

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Fleetwood Limited
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ABN/ARBN

69 009 205 261
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Financial year ended:

30 June 2022
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

This URL on our website:

<https://www.fleetwood.com.au/investor-centre/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 16 September 2022 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>



**Elizabeth Maynard**  
General Counsel & Company Secretary  
16 September 2022

<sup>1</sup> "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.

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.

<sup>2</sup> 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.

<sup>3</sup> 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.

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Board Charter at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Board Charter).	–
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.	<input checked="" type="checkbox"/>	–
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	–
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.	<input checked="" type="checkbox"/>	–

<sup>4</sup> 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/”).

<sup>5</sup> 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.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>If the entity was in the S&amp;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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our Diversity Policy at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/(Diversity%20Policy)">https://www.fleetwood.com.au/investor-centre/corporate-governance/(Diversity Policy)</a>, and we have disclosed the information referred to in paragraph (c):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement.</p> <p>We were not included in the S&amp;P / ASX 300 Index at the commencement of the reporting period.</p>	<p>—</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement,</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement.</p>	<p>—</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement,</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement.</p>	—

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Nominations &amp; Diversity Committee Charter at:  <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a>  (Nominations and Diversity Committee Charter),  and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement;</p> <p><input checked="" type="checkbox"/> in our 2022 Annual Report.</p>	-
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.	<input checked="" type="checkbox"/>	-

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.3 A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(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</li> <li>(c) the length of service of each director.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed the names of the Directors considered by the Board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement; <input checked="" type="checkbox"/> in our 2022 Annual Report; <input checked="" type="checkbox"/> at <a href="https://www.fleetwood.com.au/investor-centre/board-and-executives/">https://www.fleetwood.com.au/investor-centre/board-and-executives/</a> , and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement, and the length of service of each director: <input checked="" type="checkbox"/> in our 2022 Annual Report; <input checked="" type="checkbox"/> at <a href="https://www.fleetwood.com.au/investor-centre/board-and-executives/">https://www.fleetwood.com.au/investor-centre/board-and-executives/</a> .	—
2.4 A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	—
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.	<input checked="" type="checkbox"/>	—
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.	<input checked="" type="checkbox"/>	—

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Our Vision, Purpose and Values).	–
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.	<input checked="" type="checkbox"/> and we have disclosed our Code of Conduct at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Code of Conduct).	–
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.	<input checked="" type="checkbox"/> and we have disclosed our Speak Up Policy at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Speak Up Policy).	–
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.	<input checked="" type="checkbox"/> and we have disclosed our Fraud, Bribery & Corruption Prevention Policy at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Fraud, Bribery & Corruption Prevention Policy).	–

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Audit Committee Charter at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Audit Committee Charter),</p> <p>and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement;</p> <p><input checked="" type="checkbox"/> in our 2022 Annual Report.</p>	–
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	–
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	–



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our Continuous Disclosure Policy at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Continuous Disclosure Policy).	–
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	–
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.	<input checked="" type="checkbox"/>	–
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Corporate Governance Section).	–
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	–
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/>	–
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.	<input checked="" type="checkbox"/>	–
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.	<input checked="" type="checkbox"/>	–

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Risk Committee Charter at: <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/">https://www.fleetwood.com.au/investor-centre/corporate-governance/</a> (Risk Committee Charter), and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement;</p> <p><input checked="" type="checkbox"/> in our 2022 Annual Report.</p>	–
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement.</p>	–
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p><input checked="" type="checkbox"/></p>	–

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement, and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement.	—

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole 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: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the Remuneration Committee Charter at:</p> <p><input checked="" type="checkbox"/> <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/Remuneration-Committee-Charter">https://www.fleetwood.com.au/investor-centre/corporate-governance/ (Remuneration Committee Charter)</a>, and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement;</p> <p><input checked="" type="checkbox"/> in our 2022 Annual Report.</p>	–
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.	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement; and</p> <p><input checked="" type="checkbox"/> in our 2022 Annual Report.</p>	–
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p><input checked="" type="checkbox"/> <a href="https://www.fleetwood.com.au/investor-centre/corporate-governance/Securities-Trading-Policy">https://www.fleetwood.com.au/investor-centre/corporate-governance/ (Securities Trading Policy)</a>.</p>	–

## Fleetwood Corporate Governance Statement 2022

This Corporate Governance Statement (**Statement**) describes Fleetwood Limited's (**Fleetwood or Company**) and its subsidiaries (**Group**) corporate governance framework, policies and practices.

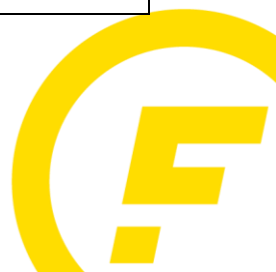
Fleetwood is committed to adopting best practice corporate governance principles and complies with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**). Further information about governance at Fleetwood (including Fleetwood's corporate governance policies and charters) are available on the Company's website at <https://www.fleetwood.com.au/investor-centre/corporate-governance/>.

This statement has been approved by the Board and is current as at 16 September 2022.

ASX Recommendation	Reference / Comment
<p><b>Principle 1: Lay solid foundations for management and oversight</b></p> <p><i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>	
<p><b>1.1</b></p> <p><b>A listed entity should have and disclose a board charter setting out:</b></p> <p><b>(a) the respective roles and responsibilities of its board and management; and</b></p> <p><b>(b) those matters expressly reserved to the board and those delegated to management.</b></p>	<p>The Board has adopted a Board Charter that details the roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and delegated to management.</p> <p>Responsibility of the day-to-day management of Fleetwood is delegated to the Managing Director &amp; Chief Executive Officer (<b>MD &amp; CEO</b>), with support from the MD &amp; CEO's direct reports (<b>Executives</b>). A formal levels of authority policy and matrix sets out the delegation from the Board to the MD &amp; CEO, Executives and senior management.</p> <p>The functions reserved for the Board include:</p> <ul style="list-style-type: none"> <li>• demonstrating leadership for the Group;</li> <li>• approving the Group's statement of values and code of conduct to underpin the desired culture within the Group;</li> <li>• setting and overseeing the strategic direction of the Group and monitoring implementation of the strategy;</li> <li>• appointing the Chair;</li> <li>• selecting and appointing the MD &amp; CEO, determining conditions of service and monitoring performance;</li> <li>• approving the conditions of service and monitoring performance of the Chief Financial Officer (<b>CFO</b>), Company Secretaries and other senior executives;</li> <li>• monitoring financial outcomes and the integrity of reporting;</li> <li>• setting limits of authority for committing to expenditure, entering into contracts or acquiring businesses;</li> <li>• ensuring effective audit, tax, risk management and compliance systems are in place;</li> <li>• ensuring the Group has appropriate corporate</li> </ul>



		<p>governance structures in place, including standards of ethical behaviour; and</p> <ul style="list-style-type: none"> <li>ensuring the Board is and remains appropriately skilled to meet the changing needs of the Group.</li> </ul> <p>The Board reviews the Board Charter at least once in each financial year and in doing so, ensures that it meets best practice standards and the needs of Fleetwood.</p> <p>A copy of the Board Charter is available on Fleetwood's website.</p>
1.2	<p><b>A listed entity should:</b></p> <p><b>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</b></p> <p><b>(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.</b></p>	<p>Fleetwood's Nominations &amp; Diversity Committee assists the Board with the selection and appointment of Directors and senior executives and in doing so, ensures that appropriate background checks are undertaken prior to putting any candidate forward for election or appointment.</p> <p>Fleetwood provides information to shareholders about Directors seeking election or re-election at a general meeting in the explanatory memorandum to the relevant Notice of Meeting, to ensure shareholders can make an informed decision on whether or not to elect or re-elect a Director.</p> <p>Specifically, the Company provides details relevant to each Director's qualifications, experiences, skills and whether they are considered independent including a recommendation by the Board as to whether it recommends the election or re-election of the Director. The Board also includes a recommendation within the Notice of Meeting on the manner in which shareholders are encouraged to vote in regards to any resolutions relating to the election of Directors.</p>
1.3	<p><b>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>	<p>Directors receive formal letters of appointment setting out the term of appointment, the duties and responsibilities of the Director, remuneration, expected time commitments, notification of Fleetwood's governance materials, entitlement to seek independent advice at the expense of the Company and ongoing confidentiality obligations.</p> <p>The MD &amp; CEO and Executives have formal written employment agreements with Fleetwood describing their duties, rights and responsibilities, remuneration and entitlements on termination.</p>
1.4	<p><b>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.</b></p>	<p>Elizabeth Maynard is appointed as both Company Secretary and General Counsel and Andrew Wackett is appointed as both Company Secretary and CFO.</p> <p>The Company Secretaries are responsible for advising the Board and its Committees on governance matters and to coordinate all Board business, including the administration of Board and Committee meetings, manage filings with the ASX and ASIC and monitoring compliance with Board policies and procedures.</p>



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<p><b>1.5</b></p>	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a diversity policy;</b></p> <p><b>(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</b></p> <p><b>(c) disclose in relation to each reporting period:</b></p> <p><b>(1) the measurable objectives set for that period to achieve gender diversity;</b></p> <p><b>(2) the entity’s progress towards achieving those objectives;</b></p> <p><b>and</b></p> <p><b>(3) either:</b></p> <p><b>(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></p> <p><b>(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.</b></p>	<p>The Board has adopted a Diversity Policy which supports and promotes the achievement of diversity in gender, ethnicity, religion, culture, language, sexual orientation, disability and age. All Fleetwood team members are expected to foster a respectful and inclusive workplace.</p> <p>The General Manager – WHSE &amp; HR is responsible for ensuring the Group meets its reporting obligations as it relates to diversity.</p> <p>In accordance with the Diversity Policy and ASX Recommendations, Fleetwood is progressing the following measurable objectives towards improved gender diversity.</p> <table border="1" data-bbox="715 792 1385 1805"> <thead> <tr> <th data-bbox="715 792 1145 846">Objective</th> <th data-bbox="1145 792 1385 846">Progress</th> </tr> </thead> <tbody> <tr> <td data-bbox="715 864 1145 1012">Promote flexible work practices and provide continued training to all managers and frontline team leaders on how to manage flexible work practices successfully.</td> <td data-bbox="1145 864 1385 1012">Ongoing.</td> </tr> <tr> <td data-bbox="715 1030 1145 1227">Target 10% of men in any manager category to have formal flexible working arrangements in place.</td> <td data-bbox="1145 1030 1385 1227">Target met. 21% of male managers entered into formal flexible working arrangements, with a greater number of men working flexibly on an informal basis.</td> </tr> <tr> <td data-bbox="715 1245 1145 1442">Provide unconscious bias training for all senior managers.</td> <td data-bbox="1145 1245 1385 1442">Target met. Unconscious bias training undertaken for all senior managers and visible leadership shadow toolkit provided to all participants.</td> </tr> <tr> <td data-bbox="715 1460 1145 1576">Conduct pay equity testing on an annual basis and take action in relation to identified gender pay gaps on a like-for-like basis.</td> <td data-bbox="1145 1460 1385 1576">Target met. Completed as part of annual remuneration review.</td> </tr> <tr> <td data-bbox="715 1594 1145 1697">Proactively identify female candidates for senior vacancies by aiming for 20% of women in any manager category.</td> <td data-bbox="1145 1594 1385 1697">Target met for all senior manager roles.</td> </tr> <tr> <td data-bbox="715 1715 1145 1805">Ensure equal career development opportunities for women and men.</td> <td data-bbox="1145 1715 1385 1805">In progress.</td> </tr> </tbody> </table> <p>The Diversity Policy and progress toward achieving the objectives are reviewed and assessed by the Board and the Nominations &amp; Diversity Committee annually.</p> <p>The Company’s FY22 diversity measurable objectives</p>	Objective	Progress	Promote flexible work practices and provide continued training to all managers and frontline team leaders on how to manage flexible work practices successfully.	Ongoing.	Target 10% of men in any manager category to have formal flexible working arrangements in place.	Target met. 21% of male managers entered into formal flexible working arrangements, with a greater number of men working flexibly on an informal basis.	Provide unconscious bias training for all senior managers.	Target met. Unconscious bias training undertaken for all senior managers and visible leadership shadow toolkit provided to all participants.	Conduct pay equity testing on an annual basis and take action in relation to identified gender pay gaps on a like-for-like basis.	Target met. Completed as part of annual remuneration review.	Proactively identify female candidates for senior vacancies by aiming for 20% of women in any manager category.	Target met for all senior manager roles.	Ensure equal career development opportunities for women and men.	In progress.
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		<p>approved by the Board are:</p> <ul style="list-style-type: none"> <li>• Target over 10% of men in management roles to have flexible working arrangements in place.</li> <li>• Conduct unconscious bias training at each annual conference.</li> <li>• Target 25% of women in management roles with a long-term goal of 40-40-20 representation in management roles.</li> <li>• Target 10% of women in trade staff through the appointment of female supervisors and continued relationships with trade schools.</li> <li>• Adopt a formal Remuneration Policy to require: <ul style="list-style-type: none"> <li>○ remuneration reviews to be undertaken on parental leave; and</li> <li>○ benchmarking against industry standards.</li> </ul> </li> </ul> <p>The Group complied with the <i>Workplace Gender Equality Act 2012</i> (Cth) by submitting its annual compliance report, a copy of which is available on Fleetwood's website.</p>
1.6	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</b></p> <p><b>(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.</b></p>	<p>The Nominations &amp; Diversity Committee is responsible for the development and implementation of a process for evaluating the performance of the Board, its Committees and Directors.</p> <p>In FY22, the Board undertook a Board Evaluation Process which was completed by Directors and key Executives. To encourage openness, responses were provided anonymously via Board Outlook, a secure comprehensive software platform for Board performance.</p>
1.7	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</b></p> <p><b>(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.</b></p>	<p>A review of the performance of all Executives is undertaken annually by the MD &amp; CEO in consultation with the Board. Executive performance is evaluated by reference to the financial results of the applicable operating entity and relevant Key Performance Indicators (<b>KPIs</b>).</p> <p>Individual performance targets are derived from position descriptions, key responsibilities and objectives which are in turn aligned with business strategies identified annually during the business planning process following the Board's sign-off of budgets. Financial performance targets are derived from budgeted or forecast EBITA above a qualifying gate, which is considered an appropriate measure of the Company's profitability.</p> <p>A performance evaluation of the MD &amp; CEO and each Executive was conducted in respect of FY22.</p>

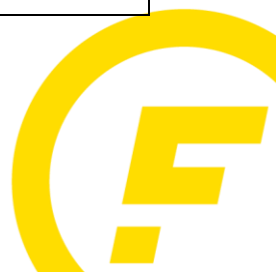




		KPIs in respect of FY23 for the MD & CEO and each Executive are in the process of being established and will be reported to the Board.
<p><b>Principle 2: Structure the board to be effective and add value</b></p> <p><i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</i></p>		
2.1	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have a nomination committee which:</b></p> <p style="padding-left: 20px;"><b>(1) has at least three members, a majority of whom are independent directors; and</b></p> <p style="padding-left: 20px;"><b>(2) is chaired by an independent director,</b></p> <p><b>and disclose:</b></p> <p style="padding-left: 20px;"><b>(3) the charter of the committee;</b></p> <p style="padding-left: 20px;"><b>(4) the members of the committee; and</b></p> <p style="padding-left: 20px;"><b>(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></p> <p><b>(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.</b></p>	<p>Fleetwood's Nominations &amp; Diversity Committee is comprised of the MD &amp; CEO, Bruce Nicholson, and the following independent, Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• Adrienne Parker (Chair);</li> <li>• John Klepec;</li> <li>• Mark Southey;</li> <li>• Martin Monro; and</li> <li>• Jeff Dowling.</li> </ul> <p>The Nominations &amp; Diversity Committee Charter provides further details regarding the Committee's primary duties, running of meetings and the process followed in the appointment and re-appointment of Directors.</p> <p>The Nominations &amp; Diversity Committee Charter requires the Committee to meet at least twice each year and more frequently if determined appropriate by the Chair of the Committee or the Board. Details of the number of times the Nominations &amp; Diversity Committee met, as well as Director attendance at the meetings, are set out in Fleetwood's FY22 Annual Report.</p> <p>The Nominations &amp; Diversity Committee Charter is available on Fleetwood's website.</p>
2.1	<p><b>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.</b></p>	<p>The composition of the Company's Board is designed to ensure each Director brings a level of skill and experience that helps deliver Fleetwood's strategy and provides value to shareholders.</p> <p>Matters relating to the Board composition are considered by the Board and Nominations &amp; Diversity Committee in accordance with the framework set out in the Nominations &amp; Diversity Committee Charter.</p> <p>In early FY22, the Board assessed each Director's skill level against the following key competences that the Board</p>



		<p>considered was required to achieve its strategy and meet its regulatory and legal requirements, in addition to succession planning considerations:</p> <ol style="list-style-type: none"> <li>1. Business planning</li> <li>2. Governance and compliance</li> <li>3. Risk management</li> <li>4. Monitoring the MD &amp; CEO</li> <li>5. Long-term industry vision</li> <li>6. Communications and corporate affairs</li> <li>7. Financial reporting and forecasts</li> <li>8. Safety</li> <li>9. Talent, succession and remuneration</li> <li>10. Organisational culture</li> <li>11. Change and major project delivery</li> <li>12. Legal</li> <li>13. Marketing and sales</li> <li>14. Sustainability</li> <li>15. Manufacturing and construction industry knowledge</li> <li>16. Government relations</li> <li>17. Technology</li> </ol> <p>The Board's assessment demonstrates that each Director is considered to have advanced or expert knowledge in a number of key areas. The Board considered that it currently has the appropriate mix of skills, diversity and experience needed to support Fleetwood and oversee the standard of corporate governance, integrity and accountability required of Fleetwood. Details of the Directors (including their qualifications, experience and expertise) are set out in the FY22 Annual Report.</p> <p>To the extent that any skills are not directly represented on the Board, they are supplemented by management.</p>
2.3	<p><b>A listed entity should disclose:</b></p> <p><b>(a) the names of the directors considered by the board to be independent directors;</b></p> <p><b>(b) if a director has an interest, position 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</b></p>	<p>As at the date of this Statement, the Board is comprised of the MD &amp; CEO, Bruce Nicholson, and the following independent Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• John Klepec, Non-Executive Director &amp; Chair;</li> <li>• Jeff Dowling, Non-Executive Director;</li> <li>• Adrienne Parker, Non-Executive Director;</li> <li>• Mark Southey, Non-Executive Director; and</li> <li>• Martin Monro, Non-Executive Director.</li> </ul>



	<p>question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Board acknowledges the importance of independent Directors to a high-functioning Board. Fleetwood's Board Charter requires that a majority of the Board be comprised of Non-Executive Directors and that the Chairman be an independent Non-Executive Director.</p> <p>The Board has considered the circumstances of each Non-Executive Director and determined that all Non-Executive Directors are independent Directors on the basis that he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgment to bear on the issues before the Board and act in the best interests of Fleetwood as a whole. In making this determination, the Board has considered the Board Charter, the ASX Recommendations and specifically the items set out in Box 2.3 of the ASX Recommendations.</p> <p>Details of the Directors (including their qualifications, experience and length of service) are set out in the FY22 Annual Report.</p>
<p>2.4</p>	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>As at the date of this Statement, the Board is comprised of five independent Non-Executive Directors (including the Chair) and one Executive Director (the MD &amp; CEO).</p> <p>The Board reviews the independence of Directors on a regular basis and requires that each Director immediately disclose if he or she is, or becomes aware of, any information or circumstances that may affect that Director's independence.</p>
<p>2.5</p>	<p>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.</p>	<p>The Chair of the Board, John Klepec, is an independent Non-Executive Director. The positions of Chair of the Board and Chief Executive Officer are held by separate individuals.</p>
<p>2.6</p>	<p>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.</p>	<p>The Nominations &amp; Diversity Committee is responsible for the inductions of, and continuing professional development programs for, Directors.</p> <p>Newly appointed Directors participate in an induction program which includes the provision of Company due diligence documents, meetings with Executives and management, site visits to key operations, and discussions with other Directors. The induction program introduces the Director to the financial, strategic, operational, and risk management systems, as well as the culture and values of Fleetwood.</p> <p>Directors have access to continuing education about the Company by way of regular updates from the MD &amp; CEO and the Executives.</p> <p>All Directors are responsible for ensuring they remain current in understanding their duties as Directors.</p>



<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b> <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i>		
<b>3.1</b>	<p><b>A listed entity should articulate and disclose its values.</b></p>	<p>The Company has adopted the following values which embody Fleetwood’s culture, behaviours and actions:</p> <ul style="list-style-type: none"> <li>• Zero Harm – we look after our people and the environment;</li> <li>• Collaboration – we harness the power of our team;</li> <li>• Integrity – we stand up for what is right;</li> <li>• Accountability – we deliver on our promises; and</li> <li>• Growth through Innovation – we challenge, experiment and adapt.</li> </ul> <p>These values are set out in Fleetwood’s Code of Conduct and are disclosed on Fleetwood’s website.</p>
<b>3.2</b>	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</b></p> <p><b>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</b></p>	<p>Fleetwood’s Code of Conduct applies to all representatives of Fleetwood including Directors, officers and employees of Fleetwood as well as contractors acting on behalf of Fleetwood, its suppliers and other business partners.</p> <p>The Board expects all Fleetwood representatives to act with integrity, honesty and fairness and be responsible for their conduct. The Code of Conduct sets out the standards of behaviour that the Board expects, as well as to ensure Fleetwood and its representatives are complying with legal obligations.</p> <p>In accordance with the Code of Conduct, any material breaches of the Code are reported to the Board by the General Counsel &amp; Company Secretary.</p> <p>A copy of the Code of Conduct is available on Fleetwood’s website.</p>
<b>3.3</b>	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a whistleblower policy; and</b></p> <p><b>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</b></p>	<p>Fleetwood’s Speak Up Policy provides a number of channels for employees and external parties to confidentially raise concerns about improper conduct, including an externally managed service. Fleetwood is committed to creating a supportive environment where its people feel safe to speak up.</p> <p>All reports made under the Speak Up Policy are reported to the Board and where appropriate, investigated.</p> <p>A copy of the Speak Up Policy is available on Fleetwood’s website.</p>
<b>3.4</b>	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose an anti-bribery and corruption policy;</b></p>	<p>Fleetwood does not engage in or tolerate corrupt business practices and is committed to maintaining and implementing appropriate measures to prevent bribery and corruption by</p>



	<p>and</p> <p><b>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</b></p>	<p>Fleetwood and any person representing Fleetwood.</p> <p>Fleetwood’s Fraud, Bribery and Corruption Policy prohibits the actual or attempted use of any form of fraud, bribery or corruption (directly or indirectly) on Fleetwood’s behalf to advance its business interests or those of its associates. A copy of the Fraud, Bribery and Corruption Policy is available on Fleetwood’s website.</p> <p>The General Counsel &amp; Company Secretary is responsible for notifying the Board of any material breaches of the Policy.</p>
<p><b>Principle 4: Safeguard the integrity of corporate reports</b></p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>		
<p><b>4.1</b></p>	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have an audit committee which:</b></p> <p><b>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director, who is not the chair of the board,</b></p> <p><b>and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the relevant qualifications and experience of the members of the committee; and</b></p> <p><b>(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></p> <p><b>(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.</b></p>	<p>Fleetwood’s Audit Committee oversees the adequacy of the accounting, tax and financial policies and controls of the Company.</p> <p>The Audit Committee is comprised of the following independent Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• Jeff Dowling (Chair);</li> <li>• John Klepec;</li> <li>• Adrienne Parker;</li> <li>• Mark Southey; and</li> <li>• Martin Monro.</li> </ul> <p>The Audit Committee Charter sets out the Committee’s responsibilities with respect to internal and external reporting processes and frameworks. A key purpose of the Audit Committee is to ensure the quality and independence of the audit process. The Chair of the Audit Committee and the CFO work with Fleetwood’s external auditors, Ernst &amp; Young, to plan the audit process.</p> <p>The external auditor, Ernst &amp; Young, is invited to attend Audit Committee meetings.</p> <p>All members of the Audit Committee have appropriate business and financial expertise. Details of the experience and qualifications of the members of the Audit Committee, together with the number of times the Audit Committee met throughout FY22 and the individual attendance of the members at those meetings, are set out in the FY22 Annual Report.</p> <p>The Audit Committee reviews and reassesses its Charter annually and recommends any changes necessary to the Board. The Audit Committee Charter requires the Committee to meet at least twice during the year.</p> <p>A copy of the Audit Committee Charter is available on Fleetwood’s website.</p>



4.2	<p>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.</p>	<p>In accordance with section 295A of the <i>Corporations Act 2001</i> (Cth), for each half year and full year results, the MD &amp; CEO (in his capacity as CEO) and CFO provide the Board with a written declaration that, in their opinion:</p> <ul style="list-style-type: none"> <li>the financial records of the Company have been properly maintained;</li> <li>the Group's financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, and</li> </ul> <p>the opinion has been formed on a sound system of risk management and internal controls which are operating effectively.</p> <p>In FY22, the Board received the above-mentioned declarations from the MD &amp; CEO and CFO in relation to the half year ending 31 December 2021 and the full year ending 30 June 2022 prior to approving the financial statements for those periods.</p>
4.3	<p>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.</p>	<p>Periodic corporate reports that are not audited or reviewed by an external auditor are verified internally by management prior to release to market (including by the CFO and General Counsel &amp; Company Secretary).</p>
<p><b>Principle 5: Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balance disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
5.1	<p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Fleetwood is committed to timely, transparent and effective communication to its shareholders, market participants and other external parties.</p> <p>Fleetwood has a Continuous Disclosure Policy, a copy of which is available on Fleetwood's website. The Board has established a Disclosure Committee, which may be convened to consider matters that may require disclosure to the ASX under ASX Listing Rule 3.1.</p>
5.2	<p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>All material market announcements during FY22 were approved by the Board.</p> <p>The Board receives copies of material market announcements promptly after they have been released to the ASX.</p>
5.3	<p>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.</p>	<p>In accordance with the Company's Continuous Disclosure Policy, Fleetwood does not permit selective disclosure of material information.</p> <p>Information provided to analysts and investors during a one-on-one or group briefing (such as slides) will be provided to the ASX for release to the market and posted on Fleetwood's</p>



		website, as soon as practicable, to ensure all shareholders and investors have equal access to Fleetwood's information.
<p><b>Principle 6: Respect the rights of security holders</b></p> <p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>		
6.1	<b>A listed entity should provide information about itself and its governance to investors via its website.</b>	<p>Fleetwood has established an Investor Centre on its website to provide key information about its governance processes and policies.</p> <p>The Investor Centre includes information about Fleetwood relevant to shareholders including:</p> <ul style="list-style-type: none"> <li>• all announcements lodged with the ASX in the last three years;</li> <li>• biographies and photographs of the Board and Executive team;</li> <li>• Fleetwood's Constitution;</li> <li>• the Board and Committee Charters and key corporate governance policies;</li> <li>• Fleetwood's half year and full year reports;</li> <li>• An event calendar with important dates for shareholders; and</li> <li>• information about Fleetwood's Annual General Meeting (AGM).</li> </ul>
6.2	<b>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</b>	<p>The Board acknowledges the importance of regular, proactive and effective two-way communication with investors to ensure they remain fully informed about Fleetwood's activities.</p> <p>The Continuous Disclosure Policy sets out Fleetwood's investor relations approach to communicating with shareholders, investors and analysts.</p> <p>Following the release of Fleetwood's half year and full year results, the MD &amp; CEO and CFO hosts an investor briefing which the public are invited to attend and are given the opportunity to ask questions of the MD &amp; CEO and CFO. Fleetwood also conducts regular investor and analyst briefings.</p> <p>In communications received directly from shareholders or other interested parties, the MD &amp; CEO and/or Company Secretaries endeavour to respond to such communications provided the information requested is not price sensitive, or already publicly available.</p>
6.3	<b>A listed entity should disclose how it facilitates and encourages participation at meetings of security</b>	Fleetwood intends to hold this year's AGM on 27 October 2022 as a hybrid AGM. A copy of the Notice of Meeting will be available on Fleetwood's website as well as being sent directly



	holders.	to shareholders by way of their nominated means of communication.  Shareholders are invited to submit questions prior to the AGM and during the AGM via the chat function on the online platform.
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.	Fleetwood's practice is to conduct voting on each proposed resolution at the meeting by poll. This practice will be continued at the 2022 AGM.
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.	Shareholders are encouraged to elect to receive communications electronically by contacting Fleetwood's share registry.
<p><b>Principle 7: Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
7.1	<p><b>The board of a listed entity should:</b></p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(6) 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</p>	<p>The Board has established a Risk Committee which is comprised of the following independent, Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• Martin Monro (Chair);</li> <li>• John Klepec;</li> <li>• Jeff Dowling;</li> <li>• Adrienne Parker; and</li> <li>• Mark Southey.</li> </ul> <p>The role of the Risk Committee is to assist the Board to oversee Fleetwood's risk management framework and support a prudent and risk aware approach to business decisions across the Company.</p> <p>The Risk Committee's role and responsibilities is set out in the Risk Committee Charter, a copy of which is available on Fleetwood's website.</p> <p>The Risk Committee reviews and reassesses its Charter annually and recommends any changes necessary to the Board. The Risk Committee Charter requires the Committee to meet at least four times during the year. Members' attendance at the Risk Committee meetings is set out in the FY22 Annual Report.</p>
7.2	<p><b>The board or a committee of the board should:</b></p> <p>(a) review the entity's risk management framework at least</p>	Fleetwood's risk framework is based on International Standard ISO 31000:2018 and forms the basis for the Company's risk management activities. The Board reviews Fleetwood's risk





	<p>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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>management framework on an annual basis.</p> <p>The Board is provided with a risk management report twice a year.</p> <p>A review of Fleetwood's risk management framework and risk register was undertaken during FY22.</p>
7.3	<p><b>A listed entity should disclose:</b></p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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</p>	<p>The Audit Committee monitors the need for an internal audit function having regard to the size and complexity of operations. Currently, Fleetwood does not have a formal internal audit function.</p> <p>The Company's risk management policies and internal control systems are based on Fleetwood's Enterprise Risk Management Framework (ERMF).</p> <p>The ERMF ensures that each business takes accountability for risk management. There are certain specific auditing requirements across the businesses. For example, the Building Solutions business is quality accredited under ISO:9001, which requires a specific internal audit. This internal audit is then externally audited every nine months.</p> <p>In respect of financial risks, Fleetwood utilises accounting controls and reconciliations, segregation of duties, documented policies and procedures, regular management reporting, annual budgeting as well as physical security over Company assets as part of its internal control environment. Fleetwood periodically undertakes an internal review of these controls and implements any improvements which are identified. Board interaction with the Company's external auditor also provides additional oversight.</p> <p>In respect of health and safety risks, Fleetwood has implemented a comprehensive Workplace Health and Safety Management System, which is reviewed and audited annually.</p> <p>Other risks are monitored and managed by management as overseen by the Risk Committee.</p> <p>During the reporting period, the effectiveness of the internal control systems of each business in mitigating and managing material risks were periodically reported to and reviewed by the Risk Committee.</p> <p>The MD &amp; CEO, CFO and the external auditor attend Audit Committee meetings at the discretion of the Committee.</p>
7.4	<p><b>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.</b></p>	<p>Fleetwood is committed to the identification, monitoring and management of material risks (including economic, environmental and social sustainability risks) associated with its business activities.</p> <p>Social sustainability and environmental risks, if and when they arise, are identified and managed within the Group risk</p>



		<p>management processes.</p> <p>The Building Solutions arm of Fleetwood also has an environmental accreditation under ISO14001, which is internally audited and externally audited every nine months.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p><b>8.1</b></p>	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have a remuneration committee which:</b></p> <p>(1) <b>has at least three members, a majority of whom are independent directors; and</b></p> <p>(2) <b>is chaired by an independent director, and disclose:</b></p> <p>(3) <b>the charter of the committee;</b></p> <p>(4) <b>the members of the committee; and</b></p> <p>(5) <b>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></p> <p><b>(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.</b></p>	<p>The Remuneration Committee is comprised of the following independent, Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• Mark Southey (Chair);</li> <li>• John Klepec;</li> <li>• Martin Monro;</li> <li>• Jeff Dowling; and</li> <li>• Adrienne Parker.</li> </ul> <p>Fleetwood's executive remuneration objectives and approach are set out in the FY22 Annual Report.</p> <p>The Remuneration Committee's role and responsibilities are set out in the Remuneration Committee Charter, a copy of which is available on Fleetwood's website.</p> <p>The Remuneration Committee's role is to assist the Board in setting the level and composition of remuneration for Directors and Executives, ensuring it is appropriate and not excessive.</p> <p>The Remuneration Committee has authority to seek independent legal, financial, remuneration or other advice it considers necessary to achieve its objectives and fulfil its responsibilities. In doing so, it may invite external consultants and/or executives to its meetings to seek input on the Group's remuneration policies. However, no Executive is directly involved in deciding their own remuneration.</p> <p>The Remuneration Committee Charter requires the Committee to meet at least twice during the year. Members' attendance at the Remuneration Committee meetings is set out in the FY22 Annual Report.</p>
<p><b>8.2</b></p>	<p><b>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.</b></p>	<p>Remuneration of Non-Executive Directors, the MD &amp; CEO and Executives is governed by the Remuneration Committee Charter.</p> <p>In discharging its role and responsibilities, the Committee has regard to establishing and implementing remuneration policies that attract and retain high quality Directors and attract, retain and motivate high quality senior executives, that is aligned with the creation of value for shareholders.</p>



		<p>Non-Executive Directors do not receive any equity in the Group in addition to their base salaries. There are also no minimum shareholding requirements for those Directors.</p> <p>Details of the Directors' and key Executives' remuneration are set out in the Remuneration Report of the FY22 Annual Report.</p>
8.3	<p><b>A listed entity which has an equity-based remuneration scheme should:</b></p> <p><b>(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></p> <p><b>(b) disclose that policy or a summary of it.</b></p>	<p>Fleetwood has adopted an Executive Long Term Incentive Plan. The objective of this plan is to retain and reward Executives and senior personnel and to align their long-term interests with those of shareholders.</p> <p>All Directors and employees are required to comply with the Company's Securities Trading Policy, which prohibits Directors, the MD &amp; CEO and other senior executives and their closely related parties from entering into any arrangement (including margin lending, hedging or any other secured financing arrangement in relation to Fleetwood's securities or derivatives).</p> <p>Fleetwood's Securities Trading Policy is available on the Company's website.</p>

