

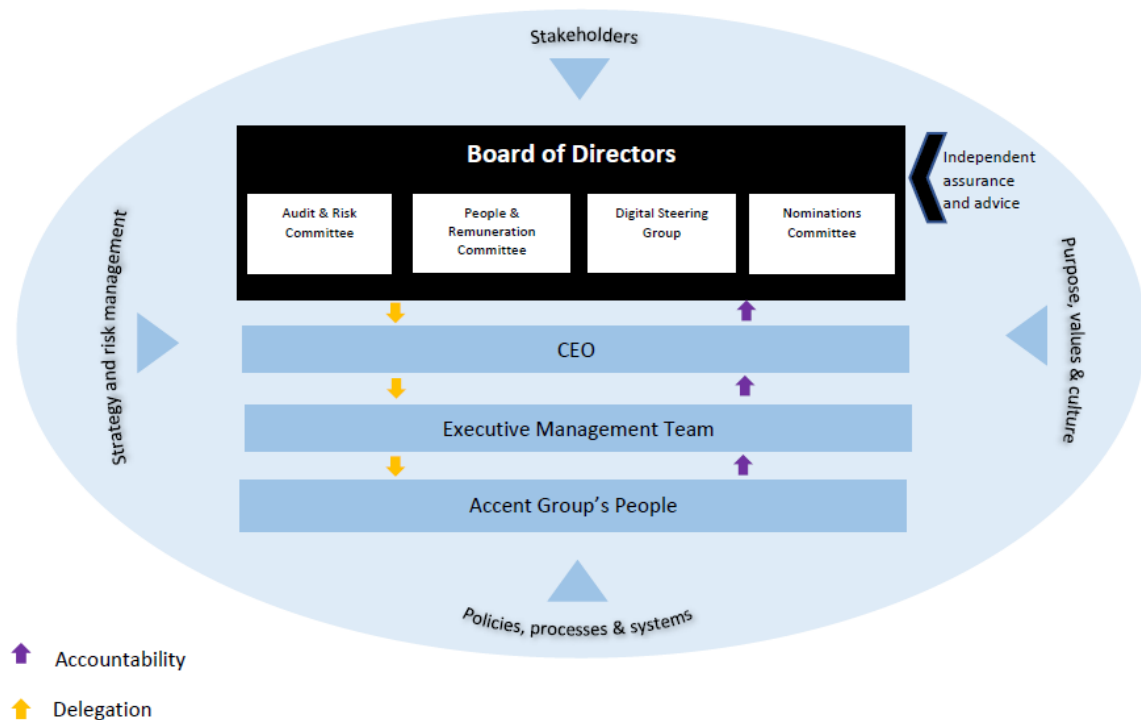
Accent Group Limited Corporate Governance Statement 2022

Accent Group Limited (**Accent Group, Group or Company**) is committed to good corporate governance practices, transparency and accountability to build sustainable value for shareholders and to drive performance and growth.

Under the Australian Securities Exchange Listing Rules, listed entities are required to report on the extent to which they followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. This Statement sets out the Company's corporate governance practices in place as at 26 June 2022 and addresses the recommendations contained in the 4th edition of the ASX Corporate Governance Principles and Recommendations (**ASX Principles**). The Board considers that it complies with all relevant sections of the ASX Principles, as set out in the Appendix 4G, which can be located under the Investor Documents section of the Company's website (www.accentgr.com.au/investor/investor-documents).

This Statement should be read in conjunction with the Investors section of our website, the Sustainability Report, and the 2022 Annual Report, Directors' Report and Remuneration Report. Defined terms used in this Corporate Governance Statement are consistent with those used in the Company's 2022 Annual Report.

1. Governance framework



2. Purpose and values

Purpose

Accent Group exists to be a world class, customer obsessed business that occupies the leading position in the footwear apparel and accessories markets and consumer segments in which we operate.

Values

Accent Group consciously fosters a culture that is lived by the Accent team and actively demonstrated to our customers and other stakeholders. Our core values are a central part of this culture and key to the Company's success.

We are people-focussed

We believe that our people are our biggest asset and that an inclusive and diverse workforce is key to our success. It's about Team! We succeed through the effort and collaboration of our teams, not individual performance. To create better experiences for our people, we build an environment that helps to champion them and bring out the best version of themselves so that they are committed to lead and relentlessly deliver business results every single day.

We are innovation-driven

We want to be ahead of the curve and always on the cusp of achieving something bigger. We are not satisfied with the status quo or doing what we did yesterday. We constantly look for ways to maintain our competitive edge and to innovate so that we can delight our customers.

We are results-oriented

Accent Group's success and innovations are ultimately attributable to the collective effort of its people. The organisation has an intrinsic drive to "Make It Happen" and our teams are expected to have the right mindset and attitude to be open to collaboration. This cohesion amongst our team members means that we focus on excellence, are agile, and our workplace is dynamic and fast-paced.

We are conscious of the environment and our social responsibility

We care about the environment in which we operate within. We act with honesty, integrity and empathy at all times. The individuals at Accent Group are what makes us collectively great, so therefore we respect one another, and value a culture of diversity and inclusion, authenticity and sustainability.

These core values in turn shape our behaviour, ensuring that we consistently provide customers and investors with best-in-class experiences, attract high-calibre team members and occupy the leading position in the markets and customer segments in which we operate.

3. The Board

The Board is accountable to the Company's shareholders. It has overall responsibility for the performance of the Company, the execution of the Company's strategy, and the implementation of sound corporate governance policies and practices. The Company has adopted a Board Charter that formally sets out the functions and responsibilities of the Board. The Board currently comprises seven directors – six non-executive directors and one executive director (Group Chief Executive Officer (**CEO**), Daniel Agostinelli).

Biographies of the directors, including their experience, and year of appointment and roles on the Board and Committee, are set out in the Company's 2022 Annual Report.

The key focus areas for the Board in FY22

The key focus areas of the Board in FY22 are set out in the Operating and Financial Review section in the Company's 2022 annual report.

Company Secretary

The joint Company Secretaries have a direct reporting line to the Chairman and all directors have direct access to the joint Company Secretaries, who are appointed by, and accountable to, the Board on all governance matters.

4. Board structure, skills and composition

Appointment

Accent Group undertakes appropriate due diligence and background checks in respect of prospective candidates before appointing a person, or proposing to its shareholders a candidate, as a director. Further, Accent Group provides its shareholders with all material information to assist its shareholders in deciding whether to elect or re-elect a director.

Upon appointment, each non-executive director enters into an agreement setting out the terms of their appointment.

The rules governing the appointment, removal and remuneration of directors are provided for in the Company's Constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**) and the following principles have been adopted by the Board:

- The directors may agree between them to appoint a new director. The appointment must be ratified by shareholders at a general meeting.
- The principal criterion for the appointment of a new director is that such person is able to add significant value to the group and its business through having relevant skills and experience.
- The Board also recognises the benefits of diversity in driving business results and setting business strategy and will take this into account in its appointment of new directors.
- The Board will comprise directors with complementary and appropriate skills necessary to discharge the duties of the Board in accordance with the Charter.
- The maximum remuneration of non-executive directors is the subject of shareholder resolution in accordance with the Company's Constitution and the Corporations Act as applicable. The apportionment of non-executive director remuneration within that maximum will be made by the Board, having regard to market competitive rates and committee roles and responsibilities. The Board may award additional remuneration to

non-executive directors called upon to perform extra services or make special exertions on behalf of the Company (e.g. perform the role of Chairman of the Board or a Board Committee).

Induction and profession development

The following protocols are in place to ensure that the Board can perform appropriately and discharge its duties efficiently:

- New directors are fully briefed on the business, its financial position, any material risks, the structure and functions of the Board and the structure of management and provided with a copy of the Company's Corporate Governance documentation. A director induction plan is in place to facilitate this.
- Directors are given direct access to management and the joint Company Secretaries. These individuals provide directors with all information reasonably requested of them in a timely and comprehensive fashion.
- Directors are provided with ongoing professional development opportunities during the year, including briefing sessions on specific topics by subject matter experts to provide deeper insights on industry context and trends, store and support office visits, customer engagement experiences and demonstrations, and industry relevant conferences. These are reviewed periodically on an ongoing basis.

Independence

Daniel Agostinelli is a full-time executive and therefore not considered independent.

Of the remaining six non-executive directors, four are considered by the Board to be independent – David Gordon, Donna Player, Stephen Goddard and Joshua Lowcock.

Notwithstanding the tenure of Mr Gordon, the Board considers him to be independent and the Company is well served by Mr Gordon's deep understanding of Accent Group and its business as a result of his longer tenure. Given Mr Gordon's tenure of over 10 years, the Board regularly assesses whether he has become too close to management to be considered independent. The Board recently conducted such an assessment and reconfirmed Mr Gordon's independence, on the basis that he is non-executive, not a substantial shareholder, conducts himself at arm's length in his engagement with the Company and brings his considerable skills and knowledge to bear on matters before the Board. Mr Gordon's approach to matters of the Board is always independent in both appearance and in fact.

Brett Blundy is a substantial shareholder and is therefore not considered to be independent. However, as a non-executive director, he is completely independent from day-to-day operations of the business and therefore able to bring clarity and independent thought to all matters before the Board. Mr Blundy draws on his considerable skillset to act in the best interests of the Company and its shareholders.

Michael Hapgood is related to two of the senior executives of the Company and is not considered independent. However, as a non-executive director, Mr Hapgood is completely independent from the day-to-day operations of the business and therefore able to bring clarity and independent thought to matters before the Board. Mr Hapgood does not participate in any Board matters relating to management succession planning or remuneration other than the CEO.

In addition, to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice, at the Company's expense.

Using the information provided in the ASX Principles as a guide, the Board regularly assesses whether each non-executive director is independent. If a director's independence status changes, this is disclosed to the market in a timely manner.

Skills matrix

The Board recognises the importance of having directors who possess the combined skills, expertise and experience to facilitate constructive decision making and follow good governance processes and procedures.

The table below outlines the mix of skills and experience considered by the Board to be important for its directors to collectively possess. The Board considers that collectively it has an effective blend of these skills to enable it to discharge its duties and effectively govern the business and add value in driving the Group's strategy.

Skill	Description
Strategy and planning	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, technology and human resources.
Capital markets and M&A	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets. Experience in all aspects of the negotiation, structuring, risk management and assessment of both acquisitions and divestments.
Finance	The ability to analyse financial statements and reporting, critically assess the financial performance of the group, contribute to budget planning and efficient use of capital and resources.
Sales and marketing	Clear understanding of retail selling and marketing, developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets.
Retail experience (physical and digital)	Experience and broad understanding of the physical and online retail footwear and apparel industry, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
People and performance	Appreciation for the best practices in HR planning and management with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Technology, data and privacy	Expertise in the area of technology that the group should be aware of and utilising, including keeping abreast of new and emerging technology.
Governance, compliance and risk management	Ability to identify key risks to the group in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems. Knowledge and experience in best practice ASX and Corporations Act, governance structures, policies and processes.

Performance evaluation

The members of the Board, actively led by the Chairman with the input and support of the CEO and joint Company Secretaries, evaluate the performance and efficient functioning of the Board, its Committees and its members on an ongoing basis.

A review of the Board's performance was carried out within the last 12 months, comprising an internal questionnaire to obtain the directors' view on what currently works well and areas for improvement, followed by a whole of Board discussion, led by the Chairman, to review the results of the questionnaire.

5. Board committees

The Board has established the following committees:

- Audit and Risk Committee
- People and Remuneration Committee
- Digital Strategy Group
- Nomination Committee

Each of these committees operate in accordance with specific charters approved by the Board, which can be found on our website.

The Board receives a copy of the minutes of each committee meeting, and the Chair of each committee communicates the findings and recommendations of the committee to the Board after each meeting.

The number of meetings of each committee, and the individual attendance of their members, are set out in the Directors' Report of our 2022 Annual Report.

Committee membership as at 18 August 2022	Composition	Roles and responsibilities
Audit and Risk Committee <ul style="list-style-type: none"> • Stephen Goddard (Chair) • David Gordon • Joshua Lowcock • Brett Blundy <p><i>The CEO also attends the Audit and Risk Committee meetings at the invitation of the committee</i></p>	<p>At least three members, all of whom are non-executive directors and a majority of whom are independent directors.</p> <p>The Chair should be an independent director who is not Chair of the Board. All members should be financially literate and at least one member must be a qualified accountant or other financial professional with experience in financial and accounting matters.</p>	<p>Assist the Board in fulfilling its corporate governance responsibilities with regards to:</p> <ul style="list-style-type: none"> • The reliability and integrity of information for inclusion in the Company's financial statements • Enterprise-wide risk management • Review of legal and regulatory risks including audit, accounting, tax and financial reporting risks • Compliance with legal and regulatory obligations including audit, accounting, tax and financial reporting obligations • The integrity of the Company's internal control framework; and • Safeguarding the independence of the external auditors

Committee membership as at 18 August 2022	Composition	Roles and responsibilities
People and Remuneration Committee <ul style="list-style-type: none"> • David Gordon (Chair) • Donna Player • Stephen Goddard <p><i>The CEO also attends the People and Remuneration Committee meetings at the invitation of the committee</i></p>	<p>At least three members, all of whom are non-executive directors and a majority of whom are independent directors. The Chair should be an independent director.</p>	<p>Assist the Board in fulfilling its corporate governance responsibilities with regards to:</p> <ul style="list-style-type: none"> • The Company's people and culture strategies, policies and processes • The Company's remuneration, recruitment, retention and termination policies for senior management including the CEO, CFOO and other senior executives • Remuneration policies for Non-Executive Directors • Executive equity grants
Digital Strategy Group <ul style="list-style-type: none"> • Joshua Lowcock (Chair) • David Gordon • Michael Hapgood <p><i>The CEO also attends the Digital Strategy Group meetings at the invitation of the group</i></p>	<p>At least three members, all of whom are non-executive directors and a majority of whom are independent directors.</p> <p>All members will be financially literate and at least one member must be a qualified and experienced digital technology expert.</p> <p>The Chair must be an independent director who is not also Chair of the Board.</p>	<p>Assist the Board in fulfilling its corporate governance responsibilities with regards to:</p> <ul style="list-style-type: none"> • Oversight of appropriate levels of investment in infrastructure and people as it relates to digital strategy and innovation • The reliability and integrity of digital operations across people, processes and technology • Internal and external service levels across technology infrastructure including online sales, websites, online customer service and fulfilment • Review of cyber security and risk management as it relates to digital operations, including 3rd party logistics and fulfilment providers • Evaluation of incident response and disaster recovery plans in the event of a fault or failure across digital operations and infrastructure • Systems and processes for the collection, security and use of customer data across the businesses • Review and support of an innovation agenda and focus on what is next to both futureproof our business and better serve our customers across the Group

Committee membership as at 18 August 2022	Composition	Roles and responsibilities
Nomination Committee <ul style="list-style-type: none"> • David Gordon (Chair) • Donna Player • Stephen Goddard • Michael Hapgood • Joshua Lowcock • Brett Blundy <p><i>The CEO also attends the Nomination Committee meetings at the invitation of the Committee</i></p>	<p>All non-executive directors are members of the committee.</p>	<p>Assist the Board in fulfilling its corporate governance responsibilities with regards to:</p> <ul style="list-style-type: none"> • Developing criteria for Board membership and identifying specific individuals for nomination • Reviewing and making recommendations to the Board on board succession planning generally • Reviewing and making recommendations to the Board on the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board

6. Remuneration

The Company's remuneration policy is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Remuneration is intimately connected to performance and is intended to be appropriate for the results delivered. The Group's remuneration strategy is designed to attract, motivate and retain high quality and high performing employees, while ensuring that the interests of employees are aligned with the interests of shareholders.

Our strategy is guided by our vision to occupy the market leading position in the performance and lifestyle footwear, apparel and accessories markets across Australia and New Zealand, by delivering world-class customer experiences, harnessing the power of our people, brands and products. The Board aims to achieve this by setting market competitive remuneration packages that consist of a mix of fixed remuneration, short term incentives to reward annual performance and long-term incentives that align to long term financial performance and shareholder value creation.

Our remuneration framework is guided by the key principles of alignment with:

- Delivery of long-term returns to shareholders through the delivery of sustainable sales and profit growth across the business
- Delivery of sustainable and growth in dividends flowing from the strong cash flows from its defensible and desirable business
- Maintaining a strong balance sheet
- Adherence to the Group's code of conduct and company values
- Encouraging equality and diversity

Remuneration of non-executive directors

Non-executive directors are remunerated by way of fees which are set with reference to the prevailing market rates. They do not participate in the schemes designed for the remuneration of executives and they do not receive bonus payments or any retirement benefits, other than statutory superannuation. Accent Group does not require any minimum shareholdings in relation to non-executive directors.

Details of the remuneration paid to non-executive directors in FY22 is set out in our Remuneration Report.

Remuneration of senior executives

The CEO, supported by the senior executive team, oversees the day-to-day management of the business. Accent Group undertakes appropriate background checks before a senior executive is appointed, and all senior executives are employed under a written contract, which outlines the terms and conditions of their employment.

The People and Remuneration Committee reviews and makes recommendations to the Board on the remuneration of the CEO, Group Chief Financial and Operations Officer (**CFOO**) and other senior executives.

In making its recommendations, the Committee ensures that:

- Remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, productivity and ability;
- Remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company; and
- A clear relationship exists between performance and remuneration.

The CEO conducts a performance review of each senior executive's performance, involving:

- An assessment of performance relative to financial and non-financial performance criteria;
- Setting performance criteria for the next review period; and
- Discussing the amount of, and basis for, any increase in remuneration incentive or bonus awards.

This assessment was carried out for each senior executive during the year ended 27 June 2022. The outcomes of the CEO's assessment are independently considered and assessed by the People and Remuneration Committee for approval. The outcomes of this assessment and remuneration for the CEO and CFOO, who are considered "key management personnel" are set out in our Remuneration Report.

7. A culture of acting lawfully, ethically and responsibly

Code of Conduct

Accent Group is committed to maintaining a high standard of ethical and responsible business behaviour at all levels of the Company at all times. Its Code of Conduct, which has been endorsed by the Board and is available on our website, governs the conduct of the Company and its subsidiaries and their respective directors, employees, consultants and all other people when they represent the Company. The Code sets out the minimum standards of behaviour expected from all Accent Group team members. It also represents our commitment to act

ethically, responsibly and lawfully. We view a breach of the Code as a serious matter that must be addressed. The Board has oversight over material breaches of the Code.

The Code of Conduct is provided to Directors upon appointment and all team members upon commencement.

The Code of Conduct is supported by a framework of policies that set out the Company's approach to meeting its legal obligations and the expectations of stakeholders for responsible and ethical decision-making.

Whistleblower Policy

Accent Group's Whistleblower Policy, available on our website, is aimed at ensuring that individuals feel supported to come forward if they have information about serious misconduct as it relates to Accent Group. The Company considers that ensuring that team members are encouraged to speak up about such conduct is important in fostering and preserving a culture of good risk management and corporate governance.

Anti-bribery and Corruption Policy

The Company's anti-bribery and corruption policy is enshrined in its Code of Conduct. In alignment with Accent Group's values, it has developed strict guidelines which prohibit its personnel from engaging in activity that constitutes bribery, facilitation payments, secret commissions or money laundering. A breach of the policy is a material breach of the Code of Conduct which will be reported to the Board. The policy makes clear that any contravention will not only constitute a breach of the Code of Conduct but may also amount to behaviour that is prohibited by laws in Australia and other countries. The policy will be periodically reviewed to ensure that it is operating effectively and to determine whether any changes are required to be made.

Policy for Dealing in Securities

Accent Group's Policy for Dealing in Securities, available on our website, explains the types of conduct in dealing in securities that are prohibited under the Corporations Act, and establishes a best practice procedure for the buying and selling of Company securities that protects the Company and its directors, contractors and employees against the misuse of unpublished information which could materially affect the price of the Company's securities.

In addition to providing guidance on inside information and dealing in the Company's securities, the policy prohibits Directors, officers and Designed Officers (as defined in the policy) from dealing in the Company's securities during blackout periods, which operates from the last trading day of each financial year, or half year, and lifts at 10am on the second trading day after announcement of the Company's results. The policy also sets out the parameters for short-term dealing, hedging transactions or arrangements that operate to limit the economic risk associated with holding Company securities, margin loans and secured financing arrangements, and dealings in securities of other companies.

This policy is reviewed on a periodic basis by the Board.

8. Diversity and inclusion

Accent Group considers its people to be its key asset and is committed to creating an environment where its people thrive. We are therefore committed to creating an inclusive workplace, where all team members can be their true and best self at work. We encourage and embrace diversity and inclusion in thought and experience, building stronger teams and better outcomes. Accordingly, we are committed to developing and maintaining an inclusive workplace that embraces and celebrates diversity and inclusion. Our community is diverse by nature, so it follows that our workforce should be representative of our community and customers.

We embrace workplace diversity by promoting and encouraging a diverse workforce and foster an environment of mutual respect, dignity, learning, openness to other cultures and an appreciation of differences. Dimensions of diversity at Accent Group include but are not limited to age, gender, race, national or ethnic origin, physical ability, disabilities, religion, language, family/marital status, sexual orientation.

The Company's Diversity and Inclusion Policy, which can be found on our website, sets out a number of other initiatives which focus on encouraging diversity to create a fair and inclusive environment across the whole Company. The Company's approach to diversity and inclusion also falls under the overarching Environmental, Sustainability and Governance framework, and is discussed more fully in the Sustainability Report which can also be found on our website.

Accent Group's Diversity and Inclusion Policy includes a requirement for the People and Remuneration Committee to recommend to the Board measurable objectives for diversity annually. It also includes a requirement to assess the Company's progress towards achieving them. The Company's measurable objectives as set down by the Board were:

Measurable objectives		Stated Target		Progress	
		Target %	Target date	Baseline FY2022	position
Improve representation of women in leadership positions	Board	30%	30 June 2024	14%	
	Senior executives	To increase the percentage of female to male senior executives		59%	
Improve representation of women in balance of workforce	Total employees	To report annually on the movement in the % of females to males which currently sits above 50% for the balance of the workforce, with further objectives set as required to ensure a broadly community representative balance of females and males		65%	

Accent Group also completes the annual Workplace Gender Equality Agency (**WGEA**) report as part of our sustained commitment to a diverse and inclusive workforce and confirmation of the progress we are making towards gender equality. As of 31 March 2022, 65% of our total team members are women. The current breakdown of gender representation in the Group, as reported in accordance with the *Workplace Gender Equality Act 2012*, is as follows:

FY21	Total number	% of women	% of men		FY22	Total number	% of women	% of men
Board	7	14%	86%		Board	7	14%	86%
Senior managers*	89	61%	39%		Senior managers*	91	59%	41%
Other managers	653	66%	34%		Other managers	711	69%	31%
Other employees	4,572	59%	41%		Other employees	5,775	64%	36%
Total	5321	60%	40%		Total	6,584	65%	35%

*Senior managers are those individuals who collectively participate in determining and implementing major operational and strategic initiatives at the business unit level and who are responsible for the results of their respective business units.

9. Integrity of reporting

Audit and Risk Committee

The Audit and Risk Committee has been established by the Board to protect the integrity of financial reports and to monitor and review the effectiveness of the Company's structures in the areas of operational risk and legal and regulatory compliance. The importance of an Audit and Risk Committee is universally recognised in the practice of good corporate governance and plays a key role in focusing the Board on matters relevant to the integrity of financial reporting.

The Audit and Risk Committee has adopted an Audit and Risk Committee Charter that sets out the roles and responsibilities as well as the structure and composition of the Audit and Risk Committee. According to the Charter, which is available to view on the Company's website, the role of the Audit and Risk Committee is to assist the Board in fulfilling its corporate governance responsibilities with regard to:

- The reliability and integrity of information for inclusion in the Company's financial statements;
- Enterprise-wide risk management;
- Review of legal and regulatory risks including audit, accounting, tax and financial reporting risks;
- Compliance with legal and regulatory obligations including audit, accounting, tax and financial and related non-financial reporting obligations;
- The integrity of the Company's internal control framework; and

- Safeguarding the independence of the external auditors.

CEO and CFOO assurance

In order to create an environment for identifying and capitalising on opportunities, the Board has established a sound system of risk oversight and management. To encourage management accountability in this area, and in accordance with s295A of the Corporations Act, both the CEO and CFOO provide written assurance to the Board, prior to approval of the Company's financial statements for each reporting period in the financial year ended 26 June 2022, that in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Accent Group's financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively. Pursuant to section 295A of the Corporations Act 2001, the Company's financial report preparation and approval process for each half and full-year reporting period involves the CEO and the CFO making declarations to the Board that, in their opinion:

External Audit

Accent Group's external auditor is Deloitte.

The external auditor attends each AGM and is available to answer questions from shareholders on the conduct of the audit and the preparation and content of the auditor's report.

The Audit and Risk Committee is responsible for assessing the scope and adequacy of the external audit, including:

- Recommending to the Board the appointment, reappointment or replacement of the external auditor;
- Agreeing the fees to be paid to the auditor;
- Reviewing and approving the audit plans of the auditor;
- Reviewing the overall scope of the audit, including identified risk areas and any additional agreed-upon procedures;
- Considering the overall effectiveness and independence of the auditor;
- Resolving any disagreements between management and the auditor regarding financial reporting; and
- Monitoring and noting compliance by the auditor of the independence requirements imposed by the Corporations Act.

Internal Audit

Given the nature and size of the business and the relative frequency with which the non-executive directors interact with all levels of management, an internal audit function has not been established.

The Company has implemented controls at the Company and operating group levels that are designed to safeguard the Company's interests and ensure the integrity of its reporting. These include accounting, financial reporting, tax risk management, safety, health and environment

and other internal policies and procedures, which are directed at ensuring the Company complies with all regulatory requirements and community standards.

Comprehensive practices are in place to ensure that:

- Capital expenditure and revenue commitments above a certain amount obtain the correct approval;
- Financial exposures are controlled;
- Safety, health and environment standards and management systems are monitored and reviewed to achieve high standards of performance and compliance;
- Business transactions are properly authorised and executed; and
- Thorough and secure cash controls (including physical cash management and internal controls over cash) are established to reduce theft, fraud and erroneous payments.

The Audit and Risk Committee reviews the effectiveness of the risk management system on an ongoing basis and is responsible for ensuring that the appropriate senior managers have established and implemented a risk management system throughout the organisation.

At each Board meeting, the CFO provides a report on any material risks identified since the last Board meeting and a comprehensive review of the steps taken to mitigate or remove material risks identified. All risks, including any identified weaknesses in internal controls, are thoroughly discussed. The Board provides the necessary guidance and authority to the relevant personnel to attend to the risk item or refers the item to the Audit and Risk Committee.

In addition to the above, the Company's external auditors provide the Audit and Risk Committee with a report detailing any identified risks at the completion of each half-year and full-year review. The Audit and Risk Committee discusses the report together with the auditors and any material items are referred to the Board.

The Audit and Risk Committee undertook a review of the Company's risk management framework during the reporting period and it will subject to another review during FY22. While other entities of Accent Group's size and scale of activities do not typically have an internal control function, the Company intends to monitor its position closely.

10. Risk management

Risk management framework

In order to recognise and manage risk, the Company has established an internal compliance system allowing risks to be identified, assessed, monitored and managed. The Board is responsible for ensuring that sound risk management strategies and policies are in place. The Board has delegated to the Audit and Risk Committee the responsibility for identifying and overseeing major risks and the establishment and implementation of the risk management system. The Directors' Report in the FY22 Annual Report (a copy of which is available on our website) contains a detailed overview of material business risks that may adversely impact the Company.

All material risks affecting the Company, including both financial and non-financial, are considered by the Audit and Risk Committee. All directors and senior management are encouraged to review the business for risk on an ongoing basis and to raise any risk issues

of concern with members of the Audit and Risk Committee. These protocols form the basis of the risk management system.

The Audit and Risk Committee has at least one meeting per year to review and assess Accent Group's risk management framework and to review the implementation, management and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols and internal controls.

In addition, the Company's cross-functional Environmental Social Governance (**ESG**) Steering Group supports its continued focus on, and ongoing commitment to, the environment, health and safety, corporate social responsibility, corporate governance, sustainability and other public policy matters. The ESG Steering Group supports leaders across Accent Group to align their respective business strategies with its evolving ESG strategies and report on sustainability initiatives and risks to the Audit and Risk Committee. In 2022, the Company's first standalone Sustainability Report was released.

Digital, cyber and privacy risks

Accent Group considers digital, cyber and data security as being integral to its business operations. The Company has an obligation to its customers and stakeholders to ensure the security and privacy of the data collected. In addition, given Accent Group's increasing reliance on digital and technology infrastructure for its business activities, the Board considers that the risks prevalent in this area must be managed effectively for the continued, uninterrupted and good operation of the business.

To that end, the Board established the Digital Strategy Group (**DSG**) to maintain oversight of risk identification and management, as well as to ensure adequate allocation of resources to enable the Company to explore and pursue innovative and leading-edge technological developments. In addition, given the importance with which the Company regards its obligation to safeguard customer information with the highest levels of integrity, the DSG is also charged with ensuring that adequate investment and systems are in place to protect the Company against increasingly sophisticated and frequent cyber attacks. The Company aims to continually improve and expand its cyber security posture and governance, and as a result, has carried out a number of major initiatives, including investing in security software, backing up and encrypting data, and implementing ongoing training and education for team members.

Environmental and social risks

Accent Group is committed to achieving profitable and sustainable growth in a manner consistent with our values, taking proper account of team members, customers, and others with whom we do business, as well as the communities in which we operate. The Company manages its exposure to economic and environmental sustainability risks in accordance with our risk management framework. Detailed information regarding these risks and the Company's strategy to manage those risks are included in our 2022 Annual Report, which will be available on the Company's website, but we include a high-level discussion of these risks below.

Environmental Exposure

As set out in the Company's Report, Accent Group will monitor and investigate its environmental impact, and will look to create and implement policies and procedures that

assist in minimising liabilities, maximising its use of resources and reducing waste. As a part of this process, the Company will continue to refine and enhance its Sustainability Report, and, if appropriate, include analysis of and disclosure aligned with the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD).

Regulations for packaging

The impact of packaging is a risk to the Company and is an area in which the Company has made commitments to improve. The Company is a signatory to the Australian Packaging Covenant and member of the Australian Packaging Covenant organisation.

APCO the organisation charged to facilitate the delivery of the 2025 National Packaging Targets which form part of the Federal Government's 2019 National Waste Policy Action Plan.

The 2025 National Packaging Targets include:

- 100% reusable, recyclable or compostable packaging.
- 70% of plastic packaging being recycled or composted.
- 50% of average recycled content included in packaging (revised from 30% in 2020).
- The phase out of problematic and unnecessary single-use plastics packaging.

Social Exposure

Accent Group considers that consumer behaviour is a key facet in the impact on the Company of both environmental and social factors. We consider that customers' preferences, perception of brands, and demographics are risks because the products offered by Accent Group are discretionary in nature. The Company may therefore need to adapt its product offering and distribution strategies as buying patterns shift for environmental or health reasons, and/or rapid delivery trends. In addition, retailers face increasing demand from consumers regarding traceability of products and clearer and more meaningful labelling. As fairness for workers and consumers can significantly influence a retailer's public image, not managing this risk adequately could yield potentially immediate adverse political or customer actions.

In relation to vertically owned brands, a key commitment of Accent Group is to operate responsibly and with the highest standards of ethics and integrity. To mitigate against the risks associated with increasing production responsibilities, the Company's Ethical Sourcing Policy (a copy of which is available on our website) was created to set out the expectations on the Company's suppliers regarding business integrity and ethics, labour standards, human rights, and environmental protection. In support of the policy, the ESG Steering Group also has oversight of the Company's Modern Slavery Statement (published in 2020 and is available on the Company's website), which sets out the Company's commitment to maintain policies and procedures to operate responsibly and manage modern slavery risks in its operations and throughout its supply chain.

The ESG Steering Group is tasked with monitoring the risks across these areas and to report to the Audit and Risk Committee on a regular basis.

11. Stakeholder communication

Continuous Disclosure

Accent Group's Continuous Disclosure Policy, available on our website, aims to ensure that the management and delivery of price sensitive information by Accent Group is done in a comprehensive and efficient manner that complies with the continuous disclosure obligations of the ASX Listing Rules and the Corporations Act.

The overarching principle of this policy is governed by Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of Accent Group's quoted securities, provided that the information does not fall within the exception to disclosure under the Listing Rules. The Policy provides for the exceptions to Listing Rule 3.1 as outlined in Listing Rule 3.1A. The Policy also takes into account the clarification provided by ASX Guidance Note 8 in dealing with Listing Rule 3.1.

The Board is responsible for ensuring that Accent Group complies with its continuous disclosure obligations by implementing and overseeing compliance with the Continuous Disclosure Policy. Each Board meeting includes a standing agenda item on continuous disclosure. In practice, the Board delegates responsibility for making "routine" continuous disclosure to a disclosure sub-committee comprising the Chairman, CEO, CFOO and the joint Company Secretaries. Where disclosure is not "routine", the input from all relevant Board members is sought before disclosure is made. The disclosure sub-committee can and does seek outside expert advice in relation to disclosure matters from time to time. Notwithstanding the foregoing, any information requiring urgent disclosure is made without delay.

The joint Company Secretaries are appointed and removed by the Board and are responsible for:

- Ensuring that Accent Group complies with its continuous disclosure obligations;
- Communicating with the ASX in relation to Listing Rule matters;
- Overseeing and coordinating disclosure of information to ASX; and
- Educating directors, officers and employees on Accent Group disclosure obligations, by reference to the listing Rules and the Company's Continuous Disclosure Policy.

Shareholder Communication and Investor Relations

Accent Group's Shareholder Communication Policy, available on our website, is aimed at promoting effective communication with shareholders and encourage effective participation at shareholder meetings.

The Company is committed to maintaining direct, open and timely communications with all shareholders. The Board's policy is that shareholders are informed of all material developments that impact on the Company. The Company communicates information to shareholders through:

- The publication of the annual and interim financial reports;
- Disclosures to the ASX and ASIC;
- Notices and explanatory memoranda of shareholder meetings;
- Updates and announcements to inform shareholders of key matters of interest issued on a needs basis;

- Presentations to analysts (which are made available to all shareholders via the website); and
- The AGM.

Shareholder meetings

Accent Group's AGM is convened once a year, usually in November. In relation to its meetings of shareholders, an explanatory memorandum on the resolutions is included with the notice of meeting and, unless specifically stated in the notice of meeting, all shareholders are eligible and are encouraged to vote on all resolutions. A copy of the investor presentation is released to the ASX upon the commencement of the annual general meeting and the outcome of voting on resolutions at the meeting are released to the market after the conclusion of the meeting. Both documents are also posted on the Company's website.

If shareholders cannot attend formal meetings, they can lodge a proxy, in accordance with the Corporations Act, by mail or online.

Electronic communication with shareholders

Accent Group's shareholders can electronically send and receive communications with Accent Group and its security register.

This Corporate Governance Statement was approved by the Board on 18 August 2022.