

Advisory Group on Corporate Governance Communique

Date: 11 May 2026

The third meeting of the Advisory Group on Corporate Governance (**AGCG**) was held on 8 May 2026.

1. The AGCG reviewed a complete draft of the revised Principles. The draft retains the existing 8 Principles and draws on the work of the former Council. It explains why each of the Principles is important and highlights the critical aspect of the 'if not, why not' framework. The explanatory material has also been revised and is designed to help entities, rather than create additional obligations.
2. The AGCG discussed the importance of the recommendations relating to non-executive director remuneration. Well-structured remuneration can play an important role in supporting the appropriate reward of long-term value creation, while preserving independence.
3. The AGCG considered the frequency of director elections, including international experience. Given the ASX listing rules and domestic market practice, it concluded that, at this point in time, there is not a compelling case to introduce a recommendation dealing with director elections. The AGCG will continue to assess evolving practice, including through ongoing engagement with market participants and regulators.
4. The AGCG agreed that public consultation on the revised Principles will commence in mid-July, followed by a six-to-eight-week consultation period. The consultation process will include a mix of public forums, industry consultations and roadshows, including forums held in capital cities. Written submissions will also be invited as part of the consultation.

The Advisory Group on Corporate Governance will next meet on 8 July 2026.

Dr Philip Lowe

Chair, Advisory Group on Corporate Governance