



Alpha **HPA**

Corporate Governance Statement

Alpha HPA Limited

1 INTRODUCTION

Alpha HPA Limited (the **Company**) is committed to conducting its business activities and governing the company in accordance with best practice corporate governance to the extent appropriate to the size and nature of the Company's operations.

This Corporate Governance Statement details the extent to which the Company follows the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

For the purposes of this Corporate Governance Statement the Company's corporate governance practices are structured with reference to the fourth edition of the Recommendations released on 27 February 2019.

While listed entities are entitled not to adopt the Recommendations in whole or in part, the ASX requires that entities explain why it has not adopted any particular recommendation on an "if not, why not" basis.

The table set out below identifies which Recommendations the Company follows and which it does not and provides reasons for not following those Recommendations as well as alternate governance practices (if any) the Company intends to adopt instead of those Recommendations.

The Company's corporate governance policies together with a copy of this Corporate Governance Statement are all available on the Corporate Governance section of the Company's website at <https://alphahpa.com.au/asx-compliance-information/> (**Website**).

2 RECOMMENDATIONS COMPLIANCE TABLE

Recommendation	Statement
Principle 1 – Lay solid foundations for management and oversight	
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.	
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.	The board of directors of the Company (Board) has adopted a charter (Board Charter) which sets out the principles regarding the ongoing operation of the Board. The Board Charter sets out the role and responsibilities of the Board and provides for the delegation of authority to management for matters pertaining to the day to day operations of the Company. A copy of the Board Charter is available on the Website.
1.2. A listed entity should:	The Board Charter sets out the Company's process for selection, appointment and re-appointment of directors.

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<ul style="list-style-type: none"> (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. 	<p>The Company undertakes relevant background checks on director candidates and provides all material information to shareholders that may be relevant to a decision on whether or not to elect or re-elect a director including the nominee's biographical details, qualifications, a statement whether the Board supports their election, a statement whether the Board considers the nominee independent, details of the term of office for nominees who are currently directors and any materially adverse findings arising out of background checks undertaken for nominees who are to be elected or appointed as directors for the first time.</p>
<p>1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Board Charter provides that each director and senior executive is required by the Company to execute a written agreement setting out the terms of their appointment, and these written agreements in place.</p>
<p>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.</p>	<p>The Board Charter sets out the role and responsibilities of the Company's Secretary and provides that the Secretary is accountable to the Board, via the chair of the Board (Chair) on all matters to do with the proper function of the Board and any committee of the Board and sets out the specific obligations of the Secretary in this regard.</p>
<p>1.5. A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of the its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: 	<p>The Company has adopted a diversity policy (Diversity Policy) which is available on the Website.</p> <p>The Diversity Policy provides that the Board will, at the appropriate time, and subject to the Company's size and operations, endeavour to, on an annual basis, establish appropriate and measurable diversity targets to achieve and maintain gender diversity within the Company and assess the Company's progress in achieving these objectives. The Company has not as yet set these measurable diversity targets.</p> <p>During the year the Company appointed two female independent non-executive directors Marghanita Johnson and Annie Liu, replacing Cameron Peacock and Justin Werner. Three of the Company's eight directors are female, a percentage of 37.5%.</p> <p>At the date of this report 42% of the Company's employees are female.</p>

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<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>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>The Board Charter provides that the Board is required to review and evaluate the performance of the Board, its committees and individual directors from time to time and that, at least once annually, it must review and evaluate the Board’s compliance with the Board Charter and amend that charter or any other governance policies to meet the goals and objectives of the Board as they develop over time.</p> <p>As a result of this evaluation, a Risk and Sustainability Committee has been established, with the Risk responsibilities of the Audit and Risk Committee transferring to this new committee and the Audit and Risk Committee becoming the Audit Committee. Membership of the Risk and Sustainability Committee initially comprised of Directors Dr Regan Crooks (Chair), Rimas Kairaitis, Cameron Peacock and Rob Williamson. Following changes to the Company’s Non-Executive Directors Marghanita Johnson replaced Cameron Peacock on the Committee.</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>The Board Charter provides that the Board will review and evaluate the performance of the Company’s executives at least once annually.</p> <p>An evaluation of the Company’s executives was undertaken by the Company in accordance with the Board Charter.</p>

Recommendation	Statement
<p>Principle 2 – Structure the board to add value</p> <p>The board of a listed entity should be of a board of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>	
<p>2.1. The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose;</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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>The Company has a Nomination Committee to oversee the selection and appointment practices of the Company.</p> <p>The Nomination Committee is governed by a Nomination Committee Charter, which is available on the Company's website at https://alphahpa.com.au/asx-compliance-information/.</p> <p>The Nomination Committee consisted of three members, Tony Sgro (Chair), Rimas Kairaitis and Cameron Peacock. Tony Sgro and Cameron Peacock were considered to be non-executive, independent directors. Following the resignation of Cameron Peacock from the Board he was replaced on the Board by Chairman Norman Seckold, who is not independent. The majority of the Committee is therefore now not independent. The Company considers the composition of the committee the most appropriate given the experience of Norman Seckold and Rimas Kairaitis.</p> <p>The Company has disclosed in its Annual Report how many times that the Nomination Committee met during the year and the individual attendances of members at those meetings.</p>

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<p>2.2. A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board Charter provides that the Board is responsible for developing and implementing a skills matrix setting out the mix of skills and diversity that the Board has or is looking to achieve in its membership.</p> <p>The Board skill matrix is as follows:</p> <table border="1" data-bbox="1088 464 1919 1007"> <thead> <tr> <th data-bbox="1088 464 1364 504">Area</th> <th data-bbox="1364 464 1919 504">Competence</th> </tr> </thead> <tbody> <tr> <td data-bbox="1088 504 1364 576">Business Finance</td> <td data-bbox="1364 504 1919 576">Business strategy, financial literacy, executive management.</td> </tr> <tr> <td data-bbox="1088 576 1364 684">Investment</td> <td data-bbox="1364 576 1919 684">Corporate mergers and acquisitions, corporate financing, portfolio management.</td> </tr> <tr> <td data-bbox="1088 684 1364 828">Technical</td> <td data-bbox="1364 684 1919 828">Geology, chemical engineering, project development in the minerals industry and product marketing.</td> </tr> <tr> <td data-bbox="1088 828 1364 1007">Leadership</td> <td data-bbox="1364 828 1919 1007">Experience in public listed companies having the ability but not limited to setting Board directives and representing the Group appropriately.</td> </tr> </tbody> </table>	Area	Competence	Business Finance	Business strategy, financial literacy, executive management.	Investment	Corporate mergers and acquisitions, corporate financing, portfolio management.	Technical	Geology, chemical engineering, project development in the minerals industry and product marketing.	Leadership	Experience in public listed companies having the ability but not limited to setting Board directives and representing the Group appropriately.
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Leadership	Experience in public listed companies having the ability but not limited to setting Board directives and representing the Group appropriately.										
<p>2.3. A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Corporate Governance Principles.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>These disclosures are made in the Company's Annual Report.</p>										

Recommendation	Statement
<p>2.4. A majority of the board of a listed entity should be independent directors.</p>	<p>The Company has eight directors, four of whom, Dr Regan Crooks, Marghanita Johnson, Annie Liu and Tony Sgro, are considered to be independent directors.</p> <p>The Board believes that the current mix of directors is appropriate for the Company's business and circumstances, the directors' extensive experience is invaluable, outweighing any perceived lack of independence and is in the best interests of shareholders as a whole. Further, the Board believes that the Board as a whole is not hindered in its ability to exercise independent view and judgement.</p> <p>The Board is mindful of the recommendation that a majority of the Board should be independent directors and will continue to take this into consideration when considering the future nomination, election or re-election of directors to the Board.</p>
<p>2.5. The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Norman Seckold, a non-independent director, holds the office of Chairman and therefore, to this extent, the Group does not follow Recommendation 2.5. However, having regard to the size of the Group and the nature of its activities, the appointment of more directors is not warranted and the Board considers that Norman Seckold best serves the office of Chairman due to his extensive experience in the industry.</p> <p>Recommendation 2.5 is followed in part because the Chairman does not also hold the position of Chief Executive Officer.</p>
<p>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.</p>	<p>The Board Charter provides that directors are expected to participate in induction or orientation programs upon their election or appointment, and any continuing education or training arranged by the Company for them from time to time.</p>
<p>Principle 3 – Instill a culture of acting lawfully, ethically and responsibly</p> <p>A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</p>	

Recommendation	Statement
<p>3.1. A listed entity should articulate and disclose its values</p>	<p>The Company has adopted a Statement of Values which is available on its Website. https://alpha.hpa.com.au/carbon/wp-content/uploads/Statement-of-Values.pdf</p>
<p>3.2. A listed entity should:</p> <ul style="list-style-type: none"> (a) have 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. 	<p>The Company has adopted a Code of Conduct, an Anti-Bribery and Corruption Policy, a Whistleblower Policy and a Securities Trading Policy that applies to all directors, officers, employees, consultants, contractors and advisors of the Company, as applicable.</p> <p>The Company is committed to acting ethically and responsibly and has prepared these policies having regards to the Recommendations.</p> <p>The policies are available on the Website.</p>
<p>3.3. A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>The Company has adopted a Whistleblowing Policy. The purpose of the policy is to deter wrongdoing and encourage reporting of such wrongdoing through the provision of safe and secure processes which protect and support individuals who disclose wrongdoing. The Whistleblowing Policy provides that the Company must inform the board of any material disclosures made under the policy.</p>
<p>3.4. A listed entity should:</p> <ul style="list-style-type: none"> (a) Have and disclose an anti-bribery and corruption policy; and (b) Ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>The Company has in place an anti-bribery and corruption policy that can be found under the governance documents on the Company's Website. The policy provides that breaches of the policy must be reported to the Board.</p>
<p>Principle 4 – Safeguard the integrity of corporate reports</p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>	
<p>4.1. The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: 	<p>The Company has an Audit Committee to oversee the management of financial and internal risks.</p>

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<ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. 	<p>The Audit Committee is governed by an Audit Committee Charter, which is available on the Company's website at https://alphahpa.com.au/carbon/wp-content/uploads/2024/03/pjn11965.pdf</p> <p>The Audit Committee consists of three members, Dr Regan Crooks (Chair), Marghanita Johnson and Tony Sgro. All considered to be non-executive, independent directors.</p> <p>The Company has disclosed in its Annual Report how many times that the Audit Committee met during the year and the individual attendances of members at those meetings.</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>The Company ensures that the Company receives a declaration from the Company's CEO or Chief Financial Officer 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. Such declarations are provided to the Board on a similar foundational basis to a declaration provided by the CEO or CFO of an entity who is required to provide such a declaration pursuant to s.295A of the <i>Corporations Act 2001 (Cth)</i>.</p>

Recommendation	Statement
<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>The CEO reviews all reports before they are presented to the Board for review and subsequently released to the market. Such reports are not released to the market unless they have been reviewed by the CEO and the Board.</p>
<p>Principle 5 – Make timely and balanced disclosure</p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	
<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>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company’s continuous disclosure obligations. The Board has adopted a Continuous Disclosure Policy to ensure compliance with ASX Listing Rules continuous disclosure obligations.</p> <p>The Continuous Disclosure Policy is available on the Website.</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>The Company maintains an Investor Centre section website that is updated when market announcements are made. The Company ensures the Board is copied on all market communications as they are posted on the ASX platform and on the website by alerting the Board to such communications and sending them directly to their e-mail addresses.</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>The Company Secretary manages these communications and ensures they are posted on the ASX platform in advance.</p>
<p>Principle 6 – Respect the rights of security holders</p> <p>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</p>	
<p>6.1. A listed entity should provide information about itself and its governance to investors via its website</p>	<p>The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at</p>

Recommendation	Statement
	<p>www.alpha.hpa.com.au, Board and committee charters and key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports and notices of shareholder meetings. Further details are set out in the Company's Shareholder Communication Policy. https://alpha.hpa.com.au/carbon/wp-content/uploads/Shareholder-Communication-Policy-.pdf.</p>
<p>6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website.</p> <p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible.</p>
<p>6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Shareholder Communication Policy encourages participation at meetings of shareholders. The Company invites all security holders to attend the Company's annual general meetings, either in person, electronically or by representative.</p> <p>Security holders also have an opportunity to submit questions to the Board or the Company's external auditor.</p> <p>These rights and opportunities are outlined in the Company's Shareholder Communication Policy.</p>
<p>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.</p>	<p>The Company conducts a poll for resolutions decided at a meeting of security holders, unless the need to hold a meeting virtually precludes the ability to do so.</p>
<p>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.</p>	<p>The Company ensures stakeholders can communicate with the registry electronically.</p>

Recommendation	Statement
<p>Principle 7 – Recognise and manage risk</p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>	
<p>7.1. The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose (iv) the charter of the committee; (v) the members of the committee; and (vi) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework. 	<p>In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile.</p> <p>The Board had delegated responsibility for the day-to day oversight and management of the Company's risk profile to the Audit and Risk Management Committee.</p> <p>A Risk and Sustainability Committee was established during the year, with the Risk responsibilities of the Audit and Risk Committee transferring to this new committee and the Audit and Risk Committee becoming the Audit Committee. Membership of the Risk and Sustainability Committee initially comprised of Directors Dr Regan Crooks (Chair), Rimas Kairaitis, Cameron Peacock and Rob Williamson. Following changes to the Company’s Non-Executive Directors Marghanita Johnson replaced Cameron Peacock on the Committee.</p> <p>Dr Regan Crooks and Marghanita Johnson are considered independent directors. Therefore two of the four Committee members are independent directors. The Company believes the composition of the Committee is the most appropriate for achieving the objectives of the Committee charter, a copy of which is available at https://alphahpa.com.au/carbon/wp-content/uploads/2024/01/pjn11964.pdf</p> <p>The Board has conferred responsibility on the Company's management to develop and maintain a risk management program and internal control systems which identify material risks in light of the day to day needs of the Company.</p> <p>The Board is responsible for oversight of the overall system of internal control and provides final consideration and direction on any risk management issues.</p>

Recommendation	Statement
	<p>Details as to the relevant qualifications and experience of the members of the committee, the number of times the committee has met and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report.</p> <p>A copy of the Company's Risk Management Policy is available on the Company's website at https://alpha.hpa.com.au/carbon/wp-content/uploads/Risk-Management-Policy.pdf.</p>
<p>7.2. 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>The Risk and Sustainability Committee and the full Board review and evaluate the effectiveness of the Company's risk management framework on an ongoing basis.</p> <p>Through the division of responsibility between the Risk and Sustainability Committee, the Board and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>The Risk Management Policy provides for regular reporting to the Board which supplements the Company's quality system, complaint handling processes and standard operating procedures which are all designed to address various forms of risks.</p>
<p>7.3. 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>The Company currently does not operate an internal audit function, however the Board Charter and Risk Management Policy provides that the Board has the responsibility for evaluating the Company's governance, risk management and internal control processes.</p>
<p>7.4. A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Board is responsible for assessing all material risks to the Company's operations, regularly updating that risk profile from time to time and implementing processes and procedures to manage those risks.</p>

Recommendation	Statement
	<p>The Company will provide details to any material exposure to economic, environmental and social sustainability risks, if any arise, from time to time and in its future annual reports.</p>
<p>Principle 8 – Remunerate fairly and responsibly</p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity’s values and risk appetite.</p>	
<p>8.1. The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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>(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>The Company has a Remuneration Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration Committee is governed by a Remuneration Committee Charter, which is available on the Company's website at https://alphahpa.com.au/carbon/wp-content/uploads/2024/03/pjn12106.pdf</p> <p>The Remuneration Committee consists of three members, Tony Sgro (Chair), Dr Regan Crooks and Annie Liu, all considered to be non-executive, independent directors.</p> <p>The Company has disclosed in its Annual Report how many times that the Remuneration Committee met during the year and the individual attendances of members at those meetings.</p>
<p>8.2. A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors</p>	<p>The Remuneration Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-</p>

Recommendation	Statement
<p>and the remuneration of executive directors and other senior executives.</p>	<p>executive directors and the remuneration of executive directors and other senior executives, separately.</p> <p>Policies and practices regarding remuneration and the remuneration of non-executive directors, executive directors and senior executives are disclosed in the annual report of the Company.</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>The Company's Securities Trading Policy provides, among other things, that the Company's directors, officers and employees must provide notification to the Chair and Company Secretary (or if the Chair, to the Board and the Company Secretary) prior to any proposed trading in securities.</p> <p>The Securities Trading Policy is available at https://alphahpa.com.au/carbon/wp-content/uploads/security-trading-policy.pdf.</p>
<p>Additional recommendations that only apply in certain cases.</p>	
<p>9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	
<p>9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	
<p>9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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, 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://alphahpa.com.au/carbon/wp-content/uploads/2024/01/pjn11964.pdf and the information referred to in paragraphs (4) and (5) at: see Company’s 2024 Annual Report.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at: https://alphahpa.com.au/carbon/wp-content/uploads/A4N-Corporate-Governance-Statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>https://alphahpa.com.au/carbon/wp-content/uploads/A4N-Corporate-Governance-Statement.pdf ('Corporate Governance Statement')</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>https://alphahpa.com.au/carbon/wp-content/uploads/A4N-Corporate-Governance-Statement.pdf ('Corporate Governance Statement')</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>https://alphahpa.com.au/carbon/wp-content/uploads/A4N-Corporate-Governance-Statement.pdf ('Corporate Governance Statement')</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>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, 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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://alphahpa.com.au/carbon/wp-content/uploads/2024/03/pjn12106.pdf and the information referred to in paragraphs (4) and (5) at: see Company's 2024 Annual Report.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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><input checked="" type="checkbox"/></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 at:</p> <p>in the Remuneration Report in the Company's Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>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><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://alphahpa.com.au/carbon/wp-content/uploads/security-trading-policy.pdf ("Securities Trading Policy").</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>