

2021 CORPORATE  
GOVERNANCE STATEMENT



# We believe in a green energy future.





# MAKING A DIFFERENCE

IGO Limited is an ASX 100 listed Company focused on creating a better planet for future generations by discovering, developing, and delivering products critical to clean energy.

## WHO WE ARE

IGO Limited is an ASX 100 listed Company focused on creating a better planet for future generations by discovering, developing, and delivering products critical to clean energy. As a purpose-led organisation with strong, embedded values and a culture of caring for our people and our stakeholders, we believe we are Making a Difference by safely, sustainably and ethically, delivering the products our customers need to advance the global transition to decarbonisation.

Through our upstream mining and downstream processing assets, IGO is enabling future-facing technologies including the electrification of transport, energy storage and renewable energy generation.

IGO owns and operates 100% of the Nova nickel-copper-cobalt operation in Western Australia and is invested in a lithium focused joint venture (Lithium JV) with our partner, Tianqi Lithium Corporation, which comprises a 51% stake in the Greenbushes Lithium Mine and 100% interest in a downstream processing refinery at Kwinana in Western Australia to produce battery grade lithium hydroxide.

IGO is also focused on discovering the mines of the future and has an enduring commitment to investing in exploration to ensure the world has a sustainable supply of clean energy metals into the future.

## ACKNOWLEDGEMENTS

We acknowledge the Traditional Owners of the land on which we operate and on which we work. We recognise their connection to land, waters and culture, and pay our respects to their Elders past, present and emerging.

We would like to thank Neil Warburton who retired from the IGO Board in FY21 for his significant contribution to IGO over the last five years.

We are also pleased to welcome two new appointments to the Board, Xiaoping Yang as a Non-executive Director and Michael Nossal as a Non-executive Director who transitioned to the Chair role on 1 July 2021.

We would also like to take this opportunity to thank Peter Bilbe, who was appointed to the IGO Board in 2009, for his substantial contribution to the Company. Over his tenure, Peter has overseen the positive transformation of IGO, culminating in the announcement on 30 June 2021 of the completion of the transaction with Tianqi Lithium Corporation. IGO will continue to benefit from Peter's input as a Non-executive Director until the 2021 AGM.

# 2021 Corporate Governance Statement



**This Corporate Governance Statement (Statement) outlines the current corporate governance framework for IGO Limited (IGO or the Company), by reference to the Corporate Governance, Principles and Recommendations 4th Edition of the ASX Corporate Governance Council (ASX Recommendations).**

This Statement can be found in the Governance section on IGO's website at <https://www.igo.com.au/site/our-business/governance>.

This Corporate Governance Statement is accurate and up to date as at 31 August 2021 and has been approved by the Board.

IGO is committed to implementing and maintaining the highest standards of corporate governance. Our approach to corporate governance is more than just compliance and we believe that excellence in corporate governance is essential for the long-term sustainability of the business and is paramount for the protection of the interests of all our stakeholders.

Whilst the Board of Directors of IGO (the Board) is responsible for the Company's corporate governance, we do not see governance as just a matter for the Board. We believe good governance is about doing the right thing and this responsibility is owned by all those who work at IGO. We therefore embed this ethos throughout the business.

IGO is a purpose-led organisation with strong, embedded values and a culture of caring for our people and our stakeholders, our governance framework supports and enables our people to deliver on our strategy and desired culture and provides an integral role for effective and responsible decision making at IGO.

The Board has a clear understanding that it is responsible for the Company's corporate governance and recognises the importance of its governance framework in establishing accountabilities, guiding and regulating activities, monitoring and managing risks and optimising the Company's performance. The Board recognises the need to regularly review its governance framework and corporate governance policies as the needs of the business evolves over time and to ensure they reflect current and emerging legislation and best practice.

During the FY21 reporting period, IGO's corporate governance practices complied with the ASX Recommendations in their entirety.

Further information about governance at IGO, as well as copies of our Code of Conduct, Charters, Standards and Guidelines can be found in the Governance section on our website <https://www.igo.com.au/site/our-business/governance>.

During the year, everyone at IGO had to adapt to the constantly changing travel, lockdown and safe distancing restrictions due to Covid-19. As a result, the Board's physical attendance at meetings was disrupted, however IGO was able to adapt immediately to the additional restrictions and where necessary held Board and Committee meetings virtually and in addition maintain engagement with the broader business through regular live virtual employee updates. In addition, all Board members were able to conduct at least one site visit to our Nova Operation during the year as well as a visit to IGO's exploration team on the Fraser Range.

# Lay solid foundations for management and oversight

## ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board has a Board Charter that sets out the matters reserved to the Board and the specific authority and responsibilities that have been delegated to our Managing Director and Chief Executive Officer (Managing Director & CEO) and Executive Leadership Team (ELT). The Charter was reviewed and updated during FY21 and can be found in the Governance section on our website at <https://www.igo.com.au/site/our-business/governance>.

The Board is responsible for promoting the success of the Company in a way which ensures that the best interests of shareholders and all stakeholders are promoted and protected. The role of the Board is to represent the shareholders and promote and protect the interests of the Group and its stakeholders. To achieve this, the Board will exercise all the powers of the Company, except any powers that the *Corporations Act 2001*(Cth) or the provisions in the Company's Constitution require the shareholders to exercise in a general meeting.

The Board, Managing Director & CEO and ELT are responsible for instilling a culture of care across the organisation through authentic and transparent leadership whilst implementing the Company's strategic plan.

## COMPANY SECRETARY

The Company Secretary is accountable directly to the Board, through the Chair, on all governance matters and the proper functioning of the Board. All directors have access to the advice and services provided by the Company Secretary.

The appointment or removal of the Company Secretary requires board approval.

## SUCCESSION AND RECRUITMENT

Before the Company proposes to appoint any new director or senior executive, appropriate checks are undertaken which include checks such as the person's character, experience, education, criminal record and bankruptcy history.

A profile of each director is included in the Annual Report and all material information which is relevant to the decision to elect or re-elect a director is included in the Notice of Meeting.

The Company has a written agreement in place with each director and senior executive which sets out the key terms, conditions and expectations of their engagement.

In 2020 and 2021, a comprehensive evaluation was carried out with the assistance of an external facilitator. This involved an in-depth questionnaire that was completed by all members of the Board and ELT to evaluate not only the Board's ability,

but also its thinking and practices, in order for the Board to challenge its own shortcomings and future-proof the Board to meet the demands of a rapidly changing world and oversee the implementation of the Company's long-term strategy. This was followed by a half-day workshop where the Board and the ELT discussed the results of the survey and developed a list of actions to address any issues or opportunities that emerged.

The process for evaluating the performance of senior executives is carried out within the framework of the Company's Remuneration and Reward Standard and delegations set out in the People & Performance Committee Charter which can be found in the Governance section of our website at <https://www.igo.com.au/site/our-business/governance>. Evaluations are conducted annually. The evaluation of the Managing Director & CEO is conducted by the People & Performance Committee. The evaluations of the other senior executives are conducted by the Managing Director & CEO, through a structured interview process and presented to the People & Performance Committee. The most recent evaluations were carried out in the period June to August 2021 to assess FY21 performance. All evaluations were carried out in accordance with the process disclosed.

## DIVERSITY AND EQUAL EMPLOYMENT OPPORTUNITY

IGO is committed to the recruitment, engagement, development and retention of a diverse workforce across all levels of the organisation and has a range of initiatives and programs to achieve this commitment. We do this because it is good for our business and the right thing to do for our people and communities. We recognise that our ability to appreciate and utilise skills, characteristics, and experiences that our employees bring to the organisation makes us stronger and will be a fundamental element to our continued success.

This commitment is reflected in IGO's Diversity and Equal Employment Opportunity Standard. A copy of this Standard as well as a full copy of the most recent IGO Workplace Gender Equality Agency Report can be found in the Governance section on our website at <https://www.igo.com.au/site/our-business/governance>.

At IGO, diversity is not just about gender diversity and there are a number of measurable objectives and supporting programs of work that focus on fostering inclusivity and improving diversity representation, including age, cultural identity, ethnicity, education, experience, physical and mental ability, thought and/or sexuality.

For more information about the Company's commitment to greater diversity and equal opportunity across the organisation please see the Our People section in the 2021 Sustainability Report which can be found on our website at <https://www.igo.com.au/site/investor-center/sustainability-reports2>.

## Lay solid foundations for management and oversight

### MEASURABLE DIVERSITY OBJECTIVES - OUR PROGRESS IN FY21

The IGO Board sets a range of measurable diversity objectives across the business to continue our journey to achieve more diverse and inclusive teams. Key indicators of our achievements in FY21 are detailed in the table below.

Measurable Objective	Stated Target	Status	Progress	
			FY21	FY20
Percentage of women employed within the entire Company	Year-on-year improvement at 30 June each year	●	27%	24%
Percentage of women employed in senior positions	Year-on-year improvement at 30 June each year	●	21%	18%
Percentage of women on the Board	Increase female representation on the Board when it is appropriate to expand or refresh the Board	●	37.5%	33%
Percentage of women in the Executive Leadership Team (ELT)	Increase female representation on the ELT when it is appropriate to expand or refresh the Team	●	37.5%	33%
Percentage of the workforce who are aboriginal people	Year-on-year improvement at 30 June each year	●	3%	3%
Report on the measurement criteria set by the Workplace Gender Equality Agency on an annual basis	Annual completion, submission and receipt of compliant rating	●	FY21 submitted	Achieved compliant rating for FY20
Establish, publish and implement a Diversity Plan	Plan established for 2020 – 2023	●	Ongoing, steady progress made in FY21	
Establish and conduct an awareness campaign with Managers and Supervisors	Diversity seminars to be held for all Managers and Supervisors	●	In progress and ongoing	
Establish a Diversity Committee to discuss and action a broad range of workplace diversity objectives	Committee to be established	●	Business unit groups have commenced	
Specific, level appropriate, key performance indicators developed for Managers and Supervisors to promote improved gender diversity	Inclusion of gender focused KPIs in all Managers and Supervisors annual performance plans	●	Implemented	

● Achieved

● Partially achieved

In summary, the proportion of women employed by the Company as at 30 June 2021 is outlined below:

Level	Progress	
	FY21	FY20
Board <sup>1</sup>	37.5%	33%
Senior Executive <sup>2</sup>	37.5% <sup>3</sup>	33%
Other management and professional levels <sup>4</sup>	21%	24%
<b>Total IGO Group</b>	<b>27%</b>	<b>24%</b>

<sup>1</sup> Includes the Managing Director & CEO.

<sup>2</sup> Senior executives are categorised as those who hold a senior executive role and includes the Managing Director & CEO and his direct reports.

<sup>3</sup> As of 1 July 2021, the percentage of females in the senior executive increased to 42.8%.

<sup>4</sup> Excludes senior executives.

# Structure the Board to be effective and add value

## BOARD COMPOSITION

The Board currently comprises one executive Director (the Managing Director & CEO) and seven Non-executive Directors (including the Chair), the Board considers all the Non-executive Directors are independent.



**Michael Nossal**  
NON-EXECUTIVE  
CHAIR



**Peter Bradford**  
MANAGING DIRECTOR  
& CEO



**Debra Bakker**  
NON-EXECUTIVE  
DIRECTOR



**Peter Bilbe**  
NON-EXECUTIVE  
DIRECTOR



**Kathleen Bozanic**  
NON-EXECUTIVE  
DIRECTOR



**Peter Buck**  
NON-EXECUTIVE  
DIRECTOR



**Keith Spence**  
NON-EXECUTIVE  
DIRECTOR



**Xiaoping Yang**  
NON-EXECUTIVE  
DIRECTOR

As at 31 August 2021, the period in office of each of the Directors was as follows:

Director	Tenure	Qualifications
Michael Nossal, Non-executive Chair	10 months	BSc, MBA, FAusIMM
Peter Bradford, Managing Director & CEO	7 years, 5 months	BAppSc Extractive Metallurgy, FAusIMM
Debra Bakker, Non-executive Director	4 years, 8 months	MAppFin., BBus. (FinAcc), Grad Dip FINSIA, GAICD
Peter Bilbe, Non-executive Director	12 years, 5 months	B.Eng. (Mining) (Hons), MAusIMM
Kathleen Bozanic, Non-executive Director	1 year, 11 months	BCom (Acc & Fin), ANZCA, GAICD
Peter Buck, Non-executive Director	6 years, 11 months	M.Sc. (Geology), M.AusIMM
Keith Spence, Non-executive Director	6 years, 8 months	BSc (Geophysics) (Hons)
Xiaoping Yang, Non-executive Director	11 months	PhD ChemE, MBA

## Structure the Board to be effective and add value

The Board determined that Mr. Bilbe's length of service does not compromise his independence and believe it is in the best interests of the Company to have a mix of directors, some with longer tenure and a deep understanding of the business and others with shorter tenure to bring fresh ideas and perspective to the Board.

In making assessments of independence, the Board followed the evaluation criteria of the Board's guidelines on director independence which is set out in the Company's Board Charter. These guidelines conform with the guidelines of the ASX Corporate Governance Council.

The Board welcomed two new appointments to the Board in December 2020, Xiaoping Yang as a Non-executive Director and Michael Nossal as a Non-executive Director, Mr. Nossal transitioned into the Chair role on 1 July 2021, succeeding Mr. Bilbe who announced his intention to retire in September 2020. Mr. Bilbe will remain as a Non-executive Director until his formal retirement at the Annual General Meeting in November 2021.

The skills, experience, expertise and independence status of each Director, including current and former directorships and length of service, are set out in more detail in the Board Profile section in the 2021 Annual Report as well as on the Leadership page on our website at <https://www.igo.com.au/site/our-business/leadership>.

### BOARD COMMITTEES

The Board has established four Committees, as detailed below, that are structured in accordance with the ASX Recommendations and enable the Board to effectively discharge its responsibilities. The Committees report on discussions held and make recommendations to the Board at the succeeding Board meeting.

In line with IGO's ongoing policy and commitment to best practice corporate governance, in October 2020 the Board approved the change in the committee structures to remove the responsibility of risk from the Sustainability Committee and include it in the Audit Committee responsibilities.

Each Committee has a Charter that outlines the roles and responsibilities of the Committee and its members. During the year, all Charters were reviewed and updated if necessary. The Charters can be found in the Governance section on our website at <https://www.igo.com.au/site/our-business/governance>.

The number of times each Committee met during FY21 and the individual attendance of the members at those meetings can be found in the Directors' Report in IGO's 2021 Annual Report that can be found in the Investor Centre on our website at <https://www.igo.com.au/site/investor-center/annual-reports>. Further details on any change to committee membership that took place during the year can also be found in the Directors' Report.

Board Committee membership as at 31 August 2021:

MEMBERSHIP	MEMBERSHIP SINCE	CHAIR SINCE	COMMITTEE ROLE
<b>Audit &amp; Risk Committee</b>			
Kathleen Bozanic (Chair)	20 November 2019	1 January 2021	To assist the Board in relation to overseeing the adequacy and effectiveness of the Company's Risk Management System, internal financial controls, financial reporting, funding, financial risk management including hedging, the internal and external audit functions and relevant legal and regulatory compliance.
Debra Bakker	29 January 2018		
Keith Spence	1 January 2021		
Xiaoping Yang	26 January 2021		
<b>Nomination &amp; Governance Committee</b>			
Peter Buck (Chair)	1 January 2021	1 January 2021	To assist the Board to review Board composition (including identifying candidates for the Board), director independence, succession, performance and relevant policies and practices.
Kathleen Bozanic	20 November 2019		
Keith Spence	26 January 2021		
<b>People &amp; Performance Committee</b>			
Debra Bakker (Chair)	23 January 2017	1 January 2021	To assist the Board in establishing IGO's remuneration framework and relevant policies and practices to attract, retain and motivate employees.
Peter Buck	26 January 2021		
Michael Nossal	26 January 2021		
<b>Sustainability Committee</b>			
Keith Spence (Chair)	August 2015	1 January 2021	To assist the Board in meeting its oversight responsibilities in relation to the Company's sustainability policies and practices.
Michael Nossal	26 January 2021		
Xiaoping Yang	26 January 2021		

## Structure the Board to be effective and add value

### BOARD APPOINTMENTS

In considering new appointments, the Board will have regard to the need to augment the skills, qualities, knowledge, experience and capabilities of the current members and to meet its future needs, the Company's sustainable growth ambitions and diversity aspirations. In doing so, the Board recognises the value of diversity of thought and the value the unique skills, experience and outlook that people who have a different mix of age, skills, knowledge, experience, expertise and gender can bring to the group.

In accordance with the Nomination & Governance Committee Charter and the Diversity, Inclusion and Equal Employment Opportunity Standard, the Board seeks members with demonstrable skills, qualities, capability, experience and ability to question and debate with other Board members, the ability to operate as part of a team, the ability to contribute outstanding performance and who have a track record of impeccable ethics and values.

The Nomination & Governance Committee ensures that the Company has a director induction program for any new directors joining the Board. This includes interactions with the ELT and other employees to gain an understanding of the Company's structure, operations, history, culture and key risks as well as visits to the Company's key operating sites. IGO also funds and encourages any new Directors to complete the Australian Institute of Company Directors (AICD) Company Directors Course if they have not already done so.

### BOARD SKILLS MATRIX

In June 2021, a comprehensive board skills review was conducted as part of the annual Board evaluation to identify what the Board considered were the key board skills areas that they felt were necessary for the Board to discharge its responsibilities in accordance with the highest standards of governance whilst executing the Company's long-term corporate strategy.

The Board and ELT then conducted an assessment of the optimum mix of these skills and experience on the Board. The results of this review were evaluated as part of the Board evaluation workshop to ascertain whether there were any skill gaps that would need to be addressed through succession planning and/or professional development programs.

The combination of skills and experience were chosen due to the strategic direction of the Company as well as the risks, opportunities, challenges and developments related to the mining industry and the Company's business.

This board skills matrix shows how many Directors have a deep knowledge and experience in each area taking into consideration their many years of direct experience.

■ **Expert** – Deep knowledge / formal qualification or experience over many years

■ **Moderate** – Moderate skills / experience – knowledgeable but not highly skilled

■ **Aware** – Some knowledge and can follow a discussion

### BOARD SKILLS MATRIX

#### Strategy



#### Executive Leadership



#### STEM



#### Industry Specific – Upstream



#### Industry Specific – Downstream



#### Marketing and Quality Control



#### Auditing and/or Financial Reporting



#### Risk Management



#### Governance



#### Organisational Culture



#### People, Wellbeing, Inclusion and Diversity



#### Health and Safety



#### Innovation and Clean Energy Technologies



#### Globalisation, International, China cross border



#### Strategic Entrepreneurship



#### M&A and/or Funding



#### Capital Projects



#### Technology, Digital Transformation and/or Cyber Security



#### Environmental and Tailings



#### Climate and Decarbonisation



#### Stakeholder Relations and/or Activism



#### Legal



#### Regulatory and/or Public Policy





## BOARD SKILLS MATRIX Cont.

Following the review, it was determined that the Board and Committees currently have a strong combination of skills and experience across the key desired areas.

As part of the FY21 review, the skills and experience of the ELT were also assessed against the same categories to ensure the Board skills are complemented by the ELT skills. To the extent that any skills are not strongly represented on the Board, they are augmented through management and external advisors.

Nevertheless, to ensure the Board has the necessary skills for the future with regard to the Company's long-term strategy it was recognised that there are a number of areas where the ability, knowledge and diversity of thought could be broadened through future board renewal and ongoing education sessions.

## CONTINUING EDUCATION PROGRAM

To assist Directors in maintaining an appropriate level of knowledge, skill and experience in the operations of the Company, Directors undertake site visits to familiarise themselves with the Company's operations and projects on a biannual basis and regularly meet with employees throughout all levels and areas of the Company to gain a better understanding of the business.

During FY21, all Board members took part in at least one site visit to the Company's Nova Operation and one exploration project visit. In addition, the majority of Directors also took part in Ngadju Cultural Awareness training. Those Directors that didn't complete this training will do so in FY22.

In addition to site visits, as part of the Directors' continuing education program, presentations concerning key developments in IGO and the industry and environment within which it operates are given at scheduled Board and Committee meetings, by either external experts or IGO employees.

During FY21 these included an update on exploration practices, work health and safety legislation and alternative potential clean energy options.

Individual Directors are also encouraged to undertake appropriate professional development to maintain the skills and knowledge needed to perform their role as Directors effectively. In 2020, the Nomination & Governance Committee approved an Individual Director Development Guideline that sets out how individual Directors can access funding to assist them to pursue their own personal professional development to expand and maintain their skills, particularly in areas where there are skills gaps at an individual director level or for the Board as a whole.



## BOARD QUALITIES

The Board agrees that the personal qualities of each Board member is just as important as their academic qualifications and/or work experience. As such the Board also seeks to have directors on the Board with the following qualities.

<b>Are</b>	This quality relates to the being of our board in terms of the collective care, integrity and moral compass demonstrated through their behaviours.
Our being	
<b>Can</b>	This quality relates to the ability of our board in terms of the collective skills, capability, capacity and agility to maximise value and deliver the highest standards of care.
Our ability	
<b>Know</b>	This quality relates to the collective understanding, knowledge and diversity of thought of our board and our board being in control of their information needs.
Our understanding	
<b>Want</b>	This quality relates to the collective desire of our board in terms of the drive, commitment and energy to maximise value and deliver the highest standards of care.
Our desire	
<b>Dare</b>	This quality relates to the collective courage of our board in terms of daring to be transformative, to be bold and take new paths, and to act with conscience.
Our courage	

Table above provided by Dr Marc Stigter, board advisor and author of Boards That Dare, published by Bloomsbury.

# Instil a culture of acting lawfully, ethically and responsibly

IGO's purpose is Making a Difference, this purpose is lived by all our people every day and is evidenced in the culture of care that underpins everything that we do. As part of our culture of care, IGO aims to maintain the highest standard of lawful and ethical behaviour in business dealings and to behave with integrity in all its dealings with all our stakeholders which includes; customers, clients, shareholders, government, employees, suppliers, Traditional Owners and the community. Directors and employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Board has a clear understanding that it is responsible for setting the tone of legal, ethical and moral conduct. This involves considering the impact of the Company's decisions on all our stakeholders.

IGO's values below reflect our unique culture and guide us to embody the IGO difference together and can also be found in the purpose and values section on our website at <https://www.igo.com.au/site/our-business/igo-purpose>.



## Instil a culture of acting lawfully, ethically and responsibly

### CODE OF CONDUCT

IGO operates under a Code of Conduct which reflects our values and represents our commitment to uphold the highest ethical business practices. Our Code of Conduct provides guidance on how our values should be put into practice and guides the standard of behaviour expected from our people. The Code applies equally to our Board, our employees, our suppliers and our contractors. The document is regularly reviewed to ensure it clearly reflects our business and community expectations.

### ANTI-BRIBERY AND CORRUPTION STANDARD

IGO's Anti-Bribery and Corruption Standard states how IGO conducts business in line with the Company's values and how bribery and corruption, in any form, are wholly inconsistent with these values. IGO has a strict policy of zero tolerance for bribery and corruption.

### WHISTLEBLOWER STANDARD

IGO is committed to fostering a 'speak up' culture that is consistent with our purpose, values and culture of care. We rely on and encourage people to speak up about potential misconduct concerns and the Whistleblower Standard as adopted by the Board provides a safe and confidential environment for people to raise any such concerns without fear of reprisal or detrimental treatment.

The Code of Conduct along with all of IGO's Corporate Governance Standards can be found in the Governance section of our website at <https://www.igo.com.au/site/our-business/governance>.

### MODERN SLAVERY

IGO is committed to ending modern slavery, through the adoption of responsible due diligence and sourcing processes. At IGO, we are committed to operating sustainably and we uphold fundamental human rights and respect cultures, customs, and values in all dealings with people, places, and companies involved in all our activities.

In FY20, IGO published its first Modern Slavery Statement in accordance with the Australian *Modern Slavery Act 2018* (Cth). A copy of this Statement can be found in the Governance section on our website at <https://www.igo.com.au/site/our-business/governance>.

### DEALING IN SECURITIES STANDARD

The Company has put in place a policy to ensure that its directors, officers and employees do not trade in the Company's shares if they are aware of non-public information that could be expected to have a material effect on the market price of the Company's shares. The Standard also contains a restriction on any employee or director securing Company's shares by way of margin loans and other derivative trading methods. Executive directors and employees are prohibited from entering into transactions or arrangements which limit the risk of participating in unvested employee entitlements (i.e. hedging arrangements).

### TRAINING AND REPORTING

All employees receive training on IGO's values and Corporate Governance Standards, including the Code of Conduct, Anti-Bribery and Corruption Standard, Whistleblower Standard and Dealing in Securities Standard as part of their induction when joining the Company.

In addition, annual culturing workshops are held with leadership teams across the business and the Board and management continually reference and reinforce the Company's values and desired culture in their interactions with employees.

The Board is informed of any material breaches or incidents reported under the Code of Conduct, Anti-Bribery and Corruption Standard, Whistleblower Standard and Fraud Control Plan via the monthly and quarterly reporting process. In FY21 there were no material breaches of the Code of Conduct, Anti-Bribery and Corruption Standard and Fraud Control Plan.

As part of IGO's continuous improvement programs, the following programs of work were commenced in FY21 and will be implemented during FY22:

- annual compliance and ethics training program for all employees; and
- a new and improved whistleblower reporting process that includes an online reporting platform.

# Safeguard the integrity of corporate reports

The Board has an Audit & Risk Committee, structured in accordance with the ASX Recommendations, and the Committee's Charter can be found in the Governance section of our website at <https://www.igo.com.au/site/our-business/governance>.

From January 2018 to January 2021, the Chair of the Audit & Risk Committee was Debra Bakker, an independent Non-executive Director who is not the Chair of the Board. Since January 2021, the Chair of the Audit & Risk Committee has been Kathleen Bozanic, an independent Non-executive Director who is not the Chair of the Board. Kathleen has been a member of the Committee since November 2019.

The other members of the Audit & Risk Committee are Non-executive Directors Debra Bakker, Keith Spence and Xiaoping Yang. All the members of the Audit & Risk Committee are independent Directors. Kathleen has a strong background in accounting and auditing, with over 25 years' experience as an audit partner, Chief Financial Officer/General Manager of listed and private mining and contracting companies and holds a Bachelor of Commerce (Accounting and Finance). Debra is an experienced financier and investment banker to the resources industry and holds a Master of Applied Finance and a Bachelor of Business (Financial Accounting). Keith has over 40 years' experience in the oil and gas industry in Australia and internationally, including 18 years with Shell and 14 years with Woodside and has significant experience in exploration and appraisal, development, project construction, operations and marketing. Xiaoping has 30 years' experience in the energy and petrochemical industry with a variety of executive management and board positions at BP and has diverse breadth of experience working in the US and Asia.

The Managing Director & CEO and the Chief Financial Officer provided a declaration in accordance with Section 295A of the *Corporations Act 2001*(Cth) most recently on 30 August 2021 for the FY21 annual accounts and assured the Board that the declaration is founded on a sound system of risk management and internal controls and that the systems are operating effectively and efficiently in all material respects. The Managing Director & CEO and the Chief Financial Officer also provided a similar declaration during FY21 in relation to accounts for the half-year ended 31 December 2020 and the annual accounts for FY20.

The Audit & Risk Committee reviews and makes recommendations to the Board regarding approval of all financial reports. Where a periodic corporate report is not required to be audited or reviewed by an external auditor, Management conducts the same comprehensive internal verification processes as followed for an external audited report up to receiving final auditor signoff/ approval. This process includes layers of peer review, subject matter expert, and board approval where appropriate, to ensure the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.

# Make timely and balanced disclosure

The Company has a Continuous Disclosure and Information Standard, which outlines the procedures to safeguard against breaches of the Company's continuous disclosure obligations, the disclosure reporting processes, and the obligation to protect confidential information of IGO from unauthorised disclosure. A copy of the Continuous Disclosure and Information Standard can be found in the Governance section our website at <https://www.igo.com.au/site/our-business/governance>.

To ensure the Board has timely visibility of all information being disclosed to the market, all material market announcements are circulated to the Board immediately after they have been made.

At any time, the Company gives a new and substantive investor or analyst presentation it ensures a copy of the presentation is released to the ASX prior to the presentation taking place.

The Company Secretary is responsible for ensuring the Company complies with ASX Listing Rules and is responsible for communicating with the ASX.

# Respect the rights of shareholders

IGO respects the rights of shareholders and supports governance practices that are designed to ensure that the Company engages effectively with its shareholders and the investment community, and that information is released and made available in a fair and unbiased manner. IGO has in place the following initiatives to facilitate communication with shareholders:

## WEBSITE

Shareholders are able to access information about IGO and its' governance on our website at [www.igo.com.au](http://www.igo.com.au).

All ASX announcements are placed on our website and there is a subscription service to subscribe for Email Alerts when ASX/Media announcements are released.

Information on the Board and ELT, our purpose and values, strategy, operations, exploration programs, corporate governance and sustainability is also available on our website.

The Investor Centre provides information on IGO's share price, Annual Report and financial statements, quarterly and half-yearly report, Sustainability Report, key reporting dates, dividend information, investor presentations as well as an archive of recorded investor webcasts.

Shareholders can also elect to receive the Annual Report electronically or in hard copy through the mail. All other reports are sent to any shareholder or interested party requesting a copy.

There are also details on how to contact IGO's share registry by phone or email. Shareholders can also directly submit inquiries to IGO via an online form as well as phone and email.

## ANNUAL GENERAL MEETING

Our AGM provides an important occasion to update shareholders on the Company's performance and offers an opportunity for shareholders to ask questions of, and to hear from our Board.

IGO encourages shareholder attendance at shareholders' meetings using electronic communication, including making notices of meeting available on our website and sending alerts to those subscribed to the Email Alert service. Shareholders are also able to submit proxies electronically through a link to the Company's share registry.

The 2020 AGM took the form of a hybrid meeting which allowed those shareholders who were unable to attend in person, the opportunity to follow the meeting, ask questions and vote in real time during the meeting. To protect the health and safety of our shareholders, our people and the wider community, the 2021 AGM will again take the form of a hybrid meeting. Shareholders who are not able to attend can provide questions ahead of the meeting and where appropriate, these questions will be answered at the meeting.

A recording of the AGM is made available on our website within 48 hours of the meeting to allow those shareholders who are unable to attend the meeting to view the proceedings.

Copies of the Chair's and Managing Director & CEO's speeches/presentations are lodged with the ASX immediately prior to any shareholder meeting and placed on our website.

All resolutions at the AGM are decided by a poll.

## INVESTOR RELATIONS ENGAGEMENT PROGRAM

As part of the Company's efforts to ensure that it communicates effectively with its shareholders and the investment community, IGO's investor engagement program facilitates two-way communications with investors and includes:

- analyst briefings
- interactive quarterly analyst and investor presentations
- site tours for analyst/institution investors
- annual proxy advisor and investor ESG roadshow; and
- regular engagement with the Australian Shareholder Association.

IGO's analyst briefing and presentation for each quarterly report during FY21 was webcast live and all shareholders are encouraged to dial-in to the call or login to the webcast and ask any questions they may have about IGO's performance and business. Login details to the webcasts are released to the ASX to allow shareholders to either listen live or at a later date. Webcasts are available on our website for a substantial period of time after the live webcast.

# Recognise and manage risk

IGO's Risk Management System is designed to ensure that the Company identifies, documents, communicates and proactively manages risk in a systematic way, as well as ensuring we identify opportunities to best serve the long-term interest of all our stakeholders.

Risk management at IGO is overseen by the Board through the Audit & Risk Committee, structured in accordance with the ASX Recommendations. In October 2020, the Board approved the change in the committee structures to transfer oversight responsibilities in relation to the Company's Risk Management System from the Sustainability Committee to the Audit Committee.

With regard to risk management and in accordance with the Committee's Charter, the Committee oversees and reviews on an annual basis the Company's Risk Management System to ensure its effectiveness and that IGO is operating with due regard to the risk appetite set by the Board. This review was carried out during FY21.

## IGO'S MANAGEMENT SYSTEM

IGO maintains a Management System based on AS/NZS ISO standards and is informed by a hierarchy of processes and is structured to drive continual improvement prioritised on risk.

IGO has two well-established assurance processes to ensure the ongoing integrity of our systems. IGO's Corporate Assurance Program, which comprises both internal and external audit, operational reviews and inspections, and IGO's whistleblower process.

We safeguard our people, assets, legal position, reputation and the environment by understanding and managing risk. IGO's Risk Management Process is based on a three-level hierarchy as depicted below.



In the completion of risk assessments, IGO uses a Company standard 'consequence-frequency-risk' model to rank risks. This model is reviewed at least annually by the Audit & Risk Committee. On the basis of this model, the Committee has approved a risk appetite statement defining what risks

IGO will accept and those that it will not. This statement is documented in, and communicated to employees and company officers, by means of IGO's Risk Management Standard. IGO defines who has what authority in respect of the acceptance of risk in IGO's Corporate Control Standard.

The ELT completes a review of business-critical risks at least quarterly. This is followed by a quarterly Audit & Risk Committee meeting in which the risks are further reviewed in accordance with the Committee's Charter. During these meetings the Committee and ELT will also complete a 'deep dive' on a business-critical risk as well as discuss any emerging risks. Additionally, the Committee meets with senior management on an annual basis as part of IGO's annual strategy workshop to participate in a business critical risk review.

IGO confirms that the above activities were completed to plan during FY21.

## INTERNAL AUDIT

Internal audit is overseen by the Audit & Risk Committee, in accordance with the Internal Audit Committee Charter, and is managed by IGO's General Counsel and Head of Risk & Compliance. The internal audit function provides assurance that those risks identified as being both business-critical and within the effective control of the business, are managed in compliance with the Company's policies and procedures. A three-year internal audit plan is formulated based on a review of IGO's business-critical risks and other considerations, and a defined set of risk management processes are selected for audit, this plan is reviewed on an annual basis.

IGO's internal audit services are coordinated by an independent internal auditor. This service has been provided by Enumerate since 2017. It is noted that, given the specialist nature of the various processes subject to review, IGO engages subject matter experts to assist the internal auditor as required. Key findings from internal audit reviews are reported to both IGO's ELT and the Audit & Risk Committee. The Internal Auditor and the Audit & Risk Committee have direct access to each other and seek information and explanations as required.

## MATERIAL EXPOSURE TO ECONOMIC, ENVIRONMENTAL AND SOCIAL SUSTAINABILITY RISKS

The Company has material exposure to a range of economic, environmental and social sustainability risks, including exposure to commodity and foreign exchange market fluctuations and changes in environmental, social and governance legislation. To assist with the management of its exposure to commodity and foreign exchange market fluctuations, the Company has established IGO Group Financial Control Standard 3 – Financial Risk Management which is overseen by the Audit & Risk Committee. This Committee makes recommendations to the Board on hedging policies and considers relevant financial risk management strategies.

The Company employs suitably qualified personnel to assist with the management of its exposure to environmental and social sustainability risks including appropriate health and safety personnel as well as heritage and environmental experts. These risks are discussed in more detail in the Company's 2021 Annual Report and 2021 Sustainability Report which can be found on our website.

# Remunerate fairly and responsibly

IGO has clearly distinguished the remuneration structures of the Non-executive Directors from that of executive Directors and executives. The full details of these remuneration structures and actual remuneration of these persons during the year ended 30 June 2021 is set out in the Remuneration Report, as recommended to the Board by the People & Performance Committee, which can be found within the Directors' Report in the 2021 Annual Report.

Non-executive Directors are not entitled to retirement benefits other than statutory superannuation or other statutory required benefits.

## IGO's Reporting Suite

IGO's full reporting suite can be found in the Investor Centre on our website at [www.igo.com.au](http://www.igo.com.au).

**FY21 Annual Report**

**FY21 Results Presentation**

**FY21 Sustainability Report**

**2021 Annual Corporate Governance Statement – this report**





**MAKING A  
DIFFERENCE**

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**EXTERNAL AUDITOR**

**BDO Audit (WA) Pty Ltd**

38 Station Street  
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Telephone +61 8 6382 4600

**SHARE REGISTRY**

**Computershare Investor Services Pty Limited**

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Perth WA 6000

Telephone 1300 850 505 (within Australia),  
+61 3 9415 4000 (outside Australia)  
Facsimile +61 3 9473 2500  
Email [www.investorcentre.com/contact](http://www.investorcentre.com/contact)  
Web [www.computershare.com](http://www.computershare.com)

**[igo.com.au](http://igo.com.au)**



# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

IGO Limited
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ABN/ARBN

46 092 786 304
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Financial year ended:

30 June 2021
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://www.igo.com.au/site/our-business/governance>

The Corporate Governance Statement is accurate and up to date as at *31 August 2021* and has been approved by the board.

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

Date:	31 August 2021
Name of authorised officer authorising lodgement:	Joanne McDonald Company Secretary

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

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	✓ and we have disclosed a copy of our board charter at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>
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.	✓
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓
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.	✓

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>✓</p> <p>and we have disclosed a copy of our Diversity, Inclusion and Equal Employment Opportunity Standard at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and as IGO were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of the board is not less than 30% of its directors of each gender for the entirety of FY21.</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>✓</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>✓</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>✓</p> <p>and we have disclosed a copy of the Nomination &amp; Governance charter at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and the information referred to in paragraphs (4) and (5) on page 46 of the 2021 Annual Report at:  <a href="https://www.igo.com.au/site/investor-center/annual-reports">https://www.igo.com.au/site/investor-center/annual-reports</a></p>
2.2	<p>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.</p>	<p>✓</p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<p>✓</p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and the length of service of each director in our Corporate Governance Statement at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>✓</p>
2.5	<p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>✓</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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.	√
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
3.1	A listed entity should articulate and disclose its values.	√ and we have disclosed our values in our 2021 Annual Report and 2021 Sustainability Report and at: <a href="https://www.igo.com.au/site/our-business/igo-purpose">https://www.igo.com.au/site/our-business/igo-purpose</a>
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 by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	√ and we have disclosed our code of conduct at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>
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 Whistleblower Standard at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>
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 Standard at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>	
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>✓</p> <p>and we have disclosed a copy of the charter of the Audit &amp; Risk Committee at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and the information referred to in paragraphs (4) and (5) on page 46 of the 2021 Annual Report at: <a href="https://www.igo.com.au/site/investor-center/annual-reports">https://www.igo.com.au/site/investor-center/annual-reports</a></p> <p>and in our Corporate Governance Statement at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
<p>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.</p>	<p>✓</p>
<p>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.</p>	<p>✓</p>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>	
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>✓</p> <p>and we have disclosed our Continuous Disclosure and Information Standard at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>✓</p>
<p>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.</p>	<p>✓</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓ and we have disclosed information about us and our governance on our website and in our Corporate Governance Statement at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	✓
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 in our Corporate Governance Statement at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>
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.	✓
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.	✓
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
7.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul>               and disclose:               <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul>	✓ and we have disclosed a copy of the Audit & Risk Charter at: <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a> and the information referred to in paragraphs (4) and (5) on page 46 of the 2021 Annual Report at: <a href="https://www.igo.com.au/site/investor-center/annual-reports">https://www.igo.com.au/site/investor-center/annual-reports</a>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>✓</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at:</p> <p><a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>✓</p> <p>and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement at:</p> <p><a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>
7.4	<p>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.</p>	<p>✓</p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and in our 2021 Sustainability Report a copy of which can be found at:</p> <p><a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>  <a href="https://www.igo.com.au/site/investor-center/sustainability-reports2">https://www.igo.com.au/site/investor-center/sustainability-reports2</a></p> <p>and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement and in our Sustainability Report a copy of which can be found at:</p> <p><a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a>  <a href="https://www.igo.com.au/site/investor-center/sustainability-reports2">https://www.igo.com.au/site/investor-center/sustainability-reports2</a></p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>	
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>✓</p> <p>and we have disclosed a copy of the People &amp; Performance Charter at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p> <p>and the information referred to in paragraphs (4) and (5) on page 46 of the 2021 Annual Report at:  <a href="https://www.igo.com.au/site/investor-center/annual-reports">https://www.igo.com.au/site/investor-center/annual-reports</a></p>
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>✓</p> <p>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 on page 52 to 61 of the 2021 Annual Report at:  <a href="https://www.igo.com.au/site/investor-center/annual-reports">https://www.igo.com.au/site/investor-center/annual-reports</a></p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>✓</p> <p>and we have disclosed our policy on this issue and a summary of it in our Corporate Governance Statement and in our Dealing in Securities Standard at:  <a href="https://www.igo.com.au/site/our-business/governance">https://www.igo.com.au/site/our-business/governance</a></p>