11 August 2026

Manager
Company Announcements
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Amotiv Limited (ASX: AOV): Corporate Governance Statement 2026 & Appendix 4G

Please find attached Amotiv's Corporate Governance Statement 2026 & Appendix 4G for immediate release to the market.

This announcement was approved for release by the Board

For inquiries:
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General Counsel & Company Secretary
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Corporate Governance Statement 2026

Our part, driving tomorrow.

Amotiv Limited
ABN 99 004 400 891

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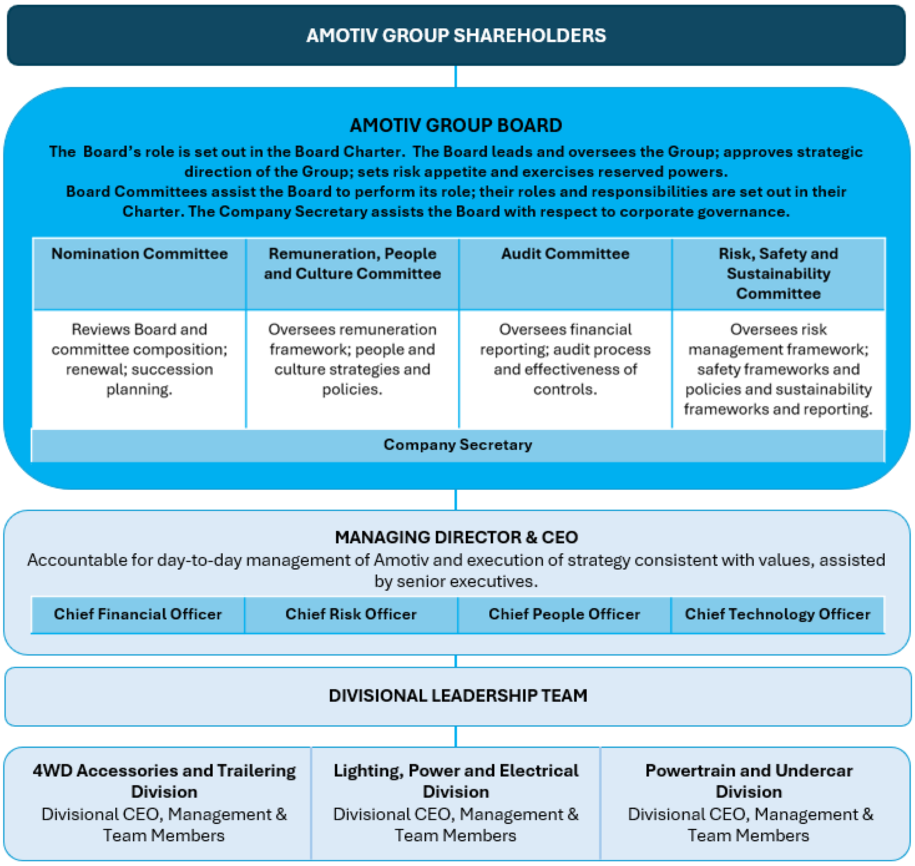
Corporate Governance

This Corporate Governance Statement is current as at 11 August 2026 and has been approved by the Board.

The Board is committed to conducting the business of Amotiv Limited ("**Amotiv**") and its subsidiaries (the "**Group**") ethically and in accordance with high standards of corporate governance.

This Statement sets out the key elements of the corporate governance framework which has operated in the Group throughout the financial year ended 30 June 2026 ("**FY26**"), unless a different time frame is indicated.

The corporate governance framework of the Group is represented in the following diagram:



The Group's corporate governance framework is overseen by the Board and changes are made as required from time to time in response to changes in the Group's business or applicable legislation and standards. The Board and Management take a "continuous improvement" approach to corporate governance within the Group.

Throughout this Statement, references to "2026 Directors' Report", "2026 Remuneration Report" and "Climate-related Disclosures Report" are to the reports of those names published in the 2026 Annual Report (on 11 August 2026) , which can be found on ASX and on the Company's website here: www.amotiv.com/asx-announcements. References to "2026 Sustainability Review" are to the review of that titled published which can be found on the Company's website here: www.amotiv/com/asx-announcements.(also on 11 August 2026). These reports, together with the 2025 Modern Slavery Statement, investor presentations made during FY26 and the information on the Amotiv website, provide investors with comprehensive information about the Group, its strategy and its businesses.

The Directors are of the opinion that the corporate governance framework and practices of the Group comply with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)* ("**ASX Corporate Governance Principles**"), except to the limited extent noted in the Appendix 4G (lodged with ASX with this Statement). The Group's governance disclosures have been made in this Corporate Governance Statement, the 2026 Annual Report, the 2026 Sustainability Review and other information on the Group's website.

This Corporate Governance Statement and the associated Appendix 4G, were lodged with ASX on 11 August 2026.

Board of Directors

Amotiv's Board of Directors at the date of this Statement comprises:

James Fazzino
BCom BEc

Independent Non-Executive Director and Chair

Graeme Whickman
B Bus MAICD

Managing Director and Chief Executive Officer

David Robinson
BSc MSc

Independent Non-Executive Director

Jennifer Douglas
BSc LLB(Hons) LLM MBA FAICD

Independent Non-Executive Director

John Pollaers OAM
BElecEng (First Class Hons) BSc MBA

Independent Non-Executive Director

David Coolidge
BA MBA MSA

Independent Non-Executive Director

Raelene Murphy
BBus FCA GAICD

Independent Non-Executive Director

The Board operates in accordance with the general principles set out in its Board Charter, which can be found in the corporate governance section of the Group's website at www.amotiv.com/corporate-governance. The Board Charter establishes the functions reserved to the Board and those delegated to Senior Executives, as described below. The Board reviewed the Board Charter during the year.

Role of the Board

The Board's role is to:

a. represent and serve the interests of shareholders by overseeing and appraising the Group's strategies, policies and performance. This includes overseeing the financial and human resources the Group has in place to meet its objectives and reviewing management performance;

b. protect and optimise Group performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Group's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;

c. set, review and monitor compliance with the Group's culture, values and governance framework; and

d. keep shareholders informed of the Group's performance and major developments affecting its state of affairs.

While the Board retains ultimate responsibility for approving the strategy and overseeing performance of the Group, the day-to-day operations of the Group are conducted by, or under the supervision of, the Managing Director & Chief Executive Officer ("**Managing Director & CEO**") as directed by the Board. The Board has established a set of delegations of authority which give effect to this division of responsibility. These delegations are reviewed annually and were last reviewed and updated by the Board in May 2025. Authority to make operational decisions in the Group's Divisions are further delegated as appropriate by the Managing Director & CEO to senior management across the Group (including the Group's Chief Financial Officer ("**CFO**") and Divisional CEOs).

The Managing Director & CEO and senior management are:

a. responsible for implementing strategic objectives, plans and budgets approved by the Board; and

b. accountable for matters within their delegated authority and for complying with any limits on that authority, including complying with the law and Group policies.

To assist the Board to maintain its understanding of the Divisions and to assess the performance of the management team, Directors regularly receive detailed briefings from the Managing Director & CEO, senior management and Divisional CEOs. On a rotational basis they also regularly visit and conduct site safety walks and "town hall" meetings with staff at the Group's operating locations.

Directors receive comprehensive monthly reports from the Managing Director & CEO and the CFO, whether or not a Board meeting is scheduled. The Board has access to management and to the Company's auditors (external and internal) without management present, and Directors enjoy rights to seek explanations and additional information directly from both management and the auditors.

To fulfil this role, the responsibilities of the Board include:

a. contributing to and approving management's development of corporate strategy, including approving the Group's financial and non-financial objectives;

b. approving and overseeing the Group's purpose, values, and Code of Conduct and monitoring the corporate culture;

c. setting strategic objectives, approving and monitoring business plans and operating budgets;

d. monitoring corporate performance and management's implementation of the Group's strategy, the promotion of the Group's values and achievement of financial objectives;

e. reviewing and monitoring systems and frameworks for risk management (for both financial and non-financial risks), internal control and ethical and legal compliance, having regard to key risk areas and the consequences of major risk events;

f. appointing, evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Managing Director & CEO;

g. satisfying itself that the Group's remuneration framework is aligned with the Group's purpose, values, strategic objectives and risk appetite;

h. approving major capital expenditure, acquisitions and divestitures, and overseeing capital management, including approving dividend payments and issues of new securities;

i. monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;

j. approving financial reports, profit forecasts and other reports required at law or under the ASX Listing Rules to be adopted by the Board;

k. overseeing the Group's process for making timely and balanced disclosure of all material information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Group's securities;

l. setting and reviewing/overseeing the Group's governance policies;

m. evaluating, at least annually, the performance of the Board, its Committees and individual Directors; and

n. performing such other functions as are prescribed by law or nominated by the Board from time to time.

The Board or the relevant Board Committee is informed of any material breach of the Code of Conduct or the Anti-Bribery and Corruption Policy, and any material incident reported under the Speak-Up (Whistleblower) Policy.

Board meetings are held nine times spread throughout the year, with ad hoc meetings called to consider specific or urgent matters. It is the Board's practice that the Non-Executive Directors additionally meet regularly without the presence of Management.

Composition and Skills of the Board

The Board, together with the Nomination Committee, determines the size and composition of the Board, subject to the terms of the Company's Constitution. The Board currently comprises six Non-Executive Directors and one Executive Director (the Managing Director & CEO). During FY26, James Fazzino commenced as a Non-Executive Director on 1 August 2025 and succeeded Graeme Billings as Chair of the Board in October 2025.

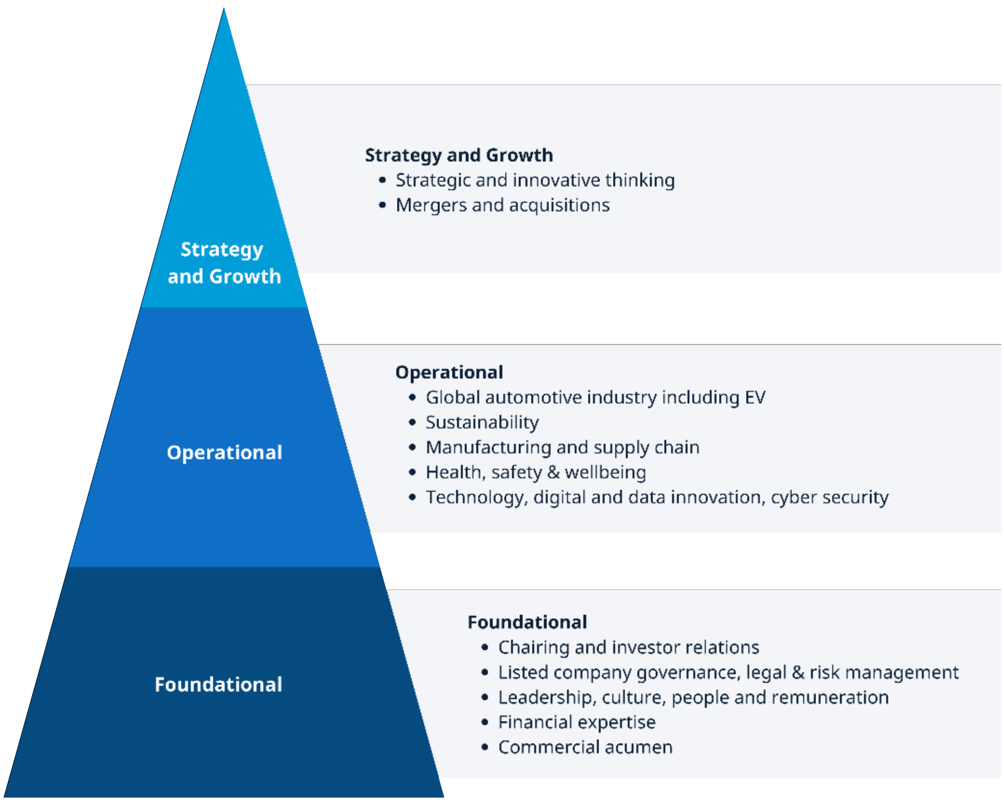
Details of the skills, experience and expertise of the Directors, and of the Company Secretary, as well as the period for which each Director has held their role(s) on the Board are set out in the 2026 Directors' Report.

The Board comprises a majority of independent Directors and comprises Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.

The Board, together with the Nomination Committee, will periodically (usually annually) review the skills, experience, expertise and diversity represented by Directors on the Board and on each Committee and determine whether the composition and mix remain appropriate for the Group's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the Group.

In making recommendations to the Board regarding the appointment of Directors, the Nomination Committee periodically assesses the appropriate mix of skills, experience and expertise required by the Board and assesses the extent to which the required skills and experience are represented on the Board. The Nomination Committee also takes qualitative factors into account, such as diversity and cultural fitness. To facilitate this process, the Board maintains a skills matrix and profile of existing Board members in order to guide the skills and experience criteria for any Board position to be filled. The Nomination Committee also considers succession plans for Directors more broadly as well as information resulting from the externally conducted performance reviews of the Board, its Committees and individual Directors as described in section 3.1 below. Where a potential 'gap' is identified in the backgrounds, experiences or skill sets that are considered desirable or necessary for the Board's continued effectiveness, this information is used to inform the selection of new Director candidates.

The Board Skills Matrix which applied during FY26 appears below, including the number of directors who hold each skill and the overall rating of the Board against each skill:



Skill/Experience	Number of Directors[1]	Board [2]collective
Strategy & Growth		
Strategic and innovative thinking *Strategic and innovative thinking and experience/expertise in identifying and assessing opportunities and constructively overseeing transformational change to create long term benefits for shareholders. Understanding of public policy issues affecting the Group and its strategy.*	6	Extensive
Mergers and acquisitions *Experience (through oversight and/or execution) with mergers and acquisitions and integration of new businesses.*	6	Extensive
Operational		
Global automotive industry including EV - *Extensive global experience in the automotive parts industry, including supply of products to aftermarket and original equipment manufacturers, sales and marketing, product development, EVs, engineering skills and understanding customer perspectives.*	5	Adequate
Sustainability - *Knowledge of corporate environmental and social responsibility, including climate change, carbon emissions reduction, ethical sourcing and plastic reduction. Experience of practical implementation of improvement processes and procedures around these. Understanding of sustainability reporting standards and requirements.*	6	Extensive
Manufacturing and supply chain - *Expertise and experience in management of global manufacturing operations including product standards/compliance. Expertise and experience in management of complex global supply chains.*	6	Extensive
Health, safety & wellbeing - *Experience overseeing and/or executing best practice health, safety and wellbeing in a global manufacturing environment.*	6	Extensive
Technology, digital and data innovation, cyber security - *Expertise and experience in adoption and implementation of new digital technologies, understanding the risks and benefits thereof. Understanding the opportunities and responsibilities of data use and ecommerce. Understanding cyber security risk and its management.*	6	Adequate
Foundational		
Chairing and investor relations *Experience chairing a board or subcommittee, communicating with investors and experience in capital markets.*	6	Extensive
Listed company governance, legal and risk management *Demonstrated experience in, or a commitment to, best practice governance standards for listed corporate groups which include overseas entities, including identifying and constructively overseeing management of compliance and risk as it relates to listed companies and experience in capital markets.*	6	Extensive
Financial expertise *Proficiency and expertise in capital management, financial accounting and financial reporting. An ability to understand and assess the key financial drivers, risks and opportunities of the Group and the ability to assess and probe the adequacy of the internal financial controls and systems and financial reporting.*	6	Extensive
Leadership, culture, people and remuneration *Experience as a leader, especially a CEO or COO. Experience overseeing development and implementation of corporate values and overseeing consequence management frameworks. Experience setting strategy linked remuneration and rewards frameworks, diversity and inclusion frameworks and remuneration governance.*	6	Extensive
Commercial acumen *Commercial experience and demonstrated success in Senior Executive roles in large complex organisations and/or publicly listed groups, including leading growth or transformation and delivering shareholder value.*	6	Extensive

1. Number of Directors with this Skill/Experience (out of a total of 6 Non-Executive Directors)
2. Self assessment of Board collective level of this Skill/Experience: D - Developing, A - Adequate, E - Extensive

The Board, with the assistance of the Nomination Committee, oversees succession planning for Board membership, appoints new Directors as appropriate and determines whether to support a Director's re-election. In the appointment of Directors, the Board has sought advice from independent sources and undertaken independent professional searches for suitable candidates possessing the appropriate range of skills, expertise and competencies. Appropriate reference and probity checks are undertaken before appointing (or putting forward for election) a new Director or Senior Executive.

The Board is satisfied that the Board currently comprises Directors who collectively have the necessary skills and experience to discharge the Board's duties and perform its role for the Company, have a proper understanding of the current and emerging issues facing the Group, and who can effectively review and challenge management's decisions. The Board monitors whether there is a need for Directors to undertake professional development to maintain the skills and knowledge needed to perform their role effectively. The Group encourages Directors to attend educational sessions throughout the year on various relevant subjects, some of which are presented to them during Board meetings. During FY26 these incuded presentations by the Australian Automotive Aftermarket Association and the Group's legal advisors as well as several online compliance training modules.

Independence

The Board has adopted a definition of independence, and has established Director Independence Guidelines, which reflect the factors set out in Box 2.3 of the ASX Corporate Governance Principles. These can be found in the Appendix to the Board's Charter which is available on the Amotiv website.

The Board annually assesses the independence of each Non-Executive Director in light of information relevant to this assessment as disclosed by each Director. The Board may determine that a Non-Executive Director is independent, notwithstanding the existence of an interest, position or relationship of the kind referred to in the Director Independence Guidelines. However, the Board will state the reasons for making any such determination.

Tenure is one of the factors that the Board considers when assessing the independence of Directors, but it is not determinative. After ten years' service, the Nomination Committee or the Board considers and assesses the independence of a Non-Executive Director against the criteria in the Director Independence Guidelines. In particular, the Board has, in accordance with its policy considered and determined that Mr Robinson's independence has not been compromised by his length of service on the Amotiv Board. It is noted that Mr Robinson has announced his decision to retire from the Board on 30 September 2026.

The length of service of each Non-Executive Director of Amotiv as at 30 June 2026 is set out below:

Name		Appointment date	Length of Service (approx)
James Fazzino	Non-Executive Director & Chair-elect	1 August 2025	1 year
David Robinson	Non-Executive Director	20 December 2011	14.5 years[1]
Jennifer Douglas	Non-Executive Director	1 March 2020	6 years
John Pollaers	Non-Executive Director	23 June 2021	5 years
David Coolidge	Non-Executive Director	25 June 2024	2 years
Raelene Murphy	Non-Executive Director	1 March 2025	1 year

1. Mr Robinson will retire from the Board at the end of September 2026.

A Non-Executive Director's term of office will, at all times, be subject to their election and re-election by shareholders as and when required by the Constitution, applicable law or ASX Listing Rules. The Board believes the separation of the roles of Chair and Managing Director & CEO and the predominance of independent Non-Executive Directors on the Board are appropriate.

The Board has determined that the Chair and each Non-Executive Director (being, James Fazzino (Chair), David Robinson, Jennifer Douglas, John Pollaers, David Coolidge and Raelene Murphy) is independent in accordance with the Director Independence Guidelines, being 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 judgement to bear on issues before the Board and to act in the best interests of the entity as a whole (rather than in the interests of an individual security holder or other party). Directors have agreed to advise the Board, on an ongoing basis, of any interest that could potentially conflict with the interests of the Group. No conflicts were notified during FY26.

The Board has adopted Board Conflicts of Interest Guidelines which will be applied in the event of a Director becoming subject to a material conflict of interest. It requires Directors to report any conflict to the Board. Additionally, upon appointment and each year thereafter, Directors notify the Board of their external interests and the Board considers whether there is any circumstance which may constitute a conflict of interest. During FY26 there was no Director conflict reported by, or considered by the Board.

Access to independent advice

Subject to prior consultation with the Chair, Directors may seek independent advice from a suitably qualified expert at the Group's expense.

Directors' interests and benefits

The shareholdings of Directors as at 30 June 2026 are shown in the table below:

Amotiv Shares held beneficially				
Directors	**Own name**	**Private company/trust**	**Total 30 June 2026**	**Total 30 June 2025**
James Fazzino	-	59,763	**59,763**	-
David Robinson	5,469	33,378	**39,207**	39,207
Jennifer Douglas	-	16,162	**16,162**	13,154
John Pollaers	-	19,050	**19,050**	19,050
David Coolidge	-	2,000	**2,000**	2,000
Raelene Murphy	-	-	-	-
Graeme Whickman[1]	-	160,892	**160,892**	140,716

1. Excludes vested and unvested Performance Rights.

During FY26, after careful consideration, the Board determined not to set any minimum shareholding requirement for Directors. This decision reflects the difficulty for overseas resident Directors (of which the Company has two) to acquire shares in the Company, the differing tenures of Directors (with some having joined the Board recently), the relative reduction in fees earned by Directors following the reduction in Committee size and the freezing of Directors fees in FY26, the limited times when acquisition by Directors is permissible in the context of the insider trading rules, the need to treat all Directors equitably and the fact that all but one Directors already own shares in the Company. Nevertheless, the Board encourages Directors to own Amotiv Shares and a number of Directors increased their holdings during FY26. Australian resident Non-Executive Directors may participate in the Non-Executive Director Fee Sacrifice Plan, intended to assist Non-Executive Directors to acquire Amotiv Shares by regular deduction of payments from their fees.

Election and re-election of Directors

Each Director (and Senior Executive) is formally appointed through a written agreement with the Group, which details the terms of their appointment. New Directors receive a comprehensive induction on Amotiv's corporate governance policies and their role and responsibilities as a Director. They also receive special briefings from Management and visit key operating sites to assist them to quickly understand Amotiv's Divisions.

All Directors (except the Managing Director & CEO) are elected by shareholders at the Annual General Meeting following their appointment and thereafter are subject to re-election at least once every three years. The Group provides shareholders with all material information relevant to the decision of whether or not to elect or re-elect a Director in its Notice of Annual General Meeting.

Executive Directors cease to be Directors when they cease to be executives.

Role of the Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies, ASX and all statutory and other filings.

Committees

To increase its effectiveness, the Board has established standing Committees to undertake work in those areas of its responsibility where closer attention to particular matters is required. The role of the Committees is to consider and make recommendations to the Board on matters set out in each Committee's Charter. The Committees are: Audit Committee; Risk, Safety and Sustainability Committee; Remuneration, People and Culture Committee; and Nomination Committee. During the year, the membership of the Committees was reviewed and the Board determined that with effect from 1 January 2026, the number of members of the Committees (other than the Nomination Committee) would be reduced from 5 (being all Non-Executive Directors except the Chair) to 4. This decision was made to increase efficiency and effectiveness and to better reflect market practice. The Chair of each Committee did not change.

Each Committee's Charter is available on the corporate governance section of the Group's website at www.amotiv.com/corporate-governance. The Committee Charters were reviewed by the Board during the year. Details regarding the role of each Committee are set out in its Charter and are summarised below.

In respect of each Committee, the Committee members comprise at least three Non-Executive Directors, the majority of whom are independent, as appointed by the Board. The Committee Chair is required to be an Independent Director who (except in the case of the Nomination Committee) is not Chair of the Board. The composition of the Committees as at 30 June 2026 met these criteria and each Committee comprised all Non-Executive Directors. The composition of each Committee as at 30 June 2026 are set out below and in the Group's 2026 Directors' Report. The Board may appoint additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Under each Committee Charter, Non-Executive Directors who are not members of a Committee have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. The Chair of the Board, the Managing Director and the General Counsel & Company Secretary are standing attendees at all Committee meetings.

The qualifications and experience of the members of each Committee and details of the number of Board and Committee meetings held and attendance at these Board and Committee meetings during the financial year ended 30 June 2026, can be found in the Group's 2026 Directors' Report.

The Committees discharge their responsibilities and make recommendations to the Board. Committees do not have power to commit the Board to the implementation of their recommendations except where expressly stated in the Charter or as authorised by resolution of the Board. The Board has determined the division of responsibilities for overseeing risk as between the Audit Committee and Risk, Safety and Sustainability Committee in the Charters for those respective Committees. The Risk, Safety and Sustainability Committee oversees the Group-wide risk management framework, covering financial and non-financial risks, and the Board's risk appetite; the Audit Committee has specific oversight of financial reporting, financial governance and controls, external audit and internal audit. During FY26 the responsibility for overseeing climate reporting was delegated by the Board to the Audit Committee, and the responsibility for overseeing material climate risk and opportunity remains with the Risk, Safety and Sustainability Committee. The Committees share relevant information and coordinate on matters that overlap.

Audit Committee

Raelene Murphy (Chair)[1]
David Robinson
John Pollaers
David Coolidge

By invitation, the Chief Financial Officer attends meetings of the Audit Committee and a standing invitation is issued to the External Auditor. The Audit Committee Chair may also request that other senior managers (such as the Chief Risk Officer and the Group Treasurer) and external advisers attend meetings of the Audit Committee. The Committee regularly meets with the External Auditor without management present.

All members of the Audit Committee must be financially literate and be familiar with financial management. The Committee members collectively must have accounting and financial expertise and a sufficient understanding of the industry in which the Group operates.

The Audit Committee's key responsibilities and functions are to review, report to, and where appropriate, make recommendations to the Board in relation to:

- the integrity and objectivity of financial and other periodic corporate reporting, including climate-related disclosures, and the related reporting and verification processes;
- accounting policies, significant estimates and judgements, solvency and going concern, financial covenants and other financial reporting obligations;
- the scope, adequacy and effectiveness of the external audit, and communication between the Board and the External Auditor;
- the performance, independence and objectivity of the External Auditor, including appointment, engagement terms, audit plan, fees, partner rotation and non-audit services;
- oversight of the internal audit function, including the annual internal audit program, findings and management's responses;
- the adequacy and effectiveness of financial governance, financial risk management and internal financial controls, including material fraud or control failures, significant non-routine transactions, financial market risks and related party transactions; and
- tax strategy, risk, compliance and the Group's tax risk management framework.

1. There is currently a minor departure from the Committee's Charter which specifies that the Chair of the Audit Committee ought to be a member of the Risk, Safety and Sustainability Committee (this is not a requirement of the ASX Corporate Governance Principles), which arose as a result of the reduction in the number of members Committees during FY26.

The Audit Committee considers any matters delegated or referred to it by the Board, who may request special reviews as necessary.

The Audit Committee reviews the External Auditor's performance, independence and objectivity, audit scope and plan, engagement terms, fees and non-audit services. The Group's Non-Audit Services Policy, which was reviewed and updated during FY26, establishes approval, reporting and prohibited-services requirements designed to protect the External Auditor's independence. Non-audit services provided during FY26 were approved in accordance with the Policy. The Audit Committee formed the view that those services did not compromise the External Auditor's independence.

The External Auditor attends the Annual General Meeting and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the External Auditor's Report.

KPMG was appointed by shareholders as the Group's External Auditor at the 2006 Annual General Meeting. Since then, four lead audit partners have rotated in accordance with KPMG's policy. The current lead audit partner, Maritza Araneda, commenced in that role following the 2021 audit. During the year, a competitive tender was conducted to review the appointment of the Group's External Auditor. Following this process, after careful consideration, the Board has determined to seek shareholder approval at the 2026 Annual General Meeting to appoint a new External Auditor, subject to completion of the applicable statutory steps, following the AGM.

Risk, Safety and Sustainability Committee

David Coolidge (Chair)
David Robinson
Jennifer Douglas
John Pollaers

By invitation, the Chief Risk Officer and Chief Technology Officer attend meetings of the Risk, Safety and Sustainability Committee. Other members of management (such as the Chief People Officer) may attend at the invitation of the Committee Chair.

The Risk, Safety and Sustainability Committee's primary roles and responsibilities are to review, report to and, where appropriate, make recommendations to the Board in relation to:

- the Group's risk appetite and the adequacy and effectiveness of its risk strategy and risk management framework for financial and non-financial risks, including implementation, material and emerging risks, business continuity and disaster recovery, risk disclosures and risk culture;
- the adequacy and effectiveness of the compliance management framework and the Group's legal, regulatory, ethical and corporate governance compliance programs;
- workplace health, safety and wellbeing policies, the HSW Management System and framework, critical HSW risks and HSW performance;
- the adequacy and effectiveness of the Speak-Up (Whistleblower) Policy and framework and the Anti-Bribery and Corruption Policy, including material incidents, breaches, trends and emerging risks;
- the Group's ESG and sustainability strategy, framework, targets, performance and significant sustainability disclosures, including the Modern Slavery Statement and Sustainability Review, excluding climate-related disclosures required under Accounting Standards;
- the Group's cybersecurity and IT strategy and plan; and
- the structure and adequacy of the Group's insurance program.

Management identifies and manages risk and implements the risk management framework. The Committee supports development of the Group's risk strategy and appetite, advises the Board on high-level risk matters and, at least annually, reviews the framework and recommends whether it remains sound and the Group is operating with due regard to the Board-approved risk appetite. It monitors implementation and reviews risk-profile trends, emerging risks, internal controls, business continuity and disaster recovery, risk disclosures and risk culture.

Remuneration, People and Culture Committee

Jennifer Douglas (Chair)
David Robinson
David Coolidge
Raelene Murphy

By invitation, the Chief People Officer attends meetings of the Remuneration, People and Culture Committee (although she is absent for any discussions which relate to her own remuneration or performance). Other members of management may attend at the invitation of the Committee Chair.

The Remuneration, People and Culture Committee's primary roles and responsibilities are to review, report to and, where appropriate, make recommendations to the Board in relation to:

- the employment and remuneration arrangements of the Managing Director & CEO, including contract terms, annual remuneration and participation in incentive plans, and, on the recommendation of the Managing Director & CEO, the remuneration arrangements of key management personnel and other senior executives;
- the Group's remuneration practices and remuneration framework, including its implementation and whether it supports the Group's values and desired culture, diversity and inclusion strategies, strategic objectives and long-term financial soundness, and is aligned with the Group's risk management framework and risk appetite;
- employee incentive and equity plans, including their structure, rules and operation; performance targets, metrics and opportunities, including sustainability-related measures; offers and participants; award outcomes; and whether the Board should exercise discretion;
- Non-Executive Director remuneration, proposed consultancy arrangements with Directors, senior executives or their related parties, and the annual Remuneration Report;
- the Group's people strategies and policies, including recruitment, retention, termination, industrial relations, flexible working, growth and development, equal opportunity, diversity, equity and inclusion, and non-discrimination;
- organisational culture, employee engagement results and action plans, and senior leadership talent and succession plans;
- the Group's diversity and inclusion strategies, policies and processes, including measurable objectives for gender diversity across the Board, senior executives and the workforce generally, annual progress against those objectives and the relative proportions of different genders and non-binary persons in those groups; and
- shareholder and other relevant stakeholder engagement on the Group's remuneration policies and practices.

The Remuneration Report in the Group's 2026 Directors' Report provides further information about the remuneration framework, performance measures and outcomes.

Nomination Committee

James Fazzino (Chair)[1]
David Robinson
Jennifer Douglas
John Pollaers
David Coolidge
Raelene Murphy

The Nomination Committee assists the Board in relation to:

- developing and regularly reviewing the Board Skills Matrix and monitoring the size and composition of the Board and its Committees so that they collectively have the skills, knowledge, experience and diversity needed to discharge their responsibilities effectively;
- criteria for nomination, the identification and assessment of suitably qualified Director candidates, Director appointments and re-election recommendations, including oversight of external recruitment processes;
- oversight of whether Non-Executive Directors are devoting sufficient time to their responsibilities;
- the process for evaluating the performance of the Board, its Committees and individual Directors, including the use of external assistance where appropriate (refer to the Composition and Skills of the Board section of this Statement).
- Director induction, continuing professional development and briefings on material developments in laws, regulations and accounting standards; and
- succession planning for Directors and the Board Chair, and succession planning for the Managing Director & CEO, including identifying candidates and ensuring appropriate background checks are completed.

In assessing potential Director candidates, the Committee considers the Board Skills Matrix and current Board composition; the candidate's skills, experience, expertise, personal qualities and contribution to Board diversity; capacity to commit the necessary time; potential conflicts and independence; and the results of appropriate background checks. External search organisations are usually used for recruitment of Directors.

1. James Fazzino was appointed to the Committee on 1 August 2025.

Performance Evaluation and Remuneration

Performance evaluation

The Nomination Committee's role includes evaluating the performance of the Board, its Committees and individual Directors. This is done through an annual assessment - often internal, and periodically through an independent evaluation by an external consultant. Given the changes in the composition of the Board during FY26 it was not considered appropriate or efficient to undertake another external assessment this year; however the Board intends to commission another external assessment at an appropriate time in the future.

The internal assessment process involves Directors providing written feedback in relation to the performance of the Board and individual Directors (including a self-assessment against the Board Skills Matrix) and feedback is reviewed and reported by the Chair of the Board to the Nomination Committee. During FY26 this process was expanded (with broader assessment questions), digitised and executive input was added.

The performance of the Managing Director & CEO was considered by the Remuneration, People and Culture Committee and the Board in May 2026. This review considered performance generally as well as performance against objectives. The performance of the Group's Senior Executives during the 2026 financial year was reviewed by the Managing Director & CEO and by the Remuneration, People and Culture Committee, also in May 2026. Senior Executives are also subject to an annual performance review in which performance is measured against agreed business objectives.

More detail on the criteria against which the performance of the Managing Director & CEO and other executives are assessed is set out in the 2026 Remuneration Report.

Director and Executive remuneration

Details of the policies and practices of the Group relating to remuneration of Non-Executive Directors and executive Directors and Senior Executives is set out in the 2026 Remuneration Report.

Remuneration levels are competitively set to attract and retain appropriately qualified and experienced personnel, in the case of both Non-Executive Directors as well as the Managing Director and CEO and Senior Executives. Performance, duties and responsibilities, market comparison and independent bench-marking are all considered as part of the remuneration review process.

Non-Executive Director remuneration is structured so that Non-Executive Directors do not receive any remuneration that is linked to the Group's performance, nor do they receive any retirement or termination benefits (other than superannuation or the equivalent of superannuation contributions).

The Group has in place a Short Term Incentive Plan and a Long Term Incentive Plan which are applicable to Executives but not Directors. These Plans are designed to appropriately balance the twin imperatives of short term performance outcomes and long term performance and shareholder value. Both are overlaid with strategic, sustainability objectives and are regularly reviewed to ensure alignment with shareholder interests and corporate governance principles. Further details of the Plans are set out in the 2026 Remuneration Report.

The Board's aim is to establish and oversee the Incentive Plans so that the targets and award outcomes align with shareholder expectations and reflect shareholders' experience as investors in Amotiv. In the case of both plans, the Rules provide the Board with wide discretion in relation to decisions about securities, targets and awards under the Incentive Plans. The Board has adopted a set of Guidelines for its exercise of discretion under the Incentive Plans which reflects these aims. These include the discretion to reduce or extinguish (through lapse or forfeiture) securities (whether or not vested) to which a participant is entitled, where the participant has acted fraudulently, dishonestly, engaged in gross misconduct or an act which has brought the Company into disrepute, has breached duties or owes money to the Company, is convicted of an offence or where vesting is not justified in certain circumstances.

The Plan Rules govern both the Incentive Plans and the Group's employee share purchase (salary sacrifice) plans. They include provisions that prohibit participants entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk associated with holding a security under the various plans. The Rules also prohibit participants from dealing in unvested securities issued under the various plans unless the Board determines otherwise or the dealing is required by law.

Risk Management and Internal Controls

Risk management framework

The Risk, Safety and Sustainability Committee oversees the implementation of the Group's risk management framework and management of risks across the Group. In brief, the Group's risk management framework is designed to ensure alignment between the Group's strategy and the decisions made, supporting the Group to manage risk in accordance with the risk appetite set by the Board. The risk management framework and risk appetite statements are reviewed annually. Following the FY26 review, no changes were made to the risk management framework however several enhancements were made to the risk appetite statements.

When considered appropriate, if it is possible and practicable to transfer a particular risk through the purchase of insurance, the Group carries insurance which the Board considers is sufficient for the size and nature of the Group's businesses. The Group's portfolio of insurance is annually reviewed by the Board, and adjusted to meet the needs of the Group, with the advice of the appointed broker.

More information about the material business risks of the Group are discussed in the Group's 2026 Operating and Financial Review[1].

Financial Risk

The Board has established a set of delegated authorities whereby certain decisions are reserved to itself and other decisions are delegated to management. The delegated authorities are regularly reviewed by the Board to ensure they are fit for purpose.

Decisions on financial risk management, including the strategies applied to currency risk management, are overseen by the Audit Committee and are operationally managed by the Group Financial Risk Management Committee and the Treasurer under the leadership of the Chief Financial Officer and in accordance with policies, procedures and limits set by the Board. The Investment Committee (comprising the Managing Director & CEO, the Chief Financial Officer and the Chief Strategy and Transformation Officer) acts within the delegated authorities approved by the Board.

Environmental, Social and Governance Risks

The Group has exposure to ESG risks and opportunities including physical and transitional climate-related risks and opportunities. The Group's climate -related risks and opportunities are discussed in the Group's 2026 Climate-related Disclosures Report. The Group revised its 2030 ESG Strategy and reviewed its high impact ESG areas during FY26. The progress against each of the high impact ESG areas is reported in the 2026 Sustainability Review, which is published on the Amotiv webite.

Internal assurance

During FY26 an internal audit program was created, overseen by the Audit Committee and implemented by the Chief Financial Officer. The internal audit program is a key element of Amotiv's broader three lines of defence framework. It follows a risk-based approach, with reviews undertaken by the Group's outsourced internal assurance provider and the findings reported to the Audit Committee. The program is designed to operate over the medium term. The Audit Committee or the Risk, Safety and Sustainability Committee, as appropriate, will oversee implementation of recommendations. Under this program, during FY26 an external assurance review was undertaken in relation to the Group's product risk, with the Risk, Safety and Sustainability Committee overseeing the implementation of recommendations made by the reviewer.

The Audit Committee will continue to take a risk-based approach and will continue to adopt first, second and third (independent) line assurance activities across the Group.

1. The 2026 Operating and Financial Review can be found within the Annual Report 2026, which was lodged with ASX on 11 August 2026 and can be found on ASX and on the Amotiv website.

Integrity and Diversity

Integrity, ethical standards and compliance

The Group is committed to practising high standards of business conduct and corporate governance. The Board considers that the Group's reputation for honesty, integrity, excellence and fairness is one of the Group's most important assets.

The Board believes it is important to provide a clear set of values that emphasise a culture of responsible business practices and good ethical conduct. To this end, the Group has a Code of Conduct, which sets out the values of the Group and applies to all employees. It includes policies and standards on issues of business ethics and integrity and individual behaviour. The Group also has in place an Anti-Bribery and Corruption Policy which reflects the standards set out in the Code of Conduct. Both the Code of Conduct and the Anti-Bribery and Corruption Policy were reviewed and updated by the Board during FY26.

The Group also has a Securities Trading Policy which applies to Directors and employees. It prohibits dealing in Amotiv or other listed securities while in possession of inside information and imposes additional restrictions on key management personnel and officers, including trading windows, blackout periods and restrictions on short-term trading, margin lending and hedging.

The Group's Speak Up (Whistleblower) Policy provides a conduit for stakeholders in the Group to alert the Board to any instances of misconduct. This Policy was also reviewed by the Board during FY26. During FY26 the Inclusion, Diversity & Equity Policy was reviewed and updated and a new Artificial Intelligence Acceptable Use Policy was added.

The Group's Sustainable Sourcing Code is intended to assist the Group's Divisions to identify and select preferred suppliers that demonstrate a commitment to ethical labour practices, health and safety, non-discrimination, and environmental management. It was substantially reviewed and updated during FY26. More information about the way in which the Group manages sustainable sourcing risk can be found on the Company's website and in its annual Modern Slavery Statement (published each December) which can also be found on the website.

All the above-mentioned policies can be found in the corporate governance section of the Group's website at www.amotiv.com/corporate-governance. The Group continues to upgrade its online compliance training modules, with release during the year of bespoke safety and respect & inclusion modules.

Diversity and Inclusion

The Group is committed to being an inclusive workplace that values and promotes diversity and inclusion.

Encouraging and fostering diversity and inclusion enables Amotiv to attract and retain people with the best skills and attributes, and to develop a workforce that is best placed to deliver value to our shareholders, customers and the communities we serve.

The Group's focus on diversity and inclusion is a key enabler of the Group's *Thriving People* strategic pillar. Supporting the attraction and retention of broader people demographics increases the diversity of thought and helps drive the creation of a high performing, highly engaged, diverse workforce across the Group.

The Group's Diversity and Inclusion Strategy is available on the Group's website under "Diversity, Equity and Inclusion". This strategy outlines its commitment to improving diversity and inclusion across the Group and supplements our work environment policies and standards, including as set out in the Amotiv Code of Conduct.

Grow flexibility	Grow diversity of thought (DOT)	Ensure equitable remuneration	Harness diversity
• Leverage flexibility as a retention and attraction enabler • Establish competitive parental support	• Increase the pool from which we draw talent • Purposeful development and hiring • Use of broad measures for DOT	• Fair and equitable treatment of all our people	• Grow D&I capabilities and competency. • Celebrate & recognise our diverse & inclusive workplaces

Leadership Learning & Development

• Established Leader program • Emerging Leader program • Future Leader program

Culture Foundation

• Zero Harm – active care
• People cycle planning
• Engaged employees
• Strong & visible EVP
• Competitive remuneration
• Celebration of excellence

In relation to the Board the Diversity and Inclusion Policy sets out the measurable objectives for diversity which has been established in line with the Group's organisational context and the industries in which it participates. The Board reviewed this Policy during the year and confirmed a 40:40:20 aspiration for the Board (40% women, 40% men and 20% any gender). A copy of this policy is available on the Amotiv website at www.amotiv.com/corporate-governance.

The measurable objectives for achieving diversity and inclusion which were in place for the 2026 financial year, and the Group's progress in achieving them, are set out below:

Objective	Initiatives to achieve the objective
Objective 1	
The recruitment/selection process for Board candidates will have as a primary focus securing the skills required; and ensure that the candidate pool reflects a diversity of backgrounds, knowledge, experience and perspectives and has no undue restrictions for representation. The measurable objective in this process will be that the Chair of the Nominations Committee establishes: 1. a confidential listing of all candidates available for possible consideration applying the Board-mandated skills/experience criteria for the particular Board position to be filled – together with a statement of percentage female and/or gender diverse representation in the listing; and 2. a confidential listing of all candidates recommended to the Board for personal interview together with a statement of percentage female and/or gender diverse representation. 2 This listing is available to be shared with Board members.	Recruitment processes are managed in accordance with this Objective
Progress toward the objective: Objective met in connection with the appointment of James Fazzino, who commenced as a Non-Executive Director on 1 August 2025.	
Objective 2	
To facilitate this process, the Board will maintain a skills matrix and profile of existing Board members in order to guide the development of the skills/experience criteria for any Board position to be filled.	Board Skills Matrix maintained
Progress toward the objective: The matrix (which was substantively rewritten and upgraded during FY24) was reviewed during the year.	
Objective 3	
Having regard to the profile and timing of the appointment and retirement of Directors, endeavor to have a representation of 40/40/20.	
Progress toward the objective: Objective substantially achieved. As at 30 June 2026, women represented 29% of all Directors and 33% of Non-Executive Directors. The 40% female component of the aspiration had not been achieved. The Board will continue to have regard to the aspiration in Board succession and recruitment.	
Objective 4	
At the executive level, the recruitment/selection process will: 1. have as a primary focus securing the requisite skills and experience required, with fair and merit-based decisions determining candidate selection; and 2. ensure that the candidate pool reflects a diversity of backgrounds, knowledge, experience and perspectives and has no undue restrictions for representation. A recruitment consultant/executive search firm will not necessarily be engaged for each role. However, where engaged, the recruitment consultant/executive search firm must be instructed to provide the Managing Director a confidential listing of all candidates recommended by the search firm for consideration for personal interview – together with a statement of percentage female and/or gender diverse representation.	Objectives incorporated into recruitment/ selection processes
Progress toward the objective: Objective met in relation to several senior appointments during the year.	

Amotiv is steadfast in ensuring equitable pay for employees. It conducts regular role-based gender pay gap analysis, ensuring it closes any gaps which were found to exist. The Group is a "relevant employer" under the Workplace Gender Equality Act. The Group discloses on its website each year its Gender Equality Indicators and its Employer Statement published under that Act (most recently, in February 2026) in respect of the 2025 calendar year.

The Group encompasses an employee population of some 2,000 people in various jurisdictions around the world. The gender split (to the best of our knowledge, given that we do not require our people to disclose to us their gender) is:

Level	Proportion of males %	Proportion of females %	Proportion of non-binary %
Non-Executive Directors	66.70%	33.30%	0.00%
Board	71.40%	28.60%	0.00%
Senior Executives[1]	76.90%	23.10%	0.00%
Senior Leadership Group[2]	79.70%	20.30%	0.00%
All Employees[3]	77.30%	22.30%	0.05%

1. Senior Executives are the members of the Amotiv Divisional Leadership Group.
2. Senior Leadership Group comprises the Divisional CEO, finance, operations and people & culture leader of each Division and some Amotiv corporate office leaders.
3. A small number of employees have not identified as male, female or non-binary and therefore are not included in the proportions above.

The Company is a "relevant employer" under the Workplace Gender Equality Act. Its "Gender Equality Indicators" are available on the Amotiv website.

Communication with shareholders

Continuous Disclosure

The Board takes its continuous disclosure obligations very seriously and complies with them. These obligations are considered at every Board meeting and at any other time in the event of material information becoming known to the Board which may have an affect on the price or value of Amotiv Shares. The Board has approved a Continuous Disclosure Policy for compliance with its continuous disclosure obligations which is available on its website. This Policy guides the Directors and senior management throughout the Group about actions necessary to ensure compliance with the continuous disclosure requirements. It establishes a Continuous Disclosure Committee, with processes to support the Company's compliance with its continuous disclosure obligations. The Policy was reviewed by the Board during FY26.

The Board generally approves material market announcements before they are made and Directors receive copies of all material market announcements promptly after they have been released.

Shareholder Communications

To facilitate effective two-way communication with shareholders and investors, the Group has an investor relations program, led by the Chair, the Managing Director & CEO and the Chief Financial Officer, and advised by an external investor relations consultant. This program includes engagement between Directors and executives with investors and with their representative and proxy firms. In particular, the Chair, Chair of Remuneration, People and Culture Committee and Company Secretary (or her delegate) meet regularly with proxy advisory/shareholder representative firms and major investors, including prior to the AGM each year. These meetings allow the Directors to hear directly about shareholder perspectives.

The Managing Director and CFO present to investors via webinar at the time of each financial results announcement and meet with investors immediately afterwards. They also attend investor engagement events arranged by third parties. During FY26 they presented information to investors with the release of the 2025 Full Year Results, at the 2025 AGM, with the release of the Half Year Results in February 2026 and at the Macquarie Investor Conference in May 2026, with the information in each case being made available on ASX.

Through the program, the Group disseminates information to shareholders (including ASX announcements, webcasting results presentations and its website). All new and substantive investor or analyst presentation materials are lodged with ASX before the presentation is given.

Also, investors are engaged through the following:

1. the Group makes available the Directors' Report within the full year results announcement materials and in the Annual Report which is available to all shareholders by mail or electronically;
2. the Group makes available information relating to the Group, including the Annual Report, the Corporate Governance Statement, results and other major ASX announcements, Board and Committee Charters and governance policies on the Group's website at www.amotiv.com, under "Investor Centre";
3. the Managing Director & CEO and the Chief Financial Officer host a webcast of the Group's financial results half-yearly at which attendance online is open to anyone; these Executives are available during these webcasts to directly engage with investors;
4. the Chair is available to speak with, and may periodically engage with, shareholders;
5. the Group and the Board engages with an external investor relations consultant who provides feedback gathered from engagement with investment professionals such as fund managers and investment analysts;
6. individual shareholders are given an opportunity to raise questions at general meetings of shareholders, including the Annual General Meeting (which is held both in person and online), before or during the meeting, in person or electronically. The Group encourages full participation of shareholders to engage about the Group's strategy and performance. The Group also invites the external auditor to attend the Annual General Meeting to answer shareholder questions about the conduct of the audit, and the preparation and content of the auditor's report. All substantive resolutions at a meeting of shareholders are decided by poll; and
7. there is regular dialogue with institutional investors.

Shareholders who wish to receive and send communications from and to the Group and its share registry electronically can do so by contacting the Company Secretary on companysecretariat@amotiv.com or the share registry, Computershare, at www.investorcentre.com.

Integrity of Corporate Reports

The Managing Director & CEO and Chief Financial Officer provided to the Board, in respect of the Group's half year results for the period ended 31 December 2025 and full year results for the period ended 30 June 2026, declarations in accordance with the Corporations Act that, in their opinion:

a. the Group's financial records have been properly maintained in accordance with the Corporations Act;

b. the Group's financial reports present a true and fair view in all material respects of the Group's financial condition and operating results and that they are in accordance with relevant accounting standards and the Corporations Act; and

c. their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In additional to audited financial reports (including the Remuneration Report and, for the first time this year, the Sustainability (Climate-related Disclosures Report)), the Group provides shareholders with the following unaudited periodic reports: Directors' Report, Sustainability Review, Modern Slavery Statement and this Corporate Governance Statement. The Group has an internal review and approval process to verify the integrity of the information disclosed in these reports. All these documents are reviewed and approved by the Board before being published.

Amotiv Limited
ABN 99 004 400 891

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144 Moray St,
SOUTH MELBOURNE VIC 3205 AUSTRALIA
Email: amotiv@amotiv.com
Web: www.amotiv.com

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Amotiv Limited

ABN/ARBN		Financial year ended:
99 004 400 891		30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	http://www.amotiv.com/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 11 August 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	11 August 2026
Name of authorised officer authorising lodgement:	Anne Mustow

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

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.

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

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

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,[4] 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:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our Inclusion, Diversity and Equity Policy at: http://www.amotiv.com/corporate-governance and we have disclosed the information referred to in paragraph (c) at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and as we are included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender can be found at: in our Inclusion, Diversity and Equity Policy at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

<table>
<tr><th colspan="2">Corporate Governance Council recommendation</th><th>Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:</th><th>Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]</th></tr>
<tr><td colspan="4">PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</td></tr>
<tr><td>2.1</td><td>The board of a listed entity should:
(a) have a nomination committee which:
(1) has at least three members, a majority of whom are independent directors; and
(2) is chaired by an independent director,
and disclose:
(3) the charter of the committee;
(4) the members of the committee; and
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</td><td>☒
and we have disclosed a copy of the Nomination Committee Charter at:
http://www.amotiv.com/corporate-governance
and the information referred to in paragraphs (4) at:
http://www.amotiv.com/corporate-governance
and the information referred to in paragraphs (5) at:
our 2026 Directors' Report (within the Annual Report) which can be found at
https://amotiv.com/annual-reports</td><td>☐ set out in our Corporate Governance Statement <u>OR</u>
☐ we are an externally managed entity and this recommendation is therefore not applicable</td></tr>
<tr><td>2.2</td><td>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.</td><td>☒
and we have disclosed our board skills matrix at:
in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance</td><td>☐ set out in our Corporate Governance Statement <u>OR</u>
☐ we are an externally managed entity and this recommendation is therefore not applicable</td></tr>
</table>

Corporate Governance Council recommendation		Where a box below is ticked,[4] 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:[5]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: in the 2026 Directors' Report (within the Annual Report for FY26) which can be found at https://amotiv.com/annual-reports and in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and, where applicable, the information referred to in paragraph (b) at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and the length of service of each director under paragraph (c) at: in our Corporate Governance Statement 2026 which can be found at http://www.amotiv.com/corporate-governance and in the 2026 Directors' Report (within the Annual Report for FY26) which can be found at	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] 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:[5]
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: in the Amotiv Code of Conduct at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our Code of Conduct at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our Speak Up (Whistleblower) Policy at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our Anti-Bribery and Corruption Policy at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the Audit Committee Charter at: http://www.amotiv.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: the 2026 Directors' Report (within the Annual Report for FY26) which can be found at https://amotiv.com/annual-reports	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ in our Corporate Governance Statement 2026 at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our Continuous Disclosure Policy at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: in our Corporate Governance Statement 2026, at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the Risk, Safety and Sustainability Charter at: http://www.amotiv.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: the 2026 Directors' Report (within the Annual Report for FY26) which can be found at https://amotiv.com/annual-reports	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: in our Corporate Governance Statement 2026, at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: in our Corporate Governance Statement 2026, at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: in the 2026 Directors' Report (within the Annual Report for FY26) which can be found at https://amotiv.com/annual-reports and, if we do, how we manage or intend to manage those risks at: in our Sustainability Review, which can be found at: https://amotiv.com/asx-announcements and, also in the Climate-related Disclosures Report (within the Annual Report for FY26), which can be found at https://amotiv.com/annual-reports	☒ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the Remuneration, People and Culture Committee Charter at: http://www.amotiv.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: in the 2026 Directors' Report (within the Appendix 4E and Financial Report for FY26) which can be found at https://amotiv.com/annual-reports	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: in the 2026 Remuneration Report within the Annual Report for FY26, which can be found at https://amotiv.com/annual-reports	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: in our Corporate Governance Statement 2026, at http://www.amotiv.com/corporate-governance	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: ………………………………………………………………… [*insert location*]	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we do not have a director in this position and this recommendation is therefore not applicable **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are established in Australia and this recommendation is therefore not applicable **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: ………………………………………………………………………. [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] 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:[5]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …………………………………………………………………………. [*insert location*]	☐ set out in our Corporate Governance Statement