



CORPORATE GOVERNANCE STATEMENT

SCA

Contents

Board of Directors	1	Executive Remuneration and Performance	6
Composition of the Board	1	Risk Management and Integrity of Financial Reporting	6
Board skills matrix	2	Risk management	6
Board independence	3	Tax governance	7
Role of the Board	3	Internal audit	7
Chair	3	Assurance	7
Delegation to CEO	3	Company Policies	7
Board meetings	4	Code of Conduct	7
Director appointment and re-election	4	Trading in company securities	7
Director induction and development	4	External communications	8
Board performance evaluation	4	Sustainability	8
Remuneration of non-executive directors	4		
Independent professional advice	4		
Company Secretary	4		
Board Committees	5		
Audit & Risk Committee	5		
People & Culture Committee	5		
Digital Transformation Committee	5		
Nomination Committee	5		

Corporate Governance Statement 2023

The Board of Southern Cross Media Group Limited (Company) is responsible for the corporate governance of Southern Cross Austereo, comprising Southern Cross Media Group Limited and its subsidiaries (SCA). The Board guides and monitors the business and affairs of SCA on behalf of shareholders, working with management to implement and maintain an effective system of corporate governance.

This statement describes SCA's key corporate governance practices and policies. The 2023 Annual Report, Company Constitution, Board Charter, Board Committee Charters, Risk Management Framework (including Risk Appetite Statement), Risk Management Policy, Taxation Risk and Governance Policy, Code of Conduct, Securities Trading Policy, Senior Executive Evaluation Policy, Senior Executive Remuneration Framework, Non-executive Director Share Ownership Policy, Senior Executive Share Ownership Policy, Diversity Policy, External Communications Policy, Whistleblowing Policy, and SCA's 2023 Tax Transparency Report, Modern Slavery Statement, and Sustainability Report are available under the Investors tab on SCA's website www.southerncrossaustereo.com.au. This statement was authorised for issue by the Board on 25 September 2023. Unless specified otherwise, the information in this statement is current as at that date.

Board of Directors

Composition of the Board

Membership of the Board and its Committees on the date of this statement is set out below. A profile of each director, including details of their skills, experience, and expertise, is available in the Directors' Report in the 2023 Annual Report and on SCA's website.

Director	Status	Tenure (Years)	Audit & Risk Committee	People & Culture Committee	Digital T'form Committee
Rob Murray	Independent	9.0			
John Kelly	CEO/MD	0.2			
Glen Boreham	Independent	9.0		Member	Chair
Carole Campbell	Independent	3.0	Chair		Member
Ido Leffler	Independent	2.9		Member	Member
Heith Mackay-Cruise	Independent	2.9	Member	Chair	
Helen Nash	Independent	8.4	Member	Member	

The average tenure of the Board on 15 September 2023 was 5.1 years (2022: 5.2 years; 2021: 4.3 years), with a median tenure of 8.2 years (2022: 7.2 years; 2021: 5.8 years). The average age of the Board on the date of this statement was 55.1 years (2022: 54.1 years; 2021: 53.7).

After eight years, Grant Blackley stepped down as Managing Director on 30 June 2023, and John Kelly succeeded him in that role on 1 July 2023. John Kelly brings extensive strategic, operational, and financial leadership experience from 25 years working for Australian media and sporting organisations. John spent 16 years in executive roles at the Ten Network, including eight years as Group CFO, and then three years as Chief Operating Officer at Football Federation Australia, before

joining SCA as Chief Operating Officer in 2016. In that role, he oversaw SCA's general management teams, strategy, research and insights, and digital audio, as well as facilitating SCA's key sporting rights, television affiliations, and digital audio partnerships.

As reported in last year's Corporate Governance Statement, Melanie Willis' retirement in August 2022 was the only other change in the Board's composition during the year.

The Board resolved in June 2023 to disband its Nomination Committee. The Nomination Committee did not meet formally during the year and the Board has resumed responsibilities previously delegated to the Nomination Committee.

Corporate Governance Statement 2023

Board skills matrix

The Board maintains a matrix identifying the competencies, skills and experience required to enable the Board to meet SCA's current and future challenges. The matrix enables assessment at a point in time of whether SCA's current directors collectively have sufficient depth in the required skills. The matrix also informs the Board's succession planning and discussions with shareholders and other stakeholders about SCA and the Board's composition and performance.

The Board does not expect every director to have a core competency in every skill in the skills matrix. The Board generally expects that between half and all SCA's directors will have a core competency in each of the required skills.

The Board acknowledges that the competencies, skills and experience required among SCA's directors will change over time as SCA's business evolves. The Board therefore periodically reviews the matrix to ensure it continues to meet SCA's needs, and directors continue to have the required competencies, skills, and experience.

Following review during FY23, the Board agreed to revise its skills matrix to update relevant descriptions and to emphasise the importance of skills in people leadership, innovation, digital transformation, risk management, and specific aspects of SCA's core media business. The Board is satisfied that its directors' competencies, skills, and experience are appropriate for SCA's needs. The revised skills matrix and mapping of directors' core competencies are set out below.

	Rob Murray	John Kelly	Glen Boreham	Carole Campbell	Ido Leffler	Heith Mackay-Cruise	Helen Nash	Total
Executive leadership: Successful leadership, as a senior executive in large organisations including through periods of change in an industry, market or business	✓	✓	✓			✓	✓	5
Governance: Commitment to high governance standards. Experience with Australian or other sophisticated governance structures. Able to assess the effectiveness of senior executives.	✓	✓	✓			✓	✓	7
Strategy: Experience developing and implementing strategy to achieve long term organisational objectives. Able to probe executives on delivery of strategic objectives.	✓	✓	✓	✓	✓	✓	✓	7
Innovation mindset: Experience in organisational innovation and digital transformation to optimise business processes and outcomes. Able to probe executives on use of technology for innovation.	✓	✓	✓	✓	✓	✓	✓	7
Financial acumen: Senior executive experience in financial accounting and reporting, corporate finance, and internal financial controls. Able to probe executives on the adequacy of financial controls.	✓	✓	✓	✓		✓	✓	6
Risk management: Experience identifying, managing and monitoring material corporate risks. Able to probe executives on management of risk and adequacy of risk controls.	✓	✓	✓	✓	✓	✓	✓	7
Media industry: Senior executive experience in media or related sectors such as trade and consumer insights and marketing; advertising and subscription sales; and creation, acquisition, and distribution of content.		✓	✓	✓		✓		4
Corporate transactions: Experience in capital management, debt financing, mergers, acquisitions, divestments, and strategic partnerships.	✓	✓	✓	✓		✓		5
Sustainability: Experience related to culture; attracting and developing talented people; workplace health and safety; environment; social responsibility; and community.	✓	✓	✓	✓	✓	✓	✓	6

Corporate Governance Statement 2023

Board independence

The Board assesses the independence of directors on appointment and annually thereafter. All directors are expected to bring independent judgment to bear on Board decisions and to act in the best interests of SCA and security holders. Relevant factors include whether a director:

- is independent of management and free of business or other associations that could materially interfere with, or could reasonably be perceived to interfere materially with, the exercise of independent judgment
- has been a director of SCA for such a period that independence may have been compromised.

The Board considers that all directors, except for John Kelly who is an executive director, are independent.

All SCA's non-executive directors also sit on the boards of other listed or unlisted companies and these other companies are publicly disclosed in each director's profile on SCA's corporate website. Were SCA to engage in a material transaction with any of those other companies, the Board would acknowledge any resulting conflict of interest. The Board would determine in that case whether a conflicted director should take part in any deliberations or vote in relation to the relevant transaction.

SCA does not have a controlling shareholder and has not implemented arrangements for cross shareholdings or board representation with any supplier or other stakeholder. Transactions with related parties are disclosed in SCA's Annual Report, and these are limited to payment of remuneration to directors and executives.

Role of the Board

The Board is responsible for the overall corporate governance of SCA. The Board's roles and responsibilities are formalised in the Board Charter. Under the Board Charter, the following matters are reserved for decision by the Board:

- approving and monitoring implementation of the Group's strategy, mission, values and risk appetite
- approving the Group's annual budget
- monitoring the Company's financial performance and operations and approving the Company's annual and half-yearly financial statements and reports
- approving and monitoring implementation of the Group's strategy, mission, values and risk appetite
- approving the Group's annual budget
- monitoring the Company's financial performance and operations and approving the Company's annual and half-yearly financial statements and reports
- appointing, determining the terms of appointment of, and removing the Chairman
- appointing a director of the Company to fill a vacancy or as an additional director (but the CEO has authority to appoint directors of the Company's subsidiaries)
- appointing, and removing the CEO, the CFO and the Company Secretary
- determining the remuneration and terms of appointment of non-executive directors (subject to limits approved by shareholders), the CEO, the CFO and any executive director
- monitoring the performance and development of, and overseeing the remuneration framework and succession planning for, the CEO and the Company's senior leadership team
- establishing Board Committees, their composition, charters and authorities

- approving dividend policy and determining dividends
- approving the capital structure of the Company, including issuing or buying back equity, equity-like or debt instruments entering into or re-financing debt facilities and approving the Company's interest rate hedging policy
- approving transactions, commitments and expenditure from time to time specified by the Board
- appointing, determining the terms of appointment of, and remunerating the external auditor
- convening meetings of shareholders
- monitoring the effectiveness of the Group's systems of financial and non-financial risk management and internal control, and ensuring there is an appropriate risk management framework in place
- monitoring the Company's compliance with legal and regulatory requirements and ethical standards
- approving or adopting policies, practices and documents (including reports and statements to shareholders) and determining or approving matters required by the Constitution, applicable laws, regulations, guidelines or recommendations to ensure the Board is effective in performing its role and responsibilities
- any other matter specified by the Board (whether by resolution, in the charter of a Committee, in a policy, or otherwise) from time to time.

Chair

The directors vote among themselves to elect an independent non-executive director as the Chair. Rob Murray became Chair on 19 August 2020.

The Chair leads the Board, fostering an open and collegiate culture to ensure the Board operates effectively. The Chair is responsible for:

- promoting a constructive relationship between the Board and management through the CEO
- managing the efficient organisation and conduct of the Board's functions and meetings
- overseeing regular and effective evaluations of the Board's performance
- exercising other powers delegated by the Board from time to time.

The Chair meets regularly with the CEO to discuss SCA's strategy, performance, and plans, as well as to agree on matters to be included on the agenda of the Board or its Committees.

Delegation to CEO

As permitted by SCA's Constitution, the Board has delegated to the CEO all powers and authorities required to manage and control SCA's day-to-day operations, except those powers and authorities reserved to the Board. SCA's CEO and Managing Director is John Kelly. He was appointed to that position on 1 July 2023.

The CEO leads SCA's management and is therefore responsible to the Board for:

- managing and controlling SCA's day-to-day operations in accordance with strategic objectives, policies and budgets adopted by the Board (including with respect to managing SCA's impacts on the economy, environment, and people)
- providing the Board with timely, accurate and clear information to enable the Board to perform its responsibilities.

While recurring items are scheduled on the agenda of the Board and its Committees each year, the CEO ensures material risks and opportunities that arise during the year are promptly communicated to the Chair and

Corporate Governance Statement 2023

other directors. If appropriate, meetings of the Board or the relevant Committee are arranged at short notice to consider items of this nature.

While remaining accountable to the Board, the CEO has authority to sub-delegate the powers and authorities granted by the Board to executives with relevant responsibilities.

Board meetings

Board meetings are scheduled approximately eight times per year, with other meetings convened as required. Meetings attended by directors during FY23 are reported in the Directors' Report in the 2023 Annual Report.

In advance of Board meetings, directors receive papers with sufficient information to enable informed discussion of all agenda items. Papers are distributed and remain available for ongoing reference by directors through a secure electronic board portal. Minutes of Board meetings are tabled and confirmed at the following Board meeting.

Director appointment and re-election

SCA's Constitution authorises the Board to appoint a new director, either to fill a casual vacancy or as an addition to the existing directors, provided the total number of directors is no more than nine. A director appointed by the Board holds office only until the close of the next AGM but is eligible for election by shareholders at that meeting.

A director must retire from office no later than the third AGM following the director's most recent election. Where eligible, a director may stand for re-election.

All new directors are subject to appropriate checks prior to appointment.

When a candidate stands for election or re-election, the Board provides shareholders with the following information to enable shareholders to make an informed decision on whether to elect or re-elect the candidate:

- biographical details of the candidate, including relevant qualifications, experience and skills
- details of any other material directorships held by the candidate
- any material adverse information revealed by the checks SCA has performed about the candidate
- whether the Board considers the candidate to be an independent director
- details of any interest, position, association or relationship that might influence in a material respect, or might reasonably be perceived to influence in a material respect, the candidate's capacity to bring an independent judgment to bear on issues before the board and to act in the best interests of SCA and its security holders generally
- the term of office served by the candidate (if the candidate is a current director)
- whether the Board supports the election or re-election of the candidate.

Director induction and development

SCA enters a letter of appointment with each non-executive director. The letter sets out the Board's expectations for non-executive directors and the remuneration payable to non-executive directors. Each new director is invited to participate in an induction program, which includes meeting with other directors and members of SCA's senior leadership team to gain a greater understanding of the business.

Directors are provided with opportunities to participate in continuing education programs organised for the Board to develop and maintain the skills and knowledge needed to perform their role. This may take the form of presentations by management or external parties on

responsibilities of directors, the industries in which SCA operates and other matters. During FY23, the Board or its Committees received briefings from all members of SCA's senior leadership team and other executives on their respective areas of responsibility, as well as external presentations in relation to executive succession planning, executive remuneration benchmarking and structuring, media agency and advertiser perspectives, SCA's insurance program, management of workplace behaviour risks, taxation governance and risk, sustainability risks and opportunities, SCA's cyber security posture and penetration testing, and merger and acquisition threats and opportunities.

Board performance evaluation

The Chair oversees regular evaluations of the performance of individual directors, Committees, and the Board. This includes discussions with individual directors about their contributions at and between meetings of the Board and its Committees.

During FY22, the Board engaged an independent consultant, BoardsGlobal, to review the performance of the Board. This included review of Board policies and papers for meetings of the Board and its Committees; individual interviews with all directors, members of the senior leadership team, and the Company Secretary; and observation of meetings of the Board and one of its Committees. BoardsGlobal provided feedback to individual directors and presented its overall findings and recommendations in separate sessions with the Board and SCA's senior leadership team.

The Board adopted all recommendations made by BoardsGlobal. These recommendations included steps to focus more of the Board's time on strategic thinking and priorities and to deepen relationships among directors and between directors and SCA's senior leadership team, as well as to educate executives about the role of the Board and effective ways to engage with the Board.

The Board did not conduct an external performance review during FY23. However, the Board created an action plan to implement the recommendations of its FY22 review and formally reviewed progress twice during the year. The Board is satisfied all agreed actions have been completed.

Remuneration of non-executive directors

The Chair receives a fixed aggregate fee. Other non-executive directors receive a base fee for acting as a director and additional fees for participating as chair or as a member of the Board's Committees. Non-executive directors do not receive performance-based fees and are not entitled to retirement benefits as part of their fees.

The maximum annual aggregate fee pool for non-executive directors is \$1,500,000. This was confirmed in amendments to the Constitution approved by shareholders at the 2020 AGM.

Further details of the remuneration paid to non-executive directors is provided in the Remuneration Report.

Independent professional advice

The Charters of the Board and its Committees set out procedures for directors to obtain independent professional advice at SCA's expense.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Corporate Governance Statement 2023

Board Committees

The Board has three standing Committees: the Audit & Risk Committee, the People & Culture Committee, and the Digital Transformation Committee. The Board disbanded its Nomination Committee in June 2023 and has resumed the responsibilities previously delegated to the Nomination Committee. The responsibilities of each Committee are set out in a Charter approved by the Board.

In advance of each meeting, Committee members receive papers with enough information to enable informed discussion of all agenda items. Papers are distributed and remain available for ongoing reference by Committee members and other directors through a secure electronic board portal. Each Committee also receives presentations from, or meets with, professional advisers, consultants, and other stakeholders in relation to areas within the Committee's areas of responsibility.

Minutes of Committee meetings are tabled and confirmed at the following Committee meeting and are tabled for information at Board meetings.

Audit & Risk Committee

The members of the Audit & Risk Committee are Carole Campbell (Chair), Heith Mackay-Cruise, and Helen Nash. Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2023 Annual Report.

The Audit & Risk Committee assists the Board in its oversight of:

- the integrity of SCA's accounting and financial reporting systems
- SCA's accounting and financial policies, practices and disclosures
- SCA's taxation strategy and management of the Company's taxation affairs, consistent with the principles and tax risk appetite set by the Board
- the effectiveness of SCA's risk management framework in ensuring SCA operates within the risk appetite set by the Board
- the appointment, independence, performance and remuneration of the external auditor and the integrity of the external audit process.

People & Culture Committee

The members of the People & Culture Committee are Heith Mackay-Cruise (Chair), Glen Boreham, Ido Leffler, and Helen Nash (who was chair of this Committee until 31 October 2022). Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2023 Annual Report.

The Board updated the Charter of the People & Culture Committee in December 2022.

The People & Culture Committee assists the Board in its oversight of management activities in:

- developing and implementing strategies aimed at improving SCA's culture and diversity, consistent with the organisation's values
- undertaking executive development, succession and talent management programs and activities
- promoting a healthy and safe working culture for SCA's employees, contractors, audience members, clients and visitors
- providing effective remuneration policies aligned with creation of value for shareholders, and having regard to applicable governance, legal and regulatory requirements and industry standards
- reporting to shareholders and other stakeholders according to applicable standards.

Digital Transformation Committee

The members of the Digital Transformation Committee are Glen Boreham (Chair), Carole Campbell, and Ido Leffler. Details of meetings held during the year and attendance by Committee members are set out in the Directors' Report in the 2023 Annual Report.

The Digital Transformation Committee assists the Board in its oversight of SCA's implementation of technology to secure and drive transformational improvements in SCA's business and operations and deliver long term value for SCA's audiences, clients, communities, and shareholders. To achieve these objectives, the Committee monitors whether SCA has, or has access on appropriate terms to, the skills and resources required for success in the following areas:

- technology
- data
- processes
- organisational change
- investments supporting the digital transformation.

Representatives of technology companies in which SCA has invested presented to the Digital Transformation Committee during the year, providing an overview of their products, plans and progress, and their collaboration with SCA's digital audio teams.

Nomination Committee

During the year, the members of the Nomination Committee were Rob Murray (Chair), Glen Boreham, and Heith Mackay-Cruise.

The Nomination Committee assists the Board on:

- Board composition and succession planning
- director performance evaluation processes and criteria
- succession planning for senior executives.

Having worked with Egon Zehnder during FY20 to confirm the needs of the Board and select candidates to fill the vacancies created at the AGM in October 2020, the Nomination Committee has not met in subsequent years. Members of the Nomination Committee have not drawn fees during those years for their membership of this Committee. The Board disbanded the Nomination Committee in June 2023 and has resumed the responsibilities previously delegated to the Nomination Committee.

There were several changes in SCA's senior executive ranks during the year. SCA's Chief Executive Officer, Chief Financial Officer, and Chief Sales Officer resigned during the year. Led by the Chair of the Board and the Chair of the People & Culture Committee, the full Board oversaw the process for succession in those roles. John Kelly, formerly SCA's Chief Operating Officer, was appointed as Managing Director and CEO on 1 July 2023. An external candidate, Tim Young, was appointed as Chief Financial Officer in February 2023 and Seb Rennie, who had joined SCA in a different role in March 2023, was appointed as Chief Commercial Officer in May 2023.

Corporate Governance Statement 2023

Executive Remuneration and Performance

The Board has adopted a Senior Executive Remuneration Framework. The Framework aims to ensure that reward for performance is competitive and appropriate for the results delivered, aligning executive reward with achievement of strategic objectives and the creation of value for shareholders, consistent with market practice for delivery of reward.

Information about SCA's remuneration policies and practices for the CEO and other senior executives, and their remuneration during FY23, is set out in the Remuneration Report in the 2023 Annual Report.

In accordance with the Board's Senior Executive Evaluation Policy, the performance of the CEO is reviewed at least annually by the non-executive directors, and the CEO at least annually reviews the performance of his direct executive reports. Performance is evaluated against personal and corporate goals. As outlined in the Senior Executive Remuneration Framework, during FY23 these goals were allocated to three categories having regard to SCA's business strategy: profitability and financial performance (60%), strategy execution (30%), and cultural and behavioural influences (10%). This recognises the long-term benefits of SCA's leaders committing to develop and maintain a

strong culture and operational discipline.

Led by the Board Chair and the Chair of the People & Culture Committee, the Board conducted an evaluation of the CEO's performance and reviewed the CEO's evaluation of his direct executive reports during the year. The results of those evaluations are summarised in the Remuneration Report.

Under the Senior Executive Share Ownership Policy, members of SCA's senior leadership team are required to accumulate and retain a target shareholding in SCA.

Unless a leadership executive has already met the target shareholding requirement, the Senior Executive Share Ownership Policy imposes a disposal restriction until cessation of employment on all or a defined portion of the shares allocated to the executive on vesting of performance rights under the SCA's former Long Term Incentive Plan and the equity portion of the executive's awards under SCA's Executive Incentive Plan.

Risk Management and Integrity of Financial Reporting

Risk management

The Board has adopted a Risk Management Framework and a Risk Management Policy. They establish a holistic approach to risk management to promote an integrated and informed view of risk exposures across SCA's activities and operations. The framework is the total of systems, structures, policies, processes, and people within SCA that identify, assess, control, and monitor all sources of risk that could have an impact on SCA. It provides management with:

- an integrated framework to effectively manage uncertainty and obligations, respond to risks, as well as capitalise on opportunities as they arise
- minimum standards for the governance, processes and tools required to administer the requirements of the Risk Management Policy
- the ability to manage risks across SCA by providing accurate and timely reporting on the profile of risks and controls across SCA.

The Audit & Risk Committee assists the Board to oversee the risk management framework and any matters of significance affecting SCA's financial reporting and internal controls. This includes annual review of the Risk Management Framework and Risk Management Policy. The Board updated the Risk Management Framework in February 2022.

SCA has adopted the following categories of risks that affect its activities:

- strategy and planning
- brands and content
- sales and distribution
- infrastructure
- workplace health and safety
- governance, risk, and compliance.

To guide its decision-making, SCA has defined its tolerance for risk in each of the above risk categories. These tolerances are set out in the Risk Appetite Statement included in the Risk Management Framework.

SCA's management team is responsible for day-to-day implementation of the risk management framework and internal controls within SCA.

Each risk is allocated to a risk owner with direct responsibility for managing that risk, including implementing mitigation strategies, and escalating to the senior leadership team if required. Management reports at each meeting of the Audit & Risk Committee and twice a year to the Board on the status of SCA's material business risks. Risks rated High or Very High and other material business risks are reviewed at each meeting of the Audit & Risk Committee.

Material business risks most recently reviewed by the Audit & Risk Committee include the following:

- LISTNR does not reach sustainable profitability at an appropriate level and pace
- broadcast radio revenues grow more slowly than forecast
- broadcast radio becomes progressively less attractive to mass audiences and digital does not act as substitute
- brand, reputational, and litigation risk associated with on-air talent, social media, and other publications
- SCA's digital data and insights capabilities are not optimised to build share for both digital and broadcast radio
- global technology companies adversely affect commercial returns from content creation and distribution
- SCA's revenues from a declining regional television market decrease faster than forecast
- inadequate crisis management response, for example to a cyber security incident or pandemic
- workplace health and safety – physical, mental health, or psychological injury
- operational impact of a cyber security breach
- climate change risks – physical and transition.

Further details about these risks and SCA's mitigation strategies are outlined under Material Risks in the Review and Results of Operations in the 2023 Annual Report.

Corporate Governance Statement 2023

Tax governance

SCA continues to strengthen its tax governance framework to reduce risk and to earn a “justified trust” assessment from the ATO. Steps taken to date include adoption by the Board of a Taxation Risk and Governance Policy, rolling out a detailed operational tax governance policy to guide employees with tax responsibilities and adoption of the ATO’s voluntary Tax Transparency Code. Since 2019, SCA has published an annual Tax Transparency Report.

In a combined assurance review conducted during 2022 in relation to SCA’s income tax returns for FY17 to FY20, the ATO concluded that SCA had paid the right amount of tax and earned a high level of assurance. The ATO also reviewed SCA’s FY20 GST returns and concluded SCA had complied with its BAS lodgement and payment requirements and had not been selected for a further GST review.

Internal audit

SCA has not implemented an internal audit function. The Board considers SCA’s operations do not require this to be introduced as a separate function to those functions undertaken by the external auditors and the Audit & Risk Committee. SCA from time to time engages independent expert consultants to review and provide assurance about corporate functions, processes, and activities. This includes compliance reviews in relation to legal, finance and taxation requirements and periodic penetration testing and threat assessment in relation to technology systems and interfaces. The Audit & Risk Committee receives reports on these reviews, including in relation to corrective actions identified and implemented. During FY23, this included a presentation on SCA’s information security posture from Telstra Purple, which provides SCA with outsourced Chief Information Security Officer services, as well as observation by directors of desktop simulations of cyber security and ransomware attacks.

Company Policies

Code of Conduct

SCA’s Code of Conduct sets out principles and standards that apply to all directors, employees and certain contractors and consultants.

The Code of Conduct is underpinned by a range of more specific internal policies setting out SCA’s expectations, practices and procedures for directors, employees and certain contractors and consultants. These policies are made available through SCA’s employee intranet and, where applicable, to contractors and consultants. SCA provides induction and periodic training to all employees on key policies relating to matters such as workplace behaviour, health and safety, and radio and television codes of practice. Training on these matters is also provided to regular contractors, such as on-air announcers.

SCA has detailed grievance procedures that have proved effective for investigation and resolution of issues that arise in the workplace or in relation to the way in which SCA conducts its business. These procedures are complemented by a Whistleblower Policy.

The Audit & Risk Committee receives reports at six monthly intervals, and at other times as required, on whether there have been any material incidents reported under the Code of Conduct or the Whistleblower Policy.

SCA publishes an annual Modern Slavery Statement under the Modern Slavery Act 2018 (Cth). SCA’s Supplier Code of Conduct is also available on the SCA website. Major suppliers and suppliers operating in high-risk areas are asked to complete an electronic questionnaire or to provide other evidence of their awareness and management of modern slavery risks. A detailed fact sheet explaining the risks and indicators of modern

Assurance

The CEO and CFO have declared in writing to the Board that:

- financial records have been properly maintained in that they correctly record and explain SCA’s transactions, and financial position and performance, enable true and fair financial statements to be prepared and audited; and are retained for seven years after the transactions covered by the records are completed
- the financial statements and notes required by the accounting standards for the financial year comply with the accounting standards
- the financial statements and notes for the financial year give a true and fair view of SCA’s financial position and performance
- any other matters that are prescribed by the Corporations Act and regulations as they relate to statements and notes for the financial year are satisfied
- in accordance with section 295A of the Corporations Act, in their view the financial statements are founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Audit & Risk Committee maintains open lines of communication between the Board, management, and the external auditors to enable information and points of view to be freely exchanged. The Board has appointed PwC as SCA’s external auditor. PwC’s audit engagement partner is Trevor Johnston, who commenced in that role in FY20. He and members of his team attend each meeting of the Audit & Risk Committee and periodically meet separately with the Chair of the Audit & Risk Committee.

PwC’s audit engagement partner also attends SCA’s AGM and is available to answer questions from security holders about the conduct of the audit, and the preparation and content of the auditor’s report.

slavery in SCA’s supply chain is available on SCA’s employee intranet. SCA has assessed there is a low risk of SCA’s operations directly resulting in modern slavery practices. However, there is a higher risk that SCA could be linked to modern slavery practices through the activities of business partners. For example, SCA could purchase equipment manufactured by an entity using forced or child labour. SCA’s review during FY23 did not identify any serious risk of modern slavery in SCA’s current supply chains.

Trading in company securities

SCA’s Securities Trading Policy prohibits directors and certain executives from dealing in SCA’s securities during certain “blackout periods” leading up to announcement of SCA’s half-year and annual results and SCA’s AGM. A blackout period may also be declared where directors and executives have price-sensitive information that is not generally available (and is not required to be disclosed to ASX under the ASX Listing Rules and the Corporations Act). The Board considers at every meeting whether any of the matters discussed at the meeting are price-sensitive so that a disclosure to ASX should be made or a blackout period should be declared.

The Securities Trading Policy also provides a summary of the “insider trading” provisions of the Corporations Act so that all employees are aware of their obligations not to deal in SCA’s securities (or the securities of any other entity) while in possession of price-sensitive information that is not generally available.

The Securities Trading Policy prohibits directors and executives from engaging in hedging arrangements, dealing in derivatives, or entering

Corporate Governance Statement 2023

other arrangements to vary economic risk related to SCA's securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of SCA's securities.

External communications

SCA's External Communications Policy outlines how SCA manages external communications, including to ensure compliance with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act and to appropriately manage communications with the investment community, media, media regulatory agencies, industry bodies and shareholders.

Communications with shareholders occur through ASX announcements, the annual report, the sustainability report, investor roadshows and briefings. All information disclosed to the ASX is posted on SCA's website. Investors are encouraged to attend and participate in the AGM, which will be held in October 2023. Because of the impacts of COVID-19 and the responses of federal and state governments, SCA held its 2020

and 2021 AGMs using virtual technology and without a physical location for shareholders to attend. Compared to physical meetings in previous years, the virtual meeting format resulted in a significantly higher number of shareholders and other parties attending and participating in the AGM. The virtual technology allowed shareholders to see and hear presentations at the meeting, to ask and receive responses to questions, and to vote at the meeting. In accordance with amendments to SCA's Constitution approved by shareholders in October 2020, SCA held its 2022 AGM using a combination of a physical location and virtual technology. SCA will also conduct its 2023 AGM as a hybrid meeting.

For formal meetings, an explanatory memorandum on the resolutions is included with the notice of meeting. If investors cannot attend formal meetings, they can lodge proxy forms by post or fax or can complete an online proxy form. SCA conducts voting by a poll on all resolutions at general meetings.

SCA gives its shareholders the option to receive communications from, and send communications to, SCA and its securities registry electronically.

Sustainability

SCA's executive team, the Board and its Committees consider sustainability risks and opportunities within their respective areas of responsibility. For example, the Audit & Risk Committee monitors SCA's management of risks relating to regulatory compliance, workplace health and safety, cyber security, environmental matters, and economic impacts. The People & Culture Committee monitors SCA's management of risks relating to attraction, retention, development, and care of our people. The Digital Transformation Committee monitors SCA's approach to technological innovation.

SCA published its first Sustainability Report in 2021. During FY22, SCA engaged independent sustainability consultancy, Point Advisory, to assist with a materiality assessment to better inform SCA's sustainability strategy and reporting for future years. In 2023, SCA completed an emissions inventory and intends now to develop targets for reduction of those emissions over coming years.

The findings of the materiality assessment, the emissions inventory, and other information about SCA's approach to sustainability are set out in this year's Sustainability Report.