. These KPI's are reviewed annually by the Board. The performance of each Senior Executive against these objectives is evaluated annually.

A Senior Executive review was not undertaken during the period to 30 June 2021. However, the Company intends to conduct a Senior Executive review in FY2022. The results of this evaluation process will be discussed in due course during FY2022.

PRINCIPLE 2 – BOARD STRUCTURE

Recommendation 2.1: Nomination Committee

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the establishment of a separate nominations committee. The Board fulfils the roles and responsibilities in relation to nomination.

The duties of the Board in relation to nomination are the same that would otherwise be fulfilled by a Nomination Committee to address any issues and continuously review the range of skills, knowledge, experience, independence and diversity to ensure that the Board can discharge its duties and responsibilities effectively. The Board Charter sets out the procedures adopted by the Board to satisfy itself of the matters which may otherwise be dealt with by Committees.

Recommendation 2.2: Board Skills Matrix

Our objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current directors possess an appropriate mix of relevant skills, experience, expertise and diversity to enable the Board to discharge

its responsibilities and deliver the Company's strategic objectives, which include technical, legal, financial and commercial experience.

To the extent that any skills are not directly represented on the Board, they are augmented through management and external advisors.

Full details of each Directors' relevant skills and experience are set out in the 2021 Directors' Report, contained within the 2021 Annual Report.

Recommendation 2.3: Independent Directors

An independent director is a Non-Executive Director who is not a member of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement.

The Board regularly assesses the independence of each Non-Executive Director in light of the information which each Director is required to disclose in relation to any material contract or other relationship with the Company in accordance with the director's terms of appointment, the Corporations Act 2001, and the Board Charter.

When appointing an independent Director or reviewing the independence of its Directors, the Board will have regard to the definition of independent Director and the factors set out in the Recommendations, in particular the factors relevant to assessing the independence of a director set out in Recommendation 2.3.

As at the date of this report, the Board's assessment of each current Director is set out below:

| Name | Position | Appointment date | Status |
|----------------|------------------------|-------------------------|-----------------|
| Robin Widdup | Non-Executive Chairman | 11 December 2018 | Non-Independent |
| Simon Eley | Managing Director | 11 December 2018 | Non-Independent |
| Tarecq Aldaoud | Non-Executive Director | 3 January 2019 | Independent |

The Board currently has one independent Director, Tarecq Aldaoud (Non-Executive Director).

Simon Eley is not considered to be independent on the basis that he is engaged in an executive management role with the Company. Robin Widdup is also considered to be not independent on the basis that he has a relevant interest in a substantial shareholder of the Company and is also a Director of Lion Selection Group Limited, one of the Company's major shareholders.

The Board considers Tarecq Aldaoud to be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. The Board has considered the holdings of securities in the Company by Mr Aldaoud and is of the opinion that his respective interests in securities would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of his judgement in his position as a Director. The Board also considers that he is otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement, and that he is able to fulfil the role of independent Director for the purposes of the ASX Recommendations.

Recommendation 2.4: Majority Independence

As at the date of this Statement, one of our three Directors are deemed independent and the Company does not currently have a majority of independent directors.

The Board recognises that it is desirable for the majority of the Board to be Independent Directors. The

Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors subject to the Company's size and growth.

Further information regarding our Directors, including their experience and qualifications, is set out in the Directors' Report of our 2021 Annual Report.

Recommendation 2.5: Board Chair

The Chair, Robin Widdup was appointed to the position on 3 January 2019 and is not considered an independent Director. The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. His role is set out in more detail in the Board Charter.

The Board recognises that it is desirable for the Chair of the Board to be Independent, the Company's current size dictates that this is the most efficient mode of operation at the current time. The current Board composition reflects an appropriate balance of skills, expertise and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.

The Board will review the appointment of further Independent Directors subject to the Company's size and growth.

The roles of Chair, Managing Director and Interim CEO are currently exercised by different individuals, being Robin Widdup, Simon Eley and Tim Markwell, respectively.

Recommendation 2.6: Induction, Education and Training

New Directors are provided with copies of all relevant documents and policies governing the Company's business, operations and management, at the time of joining the Board. All Directors are provided with ongoing professional development and training opportunities to enable them to develop and maintain their skills and knowledge.

Directors are also encouraged to personally undertake appropriate training and refresher courses as appropriate to maintain the skills required to discharge their obligations to the Company.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: Statement of Values

The Company's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its directors. The Company's values and statement of values are currently being defined and designed and will be disclosed on the Company's website. Any material breach of the Company's policies, including a breach of the Code of Conduct, is raised, and reviewed at each Board meeting.

The Company's Board is responsible for instilling these values across the organisation.

Recommendation 3.2: Code of Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct designed to ensure that:

- High standards of corporate and individual behaviour are observed by all Employees in the context of their employment or engagement with the Group;
- Employees are aware of their responsibilities to the Group under their contract of employment and always act in an ethical and professional manner; and
- All persons dealing with the Group, whether it be employees, shareholders, suppliers, can be guided by the stated values and practices of the Group.

The Code of Conduct can be found on our website at <https://celaminholdingsltd.com/corporate-governance/>.

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy and security of information.

Recommendation 3.3 Whistleblower Policy

The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised at each Board Meeting or earlier if required.

The Whistleblower Policy can be found on our website at:
<https://celaminholdingsltd.com/corporate-governance/>.

Recommendation 3.4 Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed to maintain high standards of integrity and accountability in conducting its business. The Company has adopted an Anti-bribery and Corruption Policy. This Policy is aimed at establishing controls to ensure compliance with all applicable antibribery and corruption regulations and to ensure that the Company's business is conducted in a socially responsible manner. The Policy provides information and guidance to employees on how to recognise and deal with bribery and corruption issues.

Any material breach of the Company's policies, including any breach of the Anti-bribery and Corruption Policy, is raised at each Board Meeting or earlier if required.

The Anti-bribery and Corruption policy can be found on our website at:
<https://celaminholdingsltd.com/corporate-governance/>.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: Audit Committee

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the establishment of a separate audit committee. All matters which might otherwise be delegated to an audit committee are dealt with by the full Board, including overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit.

Recommendation 4.2: Assurances

The Managing Director and Company Secretary provide an annual declaration to the Board prior to the Board's approval of the Company's full year financial results. This process was followed for the 2021 full year financial results, where the Managing Director and Company Secretary provided a declaration to the Board that, in their opinion, the financial records 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 Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. On this basis, the 2021 full year financial results were approved by the Board.

Recommendation 4.3: Verification of integrity of periodic corporate reports

Our external auditor, Grant Thornton Audit Pty Ltd (**Grant Thornton**) attends our AGM and a representative is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Grant Thornton's independence declaration is contained in the Directors' Report in our 2021 Annual Report.

The effectiveness, performance and independence of the external auditor is reviewed annually by the Board.

Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is reviewed and approved by the Board so that it is satisfied the report in question is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. Following review by the Board of Directors the report is formally approved prior to release.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: Continuous Disclosure Policy

We are committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act.

To comply with these obligations, the Board has adopted a Continuous Disclosure Policy (**Policy**), which is available on our website at <https://celaminholdingsltd.com/corporate-governance/>. This Policy sets out the key obligations of directors and employees in relation to the Company's continuous disclosure requirements.

The Board has overarching responsibility for compliance with continuous disclosure obligations.

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market and in compliance with our Securities Trading Policy. In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.

Recommendation 5.2: Provide Board with copies of all material market announcements

The Company has set up External notifications so that all board members receive a notification from ASX as soon as an announcement has been released. The Company also circulates all price sensitive announcements to the Board ahead of the release being made.

Recommendation 5.3: Investor Presentations

In accordance with the recommendation, the Company ensures that all new and substantive presentations are released to the market ahead of the presentation to enable security holders the opportunity to participate in the presentation. The Company discloses these processes in the Company's Continuous Disclosure Policy available on the Company's website.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: Information and Governance

Information about the Company and its corporate governance policies is available on our website at <https://celaminholdingsltd.com/corporate-governance/>.

The Company also maintains a separate investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations and other key information.

Recommendation 6.2: Investor Relations

We endeavour to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions.

Through its shareholder communications, we aim to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Group's intrinsic value and meet its obligations under the ASX's continuous disclosure regime.

Our investor relations program includes:

- issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report to address the Company's strategy and performance;
- sending and receiving shareholder communications electronically;
- maintaining the Board and corporate governance and investor sections on our website including posting all announcements after they have been disclosed to the market;
- promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Group.

Shareholder queries should be referred to the Company Secretary in the first instance.

Recommendation 6.3: Shareholder Meeting Participation

Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form and shareholders are invited to attend these meetings.

The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

In order to ascertain the true will of the Company's security holders attending and voting at its security holder meetings, whether attendance is in person, electronically or by proxy or other representative, in most situations where this can be achieved the company will conduct the voting procedure by a poll.

Recommendation 6.5: Electronic Communication with Shareholders

Shareholders are encouraged to take advantage of the benefits of electronic communications by electing to receive communication from the Company and its share registry, Automatic, electronically.

Shareholders queries should be referred to the Company Secretary at first instance.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: Risk Committee

Due to the current size of the Company and the Board, the Board fulfils the roles and responsibilities in relation to risk. The duties of the Board in relation to risk are the same that would otherwise be fulfilled by a Risk Committee, including ensuring that the Company has an appropriate risk management framework and associated internal compliance and control procedures.

Recommendation 7.2: Risk Management Framework

The Group's risk management framework is supported by the Board of directors and management team. The Board is responsible for approving and reviewing the Company's risk management framework. Management are responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk.

The Board continually monitors the Company's risk management framework. A full review of the risk management framework will be undertaken during FY2022.

The Company does not meet this Recommendation in its entirety.

Recommendation 7.3: Internal Audit

The Company did not have an internal audit function for the past financial year. Due to the size of the Company, the Board does not consider it necessary to have an internal audit function.

The Board monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations. The Board will periodically conduct an internal review of financial systems and recommended processes and systems are developed where they are considered to require improvement. If in future an internal audit function is warranted then the Board will give due regard to the ASX Recommendation and the establishment of an internal audit function.

Recommendation 7.4: Economic, Environmental and Social Sustainability Risk

The Company considers that it does not currently have any material exposure to economic, environmental and social sustainability risks.

The Company details the environmental risks in the Directors Report in the 2021 Annual Report.

The Company is subject to a range of general economic risks, including macro-economic risks, government policy, general business conditions, changes in technology and many other factors.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBILITY

Recommendation 8.1: Remuneration Committee

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the establishment of a separate remuneration committee. The Board fulfils the roles and responsibilities in relation to remuneration. The duties of the Board in relation to remuneration are the same that would otherwise be fulfilled by a Remuneration Committee, including setting the level of Non-Executive Director fees and the level and nature of remuneration for Executive Directors and other Senior Executives of the Company.

Recommendation 8.2: Remuneration Policies and Practices

Details of the Company's remuneration practices for its Directors and senior executives are disclosed in the Remuneration Report in the Company's Annual Report.

Separate disclosure regarding the remuneration of the Company's directors (executive and non-executive) is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.

Recommendation 8.3: Equity Based Remuneration Scheme

The Company had an equity-based remuneration scheme during the past financial year. The Company's Securities Trading Policy prohibits Key Management Personnel entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in equity-based remuneration or in unvested entitlements.