

CORPORATE GOVERNANCE STATEMENT



MAXIPARTS LIMITED ACN 006 797 173
FOR THE YEAR ENDED 30 JUNE 2025

INTRODUCTION

This Corporate Governance Statement reflects MaxiPARTS Limited's (MaxiPARTS or the Company) corporate governance policies and practices as at 30 June 2025 and which, unless otherwise stated, were in place throughout the year.

This Statement is structured in order of the corporate governance principles set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (the Principles and Recommendations).

This Statement refers to the 2025 Report of Directors and the 2025 Remuneration Report which are available from the MaxiPARTS website, www.maxipartslimited.com.au/annual-reports/

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1:

Have and disclose a board charter setting out:

- (a) the respective roles and responsibilities of the Board and management; and**
- (b) those matters expressly reserved to the Board and those delegated to management.**

The Board acts on behalf of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company.

The MaxiPARTS Board Charter sets out the role and responsibilities of the Board. The Board Charter is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

The Board has also approved a Delegation of Authority Policy to set out the nature and quantum of authority limits at varying levels of the organisation. The Policy reserves particular matters for Board approval.

Matters which are specifically reserved for the Board or its Committees include:

- appointing and removing the Managing Director, and monitoring the performance of the Managing Director;
- ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer;
- appointing the Company Secretary;
- approving senior management remuneration policies and practices;
- approving succession plans for the executive leadership team;
- monitoring and reviewing the performance of the executive leadership team;
- reporting to shareholders;
- providing input into management's development of corporate strategy and approving the annual financial budget and strategic plan;
- reviewing and ratifying systems of risk management and internal compliance and control;
- monitoring compliance with regulatory requirements and the Company's standards and policies;
- approving the payment of dividends;
- approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestments;
- approving the half-yearly and annual financial reports to ASX and shareholders;
- monitoring and ensuring compliance with best practice corporate governance requirements; and
- appointing the Chair of the Board.

Responsibility for the day-to-day management and administration of MaxiPARTS is delegated by the Board to the Managing Director and the executive management team. The Managing Director manages MaxiPARTS in accordance with the strategy, plans and policies approved by the Board. The Board has procedures in place to assess the performance of the Managing Director and the executive leadership team.

The responsibilities of the Managing Director include:

- developing and recommending to the Board strategies, business plans and annual budgets for the Company, and implementing the strategies, business plans and budgets approved by the Board;
- providing effective leadership, direction and supervision of the executive leadership team; and
- developing and managing resources, policies and systems to ensure the effective operation of the Company.

Recommendation 1.2:

Undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director. Provide security holders with all material information in the possession of the company relevant to a decision on whether or not to elect or re-elect a director

The Nomination Committee is responsible for making recommendations to the Board about the appointment of directors. As part of that process, the Nomination Committee will undertake appropriate checks before making such a recommendation. The Report of Directors and the notice for the Company's annual general meeting contain information about directors who are seeking election or re-election.

The Company conducts appropriate checks before appointing a Director or senior executive.

Recommendation 1.3:

Each Director and senior executive should have a written agreement setting out the terms of their appointment

Each Director and senior executive are appointed under a written agreement setting out the terms of their appointment.

Recommendation 1.4:

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

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

Recommendation 1.5:

- **Have and disclose a diversity policy.**
- **Ensure the board or a board committee sets measurable objectives for achieving gender diversity in the composition of the board, senior executives and workforce generally.**
- **Disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or the board committee and progress towards achieving them.**
- **Disclose the entity's most recent "Gender Equity Indicators" as published under the Workplace Gender Equality Act.**

The MaxiPARTS Workplace Diversity and Equal Opportunity Policy confirms MaxiPARTS' commitment to providing a workplace that encourages and celebrates diversity, enabling each employee to fully contribute to the organisation's success. A copy of the policy is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

MaxiPARTS believes that perspectives resulting from a diverse workforce promote innovation and business success, increasing productivity and competitiveness. Under the Policy, diversity encompasses differences including but not limited to gender, age, nationality, race, culture, sexual orientation, religious beliefs, social background, disability, family status, marital status, political opinions, physical and mental ability, experience and education.

Under the Policy, the executive leadership team are responsible for:

- promoting a working environment that encourages outstanding performance, cooperation, trust and mutual respect;

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- ensuring fair and equal practice in relation to recruitment, promotion, salaries, career development and conditions of employment;
- ensuring diversity is considered when determining the composition of employees and senior management; and
- undertaking programs to build trust and cooperation among a diverse workplace.

Under the Policy, managers and supervisors are responsible for:

- promoting a workplace free of employment practices that are biased or discriminate unlawfully against employees, potential employees, contractors, visitors or customers;
- promoting a workplace culture that values and encourages diversity;
- ensuring all decisions are made in a fair and equitable manner;
- valuing and promoting the diverse skills and competencies of all employees and utilising these skills in ways that serve to enhance the performance of the organization and improve individual job satisfaction;
- maintaining a working environment that is free from all forms of bullying, harassment and discrimination; and
- recognising the importance of balancing workplace and domestic responsibilities and priorities.

The Workplace Diversity and Equal Opportunity Policy require the Board of MaxiPARTS to set objectives for achieving diversity. The Board must also monitor, evaluate and review targets.

In August 2022 the board completed its diversity target review and set the following targets for the business.

Attraction Target

- Increase female operational recruitment applications to 15% by FY25 within operational roles
- Implementation and promotion of Gender-neutral workplace policies by FY24.

Development Targets

- All SMT and Branch management to complete core D&I training modules (SBS Program) in FY23 & recruitment training by FY24

Recruitment Target

- Increase overall female workforce representation to 20% by FY25
- Increase the representation in our Sales and Operational areas of the business to 15% by FY25
- One third of new apprenticeship appointments being female in the first year increasing to half by FY25

The business met or exceeded all of these targets over the relevant period with the below performance relative to the above targets were achieved during the FY25 year.

Attraction Target

- Applications from female candidates for operation roles increased from 5% in July 2022 to 19% for FY25
- The business has conducted a comprehensive review of all policies and is in the process of continual improvement via updating them to promote gender-neutral workplace practices, as required

Development Targets

- All SMT and Branch Managers completed the core D&I training modules (SBS Program) in FY23/FY24, and all Branch Managers completed recruitment system training in FY24

Recruitment Target

- Increase in the overall female workforce representation from 15% in FY22 to 23% ((including Förch Australia) at the end of FY25
- Increase in the representation in our Sales and Operational areas from 7% in FY22 to 19% (including Förch Australia) at the end of FY25
- More than 1/3 of new apprenticeship appointments each year identified as female (over target)

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As at 30 June 2025, the Board of Directors consists of two female and three males. The Executive Leadership team maintained gender diversity over the year with 2 female and 3 male (including the Managing Director) members.

A copy of MaxiPARTS' 2024-25 Report to the Workplace Gender Equality Agency is available from the Corporate Governance section of the MaxiPARTS website www.maxipartslimited.com.au/corporate-governance

At the commencement of the FY26 period, the Board set new targets that apply to the FY26 to FY28 period, which are aligned to the WGEA Gender Equality Targets Instrument 2025 (voluntary adoption given employee numbers do not make this mandatory for the business). These targets are:

Gender Composition of the Workforce.

- Increase overall female workforce representation to 30% by end of FY28.
- Increase female representation in Sales & Operations areas to 25% by end of FY28.

Equal Remuneration

- Conduct annual comprehensive gender pay gap analysis, report results to the Board, and implement corrective actions to reduce any identified gaps

Workplace Culture Target:

- Employee consultation on Gender Equality Issues By the end of FY26, implement an annual gender equality consultation process across the MaxiPARTS Group.
- Annual report presenting findings to the Board at the end of H2 outlining feedback and next 12-month action plan.

Recommendation 1.6:

The board should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors. The board should also disclose whether a performance evaluation was undertaken in the reporting period in accordance with that process.

A formal evaluation of Board performance was concluded in FY21. The scope of the evaluation included review of:

- the Board's mission and goals, and the terms of reference of the Board and Committees;
- performance against the Strategic Plan;
- Board operations and processes; and
- relationships with stakeholders.

The Board has implemented the recommendations of the evaluation, including finalising the Board renewal process.

The Chair regularly reviews the conduct of Board and Committee meetings and agrees with the Board whether changes should be made to the content or structure of Board and Committee meetings. The Board also evaluates the performance of individual directors at the time of their re-election to the Board, in order to make a decision whether to recommend that a director be re-elected.

The Board has identified the skills and experience desirable for those on the Board and, further, the Chair has undertaken an assessment process to identify and confirm which directors hold those skills – refer to Recommendation 2.2 below.

In FY25, the board completed an external review of required skills and experience, taking account of both current and expected future requirements which will be used to guide future board renewal planning and process.

Recommendation 1.7:

Have and disclose the process for evaluating the performance of senior executives at least once every reporting period. Disclose whether a performance evaluation for senior executives has taken place in the reporting period.

The Board evaluated the performance of senior executives during FY25.

The Board reviews the performance of senior executives against key performance indicators (KPIs). The KPIs are established at the start of a financial year and generally include measures relating to the Group, the relevant segment and the individual, and include safety, values, financial, people, customers, strategy and risk measures. The measures are chosen as they directly align the individual's rewards to the values, strategy and performance of the Group.

MaxiPARTS has a program of goal setting, regular coaching and monitoring sessions, and annual performance evaluations for senior executives.

Please refer to the 2025 Remuneration Report for more information about the performance evaluation of senior executives.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1:

- **The Board should have a nomination committee which has at least three members, the majority of whom are independent directors.**
- **The Committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and the attendance of members at meetings of the committee.**

The Board has established a Nomination Committee. All non-executive directors are members of the Committee (as at 30 June 2025) - Ms Mary Verschuer, Mr Gino Butera, Ms Debra Stirling, Mr Frank Micallef. Ms Verschuer is the current Chair of the Committee. All members are independent directors, including the Chair of the Committee. Information about the independence of the directors is set out below in relation to Recommendation 2.3.

The 2025 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

The Charter of the Nomination Committee is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

Recommendation 2.2:

Have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

The Board has identified the key skills and experience that the MaxiPARTS Board is looking to achieve in its membership, as set out below. As the Board renewal process continues, the MaxiPARTS Board is cognisant of the skills it needs to retain and seek in new directors. The Board also looks for gender diversity within these skill sets.

The following tables and charts illustrate the skills, experience and diversity of the Board as at 30 June 2025.

Board diversity

Gender	No. of Directors	Age	No. of Directors
Female	2	45-49	1
Male	3	60-70	4
Total	5	Total	5

Board skills and experience

Qualifications	No. of directors (Max. 5)	Professional Experience	No. of directors (Max. 5)
Accounting / Finance / Economics	3	Accounting	5
Engineering / Science	1	Finance / Investment	3
MBA	1	Manufacturing	4
AICD Member / Fellow	5	Distribution	5
		Logistics	4
		Engineering	2
		Sales & Marketing	5
		Professional Services	2

Recommendations 2.3 & 2.4:

A majority of the Board should be independent directors

Disclose the length of service of each director and the names of the directors considered to be independent directors.

The Board acknowledges that all directors, whether assessed as independent or not, should bring independent judgement to bear on all Board decisions.

The Board comprises a majority of independent directors. As at 30 June 2025, MaxiPARTS had four non-executive directors, all of whom are considered by the Board to be independent, and one executive director. None of the non-executive directors has an interest, position or relationship of the type described in Box 2.3 of the Principles and Recommendations.

Non-Executive Directors

Ms Mary Verschuer (Chair) – Independent
Mr Gino Butera – Independent
Ms Debra Stirling – Independent
Mr Frank Micallef – Independent

Executive Director

Mr Peter Loimaranta (Managing Director) – Not Independent

The MaxiPARTS Board Charter sets out a number of measures to ensure that all directors exercise independent judgement in decision making, including:

- Directors are expected to cast their vote on any resolution in accordance with their own judgement.
- Directors are expected to comply with their legal, statutory and equitable duties when discharging their responsibilities as directors.
- Directors may access information and seek independent advice that they consider necessary to fulfil their responsibilities and to exercise independent judgement in decision making.
- Directors are expected to be sensitive to conflicts of interest that may arise and be mindful of their fiduciary obligations to MaxiPARTS.

Refer to the 2025 Report of Directors for information about each Director's length of service.

Recommendation 2.5:

The chair of the Board should be an independent director. The roles of chairperson and chief executive officer should not be exercised by the same individual.

MaxiPARTS Chair, Ms Mary Verschuer, is considered by the Board to be an independent director.

The roles of chair and managing director are exercised by Ms Mary Verschuer and Mr Peter Loimaranta, respectively.

Recommendation 2.6:

The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain their skills and knowledge needed to perform their role as directors effectively.

New directors are offered induction programs to allow them to fully and actively participate in decision making. The induction programs are designed to ensure that any new director has a comprehensive knowledge of MaxiPARTS and the industry and the markets in which it operates.

Directors and senior executives are encouraged to become members of relevant industry groups and professional organisations and to update and enhance their skills and knowledge through appropriate education and training courses.

To assist with understanding the Group's business operations and the key health and safety risks across the business, the Board undertakes tours of the Group's major facilities as part of its annual Board cycle.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: The company should articulate and disclose its values.

MaxiPARTS has the following company Values:

- Safety
- Teamwork
- Integrity & Respect
- Commercially savvy
- Responsiveness
- Customer focus

MaxiPARTS includes disclosure and discussion around the company values in all new staff inductions and in prominent postings in physical and online locations as well as on our company website at www.maxipartslimited.com.au.

Recommendation 3.2: Have a code of conduct for directors, senior executives and employees, and disclose that code or a summary of it.

MaxiPARTS has a Code of Conduct. All employees, directors, managers and contractors must adhere to the Code of Conduct, regardless of location or role.

The MaxiPARTS Code of Conduct is based on the six MaxiPARTS Values, set out above.

MaxiPARTS believes that consistent and proper business conduct creates loyalty and trust with our stakeholders and each other, and fosters an appropriate culture. The Code of Conduct demonstrates how to apply our Values and reflects the Company's policies and procedures.

The Code of Conduct is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

Recommendation 3.3: Have and disclose a whistle-blower policy, and ensure the board or a committee of the board is informed of any material incidents reported under that policy.

MaxiPARTS has a whistle-blower policy, called "Speaking Up", which encourages employees, contractors and others to report unlawful or unethical behaviour. The Speaking Up Policy is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance.

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

Recommendation 3.4: Have and disclose an anti-bribery and corruption policy and ensure the board or a committee of the board is informed of any material incidents reported under that policy.

MaxiPARTS has a Code of Conduct, which includes anti-bribery and corruption provisions. The Code of Conduct is available from the Corporate Governance section of the MaxiPARTS website www.maxipartslimited.com.au/corporate-governance

The Board is informed of any material breaches of the Code of Conduct.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1:

- **The Board should have an audit committee which has at least three members, all of whom are non-executive directors and a majority of whom are independent directors.**
- **The committee should be chaired by an independent director, who is not the chair of the board.**
- **Disclose the charter of the committee, the relevant qualifications and experience of members of the committee and the attendance of members at meetings of the committee.**

The Board has established an Audit & Risk Management Committee. The Committee comprises (as at 30 June 2025) all of the non-executive directors – Mr Frank Micallef, Ms Mary Verschuer, Ms Debra Stirling and Mr Gino Butera. The Committee is chaired by an independent director, Mr Frank Micallef.

A majority of the members of the Audit & Risk Management Committee are independent directors. Information about the independence of the directors is set out above in relation to Recommendation 2.3.

The Charter of the Audit & Risk Management Committee is available from the Corporate Governance section of the MaxiPARTS website www.maxipartslimited.com.au/corporate-governance

The members of the Committee have sufficient accounting and financial expertise, and a sufficient understanding of the industry in which MaxiPARTS operates, to be able to discharge the Committee's responsibilities effectively.

The 2025 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

The Committee has the right to obtain access to the external auditors, without management being present. The Committee also has the right to obtain independent professional advice (including financial, accounting, legal and tax advice).

Recommendation 4.2:

The board should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In accordance with the Charter of the Audit & Risk Management Committee and section 295A of the Corporations Act, the Managing Director and Chief Financial Officer of MaxiPARTS are required to declare in writing to the Board that, in their opinion, MaxiPARTS' financial records have been properly maintained in accordance with the Corporations Act and that MaxiPARTS' consolidated financial statements and associated notes comply with the relevant accounting standards and present a true and fair view of the Group's financial position and performance. The declaration is also underpinned by representations from executive management and relevant accounting officers.

The declaration by the Managing Director and Chief Financial Officer must also confirm the existence of a sound system of risk management and internal compliance and control which reflects the policies adopted by the Board and that MaxiPARTS' risk management and internal compliance and control systems are operating efficiently and effectively.

Recommendation 4.3:

Disclose the process to verify the integrity of any periodic corporate report released to the market that is not audited or reviewed by an external auditor.

All periodic reports that are not audited are supported by attestations from management as to the accuracy of the information included and approved by the Board.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURES

Recommendation 5.1:

Establish a written policy for complying with the continuous disclosure obligations under the ASX Listing Rules.

The Company is committed to complying with its continuous disclosure obligations to keep the market fully informed of information which may have a material effect on the price or value of the Company's shares.

MaxiPARTS has adopted a Continuous Disclosure Protocol to enable the Company to comply with the continuous disclosure obligations under the ASX Listing Rules. The Protocol is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance. The Protocol sets out the responsibilities of the Board, the Company Secretary and managers in relation to continuous disclosure. The Protocol also sets out the requirements to be followed in relation to discussions with analysts and the media.

ASX announcements are made available on the Company's website after they are released to ASX.

Recommendation 5.2:

Ensure that the board receives copies of all material market announcements promptly after they have been made.

The Continuous Disclosure Protocol requires that the Board is given a copy of all material market announcements promptly after their release.

Recommendation 5.3:

Release a copy of presentation materials for any new and substantive investor or analyst presentation on the ASX Market Announcements Platform ahead of the presentation.

The presentation materials for any investor or analyst presentation are released to the market ahead of the presentation occurring.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1:

Disclose information about the company and its governance to shareholders via its website.

The Investors section of the MaxiPARTS website (www.maxipartslimited.com.au) contains information about MaxiPARTS including key people, annual reports, the share price, key corporate governance documents and ASX announcements.

Recommendation 6.2:

Design and implement an investor relations program to facilitate effective two way communication with investors.

The Company respects the rights of shareholders and seeks to facilitate the effective exercise of those rights. The Company has an Investor Relations Policy which sets out the way that the Company communicates effectively with shareholders, gives shareholders ready access to balanced and

understandable information about the Company, responds to individual enquiries and encourages shareholders to participate in general meetings.

The Investor Relations Policy is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

Recommendation 6.3:

Disclose how participation of security holders at meetings is facilitated and encouraged.

MaxiPARTS encourages shareholders to attend and actively participate in its annual general meetings. The Company's Investor Relations Policy is available from the Corporate Governance section of the MaxiPARTS website, www.maxipartslimited.com.au/corporate-governance

Notices of meeting are drafted in plain English to be easy and clear to understand. They are honest, accurate and not misleading. Meetings are held during normal business hours and at a convenient location.

Recommendation 6.4:

Ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

The Company has a practice of conducting a poll for all resolutions put to security holders in general meeting.

Recommendation 6.5:

Provide shareholders with the option to receive communications from, and send communications to, the Company and its share registry electronically.

The Company publishes information on its website and sends information to shareholders by mail or e-mail (where nominated). Shareholders may contact Computershare on 1300 85 05 05 (Australia) or +61 3 9415 4000 (Overseas) if they wish to elect to receive communications by email.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1:

- **The Board should have a committee to oversee risk.**
- **The committee should have at least three members, a majority of whom are independent directors.**
- **The committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and attendance of members at committee meetings.**

The Audit & Risk Management Committee assists the Board in reviewing the risk management and internal compliance and control systems of the group.

As outlined above, the Committee comprises (as at 30 June 2025) all of the non-executive directors – Mr Frank Micallef, Ms Mary Verschuer, Ms Debra Stirling and Mr Gino Butera. The Committee is chaired by an independent director, Mr Frank Micallef.

Information about the independence of the directors is set out above in relation to Recommendation 2.3.

The Charter of the Audit & Risk Management Committee is available from the Corporate Governance section of the MaxiPARTS website, <https://corporate.maxiparts.com.au/corporate-governance/>.

The 2025 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

Recommendation 7.2:

The board or one of its committee should review the company's risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place.

The Risk Management Framework sets out the process that will be followed to identify, assess and manage risk across the Group. The risk methodology used by MaxiPARTS to identify, analyse, assess, evaluation, treat, monitor and report on risks is based on the practices outlined by the ISO31000:2018 Risk Management Guidelines.

The Audit & Risk Management Committee reviewed the Risk Management Framework during FY25.

Where appropriate, specific risk management policies and frameworks are also established by MaxiPARTS to identify and analyse specific risks faced by the Group, to set appropriate risk controls, and the monitor risks and adherence to limits and controls. This includes policies in relation to the health and safety of employees and financial controls.

Recommendation 7.3:

Disclose if the Company has an internal audit function, how it is structured and what role it performs. If not, disclose that fact and the processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Company does not have a separate internal audit function due to its relatively small size and less complex financial and organisational structures. The Board has received assurance from the Chief Executive Officer and the Chief Financial Officer that the declaration provided in accordance with section 295A of the Corporations Act is 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.

Recommendation 7.4:

Disclose whether the Company has material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

Please refer to the 2025 Report of Directors for information about the material risks faced by the Company.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1:

- **The Board should establish a remuneration committee.**
- **The committee should have at least three members, a majority of whom are independent directors.**
- **The committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and attendance of members at committee meetings.**

The Board has established the Remuneration & Human Resources Committee. The Committee comprises all of the non-executive directors (as at 30 June 2025) – Mr Gino Butera, Ms Debra Stirling, Mr Frank Micallef and Ms Mary Verschuer. The Committee is chaired by an independent director, Mr Gino Butera. All of the members are independent directors. Information about the independence of the directors is set out above in relation to Recommendation 2.3.

The Charter of the Committee is available from the Corporate Governance section of the MaxiPARTS website www.maxipartslimited.com.au/corporate-governance

The 2025 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

Recommendation 8.2:

Disclose the policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Non-executive directors receive a fixed fee and are not entitled to termination benefits or incentives. Fees paid to non-executive directors are periodically benchmarked against similar companies. Non-executive directors are not entitled to participate in any executive equity incentive scheme.

Executive directors have access to salary, termination benefits in certain circumstances, superannuation benefits, short term incentives and long term incentives.

Letters of appointment for directors set out their remuneration entitlements.

Details of the remuneration paid to non-executive directors, executive directors and key management personnel are set out in the 2025 Remuneration Report.

Recommendation 8.3:

Establish a policy on whether participants in an equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. Disclose that policy or a summary of it.

The rules of the MaxiPARTS Performance Rights Plan prohibit executives from entering into transactions to limit the economic risk of participating in the Plan. This Plan is the only equity-based remuneration scheme available to employees of MaxiPARTS.

Recommendations 9.1, 9.2 and 9.3.

None of Recommendations 9.1, 9.2 or 9.3 apply to the Company.

This Corporate Governance Statement has been approved by the Board of MaxiPARTS Limited.