Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of Chaty					
1st G	1st Group Limited				
ABN/A	RBN	_	Financial year ended:		
138 8	97 533		30 June 2023		
Our co	rporate governance statem	ent ¹ for the period above can be fo	ound at: ²		
	These pages of our annual report:				
\boxtimes	This URL on our website:	https://www.1stgrp.com/investor-r	reports		
	The Corporate Governance Statement is accurate and up to date as at 29 September 2023 and has been approved by the board.				
The annexure includes a key to where our corporate governance disclosures can be located. ³					
Date:		29 September 2023			
Name of authorised officer authorising lodgement:		Elizabeth Spooner, Company Secretary			

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

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

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

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

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

Name of entity

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

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

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

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

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

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

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

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

Corpor	ate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCI	PLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALL	Y AND RESPONSIBLY	
3.1	A listed entity should articulate and disclose its values.	and we have disclosed our values at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	and we have disclosed our Code of Conduct at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	and we have disclosed our Whistleblower Policy at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	and we have disclosed our anti-bribery and corruption policy at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement

Corpor	ate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCI	PLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPOR	TS	
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.1stgrp.com/investor-reports and the information referred to in paragraphs (4) and (5) at: in the Company's Annual Report [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: [insert location]	set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.		□ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.		□ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCI	PLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	and we have disclosed our continuous disclosure compliance policy at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		□ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.		□ set out in our Corporate Governance Statement
PRINCI	PLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	and we have disclosed information about us and our governance on our website at: https://www.1stgrp.com/investor-reports	□ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.		□ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	and we have disclosed how we facilitate and encourage participation at meetings of security holders at: in the Corporate Governance Statement	□ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.		□ set out in our Corporate Governance Statement

Corpora	te Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.		□ set out in our Corporate Governance Statement
PRINCIP	PLE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.1stgrp.com/investor-reports and the information referred to in paragraphs (4) and (5) at: in the Corporate Governance Statement [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: [insert location]	set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: in the Corporate Governance Statement	□ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	[If the entity complies with paragraph (a):] and we have disclosed how our internal audit function is structured and what role it performs at: [insert location] [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: in the Corporate Governance Statement	set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	and we have disclosed whether we have any material exposure to environmental and social risks at: in the Company's Annual Report and, if we do, how we manage or intend to manage those risks at: in the Company's Annual Report	□ set out in our Corporate Governance Statement

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



2023 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out 1st Group Limited's current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 29 September 2023 and has been approved by the Board.

ASX Principles and Recommendations

Comply (Yes/No)

Yes

/No) Explanation

1. Lay solid foundations for management and oversight

- 1.1. A listed entity should have and disclose a board charter setting out:
 - (a) the respective roles and responsibilities of its board and management; and
 - (b) those matters expressly reserved to the board and those delegated to management.

The Company's Board is responsible for corporate governance of the Company. The Board is responsible for:

- representing and serving the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance;
- protecting and optimising the Company's performance and building value for shareholders;
- setting, reviewing and facilitating compliance with the Company's values and governance framework; and
- ensuring shareholders are kept informed of the Company's performance and major developments.

The following responsibilities are expressly reserved to the Board:

- appointment of the Chair;
- · appointment of the Chief Executive Officer;
- appointment of directors;
- establishment of board committees, their membership and delegated authorities;
- approval of dividends;
- approval of budgets, major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;
- · calling of meetings of shareholders; and
- any other specific matters nominated by the Board from time to time.

Further details as to the functions and responsibilities assigned to the Board are disclosed in the Board Charter, which is available on the Company's website at https://www.1stgrp.com/investor-reports



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1.2. A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re- elect a director.	Yes	The Company undertakes comprehensive reference checks prior to appointing a Director, or putting that person forward as a candidate, to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of Director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.
1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The terms of the appointment of a Non-Executive Director, Executive Directors and senior executives are agreed upon and set out in writing at the time of appointment.
1.4. The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary reports directly to the Board through the Chair and is accessible to all directors.
1.5. A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior"	Yes Yes	The Company has adopted a Diversity Policy as it recognises that a commitment to achieving greater gender and multicultural diversity is essential for enabling the Company to attract and retain employees with the best skills and abilities. The Diversity Policy is available on the Company's website at https://www.1stgrp.com/investor-reports The Company has undertaken a review of its diversity objectives, with the following objectives having been set by the Board: Objective 1: Continue to recognise and celebrate diversity and grow the Company's workforce to reflect the diversity in the Australian population; Objective 2: Continue to grow the number of women performing senior roles; Objective 3: Continue to assist minority groups to access employment with the Company. The Company has no entity which falls within the meaning of a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 (Cth). The following is the respective proportions of men and women on the board, in senior executive positions and
executive" for these purposes); or		across the whole organisation.



ASX Principles and Recommendations

Comply (Yes/No)

Explanation

(B) if the entity is a "relevant
employer" under the
Workplace Gender Equality
Act, the entity's most recent
"Gender Equality Indicators",
as defined in and published
under that Act.

If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period

	Male	Female
Board	100%	0%
Senior Executive	100%	0%
Whole Organisation	89%	11%

1.6. A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (b) disclose, for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.

Yes

The Company, with assistance from the Remuneration and Nominations Committee, will review the performance of the Board, its Committees and its Directors in accordance with processes established by the Board and implemented by the Remuneration and Nominations Committee.

A performance evaluation of the Board was undertaken in respect of the financial year ended 30 June 2023.

1.7. A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.

Yes

No

No

Yes

As noted in the Board Charter, the Board is responsible for reviewing the performance of its senior executives (including the CEO) on a regular and periodic basis.

The Company undertook a performance evaluation of the senior executive team in respect of the financial year ended 30 June 2023.

2. Structure the board to be effective and add value

2.1. The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:

(3) the charter of the committee;

The Board has established a Remuneration and Nomination Committee.

The Remuneration and Nomination Committee charter is available at the Company's website; https://www.1stgrp.com/investor-reports.

The Committee currently has appointed three members who are majority non-independent and is Chaired by Mr Brook Adcock, a non-independent director. The Board considers the Committee's composition is appropriate to the



ASX Principles and Recommendations	(Yes/No)	Explanation
 (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	Yes Yes	Company's requirements at its current size and state of development. As at 30 June 2023, the Board maintained a combined Remuneration and Nomination Committee, whose members were: • Mr Brook Adcock (Chair of the committee) Non-Executive Director; • Ms Chris Whitehead, Independent Non-Executive Director; and • Mr John Nantes, Non-Executive Director. A majority of the members of the Remuneration and Nomination Committee were not considered by the Company to be independent directors. The number of Committee meetings held and attended by each member during the reporting period is disclosed in the Company's Annual Report.
2.2. A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes	The Board of the Company is comprised of Directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business. The Company had developed a Board Skills Matrix which is used as a tool to assess the appropriate and ideal balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively. A copy of the Board Skills Matrix is available on the Company's website: https://www.1stgrp.com/investor-reports .
 2.3. A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	Yes Yes	The Board has reviewed the position and associations of each of the Directors and has determined that two of the Directors, Mr Chris Whitehead and Mr Geoff Neate are independent. In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations (4th Edition), and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews Director independence as appropriate. As at 30 June 2023, the Board consisted of four Directors, as follows: Mr Chris Whitehead (Chair and Non-Executive Director appointed 15 December 2022) Mr Brook Adcock (Non-Executive Director appointed 17 June 2022) Mr John Nantes (Non-Executive Director appointed 17 June 2022)

Comply



ASX Pi	rinciples and Recommendations	Comply (Yes/No)	Explanation
			Mr Geoffrey Neate (Non-Executive Director appointed 29 November 2022) The length of service and material interests of each Director is disclosed in the Company's Annual Report.
2.4.	A majority of the board of a listed entity should be independent directors.	No	Two of the Board members at the reporting date were independent being Mr Chris Whitehead and Mr Geoff Neate.
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.	Yes	During and at the reporting period the Chair of the Board, was an independent Director and not the CEO.
2.6.	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	No	The Company does not have in place a formal induction program or professional development program for directors. The CEO and Company Secretary are responsible for providing all information considered necessary to incoming directors to enable them to contribute to the business of the Company. Directors are responsible for their own development which includes identifying opportunities for them to attend courses or other information sessions to enhance their skills and knowledge.
3.	Instill a culture of acting lawfully, ethical	ly and respo	onsibly
3.1.	A listed entity should articulate and disclose its values.	Yes	The Company's Code of Conduct portrays the standards which employees, senior executives and Directors are expected to observe.
			A copy of the Code of Conduct is available on the company website at https://www.1stgrp.com/investor-reports .
3.2.	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business.
	o, that code;		The Code of Conduct is available on the Company's website, https://www.1stgrp.com/investor-reports .
3.3.	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy which is available on the Company's website https://www.1stgrp.com/investor-reports . The Whistleblower Policy provides that the board is informed of any material incidents reported.
3.4.	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and	Yes	



ASX Pri	inciples and Recommendations	Comply (Yes/No)	Explanation
	(b) ensure that the board or committee of the board is informed of any material breaches of that policy.		The Company has adopted a Anti-Bribery and Corruption Policy and the board is informed of any material breaches reported.
	or that policy.		The Anti-Bribery and Corruption Policy is available on the Company's website, https://www.1stgrp.com/investor-reports
4.	Safeguard the integrity of corporate repo	orts	
	(a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair	Yes	The Board has established an Audit and Risk Committee. The Audit and Risk Committee Charter is available at the Company's website at https://www.1stgrp.com/investor-reports . The Committee currently has appointed three members, two members are independent and the Committee is Chaired by Mr Geoff Neate, a non-executive independent director. The Roard considers the Committee's composition is appropriate.
	of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Yes Yes	 Board considers the Committee's composition is appropriate to the Company's requirements at its current size and state of development. As at 30 June 2023, the Board maintained a combined Audit and Risk Committee, whose members were: Mr Geoffrey Neate, (Chair of the Committee), Independent Non-Executive Director Mr Chris Whitehead, Independent Non-Executive Director Mr John Nantes, Non-Executive Director A majority of the members of the Audit and Risk Committee were considered by the Company to be independent directors, including the Chair of the Audit and Risk Committee. As the Company continues to develop, the Board will consider appointing additional members to the Audit and Risk Committee. Details of the qualifications and experience of the members of the Committee are disclosed in the Company's Annual Report. The number of Committee meetings held and attended by
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	Yes	each member during the reporting period is disclosed in the Company's Annual Report. For the financial year ending 30 June 2023, the Company's CEO and CFO provided the Board with the required declarations.



ASX Pi	rinciples and Recommendations	Comply (Yes/No)	Explanation
	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.		
4.3.	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.
5.	Make timely and balanced disclosure		
5.1.	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and to ensure its compliance with the continuous disclosure requirements imposed by law (including the Corporations Act and the ASX Listing Rules).
			Reflecting that commitment, the Company has adopted a Disclosure and Communication Policy, outlining for Directors, officers and employees their responsibilities for ensuring they are compliant with any requirements imposed by law.
			The Disclosure and Communication Policy is available at the Company's website at https://www.1stgrp.com/investor-reports .
5.2.	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Board is provided with copies of all material market announcements promptly after they have been made.
5.3.	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Pursuant to the Company's Disclosure and Communication Policy, ahead of any new and substantive investor or analyst presentation a copy of the presentation materials must be released to ASX.
6.	Respect the rights of security holders		
6.1.	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company maintains information in relation to governance documents, Directors and senior executives, Board and committee charters, annual reports, ASX announcements and contact details on the Company's website at https://www.1stgrp.com/investor-reports . The Company will regularly update the website and contents.
6.2.	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has an investor relations program. The Company regularly presents to and communicates with current and potential investors. In addition, the Board engages with investors at the AGM and responds to shareholder enquiries on an ad hoc basis. Material communications are dispatched to investors either via email, surface mail, and via market announcement.
			The Company has adopted a Disclosure and Communications Policy that sets out the Company's policies and processes in



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		relation to communication with Shareholders (including investors). The Disclosure and Communication Policy is available at the Company's website at, https://www.1stgrp.com/investor-reports .
6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	 The Company facilitates and encourages participation at meetings of security holders through various means including: Encouraging shareholders to attend general meetings; The presence of the Auditor at AGMs to take shareholder questions on any issue relevant to their capacity as Auditor; and Having Directors available to answer shareholder questions at all general meetings.
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All substantive resolutions at a meeting of security holders will be 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 communications to, the entity and its security registry electronically.	Yes	The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders.
7. Recognise and manage risk		
7.1. The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that	Yes Yes Yes Yes Yes N/A	The Board has established an Audit and Risk Committee. The Audit and Risk Committee Charter is available at the Company's website at https://www.1stgrp.com/investor-reports . The Committee currently has appointed three members, two members are independent and the Committee is Chaired by Mr Geoff Neate, a non-executive independent director. The Board considers the Committee's composition is appropriate to the Company's requirements at its current size and state of development. As at 30 June 2023, the Board maintained a combined Audit and Risk Committee, whose members were: Mr Geoffrey Neate, (Chair of the Committee), Independent Non-Executive Director Mr Chris Whitehead, Independent Non-Executive Director Mr John Nantes, Non-Executive Director
satisfy (a) above, disclose that fact and the processes it employs for		A majority of the members of the Audit and Risk Committee were considered by the Company to be independent



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
overseeing the entity's risk management framework.		directors, including the Chair of the Audit and Risk Committee. The number of Committee meetings held and attended by
		each member during the reporting period is disclosed in the Company's Annual Report.
7.2. The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the	Yes	The Audit and Risk Committee may review the Company's risk management framework throughout the year to ensure that it is still suitable to the Company's operations and objectives and that the Company is operating within the risk parameters set by the Board.
entity is operating with due regard to the risk appetite set by the board; and		The Board reviewed the risk management framework during the reporting period.
(b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	
7.3. A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or	No	The Company does not have an internal audit function. The Audit and Risk Committee will periodically review the Company's operations to evaluate the effectiveness of risk management and internal control processes of the Company.
(b) if it does not have an internal audi function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.		In addition, the Audit and Risk Committee will directly monitor the potential exposures facing the Company through ongoing reporting by the senior executives.
7.4. A listed entity should disclose whether it has any material exposure to economic or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company has disclosed its material business risks in its Annual Report.
8. Remunerate fairly and responsibly		
8.1. The Board of a listed entity should: (a) have a remuneration committee which:		The Board has established a Remuneration and Nomination Committee.
(1) has at least three members, a majority of whom are independent directors; and	No	The Remuneration and Nomination Committee charter is available at the Company's website; https://www.1stgrp.com/investor-reports .
(2) is chaired by an independent director, and disclose:		The Committee currently has appointed three members who are majority non-independent and is Chaired by Mr Brook Adcock, a non-independent director. The Board
(3) the charter of the committee; (4) the members of the	Yes	considers the Committee's composition is appropriate to the Company's requirements at its current size and state of development.
committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those		As at 30 June 2023, the Board maintained a combined Remuneration and Nomination Committee, whose members were: • Mr Brook Adcock (Chair of the committee) Non-Executive Director;
meetings; or		



ASX Principles and Recommendations	Comply (Yes/No)	Explanation
(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	N/A	 Ms Chris Whitehead, Independent Non-Executive Director; and Mr John Nantes, Non-Executive Director. A majority of the members of the Remuneration and Nomination Committee were not considered by the Company to be independent directors. The number of Committee meetings held and attended by each member during the reporting period is disclosed in the Company's Annual Report.
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.	Yes	The structure and details of Directors' remuneration is disclosed in the Company's Annual Report.
8.3. A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has a Securities Trading Policy that restricts the trading of the Company's securities by those who receive equity based remuneration. The Company's security trading policy has been disclosed on the Company's website, 1stgrp.com. The Company's Securities Trading Policy prohibits the use of derivatives or other hedging arrangements for unvested securities of the Company or vested securities of the Company which are subject to escrow arrangements.