



PREMIER INVESTMENTS LIMITED
CORPORATE GOVERNANCE STATEMENT FOR THE 53 WEEKS ENDED 31 JULY 2021

INTRODUCTION

The Board of Directors of Premier Investments Limited (“**Premier**”) is responsible for the corporate governance practices of the Group (being Premier and its controlled entities). The Board guides and monitors the business of Premier and its subsidiaries on behalf of its shareholders.

Premier and its Board continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of a cohesive set of corporate governance policies and practices as fundamental to Premier’s successful growth.

The Board has included in its corporate governance policies those matters contained in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (Fourth Edition) (“**ASX Principles and Recommendations**”) where applicable. However, the Board also recognises that full adoption of the ASX Principles and Recommendations may not be practical or provide the optimal result given the particular circumstances of Premier. This corporate governance statement outlines Premier’s corporate governance policies and practices for the financial year ended 31 July 2021 (“**2021 financial year**”). These policies and practices are in accordance with the ASX Principles and Recommendations, unless stated otherwise. The corporate governance statement should be read in conjunction with Premier’s Annual Report for the 2021 financial year. A copy of the Annual Report is available on Premier’s website.

In addition to the policies set out in this statement, Premier’s wholly-owned subsidiary, Just Group Limited, has in place its own stringent corporate governance practices.

Further details about Premier’s compliance with the ASX Principles and Recommendations are set out in this statement, and copies of key governance documents referred to in this statement are available on Premier’s website www.premierinvestments.com.au, under the tab “about us/board policies”.

PREMIER BOARD OF DIRECTORS

The table below denotes the composition of the Premier Board for the 2021 financial year, together with Committee memberships and the Group’s assessment of Director Independence:

Directors	Appointed	Board	Audit and Risk Committee	Remuneration and Nomination Committee	Considered Independent by Premier
Solomon Lew	March 2008	■			✗
David Crean	December 2009	●	■		✓
Timothy Antonie	December 2009	●	●	●	✓
Sylvia Falzon	March 2018	●	●		✓
Sally Herman	December 2011	●	●		✓
Henry Lanzer	March 2008	●			✗
Terrence McCartney	April 2016	●		■	✓
Mark McInnes **	December 2012	●			✗
Michael McLeod	August 2002	●		●	✓

LEGEND: ■ Chairman ● Member of the Board / Committee

Independence: Refer to page 6 for further information.

** Mr McInnes resigned as Executive Director effective 19 August 2021.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Role of the Board

The Directors are responsible for protecting the rights and interests of Premier, its shareholders and other stakeholders, including creditors and employees.

The Board's key responsibilities are set out in its Board Charter, which is disclosed on Premier's website, and include:

- protecting and enhancing the value of the assets of Premier;
- setting out Premier's purpose, strategies and directions and monitoring and reviewing against these strategic objectives;
- overseeing the conduct of Premier's business in order to evaluate whether Premier is adequately managed, including challenging management when required to ensure all issues are adequately evaluated by the Board;
- identifying, assessing, monitoring and managing risk and identifying material changes in Premier's risk profile to ensure it can take advantage of potential opportunities while managing potential adverse effects;
- reviewing and ratifying internal controls, legal compliance and codes of conduct, underpinning the Board's desired culture within the Company;
- monitoring Premier's financial results;
- ensuring the significant risks facing Premier have been identified and adequate control monitoring and reporting mechanisms are in place;
- approval of transactions relating to acquisitions, divestments and capital expenditure above delegated authority limits;
- determining Premier's investment policy;
- approving financial statements and dividend policy; and
- demonstrating leadership and ensuring responsible corporate governance.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved, including:

- Board approval of strategic plans designed to meet stakeholders' needs and manage business risk; and
- ongoing development of the strategic plans and approving initiatives and strategies designed to ensure continued growth.

To assist in the execution of the above responsibilities, the Board had in place, throughout the financial year, an Audit and Risk Committee and a Remuneration and Nomination Committee. Both Committees have direct access to significant internal and external resources, including direct access to Premier's advisers, both internal and external, and are authorised to seek independent professional or other advice if required. The roles and responsibilities of these committees are discussed throughout this corporate governance statement.

Under the Premier Board Charter, certain responsibilities are delegated to the CEO. These responsibilities are:

- the day-to-day leadership and management of Premier;
- assisting the Board with the strategy and long-term direction of Premier;
- managing and overseeing the interfaces between Premier and the public and to act as the principal representative for Premier; and
- to report annually to the Board on succession planning and management development.

The Board will continue to delegate these responsibilities allocated to the CEO to other persons, such as:

- the Chief Executive Officer of Premier Retail;
- the Chairman;
- external service providers including, without limitation, Century Plaza Trading Pty Ltd; and
- the existing management teams at Premier Investments Limited or Just Group Limited.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Role of the Board (continued)

The Board has delegated the responsibility for compliance with the ASX's disclosure requirements and for shareholder communication to the Company Secretary. The Company Secretary uses information provided by the ASX and consults Premier's professional legal advisers in ensuring compliance with Premier's obligations with respect to the ASX Listing Rules and Corporate Governance Principles. Premier communicates with shareholders through announcements to the ASX (which are also posted on Premier's website), general meetings of shareholders, the annual report, and through written and electronic correspondence from the Company Secretary from time to time.

Appointment of New Directors and Re-Election of Directors

Premier had in place a Remuneration and Nomination Committee during its 2021 financial year. The Remuneration and Nomination Committee regularly reviews the structure, size and balance of the Board to ensure that the Board continues to have a mix of skills and experience necessary to conduct the business of Premier.

The responsibilities of Premier's Remuneration and Nomination Committee include advising the Board on:

- criteria for appointment and identification of candidates for appointment as a Director;
- the candidates it considers appropriate for appointment as a Director;
- conducting appropriate inquiries into the backgrounds and qualifications of Director nominees, including character, education, experience and financial history checks; and
- the re-appointment of any Non-Executive Director at the conclusion of their term of office.

Premier's Constitution specifies that all Directors must retire from the office at no later than the third Annual General Meeting following their last election.

All material information relevant to whether or not to appoint or re-elect a Director is provided to Premier's shareholders as part of the Notice of Meeting and Explanatory Statement for the relevant meeting of shareholders addressing the appointment or re-election. This material includes information on whether the Board supports the appointment or re-election of a Director, and any other material information in relation to tenure and independence to enable shareholders to make an informed decision on whether or not to appoint or re-elect the Director. Information on the background, skills and experience of the Directors are presented in the Company's Annual Report.

Terms of appointment of Directors and Senior Executives

The appointment of Directors and Senior Executives are made by, and in accordance with, a formal letter of appointment setting out the key terms and conditions relevant to the appointment. Appropriate background checks are performed as part of the appointment process.

The Group has an induction process for all Senior Executives and Directors. All new Directors are provided with the key policies and procedures affecting the Group, which include:

- a copy of the Company's Constitution, Code of Conduct, Board Charter and Share Trading Policy;
- the most recent Annual Report of the Company; and
- where appropriate, a summary of the most recent strategic plan of the Company.

Accountability of Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, and provides support to the Board and its committees on all matters to do with the proper functioning of the Board. Each Director is able to communicate directly with the Company Secretary. The decision to appoint or remove the Company Secretary is made by the Board. The role of the Company Secretary includes:

- advising the Board and its committees on governance matters;
- monitoring that board and committee policy and procedures are followed;
- coordinating the timely completion and dispatch of board and committee papers;
- ensuring that the business at board and committee meetings are accurately captured in the minutes; and
- helping to organise and facilitate the induction of Directors.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Diversity

The Group is an equal opportunity employer, and recognises the value contributed to the organisation by employing people with varying skills, cultural backgrounds, gender diversity, ethnicity and experience. Premier believes its diverse workforce is the key to its continued growth, improved productivity and performance.

We actively value and embrace the diversity of our employees and are committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. We aim to maintain appropriate standards of behaviour throughout the organisation, to create a safe workplace free from harassment and discrimination of any kind, to treat all team members fairly and equitably, and to evaluate employees based on their performance, skills and abilities.

The Group continuously focuses on the development and career trajectory of a very strong team of female executives. During the 2021 financial year, female leaders spearheaded internet, marketing and people and culture, and five out of our seven brands. The below table illustrates Premier’s diversity of its workforce as at 31 July 2021:

	Female	Male
Premier Board (including Chairman) *	22%	78%
Senior executive roles across the Group	58%	42%
Senior management roles across the Group	63%	37%
All managerial roles across the Group	74%	26%
Total workforce across the Group	92%	8%

* As of October 2021, the Premier Board consisted of 25% females and 75% males.

The term “senior executive” is defined as a key management executive who represents at least one of the major functions of the organisation and participates in organisation-wide decisions with the CEO of Premier Retail (within 1 to 2 reporting levels of the CEO). The term “senior management” refers to key management executives, general managers and senior managers tasked with influencing organisation-wide decision making forums to provide expertise or project development, or likely to be involved in a balance of strategic and operational aspects of management (within 1 to 2 reporting levels of the CEO). The term “All managerial roles” refers collectively to key management executives, general, senior and other managers, all within 1 to 5 reporting levels of the CEO.

In accordance with the requirements of the Workplace Gender Equality Act 2012, a subsidiary company of Premier, Just Group Limited, lodged its annual compliance report with the Workplace Gender Equality Agency. A copy this report is available via the Workplace Gender Equality Agency website.

Given the high proportion of gender diversity within the Group’s senior executives, senior managers and Group employees, the Board has determined not to impose measurable objectives, such as numerical targets, relating to diversity at this stage. Therefore, the Group does not comply with Recommendation 1.5 for a listed entity to have and disclose a diversity policy and to set measurable objectives for achieving gender diversity in the composition of its board and workforce generally.

Evaluating the Performance of the Board and its committees

The Board shall undertake regular performance evaluation of itself that:

- evaluates the effectiveness of the Board as a whole, its committees and that of individual Directors;
- compares the performance of the Board with the requirements of its Charter;
- sets the goals and objectives of the Board for the upcoming year; and
- effects any improvements to the Board Charter deemed necessary or desirable.

The performance evaluation shall be conducted in such a manner as the Board deems appropriate and may involve the use of an external consultant. The Remuneration and Nomination Committee may assist in evaluating the performance and effectiveness of the Board and each Director before recommending to the Board his or her nomination for an additional term as a Director. For the 2021 financial year no formal performance evaluations of the Board were undertaken.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Evaluating the Performance of Senior Executives

The performance of senior executives is reviewed against specific measurable and qualitative indicators, such as:

- financial performance of the Company;
- achievement of strategic objectives; and
- achievement of key operational targets.

The CEO of Premier Retail and the Board of the relevant subsidiary are responsible for the review of the performance of senior executives, in line with their respective key performance indicators. The evaluation is based on criteria that include the performance of the business, the accomplishment of long-term strategic objectives and other non-quantitative objectives established at the beginning of each year. A performance evaluation was undertaken on senior executives during the 2021 financial year in accordance with the process disclosed above.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

Nomination Committee

During the 2021 financial year, Premier maintained a Nomination Committee.

The Remuneration and Nomination Committee supports and advises the Board on the nomination policies and practices of Premier. The roles and responsibilities of the Remuneration and Nomination Committee are set out in Premier's Board Charter, which is available on Premier's website.

The nomination purposes of the committee include:

- reviewing and providing recommendations of plans of succession for executives, Non-Executive Directors and Premier's Chief Executive Officer (when appointed);
- establishing and maintaining a formal procedure for the selection and appointment of Directors to the Board;
- undertaking regular reviews of the structure and size of the Board to ensure that the Board continues to have a mix of skills and experience necessary to conduct Premier's business and to make any consequential recommendations to the Board; and
- identifying, assessing the suitability of, and investigating the backgrounds of, individuals qualified to become Directors and making recommendations to the Board about potential nominees.

The Remuneration and Nomination Committee intends to maintain the diversity of knowledge, skills and experience on the Premier Board across the areas of retailing and manufacturing, accounting, finance, risk and compliance, government and law.

The Remuneration and Nomination Committee met formally on two occasions during the 2021 financial year. The meetings were attended by all three members. Further information on attendance at Board and committee meetings are set out in the Directors' Report in Premier's 2021 Annual Report.

The Remuneration and Nomination Committee consists of a majority of independent Directors and is chaired by an independent Director.

A copy of the charter of the Remuneration and Nomination Committee is contained in the Board Charter available on Premier's website.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

Board skills assessment

The Board Charter provides that the Remuneration and Nomination Committee will undertake regular reviews of the structure and size of the Board to ensure that the Board continues to have a mix of skills and experience necessary to conduct Premier's business, address governance issues relevant to Premier and effectively add value. The table below outlines the mix of skills and experience considered most important for the Group's directors to collectively possess. Premier considers that the Board collectively has an effective blend of these skills, which enables the Board to effectively govern the Group's business.

Skill/ Experience	Description
Executive leadership	Experience as a board member or successful career at senior executive level.
Financial acumen	Experience in financial accounting and reporting, corporate finance, risk and internal control. Ability to analyse financial statements and reporting, and ability to critically assess financial performance and plans.
Retailing; sales and marketing	Retail knowledge and experience in apparel, sourcing, manufacturing and consumer discretionary sector, both "bricks and mortar" and online retail. Understanding of market drivers, competitors, logistics, customers and marketing strategies.
Governance	Experience overseeing, formulating or implementing corporate governance standards in large organisations which are subject to rigorous governance standards. Experience with governance matters focused on conducting business ethically and responsibly.
Global experience	Experience in international markets, exposure to a range of global business environments (including political, cultural and regulatory environments).
M&A and capital management	Experience in all aspects of mergers and acquisitions and investment strategies, including negotiations, structuring and risk assessments. Experience in implementing efficient capital management structures and strategies.
Strategy	Experience in developing and implementing strategic objectives to achieve long-term goals of the Group. Experience in driving strategy execution in large complex organisations. Appropriately challenging management on the delivery of the agreed strategic objectives.
Legal, regulatory, public policy	Legal background or experience in managing legal, regulatory and public policy, as well as corporate affairs.
Risk management	Identifying risks and monitoring the effectiveness of both financial and non-financial risk management frameworks and controls.
People and culture	Experience setting remuneration frameworks (including long-term incentive arrangements), overseeing people management or succession planning, and experience in organisational culture and change.
Technology	Experience in the areas of ecommerce and the use and governance of critical IT infrastructure and applications. Leveraging digital technology to drive revenue and consumer loyalty growth as well as business efficiencies.

Further information on the skills, experience and expertise relevant to each Director in office at the date of this report are set out in the Directors' Report which forms part of the 2021 Annual Report.

Board composition and Director independence

As at 31 July 2021, the Board comprised of nine Directors. As of October 2021, the Board comprised of eight Directors. Further details on Board composition and Director independence have been provided on page 1.

ASX Recommendation 2.4 recommends that the Board comprise a majority of independent directors. As at 31 July 2021, the Board considers that six of its nine Directors were independent. As of October 2021, six of its eight Directors were independent.

Premier has adopted the definition of independence set out in the commentary to ASX Recommendation 2.3 as disclosed in the Director Independence Policy on Premier's website.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

Board composition and Director independence (continued)

Directors are assessed as independent where they are independent of management and free of any business or other relationship that could materially interfere, or be perceived to materially interfere, with the exercise of their unfettered and independent judgement. Premier maintains that its Board composition serves stakeholders well by having some directors with longer tenure with a deep understanding of the Group, its business and industry, whilst also acknowledging the renewed perspective of directors with a shorter tenure.

The Board is confident that proper processes are in place, as outlined in its Board Charter, to address needs and expectations with respect to decision-making and the management of conflicts of interest. The Directors on the Board of Premier all add significant value and expertise in a variety of fields. Regardless of whether Directors are defined as independent, all Directors are expected to bring independent judgement and views to board deliberations.

Premier permits individual Directors to engage separate independent counsel or advisors at the expense of the Group in appropriate circumstances, with the approval of the Chairman or by resolution of the Board.

Chairman of the Board

Premier does not comply with ASX Recommendation 2.5 as Mr. Lew, the Chairman of the Board, is not an independent Director. The Board believes that Mr. Lew's position as a Director of Premier's major shareholder, Century Plaza Investments Pty Ltd, does not prevent him from carrying out his responsibilities as Chairman of the Board. Given Mr. Lew's industry experience, skills, expertise and reputation, and his relationship with Premier as its founder, the Board considers that Mr. Lew adds the most value to the Board as its Chairman and that he is the most appropriate person for the position.

In October 2014, the Board appointed Mr. Antonie as Lead Independent Director. The Board considers the appointment of a Lead Independent Director as an important step in providing support to the Chairman in facilitating effective contributions of all Directors, and to promote constructive relations between Directors, and between the Board and management.

Dr. Crean, an independent Non-Executive Director, was appointed as Deputy Chairman as of 25 July 2015. The Board considers the appointment of an independent Deputy Chairman as another important step in promoting a culture of openness and constructive challenge that allows for diversity of views to be considered by the Board.

The Board supports the separation of the role of the Chairman from that of the Chief Executive Officer ("CEO") in accordance with ASX Recommendation 2.5. The Board Charter provides that the Chairman must be a Non-Executive Director, and defines the key roles of the Chairman as:

- managing the Board effectively;
- providing leadership to the Board; and
- interfacing with the CEO.

New Director induction and professional development

The Group has an induction process for all new Directors. All new Directors are provided with the key policies and procedures affecting the Group. The Board Charter provides for processes to ensure that new Directors are acquainted with knowledge of the industry within which the Group operates, and briefings with key executives where appropriate. The induction process also includes briefings on director's duties and responsibilities and the Company's continuous disclosure obligations. The Board receives briefings on material developments in the law, regulatory regime and accounting standards that applies to the Group. The Group offers further professional development to Directors when appropriate.

In order for Directors to act in the best interest of the Group, Premier permits individual Directors to engage separate independent counsel or advisors at the expense of the Group in appropriate circumstances, with the approval of the Chairman or by resolution of the Board.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Company values and Code of Conduct

The Board insists on the highest ethical standards from all officers and employees of Premier and is vigilant to ensure appropriate corporate professional conduct at all times. As such, the Board has adopted a Code of Conduct to articulate the standards of behaviour expected of all Directors, senior executives and employees of Premier. The Board demonstrates these standards and requires all senior executives to lead by example, upholding a culture of acting ethically, lawful and responsibly across the Group.

The Code of Conduct is based on values that define the responsibility of Premier and all Directors and employees. These values require that all directors and employees:

- foster a culture in which all stakeholders including customers, shareholders and employees are treated with respect;
- act to ensure there is no conflict of interest between work and private affairs;
- act in accordance with Premier's values and in the best interests of Premier;
- provide a safe workplace for employees and visitors;
- act honestly, legally, ethically, fairly, respectfully and trustworthy in dealings and relationships; and
- develop a culture where professional integrity and ethical behaviour is valued and rewarded.

A copy of the Code of Conduct is provided to all new Directors and employees upon joining Premier and is available on Premier's website. In addition to Premier's Code of Conduct, Premier's wholly owned subsidiary, Just Group Limited, has in place its own Code of Conduct, provided to all employees upon commencement with the Group.

Premier is committed to complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect. Premier has in place a Whistleblower Policy, which is made available to all officers and employees of Premier. A copy of Premier's Whistleblower Policy is available on its website. Disclosures under Premier's Whistleblower Policy, findings and suggestions for rectifying any identified issues will periodically be reported to Premier's Audit and Risk Committee.

Premier has zero tolerance for bribery and corruption. Premier's policies surrounding anti-bribery and corruption is enshrined in the Group's Code of Conduct, which prohibits Directors and employees from engaging in activities that constitute bribery, unlawful or unethical payments, facilitation payments, inducements, secret commissions or money laundering.

Premier is committed to the safe and ethical manufacture, sourcing and supply of goods and services. As such, Premier is committed to sourcing merchandise that is produced according to the Group's strict principles of safe working conditions, where human rights are respected, and people have free right of association. Premier will only deal with vendors who provide the working conditions and benefits stipulated by law and whose workers (employees and contractors) are treated and compensated fairly and not exposed to physical harm. Premier fully supports the introduction of modern slavery legislation in the various jurisdictions in which we operate. Premier has published its first full Modern Slavery Statement in March 2021. A copy of the Group's Commitment to Ethical Sourcing statement, as well as a copy of the Group's Modern Slavery Statement is available on Premier's website.

Additionally, standards by which all officers, employees and Directors are expected to act are contained in the Board Charter and in Premier's Share Trading Policy. These include standards and expectations relating to:

- insider trading and employee security trading;
- conflicts of interest; and
- confidentiality and privacy.

Under the Group's Share Trading Policy, an officer or executive must not trade in securities of Premier at any time while in possession of unpublished, price-sensitive information in relation to those securities. Before commencing to trade, an executive or officer must first obtain the approval of the Company Secretary or the Chairman.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Company values and Code of Conduct (continued)

Premier's Share Trading Policy permits key management personnel and their associates to trade in Premier's securities during the following window periods:

- within six weeks after the release of Premier's half year results to the ASX;
- within six weeks after the release of Premier's preliminary final report to the ASX; and
- the rights trading period when Premier has issued a prospectus for those rights.

As required by the ASX Listing Rules, Premier notifies the ASX of any transactions conducted by Directors in Premier's securities.

Consistent with the Corporations Act, Premier's conflict of interest policy requires that where an item of business is proposed to be discussed at any meeting of Directors, and discussion of that matter may give rise to a conflict of interest on the part of a Director, that Director must not be present while the matter is being considered and must not vote on that matter (unless the other directors pass a resolution permitting that director to be present or vote). The Board Charter permits Directors who may be in a position of conflict to request that the meeting be postponed or temporarily adjourned to enable him or her to seek legal advice on whether he or she can be present while the matter in question is being considered and vote on the matter in question.

ASX Recommendation 3.2 recommends that a company disclose its Code of Conduct. Premier has implemented a formal Code of Conduct and this code, as well as Premier's Whistleblower Policy and Share Trading Policy, is available on Premier's website.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Audit Committee

The Board has established an Audit and Risk Committee. This committee's role and responsibilities, as well as composition, structure and membership requirements, are set out in a formal Charter approved by the Board, in accordance with ASX Recommendation 4.1. A copy of this Charter can be found on Premier's website.

Premier's Audit and Risk Committee supports and advises the Board in fulfilling its corporate governance and oversight responsibilities in relation to Premier's financial reporting, internal control structures, ethical standards and risk management framework and systems.

The Audit and Risk Committee's prime responsibilities include:

- reviewing the appropriateness of the accounting policies and principles, any changes to those policies and principles and the methods of applying them to ensure that they are in accordance with Premier's stated financial reporting framework;
- reviewing the nomination, performance, independence and competence of the external auditor;
- meeting periodically with key management, external auditors and compliance staff to understand Premier's control environment; and
- examining and evaluating the effectiveness of the internal control system with management and external auditors.

In accordance with ASX Recommendation 4.1, the Audit and Risk Committee is comprised of all independent directors.

The Audit and Risk Committee Charter requires the committee to be structured so that:

- all members are financially literate, that is, are able to read and understand financial statements;
- at least one member has financial expertise, that is, is an accountant or financial professional with experience of financial and accounting matters; and
- all members understand the industry in which the Group operates.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Audit Committee (continued)

The Audit and Risk Committee met on five occasions during the 2021 financial year. Each of the meetings were attended by all committee members. Further information on attendance at Board and committee meetings are set out in the Directors' Report in the 2021 Annual Report.

The Audit and Risk Committee meets as frequently as required to undertake its role effectively. The CEO (when appointed) will have a standing invitation to attend each scheduled meeting of the Audit and Risk Committee and a standing invitation has also been extended to Premier's external auditors.

Directors who are not members of the Audit and Risk Committee are notified of meetings and may attend if they wish. Other senior managers and external advisers may also be invited to attend meetings of the Audit and Risk Committee. The Audit and Risk Committee may request management and/or others to provide such input and advice as required.

Under the Audit and Risk Committee Charter, the committee is responsible for establishing procedures and making Board recommendations regarding external auditors, monitoring the effectiveness and independence of the external auditor, reviewing the scope of the external audit, discussing with the external auditor any significant disagreements with management, and meeting with the external auditor without management present at least twice a year.

In accordance with the Corporations Act, the external audit engagement partner is required to rotate at least once every five financial years. Ernst & Young was appointed as Premier's external auditor in May 2002.

CEO and CFO certification

In accordance with section 295A of the Corporations Act, the Company Secretary, who performs the CFO functions, has provided a written statement to the Board that, in the Company Secretary's opinion:

- Premier's financial records for the 2021 financial year have been maintained in accordance with section 286 of the Corporations Act;
- Premier's financial statements, and the notes referred to in the financial statements, for the 2021 financial year comply with the accounting standards; and
- Premier's financial statements and notes for the 2021 financial year give a true and fair view of Premier's financial position and performance.

In addition, the Company Secretary has provided a written statement to the Board that:

- the view provided on the Group's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and
- the Group's risk management and internal compliance and control system is operating effectively in all material aspects.

The Board notes that due to its nature, internal control assurance from the Company Secretary can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

In response to this, an internal control questionnaire is required to be completed by key management personnel of all significant business units in support of these written statements.

External auditor attendance at annual general meetings

The external auditor, Ernst & Young, attends Premier's annual general meetings and is available to respond to questions from Premier's members about its independence as auditor, the preparation and content of the Auditor's Report and Premier's accounting policies adopted in relation to the financial statements.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Continuous disclosure

During the 2021 financial year, Premier maintained a policy to ensure that it complied with its continuous disclosure obligations under the ASX Listing Rules, the ASX Recommendations and the Corporations Act, and to ensure that all investors have equal and timely access to material and price sensitive information. A copy of Premier's Continuous Disclosure Policy has been disclosed on Premier's website. Under this policy, the Board will, as soon as it becomes aware of information concerning Premier that would be likely to have a material effect on the price or value of Premier's securities, ensure that information is notified to the ASX.

Premier has appointed a Compliance Officer to accept reports from personnel relating to price sensitive information. The Compliance Officer is primarily responsible for ensuring that Premier complies with its disclosure obligations under the Corporations Act and the ASX Listing Rules, and for deciding what information will be disclosed. Additionally, all managers are required to keep up to date with all matters within their responsibility which may be or become material to Premier in this respect.

The Board receives copies of all market announcements promptly after an announcement has been made. Investor presentations are released to the market via the ASX Market Announcements Platform ahead of the relevant investor presentation to ensure equality amongst investors and analysts.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS

Provide information about itself and its governance via website

Premier provides information about itself and its governance via its website. Shareholders, regulators and the wider investment community are able to view Premier's constitution, corporate governance policies and other materials through its website. Premier also provides convenient access to all ASX announcements, market disclosures, annual and half yearly reports and full text of notices and accompanying materials via the Premier website.

Promoting two-way communication with investors

Premier endeavours to encourage and promote effective communication with its shareholders. Premier's Constitution sets out the procedures to be followed regarding:

- the convening of meetings;
- the form and requirements of the notice;
- the chairperson and quorums; and
- the voting procedures, proxies, representations and polls.

Premier's strategy is to ensure that shareholders, regulators and the wider investment community are informed of all major developments affecting Premier in a timely and effective manner. Information is communicated in a number of ways including:

- annual and half yearly reports;
- market disclosures in accordance with the continuous disclosure protocol;
- updates on operations and developments;
- announcements on Premier's website; and
- market briefings and presentations at general meetings.

Furthermore, Premier acknowledges the importance of an investor relations program which facilitates effective two-way communication between Premier, its Board and its investors, including the wider investment community. To achieve this, Premier engages with major shareholders and investment groups on a regular basis. Significant comments or concerns raised by the investors or their representatives are conveyed to the Board and senior management. Furthermore, general contact information is provided on Premier's website to assist the public, including shareholders, potential shareholders, and the media with general enquiries.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS

Annual general meetings

Shareholders are encouraged to attend and participate at general meetings. To facilitate this, meetings are held during normal business hours and at a place convenient for the greatest possible number of shareholders to attend. The full text of notices and accompanying materials are included on Premier's website. Information is presented in a clear and concise manner designed to provide shareholders and the market with full and accurate information. Shareholders are then given a reasonable and equal opportunity to comment and ask questions at general meetings. Shareholder voting at annual general meetings are conducted in such a way to ascertain the true will of the majority of shareholders, whether they attend in person, by proxy or electronically. The 2021 AGM will be held online and shareholders are able to join the meeting, vote and ask questions without attending in person. All voting at the 2021 AGM will be decided by way of a poll.

Send and receive communication electronically

Premier's share registry provides shareholders with the option to receive communications electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

The Board has overall responsibility to ensure that there is a sound system of risk management and internal controls across the business. One of the primary responsibilities of the Board is to identify, assess, monitor and manage risk. Additionally, the Board is responsible for identifying material changes in Premier's risk profile to ensure that Premier can take advantage of potential opportunities while managing potential adverse effects.

Audit and Risk Committee

The Board has delegated responsibility for the identification, assessment and management of risks relating to both Premier's internal and external controls to Premier's Audit and Risk Committee. The risk management functions of the Audit and Risk Committee are designed to ensure the Company is operating within the risk appetite set by the Board, including:

- examining and evaluating the effectiveness of the internal control system with management and external auditors;
- assessing existing controls that management has in place for unusual transactions or transactions that may carry more than an accepted level of risk;
- meeting periodically with key management, external auditors and compliance staff to understand Premier's control environment new and emerging sources of risk and the controls and mitigation measures in place to deal with new risks;
- receiving reports concerning all suspected and actual frauds, thefts, breaches of the law and key risk areas; and
- assessing and ensuring that there are internal processes for determining and managing key areas, such as important judgments and accounting estimates.

The Audit and Risk Committee has the authority to:

- request management or others to attend meetings and to provide any information or advice that the Committee requires;
- access Premier's documents and records;
- obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management; and
- approach management and external auditors for information.

As outlined in section 4 of this corporate governance statement, a copy of Premier's Audit and Risk Committee Charter can be found on Premier's website which addresses Premier's policies for the oversight and management of material business risks.

The composition of the Audit and Risk Committee satisfies ASX Recommendation 7.1 as the committee comprises only independent Directors and is chaired by an independent Director. As noted in section 4, the Audit and Risk Committee met five times during the 2021 financial year and all members attended each meeting. Full details of the committee are listed in section 4 above.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Risk management framework

The responsibility for managing risk on a day-to-day basis lies with the management of each business operation. Additionally, independent risk management audits of site operations are carried out regularly and reports are prepared for the Board which review the risk management and insurances of the Group on a regular basis. The Audit and Risk Committee evaluates the Group's risk management framework on at least a semi-annual basis and considers whether the risk management framework adequately deals with contemporary and emerging risks.

Internal audit function

During the 2021 financial year, the Audit and Risk Committee met with an external consultant to independently evaluate the risk management and internal control processes throughout the Group. The external consultant reports directly to the Audit and Risk Committee and provides the committee with periodic reports on the risk management and internal control processes of the Group.

Environmental or social sustainability risks

As evidenced from its Code of Conduct, the Premier Board is committed to conducting business in an environmentally responsible and ethical manner. The Board recognises the importance of respecting its stakeholders, including employees, shareholders, customers and suppliers. To this extent, a subsidiary company of Premier, Just Group Limited is a signatory to the Australian Packaging Covenant, a voluntary, industry-regulated formal agreement between government and industry which provides companies with the tools to be more involved in reducing the impact on the environment through sustainable packaging design, recycling and product stewardship. Shareholders should refer to the 2021 Annual Report for further details about the Group's Commitment to the Environment and Commitment to Business Sustainability.

The Premier Board also recognises its commitment to the safe and ethical manufacture and supply of goods and services. Premier aspires to the highest standards of ethical conduct and responsible product sourcing practices. The Group has a zero tolerance attitude to modern slavery in all its forms, and fully supports the introduction of modern slavery legislation in various jurisdictions in which the Group operates. Premier published its full Modern Slavery Statement in March 2021, a copy of which is available on Premier's website. As at 31 July 2021, Just Group Limited was a member of the Accord on Fire and Building Safety in Bangladesh (the Accord). The Accord's priorities include a relentless focus on workers generally, as well as building integrity and safety, all supported by financial commitments and good governance. Shareholders should refer to Premier's website for a summary of the Group's Commitment to Ethical Sourcing.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Nomination and Remuneration Committee

During the 2021 financial year, Premier maintained a formal remuneration committee in accordance with ASX Recommendation 8.1. The Remuneration and Nomination Committee supports and advises the Board on the remuneration policies and practices of Premier. The remuneration purposes of the committee include:

- reviewing and making recommendations to the Board on remuneration packages and policies applicable to senior executives and Directors;
- defining levels at which the CEO must make recommendations to the committee on proposed changes to remuneration and employee benefit policies;
- ensuring remuneration packages and policies attract, retain and motivate high calibre executives; and
- ensuring remuneration policies demonstrate a clear relationship between key executive performance and remuneration.

The roles and responsibilities of the Remuneration and Nomination Committee are set out in Premier's Board Charter, available on Premier's website.

The Remuneration and Nomination Committee consists of three members, all of whom are Non-Executive Directors and a majority of those members are independent Directors. The composition and number of meetings held and attended by members of the Remuneration and Nomination Committee are outlined in section 2 of this corporate governance statement. The Remuneration committee is chaired by an independent Non-Executive Director, Mr Terrence McCartney.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration policy

Premier's remuneration policies are both reasonable and responsible, and they establish a link between remuneration and performance. Premier's executive remuneration strategy is designed to attract, motivate and retain high performing individuals, and align the interests of executives with shareholders. Further details regarding Premier's remuneration practices and policies are set out in its Remuneration Report of the 2021 Annual Report.

Premier clearly distinguishes the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives. Non-Executive Directors' aggregate remuneration is capped at a maximum of \$1,500,000 per annum. During the 2021 financial year a total of \$1,160,000 was paid by way of remuneration to Premier's Non-Executive Directors.

Premier has not established any schemes for retirement benefits for Non-Executive Directors (other than superannuation).

Equity-based Remuneration Schemes

The Group's equity-based remuneration scheme is governed by the Performance Rights Plan (approved by shareholders during the 2014 annual general meeting). A summary of the Performance Rights Plan is available on the Premier website.

Executives are prohibited from entering into transactions to hedge or limit the economic risk of the securities allocated to them under the Performance Rights Plan, either before vesting or after vesting while the securities are held subject to restriction. Executives are only able to hedge securities that have vested and continue to be subject to a trading restriction and a seven-year lock, with the prior consent of the Board.

No employees have any hedging arrangements in place.