



**GLOBE INTERNATIONAL LIMITED (“the Company”)
CORPORATE GOVERNANCE STATEMENT (2023)**

The Company and the Board are committed to demonstrating and achieving the highest standards of corporate governance. This Corporate Governance Statement outlines the main corporate governance policies and practices of the Company. Unless otherwise stated, the Board considers that its corporate governance policies and practices comply with the specific recommendations of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (Fourth Edition released in February 2019) (“Principles”), which applied during the reporting period.

This Corporate Governance Statement is current at 18 September 2023 and has been approved by the Board. A description of the Company’s main corporate governance policies is set out below.

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Board functions

The composition of the Board is determined in accordance with the Company’s Constitution and Board Charter.

The Board operates in accordance with the principles set out in its Charter, which establishes the functions reserved for the Board. The Board Charter is published on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

A summary of the Board’s responsibilities include:

- providing oversight and strategic direction for the Company;
- reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company’s auditors;
- appointing directors and assessing the performance of the Board and Chairman;
- selecting, appointing, and reviewing the performance of the Chief Executive Officer (CEO);
- selecting, appointing and monitoring the performance of the Chief Financial Officer (CFO) and senior management;
- considering, approving, and monitoring risk management strategies and policies;
- ensuring the Company meets its social, environmental, and ethical responsibilities; and
- performing the functions otherwise performed by an Audit and Risk Committee, Nomination Committee and Remuneration Committee.

The Board has formally delegated authority and responsibility to management for the day-to-day operations of the Company, subject to certain authority limits and reporting requirements.

Other than those responsibilities specifically reserved for the Board, responsibility for the management of the Company’s business activities is delegated to the CEO, who is accountable to the Board. Sub-delegation occurs as follows:

- senior executives are required to conduct the day-to-day operations of the Company as

- specified in their Contract of Employment and related job description;
- operations are to be conducted within the framework of approved programs and budgets;
- senior executives are authorized to conduct activities to the extent of their delegated authority; and
- no executive is authorized to approve their personally incurred expenditure.

1.2 Conduct of background checks prior to appointment of a director or senior executive

Before appointing a director, putting forward a candidate for election as a director or appointing a senior executive, the Company conducts appropriate background checks on the relevant person. During the financial year, the Company appointed a new Chairman and appropriate background checks were undertaken prior to this appointment.

The Company also provides its shareholders with all information which is relevant to their decision on whether to elect or re-elect a director in its Notice of Annual General Meeting each year. Such information includes the qualifications, skills, and experience of the director, as well as the contributions that the director is expected to make to the Board.

1.3 Written agreements with directors and senior executives

The Company has in place written agreements with each director and senior executive which set out the terms of their appointment.

1.4 Company Secretary to report directly to the Board

The Company Secretary reports directly and regularly to the Company's Chairman on all matters related to the proper functioning of the Board.

1.5 Diversity policy

The Company recognises the benefits of a diverse workforce. The Company has reflected its approach towards diversity in its various employment policies, which support and promote diversity across the organisation. These policies are designed to remove any discrimination, as well as any conscious or unconscious bias, on the basis of gender or ethnicity among others, in the selection, development and promotion of employees.

At this stage, the Company has not set specific measurable objectives for achieving gender diversity but is working towards this.

Gender diversity statistics

The proportion of female and male employees in the Globe group on 30 June 2023 was 44% and 56% respectively, as compared to 47% and 53% on 30 June 2022. There were 5 senior management KMP positions as 30 June 2023, of which one was held by a female. It is to be noted that each of these roles has been held for 10 years or more, and no additional KMP roles have been added during this period. The Company's Board has no female directors, however the Company is continuing to review its Board's structure as it relates to gender diversity.

1.6 Process for evaluating the performance of the Board and individual directors

The Board undertakes an annual self-assessment of its collective performance, individual director performance and the performance of the Chairman by way of a questionnaire filled in by each director. The results and action plans are discussed by the Board and documented in the board minutes. The last Board self- assessment was conducted in June 2023 in accordance with this

process.

As the Board does not have any Committees, there are no annual reviews of Committee performance.

1.7 Process for evaluating senior executive Performance

Senior executive performance is annually reviewed against a mix of both qualitative and quantitative measures. This includes a comparison of actual achievements during the year against specific performance measures established for each year. These measures are set individually for each senior executive depending on the accountabilities of their roles. Quantitative measures are based on both total group and the senior executive's relevant business unit performance levels. During the year such a review occurred in accordance with the process disclosed above.

2. STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

2.1 Nomination Committee

The Company does not have a Nomination Committee. The Board considers that the size and level of operations of the Company and the small size of the Board is not sufficient to warrant such a separate Committee.

In the absence of a Nomination Committee, the full Board conducts the functions and considers the issues that would otherwise be considered by a Nomination Committee, such as the appointment and re-election of directors and Board succession matters.

2.2 Board skills matrix

The Company's Board collectively has a diverse set of skills and several years of experience in various areas that are of relevance to the Company's operations and the industry it operates in. These areas include:

- Experience across a wide range of industries in Australia and overseas
- Entrepreneurship
- Brand development
- Development of growth initiatives
- Market positioning strategies
- Leadership
- Listed company experience

Full details of each individual directors' skills and experience can be found in the Directors' Report on page 37 of the 2023 Annual Report.

2.3 Composition

The Board currently comprises three directors, one of whom is an independent non-executive director (Harry Hodge) and two are executive directors (Peter Hill and Stephen Hill). Details of the qualifications and experience of each director and their length of service are set out in the Directors' Report on page 37 of the 2023 Annual Report.

2.4 Independence of directors

Recommendation 2.4 of the Principles states that a majority of the Board should be comprised of independent directors. The Company's Board composition does not meet this recommendation as only one director, Harry Hodge, is considered by the Board to be independent, as he alone

satisfies the Board's criteria for director independence outlined below.

The Board has adopted specific principles in relation to directors' independence. These state that to be deemed independent, a director must be a non-executive and:

- not be a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- within the last three years, not have been employed in an executive capacity by the Company or any other group member, or been a director after ceasing to hold any such employment;
- within the last three years have not been a principal of a material professional adviser or a material consultant to the Company or any other group member, or been an employee materially associated with the service provided;
- not be a material supplier or customer of the Company or any other group member or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- have no material contractual relationship with the Company or a controlled entity other than as a director of the group; and
- be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Materiality for these purposes is determined on both qualitative and quantitative bases. An amount of over 5% of annual turnover of the Company or 5% of the individual director's net worth is considered material for these purposes. In addition, a transaction of any amount or a relationship is deemed material if knowledge of it may affect the shareholders' understanding of the director's performance.

Peter Hill and Stephen Hill are not regarded as independent directors, as they are both executives, and are substantial shareholders of the Company. However, the Board believes those directors bring a wealth of relevant industry experience to the Company, particularly as they were also founders of the Company. Furthermore, as substantial shareholders they have a strong incentive to ensure their judgment is not clouded in Board deliberations, as the outcome (indirectly) impacts them more than most other shareholders.

The two non-independent directors generally do not undertake activities personally that would conflict with, or be substantially the same as, those of the Company. The Board distinguishes between the concept of independence and the issues of conflict of interest or material personal interests that may arise from time to time. Whenever there is an actual or potential conflict of interest or material personal interest, the Board's policies and procedures ensure that:

- the interest is fully disclosed, and the disclosure is recorded in the Board minutes;
- the relevant director is excluded from all consideration of the matter by the Board; and
- if considered warranted, the Board may obtain independent professional advice regarding such matters at the Company's expense.

2.5 Chairman

The Chairman of the Board, Harry Hodge, is an independent director and does not perform the functions of the CEO. The role of CEO is held by Matt Hill. The roles of the Chairman and the CEO are not exercised by the same individual.

2.6 Program for inducting new directors

Due to the size and composition of the Company's Board, the Company does not have a formal programme for inducting new directors or providing for professional development opportunities for

directors. All new directors on joining are provided with full information regarding the Company including its structure, operations, policies, procedures, and any other relevant information as well as meet with senior executives and other directors of the Company to gain an understanding of the Company's operations and culture. Additionally, each of the Company's directors is encouraged to pursue their own professional development initiatives to develop and maintain their skills and knowledge needed to perform their role as directors effectively.

3 INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

3.1 Values Statement

The company has articulated and disclosed its Values Statement on its Corporate website at <https://globecorporate.com/our-values/>

3.2 Code of Conduct

The Company has adopted a code of conduct to guide the Company as to:

- practices necessary to maintain confidence in the Company's integrity.
- practices necessary to consider the legal obligations of the Company and the expectations of stakeholders.
- responsibility and accountability of individuals for reporting and investigating reports of unethical conduct.
- Practices necessary to prohibit the taking or giving of any bribes or financial inducements (anti-bribery and corruption policy).

The Corporate Code of Conduct requires everyone who works for the Company and acts on its behalf to observe the highest standard of conduct and ethical behavior. The Corporate Code of Conduct is reviewed annually and updated as required. A copy of the corporate code of conduct can be viewed on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

The Company has in place a formal policy (Share Trading Rules) that reinforces to all directors, senior executives and employees of Globe, the prohibition against insider trading and imposes limitations upon dealings in Globe securities. The policy is reviewed regularly to ensure compliance with regulations and updated as required. A copy of the policy can be found on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

3.3 Whistleblower Protection Policy

The Whistleblower Protection Policy promotes a culture of ethical behaviour and good corporate governance, including the encouragement of employees to report unethical, unlawful, and undesirable conduct without fear of retaliatory action. The policy is reviewed regularly to ensure compliance with regulations and updated as required. A copy of the policy can be found on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

3.4 Anti-bribery and corruption policy

The Company has in place an Anti-bribery and Corruption policy that reinforces to all directors, senior executives and employees of Globe, the prohibition against the taking or giving of any bribes or financial inducements. The consequences of non-compliance with this policy are severe. The policy is reviewed regularly to ensure compliance with regulations and updated as required. A copy of the policy can be found on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

4 SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

4.1 Audit Committee

The Company currently has no Audit Committee given the size and composition of the Board. In the absence of an Audit Committee, all members of the Board participate in the oversight of corporate reporting. All Board members are considered financially literate and, where necessary, are provided with appropriate technical financial and industry advice.

As part of the half yearly and annual accounts, the CFO reviews with the directors, all issues of relevance in preparing the accounts including the impact of changes in accounting standards and carrying value of assets.

On an annual basis, directors review management responses to a questionnaire designed to ensure they are informed of all aspects of the financial statements.

4.1.1 External auditors

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. PricewaterhouseCoopers were appointed as the external auditors in 2003.

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the Directors' Report on page 42 and in Note 30 to the 2023 Financial Statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Board.

The external auditor attends the annual general meeting (AGM) and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

The Board reviews the performance of the external auditors on an annual basis and the independent Chairman meets separately with the auditors to discuss any matters raised by them in relation to the management of the Company.

The *Corporations Act 2001* ("Act") generally requires the rotation of the audit engagement partner every five years or less. Mr. Jon Roberts, the Company's audit engagement partner for the 2023 financial year was appointed during the 2020 financial year.

4.2 CEO and CFO signoffs

Consistent with Recommendation 4.2 of the Principles, the Company's financial report preparation and approval process for the half year ended 31 December 2022 and for the financial year ended 30 June 2023 involved the CEO and CFO providing the required declarations to the Board. The CEO and CFO have certified to the Board that in their opinion the group's financial reports have been properly maintained; that the financial statements comply with the applicable accounting standards and give a true and fair view of the financial position and performance of the group; and that the opinion has been formed based on a sound system of risk management and internal control which is operating effectively.

4.3 Integrity of periodic corporate reports

All periodic corporate reports released by the Company to the ASX which are not subject to an audit assurance, are checked in detail by the Company's finance and corporate teams as well as approved by the Company's Board prior to release, to ensure these are free of material inaccuracies and misstatements.

5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Continuous disclosure policy

The Company has adopted a comprehensive policy (Continuous Disclosure Policies & Procedures) that prescribes practices to ensure compliance with ASX Listing Rules (particularly continuous disclosure), prevention of selective disclosure and the conduct of external briefings. The policy requires accountability at a senior level for such compliance. The policy is reviewed annually and updated as required and can be accessed on the Globe corporate website at <https://globecorporate.com/our-board-policies/>

The CEO, CFO and the Company Secretary are responsible for communications with the ASX. They must ensure compliance with the continuous disclosure requirements in accordance with the ASX Listing Rules. They must also coordinate any information disclosures to analysts, shareholders, the media, and the public.

5.2 Board to receive copies of all material market announcements

The Company has a procedure that ensures the Board receives copies of all material market announcements, either before or promptly after these have been made.

5.3 Substantive Investor or analyst presentations – prior release to ASX

The Company generally does not make any substantive investor or analyst presentations. As and when it does so, a copy of such a presentation will be released on the ASX markets platform prior to the presentation.

6. RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 Information to investors through website

The Company provides substantial information about itself and its governance through its website at <https://globecorporate.com/our-board-policies/>

6.2 Investor relations program

Due to the Company's size and the relatively small free float of the Company's shares, the Company's investor relations program comprises mainly of engagement with its shareholders at its AGM. The CEO and CFO are ultimately responsible for conducting the Company's investor relations program and responding to questions that shareholders or potential investors may have. Such responses are limited to general information, as necessary, and do not include any price sensitive information that is not otherwise available to the market as a whole.

6.3 Participation at meetings of security holders

The Company holds an AGM each year and apprises shareholders of its operations, financial results, and future plans. Shareholders are provided with the opportunity to ask questions of the directors, senior management, and external auditor at the AGM. Shareholders who are unable to

attend the AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form accompanying the Notice of Annual General Meeting.

6.4 Substantive resolutions to be decided on a poll

The Company has adopted the policy that all substantive resolutions at a meeting of security holders are to be decided by a poll rather than by a show of hands. At the 2022 AGM of the Company, all resolutions were decided by a poll.

6.5 Electronic Communication

The Company continually reviews opportunities to utilize electronic communication technology to communicate with its shareholders. Shareholders are regularly encouraged to move to paperless communication particularly in relation to the distribution of the annual report and notices of general meeting.

The Company's website also contains contact details of the Company and its Share Registry. Shareholders can communicate to the Company and its Share Registry via electronic means.

7. RECOGNISE AND MANAGE RISK

Consistent with Recommendation 7 of the Principles, the Company is committed to the identification, oversight, monitoring, and management of material business risks associated with its business activities. It has established several policies to embed in its management and reporting systems a range of internal and risk management controls. These include:

- annual budgeting and monthly and daily reporting systems which enable the monitoring of progress against performance targets and the evaluation of trends;
- a comprehensive annual insurance program;
- a sound system of internal control;
- policies and procedures for the management of financial risk and treasury operations including exposures to foreign currency movements (see Note 1 of the 2023 Financial Statements);
- policies and procedures for the management of other business risks such as sourcing risks, cyber risks, information risks and social and ethical risks; and
- Directors' financial due diligence questionnaires to management.

This summary of the company's risk management policies is also available on the Globe corporate website at <https://globecorporate.com/our-board-policies/>. Management is ultimately responsible to the Board for the group's internal control system and risk management framework.

7.1 Risk Management Committee and Risk Appetite

The Company does not have a Risk Management Committee due to the size and composition of the Board. The functions that would otherwise be performed by a Risk Management Committee are conducted by the Board as a whole. The Board is responsible for overseeing the Company's risk management framework and for determining the risk appetite of the Company.

7.2 Board review and oversight of the Company's risk management framework

The Company has in place a risk management framework and internal control system which is designed to mitigate material business risks. As required by the Board, management has reported to the Board that the Company's material business risks have been managed effectively. The

Board annually reviews the Company's risk management framework to satisfy itself that it continues to be sound and with due regard to the risk appetite set by the Board. The last such annual review was conducted in March 2023.

In relation to its responsibilities, the Board's consideration of the Company's risk management and internal controls includes the following:

- reviewing risk management and internal control systems required by the Board to be designed and implemented by management to manage the Company's material business risks and making recommendations for enhancements if necessary;
- monitoring compliance with the Corporations Act 2001, ASX, ASIC, ATO and other legislative requirements;
- improving the quality of management and accounting information; and
- overseeing the follow up and rectification by management of deficiencies or breakdown in risk management or internal controls, where necessary.

7.3 Internal Audit Function

The Company does not have an internal audit function however it employs appropriate processes for evaluating and continually improving the effectiveness of its risk management and internal control processes. During the reporting period, the Board was responsible for the oversight of the Company's internal processes and practices and assessing the effectiveness of its risk management and internal control process. The Board believes that the Company's risk management and internal control system is adequate for the Company's current size and operations.

7.4 Environmental or Social Risks

The Company has assessed its exposure to environmental and social risks and in its opinion, due to the nature of the Company's activities, its products, and its current size, the Company does not have a material exposure to environmental and social risks. However, the Company will continually monitor any developments that may occur that could result in such a material exposure arising in the future. In December 2022, the Company published its most recent Modern Slavery Statement which details the Company's assessments of its risks to modern slavery in its supply chain. A copy of the Company's Modern Slavery Statement is available [here](#).

Details of the Company's commitment to environmental and social responsibility are set out on page 31 of the 2023 Annual Report as well as on Globe's corporate website at <https://globecorporate.com/social/#>.

8. REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration Committee

The Company does not have a Remuneration Committee. Due to the Company's current size and operations the Board believes that this function can be performed by the Board as a whole. Accordingly, the Board performs this function by following the remuneration policies and practices outlined in the Company's Remuneration Report contained in the Directors' Report (pages 42 to 53 of the Company's 2023 Annual Report).

This Remuneration Report contains details of the Company's remuneration policies and practices, including the structure and actual remuneration paid to non-executive directors and key management personnel and other information required by the Principles.

8.2 Clearly distinguish Non-Executive Directors Remuneration from Executive Directors and Senior Executives

As required by the Principles, non-executive directors' remuneration is clearly disclosed separately from that of executive directors and senior executives. Further information is provided in the Remuneration Report contained in the Directors' Report (pages 42 to 53 of the Company's 2023 Annual Report).

The Company does not provide its directors with any retirement schemes other than contributions to statutory superannuation.

8.3 Transactions limiting economic exposure risk to participation in equity-based remuneration schemes

The Company does not have a policy in relation to employees limiting their economic exposure risk to participation under the Company's equity-based remuneration schemes. As the vesting conditions of these entitlements are not subject to market-based conditions, it is not necessary for the Company to formulate a policy in this regard.