

Retail Zoo Holdings Limited (ACN 169 039 721) (“Company”)

Corporate Governance Statement

This document discloses the extent to which the Company will follow, as at the date it is admitted to the official list of the ASX, the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant ASX Recommendation.

All corporate governance policies have been adopted by the Company. All references to “the **Board**” below are references to the board of the Company. All references to “**Shareholders**” below are references to shareholders of the Company.

Principles and Recommendations	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>	
Recommendation 1.1 A listed entity should disclose: (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 complies with this recommendation. The Board Charter sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company. Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose. Clauses 3 and 9 of the Board Charter set out the responsibilities delegated to the CEO, management and the company secretary.
Recommendation 1.2 A listed entity should (a) undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director; and (b) provide shareholders with all material information in its possession relevant to a	The Company complies with this recommendation. Under the Board Charter, it is intended that the Board should comprise a mix of directors with a broad range of skills, expertise and experience from a broad range of skills, expertise and experience from a diverse range of backgrounds selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company. Clause 6 of the Board Charter notes that in considering any selection, appointment or re-appointment to the Board, the Board will consider the necessary and desirable competencies of any directors and proposed directors. Additionally, the

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decision on whether or not to elect or re-elect a director.	<p>Board will ensure that the Company undertakes appropriate checks before appointing a person or putting forward to securityholders a candidate for election.</p> <p>Clause 6 also notes that the Board will ensure that the Company provides securityholders all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation.</p> <p>The Company will have a written agreement with each director and senior executive setting out the terms of their appointment.</p>
<p>Recommendation 1.4</p> <p>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.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 9 of the Board Charter provides that the secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have a Diversity Policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's Diversity Policy and its progress towards achieving them, and either: 	<p>The Company complies with this recommendation.</p> <p>The Company has a Diversity Policy which applies to the employees and directors of the Company and subsidiaries. Clause 3 of the Diversity Policy provides that the Board is responsible for setting measurable objectives to promote gender diversity and the Company's progress in achieving them. The Diversity Policy's effectiveness is measured at least annually.</p> <p>The Diversity Policy will be disclosed on Company's website.</p> <p>Clause 3 of the Diversity Policy provides that the Objectives set for a reporting period and the progress towards achievement of those Objectives will be disclosed annually in the Group's annual report. This will include disclosure of the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce of the Company.</p>

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<ul style="list-style-type: none"> (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or (ii) 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 the Act. 	
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Company complies with this recommendation.</p> <p>Clause 7 of the Board Charter provides that the Board will regularly carry out a formal review of its performance, its committees and each director.</p> <p>The Board will disclose in relation to each reporting period whether a performance evaluation was undertaken.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Company complies with this recommendation.</p> <p>Clause 7 of the Board Charter provides that the Board will regularly carry out a formal review of the performance of the CEO and other Senior Management against guidelines approved by the Board.</p> <p>Clause 7 notes that each year the Board will confirm whether this review has taken place.</p>

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Principle 2 – Structure the board to add value <i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i>	
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose (iii) the charter of the committee; (iv) the members of the committee; (v) 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. 	<p>The Company has adopted a People and Remuneration Committee (PNC) Charter. Clause 2(a) of the PNC Charter notes that the PNC will comprise a minimum of three members, a majority of whom should be independent directors (to the extent practicable, given the size and composition of the Board from time to time).</p> <p>The Company complies with this recommendation. At the time of listing, the PNC will be comprised of three independent non-executive directors and one non-independent non-executive director.</p> <p>Clause 2(c) of the PNC Charter notes that the chairperson of the PNC must be an independent director.</p> <p>The PNC Charter and the members of the PNC are to be disclosed by the Company.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p>
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the	<p>The Company complies with this recommendation.</p> <p>Clause 5 of the Board Charter sets out the aim of the Board to have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.</p>

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board currently has or is looking to achieve in its membership.	The Company's Board skills matrix will be disclosed in the Company's Corporate Governance Statement.
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (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. 	<p>The Company complies with this recommendation.</p> <p>The Company will disclose:</p> <ul style="list-style-type: none"> (a) the names of the directors considered by the Board to be independent directors (at the date of listing, being Debra Singh, Catriona Noble and Vincent Lloyd); (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.
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company does not comply with this recommendation.</p> <p>Clause 5 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors. However, at the time of listing, the Board will be comprised of three independent directors, three non-independent directors and the CEO.</p> <p>The Board acknowledges this recommendation but nevertheless, the Board believes that each of the non-independent Non-Executive Directors brings objective and unbiased judgement to the Board's deliberations and that each of Janine Allis, Michael Murphy and Charles Lawson make invaluable contributions to Retail Zoo through their considerable skills, experience and deep understanding of Retail Zoo's business.</p>
<p>Recommendation 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 Company complies with this recommendation.</p> <p>Clause 8 of the Board Charter provides that the chairperson of the Board must be an independent director. Clause 13 of the Board Charter provides that an independent director must not hold (or have held in the previous 3 years) the office of CEO.</p>

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Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	The Company complies with this recommendation. Clause 10 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them. It also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the company and changes to the regulatory environment.
Principle 3 – Promote ethical and responsible decision making <i>A listed entity should act ethically and responsibly</i>	
Recommendation 3.1 A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	The Company complies with this recommendation. The Company has a Code of Conduct which applies to employees, contractors, consultants, manager and directors of the Company. A copy of the Company's Code of Conduct will be disclosed on its website.
Principle 4 – Safeguard integrity in corporate reporting <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting</i>	
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: 	The Company has established an Audit and Risk Committee (ARC) which is governed by the ARC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, comprise of: <ul style="list-style-type: none"> • at least three members; • only non-executive directors; and • a majority of directors who are independent. Clause 2(c) of the Charter provides that the chair of the Committee should be an independent non-executive director who does not chair the Board.

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<p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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>The Company complies with this recommendation. At the time of listing, the ARC will be comprised of two independent non-executive directors and one non-independent non-executive director.</p> <p>The ARC Charter will be disclosed on the Company's website.</p> <p>Clause 3(a) of the ARC Charter provides that the ARC must meet at least three times annually or as frequently as is required to undertake its role effectively.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p>
<p>Recommendation 4.2</p> <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>The Company complies with this recommendation.</p> <p>Clause 6 of the ARC Charter provides that the ARC will review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements. The ARC is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to</p>	<p>The Company complies with this recommendation.</p> <p>Clause 5.4(a)(iii) of the Constitution of the Company requires that a notice of meeting is sent to the Company's auditor in relation to each general meeting.</p>

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answer questions from security holders relevant to the audit.	
Principle 5 – Make timely and balanced disclosure <i>A listed entity should make timely and balanced 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>	
Recommendation 5.1 A listed entity should: <ul style="list-style-type: none"> (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it. 	The Company complies with this recommendation. The Company has in place a continuous disclosure policy, a copy of which will be disclosed on the Company's website.
Principle 6 – Respect the rights of security holders <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>	
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	The Company complies with this recommendation. The Company will provide information about itself and its governance on its website pursuant to its Shareholder Communication Policy.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	The Company complies with this recommendation. The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication: <ul style="list-style-type: none"> • through the Company's AGM, where Shareholder participation is actively encouraged and facilitated; and • by providing Shareholders with information via the investor section of the Company's website and the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
Recommendation 6.3	The Company complies with this recommendation.

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A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	The Company will disclose a copy of its Shareholder Communication Policy on its website.
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	The Company complies with this recommendation. The Company's Shareholder Communication Policy provides securityholders the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
Principle 7 - Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>	
Recommendation 7.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 	The Company complies with this recommendation. At the time of listing, the ARC will be comprised of two independent non-executive directors and one non-independent non-executive director. The Company has established an ARC which is governed by the ARC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, comprise of: <ul style="list-style-type: none"> • at least three members; • only non-executive directors; and • a majority of directors who are independent. Clause 2(c) of the Charter provides that the chair of the Committee should be an independent non-executive director who does not chair the Board. The ARC Charter will be disclosed on the Company's website. Clause 3(a) of the ARC Charter provides that the ARC must meet at least four times annually or as frequently as is required to undertake its role effectively. The Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed. The

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fact and the processes it employs for overseeing the entity's risk management framework.	Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.
Recommendation 7.2 The board or a committee of the board should: <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place. 	The Company complies with this recommendation. Clause 7 of the ARC Charter provides that the Committee is responsible for reviewing the risk profile of the Company at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place in the Company's annual report.
Recommendation 7.3 A listed entity should disclose: <ul style="list-style-type: none"> (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 risk management and internal control processes. 	The Company complies with this recommendation. Clause 7 of the ARC Charter provides that the Committee is responsible for reviewing and reporting to the Board (at least annually) on the effectiveness of the Company's internal control; and reviewing and reporting to the Board (at least annually) on the effectiveness of internal systems and process for identifying, managing and monitoring material business risks. Clause 4 of the ARC Charter provides that the Committee is also required to manage audit arrangements and auditor independence, including considering whether an internal audit function is required, and if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to economic environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	The Company complies with this recommendation. The Company will disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

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Principle 8 – Remunerate fairly and responsibly <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</i>	
Recommendation 8.1 The board of a listed entity should: <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director.</p> and disclose: <p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) 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>The Company complies with this recommendation. At the time of listing, the PRC will be comprised of two independent non-executive directors and one non-independent non-executive director. The chair is an independent director.</p> <p>The PRC is governed by the PRC Charter which sets out the Committee's roles and responsibilities.</p> <p>Clause 2(a) of the PRC Charter provides that the Committee should comprise of:</p> <ul style="list-style-type: none"> • at least three members; • only non-executive directors; and • a majority of directors who are independent. <p>The PRC Charter will be disclosed on the Company's website.</p> <p>Clause 3(a) of the PRC Charter provides that the PRC must meet at least twice annually or as frequently as is required to undertake its role effectively.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p> <p>Clause 2(c) of the PRC Charter notes that the chairperson of the PRC must be an independent director.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p>
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-	<p>The Company complies with this recommendation.</p> <p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management will be disclosed in the prospectus and in the Company's future annual reports.</p>

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executive directors and the remuneration of executive directors and other senior executives.	
<p>Recommendation 8.3</p> <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>The Company complies with this recommendation</p> <p>Clause 5.2 of the Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk of security holdings (eg hedging arrangements).</p>