Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name	of entity		
Belar	arox Limited		
ABN/	ARBN		Financial year ended:
ACN	649 500 907		30 June 2023
Our co	orporate governance statem	ent ¹ for the period above can be fo	und at:2
\boxtimes	These pages of our annual report:	84 to 94	
	This URL on our website:		

The Corporate Governance Statement is accurate and up to date as at [insert effective date of statement] and has been approved by the board.

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

Date:29 September 2023

Name of authorised officer authorising lodgement: John Traicos

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.

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

¹ "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.

² 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.

³ 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 "<u>OR</u>" at the end of the selection and you delete the other options, you can also, if you wish, delete the "<u>OR</u>" at the end of the selection.

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

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/"). ⁴ Tick the box in this column only if you have followed the relevant recommendation in <u>full</u> for the <u>whole</u> 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

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corpo	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
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set	and we have disclosed a copy of our diversity policy at:	 ⊠ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
		[insert location] and we have disclosed the information referred to in paragraph (c) at:	is therefore not applicable
		[Insert location] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for control of the	
	objectives; and (3) either:	achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	
	 (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 		
	(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.		
	If the entity was in the S&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.		
1.6	A listed entity should:		□ set out in our Corporate Governance Statement OR
	 (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual 	and we have disclosed the evaluation process referred to in paragraph (a) at:	 we are an externally managed entity and this recommendation is therefore not applicable
	(b) disclose for each reporting period whether a performance	in our corporate governance statement	
	evaluation has been undertaken in accordance with that process during or in respect of that period.	and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:	
		in our corporate governance statement.	

Corpo	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
7.1	A listed entity should:	\boxtimes	□ set out in our Corporate Governance Statement OR
	 (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and 	and we have disclosed the evaluation process referred to in paragraph (a) at:	we are an externally managed entity and this recommendation is therefore not applicable
	 disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:	
		in our corporate governance statement	

,	=======================================		
Corpora	col bolate Governance control recommendation	recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCIP	PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE	ALUE	
2.1	The board of a listed entity should:		
	(a) have a nomination committee which:	[If the entity complies with paragraph (a):]	☐ we are an externally managed entity and this recommendation
	 has at least three members, a majority of whom are independent directors; and 	and we have disclosed a copy of the charter of the committee at:	is therefore not applicable
	is chaired by an independent director,	linsert location	
	and disclose:	and the information referred to in paragraphs (4) and (5) at:	
	the charter of the committee;		
	(4) the members of the committee; and	[insert location]	
	(5) as at the end of each reporting period, the number of times the committee met throughout the period	[If the entity complies with paragraph (b).]	
	and the individual attendances of the members at those meetings; or	committee and the processes we employ to address board succession issues and to ensure that the hoard has the announciate	
	(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address heard	balance of skills, knowledge, experience, independence and	
	succession issues and to ensure that the board has the	effectively at:	
	independence and diversity to enable it to discharge its duties and responsibilities effectively.	[insert location]	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the hoard currently has or is		□ set out in our Corporate Governance Statement <u>OR</u>
	looking to achieve in its membership.	and we have disclosed our board skills matrix at:	 we are an externally managed entity and this recommendation is therefore not applicable
		III on colon de governatios statement	:
2.3	A listed entity should disclose:		□ set out in our Corporate Governance Statement
	 (a) the names of the directors considered by the board to be independent directors; 	and we have disclosed the names of the directors considered by the	
	(b) if a director has an interest, position, affiliation or	in our corporate governance statement]	
	is of the opinion that it does not compromise the independence of the director the nature of the interest	and, where applicable, the information referred to in paragraph (b) at:	
	position or relationship in question and an explanation of	in our corporate governance statement	
		and the length of service of each director at:	
	(c) the length of service of each director.	in our annual report.	

Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations

Corpora	Corporate Governance Council recommendation	Where a box below is ticked, 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
2.4	A majority of the board of a listed entity should be independent directors.		⊠ set out in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.		 ⊠ set out in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
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.		□ set out in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIP	PRINCIPLE $3-$ INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY	AND RESPONSIBLY	
3.1	A listed entity should articulate and disclose its values.	and we have disclosed our values at: www.belararox.com.au/site/about/corporate- governance	□ set out in our Corporate Governance Statement
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.	and we have disclosed our code of conduct at:www.belararox.com.au/site/about/corporate- governance	□ set out in our Corporate Governance Statement
ယ ယ	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 policy at: www.belararox.com.au/site/about/corporate-governance [□ set out in our Corporate Governance Statement
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 policy at: www.belararox.com.au/site/about/corporate-governance.	□ set out in our Corporate Governance Statement

Corpora	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
PRINCIP	PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS	S	
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are nonexecutive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not	[If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location]	
	 and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 	[insert location] [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:	
	(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.	[insert location]	
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.		set out in our Corporate Governance Statement
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.		□ set out in our Corporate Governance Statement

Corpora	Corporate Governance Council recommendation	Where a box below is ticked, 4 we have followed the	Where a box below is ticked, we have NOT followed the
		recommendation in tuil for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	recommendation in tull for the whole of the period above. Our reasons for not doing so are:5
PRINCIP	PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	⊠ and we have disclosed our continuous disclosure compliance policy at: www.belararox.com.au/site/about/corporate-governance.	□ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		□ set out in our Corporate Governance Statement
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.		□ set out in our Corporate Governance Statement
PRINCIP	PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	$\ensuremath{\boxtimes}$ and we have disclosed information about us and our governance on our website at:	□ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two way communication with investors	www.belararox.com.au/site/about/corporate-governance.	□ set out in our Corporate Governance Statement
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 at: in our corporate governance statement	□ set out in our Corporate Governance Statement
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.		□ set out in our Corporate Governance Statement
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.		□ set out in our Corporate Governance Statement

7.2	7.1	Corp
The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	Corporate Governance Council recommendation
and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: in our corporate governance statement.	[If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] [If the entity complies with paragraph (b):] 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: [insert location]	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:
□ set out in our Corporate Governance Statement	set out 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

Corpoi PRINC 8.1	Corporate Governance Council recommendation PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY 8.1 The board of a listed entity should:	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: Set out in our Corporate Governance Statement OR
	 (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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. 	[If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [Insert location] and the information referred to in paragraphs (4) and (5) at: [Insert location] [If the entity complies with paragraph (b):] 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: [Insert location]	
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.	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: in the Remuneration Report.	
ω	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	⊠ and we have disclosed our policy on this issue or a summary of it at: in our corporate governance statement.	

Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations

Corpor	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
ADDITI	ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES	SES	
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.	and we have disclosed information about the processes in place at: [insert location]	□ set out in our Corporate Governance Statement <u>OR</u> □ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> □ 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.		 □ set out in our Corporate Governance Statement <u>OR</u> □ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> □ 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.		□ set out in our Corporate Governance Statement <u>OR</u> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITI	ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES	LISTED ENTITIES	
1	Alternative to Recommendation 1.1 for externally managed listed entities:		set out in our Corporate Governance Statement
	The responsible entity of an externally managed listed entity should disclose:	and (b) at:	
	 (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and 	[insert location]	
	(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.		
Ī			Γ

- Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager. □ set out in our Corporate Governance Statement and we have disclosed the terms governing our remuneration as manager of the entity at: