

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Boom Logistics Limited

ABN/ARBN

29 095 466 961

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.boomlogistics.com.au/about-us/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 25 August 2022 and has been approved by the board.

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

Date: 16 September 2022

Name of authorised officer
authorising lodgement:

Reuben David, Company Secretary

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.

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.

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 "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, 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 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.boomlogistics.com.au/about-us/corporate-governance/board-charter/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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/”).

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.

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
<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 its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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. <p>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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://www.boomlogistics.com.au/careers/diversity-policy/</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement.</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>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</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>

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 <u>in full</u> for the <u>whole</u> 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
1.7	<p>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><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</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>

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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 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
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, 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><input checked="" type="checkbox"/> and we have disclosed a copy of Nomination & Remuneration Committee charter of the committee at:</p> <p>https://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter/</p> <p>and the information referred to on page 28 of our 2022 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>
2.2	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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement.</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>
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><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement and at pages 22 to 24 of our 2022 Annual Report</p> <p>and where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement</p> <p>and the length of service of each director at pages 22 to 24 of our 2022 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.boomlogistics.com.au/about-us/code-of-conduct/ and outlined the information referred to in paragraph (b) in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.boomlogistics.com.au/about-us/code-of-conduct/speaking-up-policy/ and outlined the information referred to in paragraph (b) in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our Fraud Risk Management Policy at: https://www.boomlogistics.com.au/about-us/code-of-conduct/fraud-risk-management-policy/ and outlined the information referred to in paragraph (b) in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>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,</p> <p>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><input checked="" type="checkbox"/> and we have disclosed a copy of the Audit Committee charter of our Audit committee at: https://www.boomlogistics.com.au/about-us/code-of-conduct/fraud-risk-management-policy/ and the information referred to in pages 22 to 24 and page 28 of the 2022 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> and we have disclosed our Market Disclosure and Communication policy at: www.boomlogistics.com.au/wp-content/uploads/2012/05/Market-Disclosure-Communication-Policy.pdf	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.boomlogistics.com.au/about-us/corporate-governance/ and https://www.boomlogistics.com.au/investor-centre/	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate effective two-way communication with investors in our Corporate Governance Statement.	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Risk Committee charter of our Risk Committee at:</p> <p>https://www.boomlogistics.com.au/about-us/corporate-governance/risk-committee-charter/</p> <p>and the information referred to on page 28 of the 2022 Annual Report.</p>	<input type="checkbox"/> set out 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><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 in our Corporate Governance Statement.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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 <u>in full</u> for the <u>whole</u> 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	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	<input checked="" type="checkbox"/> and we have disclosed how the Company's internal audit function is structured and what role it performs in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and if we do, how we manage or intend to manage those risks in our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

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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 checked="" type="checkbox"/> and we have disclosed a copy of the Nomination & Remuneration Committee charter of our Nomination & Remuneration Committee at: https://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter/ and the information referred to on page 28 of our 2022 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>
8.2	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><input checked="" type="checkbox"/> 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 our 2022 Remuneration Report contained as part of the 2022 Directors' Report at pages 29 to 39 of our 2022 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"/> and we have disclosed our policy on this issue in our Securities Trading Policy: www.boomlogistics.com.au/wp-content/uploads/2011/09/Securities-Trading-Policy-January-2011.pdf and we have disclosed a summary of it in our Corporate Governance Statement</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>

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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

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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:	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
-	<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><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement



APPROACH TO GOVERNANCE

Corporate governance is important at Boom Logistics (Boom or the Company) and is a fundamental part of the culture and the business practices of the Company. The Board and Management take corporate governance very seriously and have adopted practices, policies and procedures to implement appropriate governance at Boom.

The Company has securities listed on the Australian Securities Exchange (ASX) and therefore must also comply with a range of listing and regulatory requirements.

The key aspects of the Company's corporate governance framework and primary corporate governance practices for the year ended 30 June 2022 are outlined below. This Corporate Governance Statement is current as at 25 August 2022 and has been approved by the Board.

The Board follows the ASX Corporate Governance Principles and Recommendations 2019 (4th Edition) and has followed each of the recommendations as at 30 June 2022. Information about the corporate governance practices applied by the Company are set out below and on the Company's website at <https://www.boomlogistics.com.au/>, which includes links to each of the publically available documents referenced in this statement.

FY23 BOARD GOVERNANCE REVIEW

At Boom, the Board takes Environmental, Social and Governance (ESG) matters seriously and the Board acknowledges the role it has in shaping the Company's ESG strategy. As part of its commitment to overseeing ESG matters and continuing to ensure that good corporate governance practices are adopted by the Company, the Board intends to undertake a review of its Board Committees and related Charters in FY23. The Board has commenced the process of transitioning towards an overarching ESG framework and is committed to establishing a standalone ESG Committee. Further information about the FY23 Board Governance Review will be provided in the FY23 Corporate Governance Statement.

COMPANY VALUES

The Boom values, set out below, are an uncompromising foundation of our organisation, guiding our decisions, our behaviours and the way we do business to maximise returns for our shareholders.

- **Customer Focus:** Everything begins with the customer
- **Safety Always:** continue our journey towards zero harm
- **Developing Our People:** Commitment to our future
- **Team Work:** Working together to achieve our best
- **Innovation:** Looking for new ways to do things
- **Respect:** For each other and all stakeholders

THE BOARD

The Board has responsibility for setting and maintaining corporate integrity, behaviours and accountability. In accordance with the ASX Corporate Governance Principles and Recommendations and the Company's commitment to best practice Corporate Governance:

- The Board operates under a Code of Conduct which is available on the Company's corporate website;
- The Board is responsible for the overall strategic direction and oversight of the affairs of the Company and has adopted a Board Charter which defines its role and responsibilities. The Charter is available on the Company's corporate website;
- There is a regular assessment of the independence of each Director;
- Potential conflicts of interest by Directors will be reported to the Board and interested Directors will be excluded from discussion of the relevant matter and will not vote on that matter;
- Directors provide the Company with details of their shareholdings in the Company and any changes;
- Directors must comply with the Company's Market Disclosure and Communications Policy, Securities Trading Policy and the Code of Conduct;
- Directors have a right to access, where necessary and at the cost of the Company, independent, external and professional advice;

- Directors have ready access to the Company's Senior Management for direct information on the Company's affairs;
- Directors have the benefit of Directors' and Officers' Insurance;
- Directors have the benefit of an indemnity from the Company to the extent permitted by the Corporations Act as well as access to the Company's Board papers on terms agreed between the Company and the Board;
- The Board sets the membership and terms of reference for each Board Committee; and
- Board Committees make recommendations to the Board. They are not delegated responsibility except as specifically authorised by the Board.

Key responsibilities set out in the Board Charter include:

- Appointing and, where appropriate, removing the Chief Executive Officer, Chief Financial Officer and Company Secretary;
- Guiding and approving the Company's strategic direction and business planning (including approving the annual budget including operating plans, financial targets and capital expenditure plans of the Company);
- Establishing goals and benchmarks for Management that are consistent with the Company's strategic direction and business plans and risk profile, and monitoring the Company's business performance against those goals and benchmarks;
- Approving and monitoring major capital expenditure, capital management, business development opportunities, acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- Approving all accounting policies, financial reports and material external communications by the Company;
- Reviewing the performance and effectiveness of the Company's corporate governance policies and procedures; and
- Establishing the powers delegated to the Chief Executive Officer and Senior Executives and setting and reviewing the delegations of powers and authority to assist in defining the interface between Board and Management.

CHIEF EXECUTIVE OFFICER AND SENIOR MANAGEMENT

The Chief Executive Officer, with the support of Senior Management, is responsible for the day-to-day management of the Company and its businesses. The Chief Executive Officer and Senior Management team have written employment contracts setting out the key terms of their employment and appropriate background checks are conducted before a senior executive is appointed.

BOARD AND COMMITTEE COMPOSITION

The Board has undergone a renewal during FY22. As a result of that renewal, Melanie Allibon was appointed independent non-executive chairman, and Damian Banks and James Scott were appointed as independent Non-Executive Directors.

As at the date of this statement, the Board currently has six Directors comprising five Non-Executive Directors: Melanie Allibon (Chair), Stephen Grove, Keiran Pryke, James Scott, Damian Banks and the Managing Director and Chief Executive Officer: Tony Spassopoulos.

The Board has reviewed the position and relationships relevant to each of the Directors in office as at the date of this statement and with the exception of the Chief Executive Officer and Stephen Grove, considers all the Non-Executive Directors to be independent.

Stephen Grove is the Executive Chairman of the Grove Group of companies and was appointed as a nominee Non-Executive Director by Grove Investment Group Pty Ltd, which is a substantial shareholder of the Company. The Company also has ongoing commercial arrangements with Grove (Aust) Pty Ltd. Stephen Grove is also Executive Chairman and owner of Grove (Aust) Pty Ltd. The Board is satisfied that these arrangements do not interfere with or compromise his ability to exercise objective or independent judgment or act in the best interests of the Company. The Board considers that Stephen Grove brings to the board considerable experience in the plant hire sector, together with general business, strategy and management expertise. At the 2020 Annual General Meeting, Stephen Grove was elected as a Non-Executive Director of the Company.

The Chief Executive Officer is an executive employee and is therefore not considered independent.

Details of the respective Directors' qualifications, Directorships of other listed companies, including those held at any time in the three years immediately before the end of the financial year, skills, experience, length of service and other responsibilities

are provided in the Directors' Report on pages 27 to 40 of the Annual Report for the year ended 30 June 2022 (Annual Report). The Company Secretary is appointed by the Board and reports directly to the Board through the Chairman and all Directors have access to the Company Secretary. The role and responsibilities of the Company Secretary are set out in the Board Charter. The Board has established the following committees and adopted charters setting out matters relevant to the composition, responsibilities and administration of these committees:

- Audit Committee (AC);
- Risk Committee (RC);
- Health, Safety, Environment and Quality Committee (HSE&Q); and
- Nomination & Remuneration Committee (N&RC).

The membership of the Board and its committees as at 30 June 2022 is as follows:

Director	Board	AC	RC	N&RC	HSE&Q
Melanie Allibon	√*	√	√	√	√
Damian Banks	√	√	√	√*	√
Stephen Grove	√			√	√
Kieran Pryke	√	√*	√*	√	√
James Scott	√	√	√	√	√*
Tony Spassopoulos	√		√	√	√

* Denotes Chair

Directors' attendance at Board and Committee meetings can be found on page XX of the Annual Report. These Committees do not in any way diminish the overall responsibility of the Board for these functions.

The Skills Matrix below sets out the Board's current mix of skills and experience. Its structure reflects the areas relevant to the business of the Company. Directors are encouraged to continue with ongoing professional development to maintain the skills and knowledge needed to perform their roles effectively.

The Board considers that each area set out below is adequately represented by the Board and continues to strengthen its mix of skills and experience together with diversity in the course of each Non-Executive Director appointment.

Skills and experience of the Board relevant to the business of the Company
<p><u>Industry experience:</u> Defined as knowledge, experience, networks, membership in any of the following industries:</p> <ul style="list-style-type: none"> • mining / mining services • utilities and infrastructure • engineering or science qualification • construction/major projects • energy • industrial services • hire of capital goods • labour hire • financial services • health • media and telecommunications
<p><u>Executive leadership/management</u> Defined as:</p> <ul style="list-style-type: none"> • outside directorships • senior management positions • appropriately represents the organisation • sets and instils an appropriate Board and organisational culture • makes and takes responsibility for decisions and actions
<p><u>Financial Acumen</u> Defined as:</p> <ul style="list-style-type: none"> • financial literacy • experience in managing financial risks and controls • analyses key financial statements to critically assess financial viability and performance • contributes to the strategic financial planning and budget process • accounting or finance qualification • corporate finance experience, particularly debt and leasing activities.
<p><u>Health safety & environment</u> Defined as:</p> <ul style="list-style-type: none"> • experience related to managing HS&E issues in an organisation • balances the need to address HS&E issues with commercial requirements of the business
<p><u>Governance Risk and Policies</u> Defined as:</p> <ul style="list-style-type: none"> • experience in the governance of organisations • ability to assess the effectiveness of management • membership of governance industry bodies or organisations • ability to identify risk, monitor risks and provide guidance on risk mitigation strategies • provide guidance on the development and implementation of organisational policies to and ensure governance
<p><u>Strategy</u> Defined as:</p> <ul style="list-style-type: none"> • ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance against strategy • proactively contributes to the development of business strategy whilst driving the execution of the strategy • experience in setting and delivering on strategy • experience with mergers and acquisitions to support strategy development.

DIRECTORS' SHAREHOLDINGS IN THE COMPANY

There is no obligation under the Constitution for Directors to hold shares in the Company, although all Directors have share

interests as disclosed. Details of Directors' shareholdings are shown in the Directors' Report on page 27 of the Annual Report.

Directors and Senior Management of the Company are restricted to buying or selling shares in the Company to the six-week period commencing on the second business day after the announcement of the annual and half-yearly results and the Annual General Meeting in accordance with the Securities Trading Policy.

If a market announcement is made outside these periods which results in the market having the same price sensitive information as the Directors and Senior Management, then Directors and Senior Management may deal in Boom securities during the three-week period commencing on the second business day after any such announcement.

Under the Securities Trading Policy, Directors are required to notify the Company Secretary within two days of each trade to enable the required disclosure to the ASX.

In accordance with the law, Directors and Senior Management are prohibited from buying or selling shares in the Company at any time when they are in possession of market sensitive information.

AUDIT COMMITTEE

The Audit Committee Charter is available on the Company's website.

The primary objectives of the Audit Committee are to assist the Board of Directors to discharge their obligations with respect to oversight of the:

- Integrity and quality of interim and annual financial reporting and disclosures;
- Compliance with relevant laws, regulations, standards and codes;
- Adequacy of the internal control framework; and
- Integrity of the internal and external audit functions.

The Committee comprises three Independent Non-Executive Directors and is chaired by Kieran Pryke who is an Independent Non-Executive Director who is not the chair of the Board. The external audit partners, Managing Director, other Non-Executive Directors, Chief Financial Officer, and other management personnel regularly attend Audit Committee meetings by invitation.

The responsibilities of the Audit Committee set out in its Charter include:

- Monitoring the activities and effectiveness of the internal audit function including approving the engagement of the internal auditor;
- Overseeing and monitoring the integrity of financial systems, processes and reporting;
- Reviewing draft annual and half-yearly financial statements with management and external auditors and making recommendations to the full Board;
- Reviewing and monitoring the Company's compliance with law and ASX Listing Rules;
- Reviewing processes for promoting compliance with the Company's Code of Conduct and Speaking Up Policy;
- Reviewing processes to manage related party transactions and potential conflicts of interest in line with the Company's Related Party Transactions Policy;
- Reporting regularly to the Board on its activities and findings;
- Making recommendations for the appointment or removal of the external auditors;
- Monitoring the ongoing independence of the external auditor; and
- Other responsibilities as required by the Board or considered appropriate.

The Audit Committee policy is to recommend to the Board for appointment, external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually. Applications for tender for external audit services may be requested from time to time as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

KPMG, the Company's external auditor for the reporting period, has declared its independence to the Board through its representations to the Committee and provision of its Statement of Independence to the Board, stating that they have maintained their independence in accordance with the provisions of APES 110 – Code of Ethics for Professional Accountants and the applicable provisions of the Corporations Act 2001.

KPMG has held the role of the Company's external auditor since 2008. During FY22, the Audit Committee undertook a review of the external audit function. Following completion of a tender process, Boom will be seeking shareholder approval for the appointment of Grant Thornton as its new external auditor at the 2022 Annual General Meeting.

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the Directors' Report on page 39 and in note 22 on page 72 to the Annual Report.

The external auditor attends the Annual General Meeting and is available to answer Shareholder questions about auditor independence, accounting policies adopted by the Company, the conduct of the audit and the preparation and content of the audit report.

The internal audit function is carried out internally, assisted from time to time by external service providers, and provides independent, objective assurance to the Audit Committee. The internal audit function is independent of the external auditor and is aimed at the promotion of efficiency, economy and effectiveness of management processes and systems of internal control.

The Audit Committee approves the scope of all internal audit activities to ensure it is appropriate in light of the key risks faced by Boom.

RISK COMMITTEE

The Risk Committee Charter is available on the Company's website.

The Risk Committee comprises all members of the Board. The Committee is chaired by Kieran Pryke.

The primary objective of the Committee is to monitor the processes for identification and management of material risks including business, financial and regulatory risks. During the reporting period, the Committee undertook a review of the Company's risk management framework and Management's process of reviewing the material risks at each of its meetings.

The responsibilities of the Committee set out within its Charter include:

- Overseeing the risk profile and risk management of the Company within the context of the Board determined risk appetite;
- Making recommendations to the Board in respect of the Company's risk appetite and particular risks or risk management practices;
- Reviewing Management's risk framework including the processes for the identification and assessment of material risks faced by the Company;
- Reviewing Management's plans for the mitigation of the material risks faced by the Company;
- Ensuring there are adequate policies in relation to material business and financial risk management, compliance and internal controls;
- Ensuring there is ongoing monitoring and assessment of the risk management, compliance and internal control systems; and
- Promoting awareness of a risk based culture and the achievement of a balance between risk and reward for risks accepted.

HEALTH, SAFETY, ENVIRONMENT & QUALITY ("HSE&Q") COMMITTEE

The Health, Safety, Environment & Quality Charter is available on the Company's corporate website.

The primary objective of the HSE&Q Committee is to assist the Board of Directors to discharge their responsibilities in respect of health, safety, environment and quality matters.

The HSE&Q Committee comprises all members of the Board. The Committee is chaired by James Scott. The National Health, Safety, Environment & Quality Systems Manager and Chief Operating Officer attends these meetings by invitation.

The responsibilities of the HSE&Q Committee set out within its charter include:

- Reviewing the ongoing health and safety performance of Boom and monitoring its effective health and safety management;
- Receiving and considering information relating to HSEQ matters including incident reports and independent HSEQ audit reports;

- Considering information relating to HSEQ hazards and risks within Boom;
 - Considering the systems, processes and resources through which HSEQ hazards and risks are eliminated or controlled; and
 - Considering information and recommendations provided by Management regarding strategic or significant matters;
- to enable the Committee to recommend the Board's endorsement of the HSE&Q Strategy and Plan.

NOMINATION & REMUNERATION COMMITTEE

The composition of the Board and Committees of the Board are considered by the Nomination & Remuneration Committee as set out in the Charter which is available on the Company's website.

The principle function of the Nomination & Remuneration Committee is to review and make recommendations to the Board on remuneration packages and policies applicable to Directors, Senior Executives and Company employees generally.

The Committee comprises three independent, Non-Executive Directors and the Managing Director. The Committee is chaired by Damian Banks.

The responsibilities of the Nomination & Remuneration Committee include:

- Assessing the necessary and desirable competencies of Board members;
- Establishing and reviewing the Board succession plans;
- Establishing policies and assisting the Board as required in relation to the performance evaluation of the Board, its Committees and individual directors;
- Considering and recommending to the full Board the appointment and removal of Directors;
- Reviewing and recommending the remuneration of Non-Executive Directors, the Chief Executive Officer and the Chief Executive's direct reports;
- Reviewing and recommending remuneration policies applicable to Directors, Senior Executives and Company Employees generally;
- The annual review and consideration of the Chief Executive Officer's remuneration structure; and
- Reviewing and recommending general remuneration principles, including incentive schemes, bonuses, and share plans that reward individual and team performance.

When a new Director is to be appointed, the Nomination & Remuneration Committee reviews the range of skills, experience and expertise on the Board, identifies its needs and prepares a short-list of candidates with appropriate skills and experience. Appropriate background checks are undertaken prior to appointment or putting a new candidate forward for election.

Where necessary, advice is sought from independent search consultants. The full Board then appoints the most suitable candidate based on specified selection and appointment criteria.

Directors who join the Board as casual appointees must submit themselves to Shareholders for election at the first Annual General Meeting following their appointment. The Company provides all material information in its possession to shareholders which is relevant to a decision to elect or re-elect a director. Damian Banks and James Scott were appointed on 29 November 2021 and intend to stand for election at the 2022 Annual General Meeting.

Directors are provided with a written letter of appointment setting out the Company's expectations including involvement with committee work, their responsibilities, remuneration, including superannuation and expenses, requirement to disclose their interests and any matters which affect the Director's independence. Directors are provided with all relevant policies including the Company's Share Trading Policy, the Code of Conduct policy, a copy of the Company's Constitution, organisational charts and details of indemnity and insurance arrangements.

A formal induction program which covers the operation of the Board and its Committees and financial, strategic, operations and risk management issues is provided to ensure that new Directors have significant knowledge about the Company and the industry within which it operates.

New Directors are advised of the time commitment required of them in order to appropriately discharge their responsibilities as a Director of the Company. Directors are required to confirm that they have sufficient time to meet this requirement.

PERFORMANCE MANAGEMENT AND REMUNERATION

Board effectiveness is monitored through the Chairman and by open discussion amongst Directors. External assistance is engaged to periodically provide structured evaluation of Board process and performance. In the reporting period, a formal performance review process of the Board, its Committees, individual directors and the Chief Executive Officer was undertaken internally by the Board and the Nomination & Remuneration Committee.

The Executive Management team participates in the Company's performance management and development process. The Chief Executive Officer is responsible for the establishment of roles, expectations and reviews with his direct reports at regular intervals throughout the period. In the reporting period, the Chief Executive Officer undertook a performance review process of his direct reports. Executive Performance is taken into consideration by the Nomination & Remuneration Committee when determining Executive remuneration.

Further information about the separate policies and practices regarding the remuneration of Non-Executive Directors, the Chief Executive Officers and members of the Senior Management who are key management personnel of the Company are discussed in the Directors' Report - Remuneration Report (Audited) as set out on pages 29 to 39 of the Annual Report.

It is noted that the Company policy set out in the Company's Securities Trading Policy (available on the Company website) and the *Corporations Act* prohibit key management personnel from entering arrangements to limit their exposure to risk relating to an element of their remuneration including economic risk associated with participation in the Group's Executive Remuneration Plan.

INTEGRITY AND RISK MANAGEMENT PROCESSES

In respect of the financial statements for the year ended 30 June 2022, the Chief Executive Officer and Chief Financial Officer provided written declarations to the Board that the Company's financial records have been properly maintained, and that the Company's financial statements and notes give a true and fair view of the financial position and performance of the Company and comply with accounting standards.

In addition, this declaration also confirms that the financial statements are founded on a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.

The Company has implemented a risk management framework and policy having regard to AS/NZS ISO 31000:2009 – Risk Management – Principles and Guidelines and the ASX Corporate Governance Principles and Recommendations. The framework is based around the following risk activities:

- Risk Identification: Identify all significant foreseeable risks associated with business activities in a timely and consistent manner;
- Risk Evaluation: Evaluate risks using an agreed risk assessment criteria;
- Risk Treatment/Mitigation: Develop mitigation plans for risk areas where the residual risk is greater than tolerable risk levels; and
- Risk Monitoring and Reporting: Report risk management activities and risk specific information to appropriate levels of management in a timely manner.

On a regular basis, and at least annually, the Board, through the Risk Committee, reviews the risk framework including risk appetite, the risk register and the systems to identify and manage risk and satisfies itself that the risk framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. A review has taken place during the reporting period.

The Chief Executive Officer and Senior Management are responsible for identifying, evaluating and monitoring risk in accordance with the risk management framework. This process includes consideration of potential economic, environmental and social sustainability risks. Senior Management is responsible for the accuracy and validity of risk information reported to the Board and also for ensuring clear communication of the Board and Senior Management's position on risk throughout the Company.

In particular, the Chief Executive Officer and members of the Senior Management team regularly review and identify key business and financial risks which could prevent the Company from achieving its objectives.

The Directors' Report - Operating and Financial Review on pages 12 to 16 of the Annual Report sets out the Company's exposure to material economic, market, labour and other operational risks and a summary of how these risks are being managed. The Company does not consider it has exposure to material environmental or social sustainability risks.

Additionally, a formal risk assessment process is part of each major capital acquisition with post acquisition reviews undertaken of major business acquisitions, major capital expenditures or significant business initiatives.

ENVIRONMENTAL REGULATION

The Company believes environmental stewardship and sustainability is both a management obligation and the responsibility of every employee.

The operations of the Company are subject to various environmental regulations under both Commonwealth and State legislation.

In making this report, the Directors note that the Company's operations involve the discharge and storage of potentially hazardous materials such as fuels, oils and paints. Some of these activities require a licence, consent or approval from Commonwealth or State regulatory bodies. This regulation of the Company's activities is typically of a general nature, applying to all persons carrying out such activities, and does not in the Directors' view comprise particular and significant environmental regulation.

Based upon enquiries within the Company, the Directors are not aware of any breaches of particular and significant environmental regulation affecting the Company's operations.

The Directors believe the environmental performance of the Company is sound and that the Company has appropriate systems in place for the management of its ongoing corporate environmental responsibilities.

The Company services the mining sector with the provision of lifting services. The Company will continue to support this sector while growing diversified revenue streams with its focus on infrastructure, telecommunications and renewable energy including wind farm projects.

CODE OF CONDUCT

The Code of Conduct is available on the Company's website.

The Company has an established Code of Conduct, which provides Employees and Directors with a practical set of guiding principles to help them make decisions in their day to day work.

The Code embodies honesty, integrity, quality, trust and respect. Employees and Directors are required to demonstrate these behaviours and comply with the Code of Conduct whenever they are identified as representatives of Boom.

Under the Code of Conduct:

- The Company will act with fairness, integrity and good faith in its dealings with its Employees, Customers, Subcontractors, Shareholders and other Stakeholders;
- The Company will strive for best practice in its internal business controls, financial administration and accounting policies;
- Directors and Employees are bound by strict rules in the trading of Boom shares;
- The Company is committed to continuous improvement of workplace safety with the ultimate objective of no injuries to anyone at any time;
- The Company will continually develop its client relationships to provide outstanding service;
- The Company has, and will keep in place, employment practices and policies that accord with best practice including those in respect of health and safety, anti-discrimination and conflict of interest;
- The Company recognises its place in the community and has in place policies and practices to protect the environment and to support selected community activities and projects in the areas in which it operates;
- The Company will be transparent in its reporting, including in respect of Board and Executive remuneration;
- The Company recognises its obligations to individuals' rights to privacy in respect of confidential information;
- The Company is committed to compliance with the law in all its operations;
- The Company will enforce and monitor compliance with the Code of Conduct through employment contracts, internal communication, education and performance management; and
- Directors, Employees, consultants and contractors engaged by the Company must act to ensure they maintain confidentiality, protect Stakeholder rights and have an obligation to report and investigate unethical behaviour.

The Company manages communication and compliance in respect of the Code of Conduct through employment contracts and ongoing internal communication including internet, intranet, Employee education sessions, performance management, tool box meetings, orientation & induction programmes and the distribution of an Employee Handbook.

Adherence with the Code of Conduct is managed by Senior Management and Business Unit Managers across the business.

Where non-compliance occurs, Employees are counselled and disciplined in accordance with the Code of Conduct policy and with reference to the nature and severity of the breach. Material breaches of the Code of Conduct are reported to the Board.

SPEAKING UP AT BOOM

The Speaking Up Policy (Whistle Blower Policy) is available on the Company's website. Boom is committed to ensuring that Directors, Executives, employees and contractors comply with the law, Company Charters and Policies and Boom's ethical standards, as detailed in the Company's Code of Conduct and Fraud policies.

The Company is committed to detecting and preventing illegal and other undesirable conduct and therefore must provide a mechanism whereby employees and others can report their concerns freely and without fear of repercussion. The Speaking Up Policy applies to all Directors, Executives and Employees and details outlines how reports are made under the Speaking Up Policy and encourages the reporting of such conduct.

The Board is informed of any material incidents reported under the Speaking Up Policy.

ANTI-FRAUD AND CORRUPTION AT BOOM

The Fraud Risk Management Policy is available on the Company's website. Boom is committed to ensuring that a culture of honesty and opposition to fraud is established and maintained to ensure that effective fraud and corruption prevention is an integral part of the day to day operations of Boom.

The purpose of the Fraud Risk Management Policy is to assist the Directors, Executives and employees of Boom to understand their obligations in relation to fraud and corruption and to explain the protocols to be followed if they become aware of suspected/actual fraud.

Boom will not tolerate fraud or corruption within the company, therefore breaches of the Fraud Risk Management Policy will be taken very seriously. The Board is informed of any material breaches of the Fraud Risk Management Policy.

DIVERSITY AT BOOM LOGISTICS

The Diversity & Inclusion Policy is available on the Company's website together with the Workplace Gender Agency Equality Report.

The Company is committed to seeking out and retaining the best talent to ensure business growth and performance. We are committed to engaging the best people to do the best job possible. The Code of Conduct confirms the Company's belief in treating all people with respect and recognises that diversity and different skills make the Company strong.

The Company is committed to ensuring the composition of its Board and Committees is appropriate. The Board Charter clearly states it should comprise Directors with the appropriate mix of business expertise and experience and have regard to the Diversity & Inclusion Policy in determining the composition.

At Boom, diversity includes differences that relate to gender, age, ethnicity, disability and cultural background. Boom recognises that having a diverse and talented workforce is a key competitive advantage that differentiates our service in the marketplace and is a benefit to the Company as a whole. Diversity also benefits individuals and teams and enables the Company to reflect the diversity of our customers and the markets we operate in, all of which adds value to our operations and delivery of our strategy.

Gender diversity and inclusion is important for Boom, and is reflective of the revised ASX Corporate Governance Principles and Recommendations, 4th Edition. Boom is committed to building female representation at all levels in the organisation, including Board and Senior Management levels and seeks to do so at each such time as it is recruiting for Board and Senior Management positions.

Since the last reporting period, 30% of employees awarded promotions within the organisation were women and 100% of all manager promotions were women. Prospects for growth in the Company have improved on recent years and recruitment needs associated with a growing business provide opportunity for the business to build female representation across the organisation. The Board remains committed to redressing the current position and attempts to do so at each new recruitment opportunity.

Boom has established a Diversity & Inclusion Policy and a series of objectives to work towards that have been reviewed and approved by the Board. In support of the Diversity & Inclusion Policy and establishment of revised goals and measurable targets, a Gender Equality Plan was drafted for the period 2021-2023 to provide a framework for identifying and addressing barriers to gender inclusion within the Company and enable the Company to achieve sustainable, strategic and meaningful change.

To effect a structured approach to managing diversity, the Company:

- Has developed and implemented strategies, initiatives and programs to promote the Diversity Principles outlined above in its management structures;
- Has set measurable objectives, or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve Gender Diversity;
- Monitors, reviews and reports to the Board the Company's progress under the Diversity & Inclusion Policy and Gender Equality Plan; and
- Reports on the status of Gender Diversity KPIs in this Annual Report.

The Company's Gender Diversity objectives for FY23 are tabled below:

Area	Objective
Board gender diversity	At least 15% of the Board Members desirably should be female with the appropriate skills and attributes. Target Date: On each occasion that a new appointment to the Board is considered.
Senior Manager gender diversity	At least 25% of Senior Managers desirably should be female with the appropriate skills and attributes. Target Date: On each occasion that a new Senior Manager appointment is considered.
Manager gender diversity	At least 25% of Managers desirably should be female with the appropriate skills and attributes. Managers are defined as direct reports to Senior Managers. Target Date: Review annually by 30 June each year.
Employee gender diversity	At least 10% of the Boom Logistics workforce desirably should be female with the appropriate skills and attributes. Target Date: Review annually by 30 June each year.
Group total gender diversity	At least 12.5% of the Boom Logistics workforce, including managers, senior managers & board members desirably should be female with the appropriate skills and attributes. Target Date: Review annually by 30 June each year.

The Gender Diversity objectives reflect the Company's aspirations over the three-year period of the 2021-2023 Gender Equality Plan. The Board reviews the Gender Diversity objectives annually to ensure they remain relevant and appropriate and have been revised from the prior year (FY22). During FY22, we reported Gender Equality Indicators in accordance with the *Workplace Gender Equality Act 2012 (Cth)*. Our FY22 submission can be viewed at <https://www.boomlogistics.com.au/wp-content/uploads/2022/08/WGEA-Reporting-2021-2022.pdf>

As at 30 June 2022, Boom's performance with respect to meeting these Gender Diversity objectives is as follows:

	Female 30 June 2022		Male 30 June 2022
	Actual	Objective	Actual
Board *	16.66%	15%	83.33%
Senior Managers	12.50%	25%	87.50%
Managers	20.59%	25%	79.41%
Employees	9.73%	10%	90.27%
Group Total	10.41%	12.50%	89.59%

	Female 30 June 2021		Male 30 June 2021
	Actual	Objective	Actual
Board *	16.66%	15%	83.33%
Senior Managers	12.50%	20%	87.50%
Managers	11.76%	10%	88.24%
Employees	10%	10%	90%
Group Total	10.15%	10%	89.85%

* The Managing Director is included in the Directors calculation

In addition to the Gender Diversity objectives set, the Company has developed a number of initiatives to encourage diversity in the workplace. These initiatives include ensuring Human Resources Policies and Procedures are aligned to the Diversity & Inclusion Policy, recruitment processes encourage diversity and education around diversity has been included in training programs rolled-out to Employees. Initiatives, including milestones, can be found on the Company's website.

Objectives, along with the implementation of the initiatives, are monitored by the Board. The Chief Executive Officer has primary responsibility for the successful execution of the Diversity & Inclusion Policy, Gender Equality Plan and the associated initiatives.

The objectives set out in the Indigenous Employment Framework document represent broad, long-term outcomes for increasing the employment of local Indigenous people by Boom Logistics work units. Whilst achieving these objectives is a priority for the Company, it is important to recognise the challenges involved in developing employment opportunities for all Employees.

As part of the implementation of the Indigenous Employment Framework, the Company is progressing development of a Reconciliation Action Plan (RAP) which will further define our commitment to reconciliation and strengthen relations with Aboriginal & Torres Strait Islander communities on both a local and national level.

TIMELY AND BALANCED DISCLOSURE

The Company aims to be transparent with all stakeholders, including its Shareholders. Easy access to Company information is an important objective of our communications strategy.

SHAREHOLDER COMMUNICATION AND CONTINUOUS DISCLOSURE

The Market Disclosure & Communications Policy is available on the Company's website.

The Company aims to keep Shareholders informed of the Company's performance and all major developments in an ongoing manner through its investor relations program to facilitate effective two-way communication between investors and the Board and encourages and promotes effective participation of Shareholders at General Meetings.

Members are encouraged to submit questions to the Board or Company Auditor in writing ahead of the Annual General Meeting. During the Annual General Meeting, Shareholders, as a whole, also have a reasonable opportunity to ask questions or make comments.

All resolutions at Boom's General Meeting of Shareholders are decided by a poll rather than by a show of hands.

Information is communicated to Shareholders through:

- The Half Year Financial Report and the Full Year Financial Report, results presentations, ASX market updates where appropriate, notice of meetings and explanatory materials which are published on the Company's corporate website and distributed to Shareholders where nominated;
- The Annual General Meeting and any other formally convened Company meetings; and
- All information released to the ASX is posted to the Company's corporate website. The Company maintains a website to complement the official release of information to the market which catalogues all communications dating back to the Company's listing in 2003.

The Company is committed to ensuring all stakeholders are provided with relevant and accurate information regarding its activities in a timely manner. The Company gives Shareholders the option to receive communications from, and to send communications to, the Company and its share registry electronically.

Boom has adopted a Market Disclosure & Communications Policy and internal reporting procedures having regard to the ASX Listing Rules and ASIC guidelines to ensure that:

- Material price sensitive information is reported to the Chief Executive Officer and Chief Financial Officer in a timely manner;
- Information is disclosed in a timely manner and in compliance with legal and regulatory obligations; and
- All stakeholders have an equal opportunity to receive and obtain externally available information issued by Boom.

Boom will immediately notify the market of any information related to its business which a reasonable person would expect to have a material effect on the price/value of its securities, unless a permitted exception applies.

The Chief Executive Officer, Chief Financial Officer and Company Secretary have been nominated as people responsible for communication with the ASX. This includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, Shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. The Board approves material market announcements prior to lodgement with the ASX. Where ASX announcements are made without Board approval, the Board receives a copy of such announcements after they have been made. When analysts are briefed, including following half year and full year results announcements, the material used in the presentations is released to the ASX prior to the commencement of the briefing. Procedures have been established for reviewing whether any price sensitive information has been inadvertently disclosed and, if so, this information is also immediately released to the market.