



2023

**Corporate
Governance
Statement**





Governance at Ventia

At Ventia, we believe good governance is fundamental to delivering on our strategy of Redefining Service Excellence.

Ventia is an infrastructure services provider operating in Australia and New Zealand. Our purpose is to make infrastructure work for our communities. It's at the heart of who we are and is what unites and excites us.

Our approach to governance is based on our values and strategy which represent what we stand for every day, both internally and externally. They are our guide to ensure we focus on what's right, and what's important to our clients, employees and the community.

Redefining Service Excellence is our approach to delivering service excellence to our stakeholders. We differentiate ourselves through our client focus, innovation and commitment to sustainability. Our strategy encourages us to create a culture where we seek to improve every day to deliver successful outcomes. Redefining Service is our blueprint for success, brought to life by the pride and passion of our people.

Both our values and strategy are embedded into Ventia's governance framework, which enables our people to deliver on our commitments and plays an integral role in effective and responsible decision making for our shareholders, employees, business partners, government, regulators and the broader community.

This Corporate Governance Statement (**Statement**) details the key governance policies and practices adopted by our Board, some of which can be found in the Corporate Governance section of our website at www.ventia.com.

This Statement is current as at 21 February 2024 and has been approved by the Board and lodged with the ASX, together with its accompanying Appendix 4G.

Compliance with ASX Recommendations

Under ASX Listing Rule 4.10.3, ASX-listed entities are required to benchmark their corporate governance practices against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Recommendations**).

Following Ventia's listing in November 2021, Ventia complied with all relevant ASX Recommendations, with the exception of ASX Recommendation 2.4 which provides that the Board should be comprised of a majority of independent Directors, and ASX Recommendation 2.5 which provides that the Chair of the Board of a listed entity should be an Independent Director. By the end of 2022 Ventia complied with ASX Recommendation 2.4 as the majority of directors were independent directors.

As at the date of this document, Ventia now complies with ASX Recommendation 2.5, as the Chair is now also considered by the Board to be an independent director.

Ventia's Governance Framework

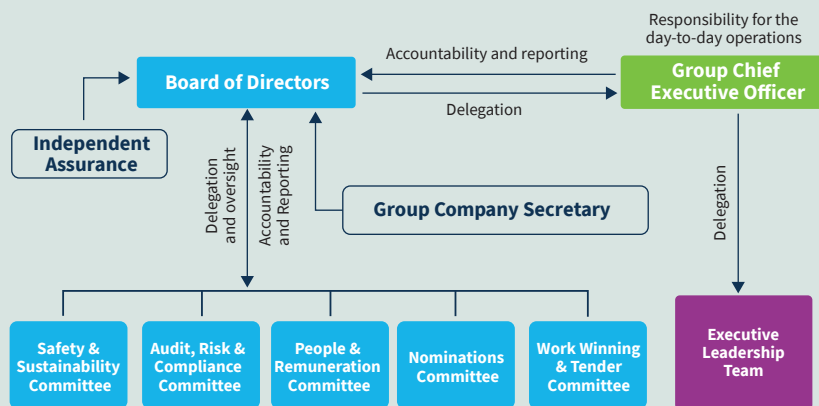
Our Values



Our Strategy







Stakeholders








Key Components of Our Governance Framework

The table below sets out each of the key components of our governance framework and is cross-referenced against the relevant ASX Principle and relevant governance documents currently adopted by Ventia.

	Key Governance Framework Component	Relevant ASX Principle(s)	Relevant Governance Documents	
	Section 1: Our Board & Committees A skillful and experienced Board, with a Committee structure suited to our needs	Principle 1: Lay solid foundations for management and oversight Principle 2: Structure the Board to be effective and add value	<ul style="list-style-type: none"> • Constitution • Board Charter • Audit, Risk and Compliance Committee Charter • Safety and Sustainability Committee Charter 	<ul style="list-style-type: none"> • People and Remuneration Committee Charter • Work Winning and Tender Committee Charter • Nominations Committee Charter
	Section 2: Our ELT Clear delegation, decision making and accountability to our Group Chief Executive Officer, Executive Leadership Team and senior executives	Principle 1: Lay solid foundations for management and oversight	<ul style="list-style-type: none"> • Board Charter 	<ul style="list-style-type: none"> • Delegations of Authority Matrix
	Section 3: Risk & Opportunity Management Strong systems of risk and opportunity management is essential to deliver on our purpose	Principle 4: Safeguard integrity in corporate reporting Principle 7: Recognise and manage risk	<ul style="list-style-type: none"> • Audit, Risk and Compliance Committee Charter • Risk Management and Opportunity Policy • Tax Corporate Governance Policy 	<ul style="list-style-type: none"> • Treasury Policy • Critical Risk Protocols • Group Accounting Policy • Financial Control Policy • Asset Management Policy
	Section 4: Promoting Responsible & Ethical Behaviour Ventia's Code of Conduct and governance policies which reinforce the importance of our values in carrying out our responsibilities to our shareholders, employees, business partners, government, regulators and the communities where we operate	Principle 3: Instil a culture of acting lawfully, ethically and responsibly	<ul style="list-style-type: none"> • Code of Conduct • Bribery and Corruption Policy • Security Dealings Policy • Disclosure Policy • Donations and Sponsorship Policy • Modern Slavery Policy • International Trade Controls and Anti-Money Laundering Policy • Government Relations Policy 	<ul style="list-style-type: none"> • Privacy Policy • Procurement Policy • Bullying and Harassment Policy • Equal Employment Opportunity and Discrimination Policy • Indigenous Relations Policy • Diversity and Inclusion Policy • Sustainability Policy

Key Governance Framework Component	Relevant ASX Principle(s)	Relevant Governance Documents	
 <p>Section 5: Safety & Sustainability</p> <p>Taking a common approach to safety, health, environment and quality across all our businesses helps us deliver our services both safely and sustainably</p>	<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p> <p>Principle 7: Recognise and manage risk</p>	<ul style="list-style-type: none"> • Critical Risk Protocols • Health and Safety Policy • Quality Policy 	<ul style="list-style-type: none"> • Sustainability Policy • Workplace Injury Management Policy • Information Security Policy
 <p>Section 6: Diversity & Inclusion</p> <p>We celebrate and embrace diversity across our business – diversity in background, age, gender, skills, experience and thought</p>	<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p> <p>Principle 8: Remunerate fairly and responsibly</p>	<ul style="list-style-type: none"> • Code of Conduct • Diversity and Inclusion Policy • Bullying and Harassment Policy • Indigenous Relations Policy 	<ul style="list-style-type: none"> • Equal Employment Opportunity Policy • Flexible Working Arrangements Policy
 <p>Section 7: Stakeholder Engagement</p> <p>We are committed to a coordinated, timely, and respectful approach to communication with all stakeholders</p>	<p>Principle 5: Make timely and balanced disclosure</p> <p>Principle 6: Respect the rights of security holders</p>	<ul style="list-style-type: none"> • Code of Conduct • Communications & Media Relations • Policy 	<ul style="list-style-type: none"> • Privacy Policy • Government Relations Policy • Disclosure Policy

1. Our Board & Committees

Role and Responsibilities

The Board is responsible for the overall corporate governance of Ventia and its controlled entities (**Group**). It sets the 'tone from the top' by demonstrating behaviours that are aligned with Ventia's values.

The Board is governed by a Constitution and Board Charter which sets out the Board's authority, responsibilities, membership criteria and the agreed principles by which it operates. These documents, together with Committee Charters and a Delegations of Authority Matrix (DoA), establish the relationship between the Board and Management.

The primary responsibilities reserved specifically for the Board include:

- approving, with input from Management, the strategic objectives and operating budgets;
- monitoring corporate performance and Management's implementation of Ventia's strategy;
- setting Ventia's risk appetite, within which the Board expects Management to operate in the execution of our strategy and business objectives;
- approving financial reports, profit forecasts, outlook statements and other reports required at law or under the ASX Listing Rules to be adopted by the Board;
- approving major capital expenditure and transactions in excess of the discretionary limits delegated to the Group CEO, and overseeing capital management;
- satisfying itself that Ventia's remuneration framework is aligned with Ventia's values, strategic objectives and tolerance for risk;
- approving acquisitions, divestments, partnerships, business ventures, entering new industries or operating in new countries, as set out in the DoA
- appointing, evaluating the performance of, determining the remuneration of, removal of, and planning succession of, the Group CEO and Executive Leadership Team;
- approving Ventia's values and monitoring corporate culture; and
- approving Ventia's policies including Code of Conduct.

Composition of the Board

The majority (being five of the eight Directors) of the Board are considered Independent Directors.

During such time as the Chairman is not considered an Independent Non-Executive Director, Jeff Forbes continues to be designated as the 'Lead Independent Non-Executive Director'.

In relation to election at an AGM:

- one-third of the Board will retire at each AGM and may stand for re-election;
- the Directors to retire shall be those who have been longest in office since their last election, noting that Directors must retire at the third AGM, or three years since their last election (whichever is longer); and
- a Director who has been appointed by the Board to fill a casual vacancy is required to retire and stand for election by the shareholders at the next AGM.

Board Membership

The below table sets out the details of the current Directors of the Board. Each of these Directors served during FY2023.

Name	Position	Independent	Appointed
Current Independent Non-Executive Directors			
Jeff Forbes	Lead Independent Non-Executive Director	Yes	2021
Anne Urlwin	Independent Non-Executive Director	Yes	2021
Lynne Saint	Independent Non-Executive Director	Yes	2021
Sibylle Krieger	Independent Non-Executive Director	Yes	2021
Damon Rees	Independent Non-Executive Director	Yes	2023
Current Non-Executive Directors			
David Moffatt*	Chairman	No	2014
Kevin Crowe*	Non-Executive Director	No	2014
Current Executive Directors			
Dean Banks+	Managing Director	No	2022

* Kevin Crowe is a nominee Director of substantial Shareholder, Apollo, and will step down from the Board in February, 2024.

* The Nominations Committee have determined that David Moffatt will be considered an Independent Non-Executive Director from 2024.

+ Dean Banks was appointed as Managing Director (in addition to his incumbent role as Group CEO) in June 2022.

Notes

1. Steve Martinez is an Alternate Director to Kevin Crowe and will step down from the Board in February, 2024.
2. Details of the qualifications and experience of each current Director are set out in Ventia's 2023 Annual Report.

Role of the Chairman

The role of the Chairman includes:

- providing effective leadership to the Board in relation to all Board matters;
- guiding the Board agenda and conducting all Board meetings to facilitate discussions, challenges and decision-making;
- in conjunction with the Group Company Secretary, arranging regular Board meetings throughout the year and confirming that minutes of meetings accurately record decisions taken;
- acting as a conduit between Management and the Board; and
- supporting the Group CEO's people agenda, and providing mentoring and business development to employees.

Outside Board meetings, the Chairman acts as the main interface between the Board and the Group CEO. The Chairman also represents to the Board to our shareholders and actively engages with Ventia's regulators and customers.

Board Skills

The Nominations Committee is responsible for ensuring that our Board is comprised of Directors who collectively have the skills, experience, knowledge and diversity needed to support Ventia in achieving its strategic objectives and fulfilling its legal and regulatory requirements. The Board's Skills Matrix is an important tool in this process.

The creation of a Skills Matrix for Ventia is an opportunity for considered reflection and productive discussion on how the Board is constituted currently and also how it believes it should best be constituted in the future to align with Ventia's strategy and the needs of a listed entity.

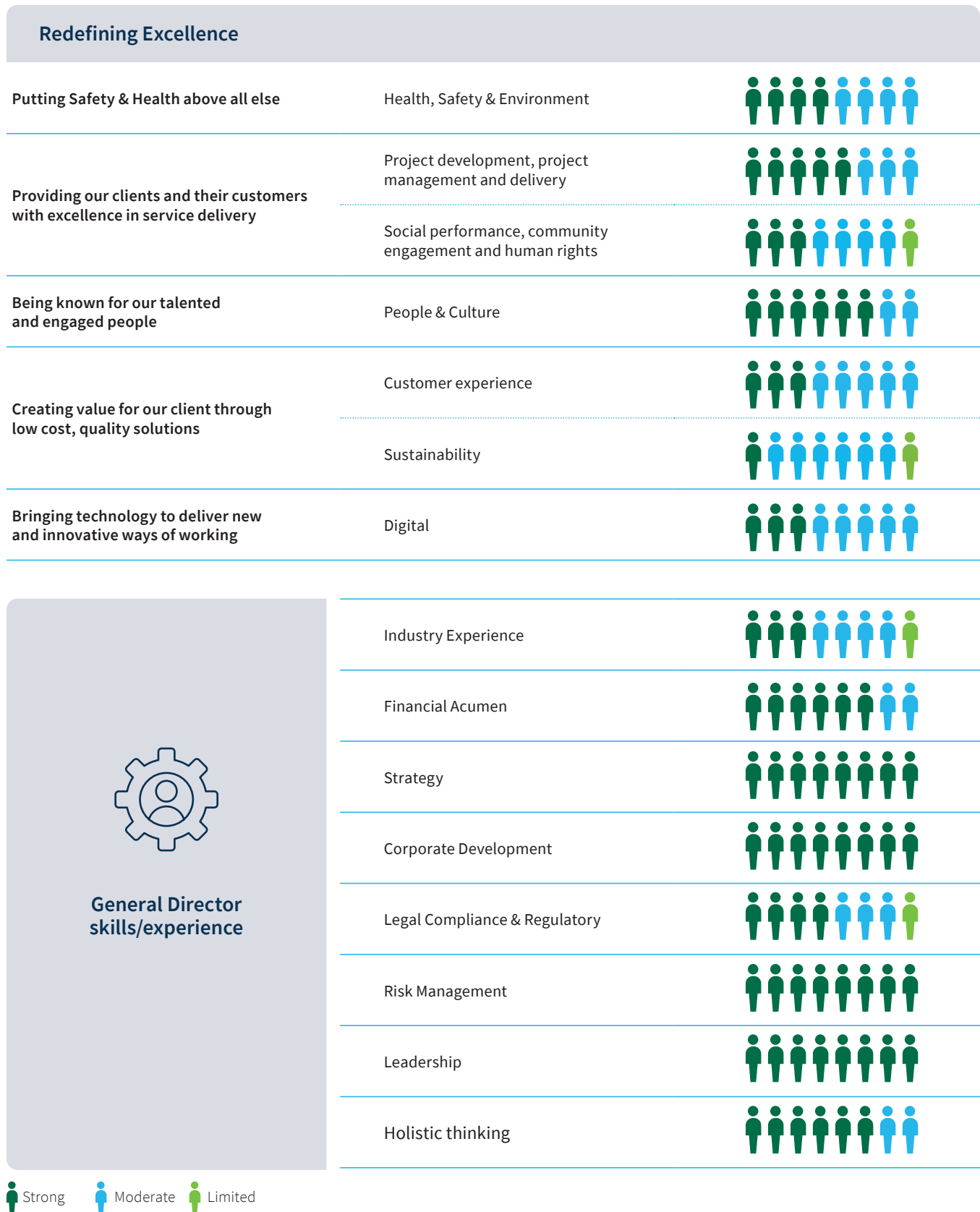
The Skills Matrix (as depicted below) sets out the skills, knowledge, experience and capabilities desired of the Board to enable it to meet both the current and future challenges of Ventia. It also provides an opportunity for considered reflection and productive discussion on how the Board is currently constituted currently and also how it believes it should best be constituted in the future to align with Ventia's strategy of Redefining Service Excellence.

In 2023, each of the Directors undertook a self-assessment of the Skills Matrix to identify his/her current skill level against each skill. These results were then consolidated and reviewed by the Directors. The Board considers the current skills matrix to be valid and Directors have confirmed there have been no material changes to their self-assessment since 2023.

All areas in the Skills Matrix are currently well represented by the current Board.

1. OUR BOARD & COMMITTEES

Board Skills Matrix



Board Independence

The Board Charter sets out guidelines to assist in considering the independence of Directors. The Board considers a Director to be independent where he or she is free of any interest, position or relationship that might influence, or might reasonably be perceived to influence, in a material respect, his or her capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of Ventia as a whole rather than an individual shareholder or other party. The Board will review the independence of each Director in light of information disclosed to the Board having regard to all relevant matters, including Box 2.3 of the ASX Recommendations.

The Board considers that each of Jeff Forbes, Lynne Saint, Sibylle Krieger, Damon Rees and Anne Urlwin is free from any interest, position or relationship that might influence, or might reasonably be perceived to influence, in a material respect, his or her capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of Ventia as a whole rather than in the interests of an individual shareholder or other party and is able to fulfil the role of an Independent Non-Executive Director for the purpose of the ASX Principles.

Kevin Crowe has been nominated to the Board by substantial Shareholder, Apollo, and is therefore not considered by the Board to be an Independent Non-Executive Director. Kevin has notified the Board of his intent to resign in February 2024.

David Moffatt was originally nominated to the Board by Apollo in 2015 as Executive Chairman and subsequently held the position of Group CEO of Ventia on an interim basis (between November 2019 and January 2021). He is currently a senior professional adviser to Apollo Global Management, who were no longer considered a majority shareholder from November 2023 and who sold all remaining shares in Ventia in October 2023.

Given these matters, David Moffatt was not considered by the Board to be an Independent Non-Executive Director for the 2023 financial year, but is considered to be Independent for the 2024 financial year.

Dean Banks was appointed as Managing Director in June 2022. As Group CEO, he is not considered by the Board to be an Independent Non-Executive Director.

Outside Interests and Conflicts of Interest

Prior to accepting any non-Ventia Board or executive appointments, Directors must discuss the proposed appointment with the Chairman to ensure that it will permit them to continue to act at all times in the best interests of Ventia, exercise independent judgement and devote sufficient time to fulfil their obligations to Ventia. The Chairman will review the proposed appointment, particularly in the context of conflicts of interest, on a case-by-case basis.

All Directors must immediately disclose any perceived, potential or actual conflicts of interest that could impact their independence. When such a conflict of interest arises, the Director concerned withdraws from the Board meeting while the relevant matters are considered, and will not receive Board or Committee papers or minutes pertaining to that matter that they are conflicted by. Accordingly, the Director concerned neither takes part in discussions nor exercises any influence over the Board if such a conflict of interest exists.

Board Selection and Appointment

The Nominations Committee will use a range of tools (including the Skills Matrix as set out above) to make recommendations to the Board in respect of the:

- mix currently represented on the Board;
- skills, knowledge, experience, independence and diversity the Board is looking to achieve in its membership; and
- desirable qualities and capabilities that should be targeted in the Board's succession planning.

The Board will review the candidates and the most suitable person is either appointed by the Board and is elected at the next AGM or is recommended to shareholders for election at a general meeting.

Prior to the appointment of any new Director, appropriate checks will be conducted to determine if they have the capabilities needed and are fit and proper to undertake the responsibilities of the role. Appropriate background checks are also undertaken prior to employing senior executives.

As is required by the ASX Recommendations, all material information in Ventia's possession relevant to a Director's election or re-election will be provided to shareholders in the relevant Notice of Meeting.

If the Board determines that a candidate should be appointed to the Board, they will receive a formal letter of appointment outlining the key terms, conditions and expectations of their appointment.

Before accepting the position, the candidate must confirm that they have sufficient time to fulfil their obligations to Ventia and provide details of their other commitments and interests.

1. OUR BOARD & COMMITTEES



Director Induction

A Director's effectiveness in their role is enhanced when they have clarity about their responsibilities and what is expected of them as a member of the Board, including the nature of Directors' duties and the operations and finances of the organisation at a level that enables them to govern and meet their oversight obligations.

Ventia has a documented Director Induction Program that is designed to ensure that new Directors are in a position to maximise their contribution to the governance and strategic oversight of Ventia from the earliest possible date.

The Director Induction Program is split into three stages, namely:

- **Stage 1** – Upon Appointment: Immediately following appointment, Directors receive a comprehensive range of materials regarding Ventia;
- **Stage 2** – 1-2 months following appointment: Newly appointed Directors are given the opportunity to meet key internal and external stakeholders across Ventia's operations and, if practicable, undertake site visits; and
- **Stage 3** – Ongoing Development: Throughout their tenure, Directors will be provided the opportunity to develop their understanding as a Director of Ventia. Further information is set out in below.

Ongoing Director Training

Directors are expected to maintain the knowledge and skills required to perform their role effectively. As part of their ongoing training and development, Directors receive relevant briefings from senior executives, the external auditor and external advisors relating to:

- work, health, environment and safety;
- economic issues in the markets in which Ventia operates;
- insurance; and
- directors' duties.

During 2023, the Directors visited several offices and project sites. In addition, the Directors participated in briefings with external advisers. The visits and briefings allow the Directors to further their understanding of Ventia's operations and the communities in which we operate in.

Performance Review of Board, Committees, Directors & Key Management Personnel

Ventia believes that high-performing Board underpins good governance and better outcomes aligned with our strategy. The Board continuously reviews its performance in both a formal and informal manner.

During the reporting period and at each Board meeting, the Directors have an opportunity to review the performance of the Board, the Committees and individual Directors (including the Chairman). The outcome of these reviews are discussed by the Directors with Management present, including opportunities for the functioning of the Board and its Committees to be enhanced. The Board intends to undertake an external performance evaluation in 2024.

Further information on the evaluation of Key Management Personnel (KMP) performance in FY2023 is set out in Ventia's 2023 Annual Report.

Remuneration of Directors and Key Management Personnel

Details of Ventia's remuneration policies, practices, performance reviews and outcomes, and the remuneration paid to the Directors and other KMP, are set out in the Remuneration report section of the 2023 Annual Report. Shareholders will be invited to consider and adopt the Remuneration report at the 2024 AGM.

Access to Information, Independent Advice and Indemnification

For the purposes of the proper performance of their duties, Directors are entitled to seek independent professional advice, at Ventia's expense, subject to the prior written consent of the Chairman or the Board as a whole. The policy of the Board is that external advice will be made available to all Directors, unless the Chairman determines otherwise.

Minimum Shareholding Requirements for Directors

In November 2021, the Board adopted a Minimum Shareholding Requirement (MSR) which sets out requirements for Independent Non-Executive Directors to hold a minimum value of shares in Ventia to ensure alignment with shareholders' interests.

The MSR requires each Director who receives Director's fees to hold, within three years of that Director's appointment or election, a minimum value of Shares approximating 100% of the Director's base fee remuneration. To assist Directors to meet this requirement, Directors were given the opportunity to elect to be paid a proportion of their first year's base fee remuneration at the time of completion of the IPO (although subject to a requirement for pro rata repayment, should they not remain a Director for the whole of that first year) and it will be applied towards subscription for Ventia shares under the Offer at the Final Price (as defined in Ventia's Prospectus).

From time to time, KMP Senior Executives and Directors may be restricted from trading in Ventia securities given their access to confidential or price sensitive insider information which is not complete or disclosable under the ASX Listing Rules.

As at 31 December 2023 all Independent Non-Executive Directors were compliant with the MSR. Details of the shareholdings of Directors are set out in the Directors' Report of Ventia's 2023 Annual Report.

1. OUR BOARD & COMMITTEES

Alternate Directors

Steve Martinez continues to be an Alternate Director to Kevin Crowe. An Alternate Director is entitled, if the relevant appointor does not attend a Board or Committee meeting of the Board, to attend and vote in place of and on behalf of the appointor. An Alternate Director is also entitled to attend Board and Committee meetings in an observer capacity only, while the appointor is present. Steve will resign upon the resignation of Kevin Crowe.

Role of the Group Company Secretary

Our Group Company Secretary, Rebecca Tweedie, through the Chairman, is accountable to the Board on all matters to do with the proper functioning of the Board, including:

- effective implementation of corporate governance processes;
- adherence to Board policies and procedures;
- coordination of all Board matters including agendas, Board papers, minutes, communications and filings with relevant regulators; and
- facilitating the induction and professional development of Directors.

All Directors have access to the services and advice of the Group Company Secretary. Debbie Schroeder (Group General Counsel) is also listed as an additional Company Secretary. Zoheb Razvi resigned as Group Company Secretary on 16 November 2023.

You can find more details about Ventia's Company Secretaries' experience and qualifications in the 2023 Annual Report.

Board and Committee Meetings

The Board and its Committees meet regularly to discuss matters relevant to Ventia's operations and performance, with additional meetings held as and when required to address specific matters.

Directors are required to attend all Board meetings, shareholder meetings and Committee meetings for which they are members, subject to any conflicts of interests which may prevent them from attending.

The Board also has procedures in place to ensure it operates independently from Management. For example, at Board meetings the Directors regularly meet in the absence of the Group CEO and other executives of Ventia. Where appropriate, Management are also excluded from certain Board and Committee discussions that relate to specific issues, such as executive remuneration and performance.

All Board meetings and documents are provided to Directors in English. All Directors are fluent in the English language. The number of Board and Committee meetings and the attendance of each Director at these meetings are set out in Ventia's 2023 Annual Report.

Committees

The Board has established the following Committees to assist it in carrying out its responsibilities:

- Audit, Risk and Compliance Committee;
- Nominations Committee;
- People and Remuneration Committee;
- Safety & Sustainability Committee; and
- Work Winning and Tender Committee.

Each Committee has a Charter, detailing its purpose and responsibilities, and membership criteria. Each Charter is reviewed annually to ensure it aligns with regulatory requirements, best practice (including the ASX Recommendations) and the expectations of the Board.

The Charters were reviewed in December 2023.

A summary of each Committee Charter and its current membership is set out below.

All Directors have a standing invitation to attend all Committee meetings and have access to all Board and Committee papers and minutes. The Group CEO and other members of Management attend by invitation.

Audit, Risk and Compliance Committee

Committee Membership	Composition Requirements	Responsibilities include
Lynne Saint (Chair) David Moffatt Jeff Forbes Anne Urlwin	<ul style="list-style-type: none"> • Only Non- Executive Directors; • A minimum of three members; and • A majority of Independent Non-Executive Directors, including an Independent Non-Executive Director as Chair 	<p>The Audit, Risk and Compliance Committee assists the Board in fulfilling its corporate governance and oversight responsibilities in relation to Ventia's financial reports and financial reporting process, internal control structure, risk management systems (financial and non-financial) and the internal and external audit process.</p> <p>Accordingly, the Audit, Risk and Compliance Committee will meet on a regular basis to review:</p> <ul style="list-style-type: none"> • integrity of financial reports and statements; • effectiveness of internal financial control systems; • internal audit function and integrity of process; • effectiveness of risk management systems and management of material financial and non-financial risks; • external audit function and integrity of process; and • compliance with legal and regulatory obligations, internal policies and industry standards.

Nominations Committee

Committee Membership	Composition Requirements	Responsibilities include
Jeff Forbes (Chair) Sibylle Krieger Lynne Saint Anne Urlwin David Moffatt	<ul style="list-style-type: none"> • Only Non- Executive Directors; • A minimum of three members; and • A majority of Independent Non-Executive Directors, including an Independent Non-Executive Director as Chair 	<p>The Nomination Committee's charter provides that the committee must consist of only Non-Executive Directors, a majority of independent Directors, a minimum of three members of the Board, and an Independent Director as Chair.</p> <p>The responsibilities of the Nominations Committee include:</p> <ul style="list-style-type: none"> • making recommendations to the Board about the size and composition of the Board and the nomination criteria, and assisting with the review of the Board's skills matrix; • reviewing succession plans for Directors; and • overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each Director and associated disclosures.

People and Remuneration Committee

Committee Membership	Composition Requirements	Responsibilities include
Sibylle Krieger (Chair) Anne Urlwin Lynne Saint Kevin Crowe	<ul style="list-style-type: none"> • Only Non- Executive Directors; • A minimum of three members; and • A majority of Independent Non-Executive Directors, including an Independent Non-Executive Director as Chair 	<p>The objective of the People and Remuneration Committee is to assist the Board in the effective discharge of its responsibilities as they relate to people and remuneration matters (other than matters within the remit of the Safety and Sustainability Committee).</p> <p>The People and Remuneration Committee's responsibilities include reviewing the progress of Ventia's people and culture strategy, overseeing the progress and outcomes of employee performance programs to attract, motivate and retain high quality people, reviewing policies in respect of diversity and overseeing talent and succession planning, remuneration matters and performance reviews, among others.</p>

1. OUR BOARD & COMMITTEES

Safety & Sustainability Committee		
Committee Membership	Composition Requirements	Responsibilities include
Anne Urlwin (Chair) Sibylle Krieger Lynne Saint David Moffatt	<ul style="list-style-type: none"> • Only Non- Executive Directors; • A minimum of three members; and • A majority of Independent Non-Executive Directors 	<p>The primary objective of the Safety and Sustainability Committee is to assist the Board with its functions by providing additional focus and oversight in relation to workplace health, safety (including transport safety), environment and sustainability matters.</p> <p>The Safety and Sustainability Committee is responsible for:</p> <ul style="list-style-type: none"> • reviewing and recommending for Board approval health, safety and environment (HSE) policies; • monitoring the actions from Management in promoting and modelling a culture of compliance and continuous improvement • reviewing reports from Management in relation to Ventia's compliance with relevant legal and regulator obligations, the effectiveness of Ventia's risk management framework and monitoring HSE performance; • reviewing and recommending for Board approval Sustainability Report, sustainability strategy, commitments, actions and targets; and • oversee the progress of the sustainability strategy to ensure it is consistent with the business objectives, supports Ventia's values and addresses all material sustainability risks and opportunities facing Ventia.
Work Winning and Tender Committee		
Committee Membership	Composition Requirements	Responsibilities include
Kevin Crowe (Chair) Jeff Forbes David Moffatt Sibylle Krieger	<ul style="list-style-type: none"> • Only Non- Executive Directors; • A minimum of three members. 	<p>The primary objective of the committee is to assist the Board in fulfilling its responsibilities to optimise growth and diversification opportunities within established business plan targets.</p> <p>The Work Winning and Tender Committee is responsible for:</p> <ul style="list-style-type: none"> • reviewing the development and implementation of strategic business development initiatives, and ensuring initiatives are consistent with Ventia's business plans; • responding to business development challenges and initiatives; and • general business development activities including tendering for material contracts oversees the development, approval and implementation of strategic business development initiatives aligned with the Board's approved business plans.

2. Our Executive Leadership Team

Whilst the Board has overall responsibility, the Executive Leadership Team (ELT) also plays an important role in embedding a culture aligned with Ventia's values.



Dean Banks
Managing Director
and Group CEO



Jodie Blake
Group Executive, People,
Safety and Culture



Melanie Evans
Group Executive,
Digital Services



Stuart Hooper
Chief Financial Officer



Tim Harwood
Group Executive,
Infrastructure Services



David McPadden
Group Executive,
Transport



Derek Osborn
Group Executive, Defence
and Social Infrastructure



Mark Ralston
Group Executive,
Telecommunications



Debbie Schroeder
Group General Counsel

As illustrated in Ventia's governance framework, the Board has delegated responsibility for the day-to-day management of Ventia to the Group CEO, and through the Group CEO, to other members of the ELT. These delegations balance effective oversight with appropriate empowerment and accountability of the ELT and other senior managers across the Group.

Working under the supervision of the Group CEO, the ELT has the responsibility for driving Ventia's strategy in a way that is aligned with our values and our risk appetite. The ELT achieves this by:

- recommending to the Board to approve the strategy;
- executing the strategy;
- managing business performance;
- reviewing and managing material financial and non-financial risks; and
- leading and developing our people.

The Group CEO and ELT report to the Board on all matters that impact, or have the potential to impact, the achievement of Ventia's purpose, including:

- health and safety performance;
- sustainability;
- financial performance;
- progress on the delivery of the strategy;
- culture; and
- risks and opportunities.

You can find details of our ELT on our website at www.ventia.com.

A performance evaluation of senior executives was undertaken in 2023 with details of the process set out in Ventia's 2023 Annual Report.

3. Risk and Opportunity Management

Risk and opportunity management is a fundamental component of Ventia's strategic and operational decision making, as Ventia seeks to achieve our ambition of making infrastructure work for our communities. A strong risk management culture is critical to enabling Ventia to achieve its strategic, operational, and commercial objectives. It can also be a source of competitive advantage and a key differentiator for our clients.

Ventia is committed to being proactive in risk and opportunity management at all levels of the organisation and we apply risk and opportunity management through embedded processes and specific practices. A risk culture of actively managing risks is embedded into how we run our business. A risk culture fosters the collective ability to identify, understand, escalate, and then openly discuss and respond to current and future risks. We aim to foster a culture of positive risk behaviours which adapt to our rapidly changing business.

At Ventia we believe that a successful risk management framework can create opportunities for us by effectively identifying, assessing, and mitigating risks in a way that is aligned with our strategic framework and appetite for risk.

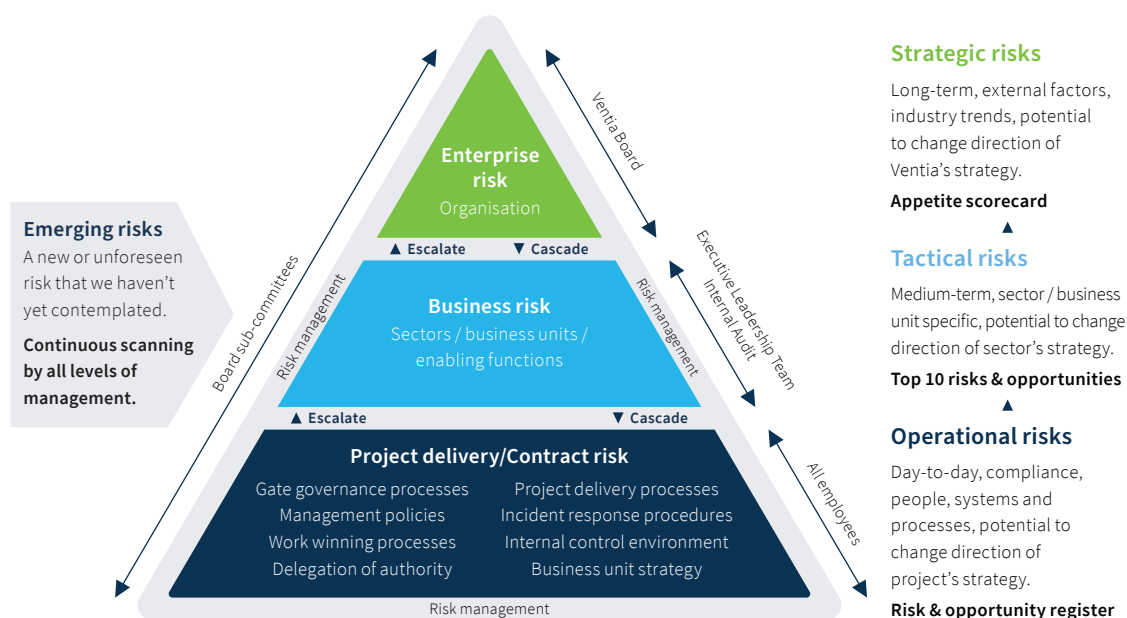
Ventia defines risk management as the identification, assessment and treatment of risks that have the potential to materially impact our operations, people, reputation, the environment and the communities in which Ventia operate, as well as the financial prospects of Ventia.

Our risk and opportunity management framework guides how Ventia identifies, assesses, manages, and reports on risks and opportunities across the business while ensuring that Ventia operate within the risk limits established by the Board.

The risk and opportunity management framework is overseen by the Board and the Audit, Risk and Compliance Committee, including the Risk and Opportunity Management Policy and risk appetite statements.

The Audit, Risk and Compliance Committee meets quarterly and is accountable for ensuring that the risk and opportunity management framework is implemented appropriately. Other Committees (such as the People and Remuneration Committee and Safety and Sustainability Committee) review risk matters in more detail as required by their respective Charters.

The Group CEO and ELT implement the risk and opportunity management framework within their areas of accountability. These roles and responsibilities are part of the overall Ventia Corporate Governance Framework, which is depicted as follows:



The diversity of Ventia's operations, geographic footprint, markets serviced, and the services provided, results in exposure to a broad range of risks but also generates an enormous amount of opportunity which can impact Ventia's business outcomes and financial performance.

Further detail of how we manage our key risks can be found in Ventia's 2023 Annual Report.

Material exposure to Climate Change Risks

Ventia is committed to achieving net-zero emissions by 2050 with the Science Based Target initiative (SBTi). We have set our emissions reduction targets and submitted them to the SBTi and are pending validation. Our targets align to our Sustainability Strategy and with the Paris Agreement in support of limiting global warming to below 1.5°C. Climate change and the transition towards a lower carbon economy will create both risks and opportunities for Ventia, as well as our people, customers, suppliers and partners and the communities in which we work. Ventia aims to align our risk management with the recommendations of the Taskforce on Climate-related financial Disclosures (TCFD) and will provide a report on our progress in our 2023 Sustainability Report.

In 2023 we proudly introduced Australia's first electric Truck Mounted Attenuator (TMA) as part of the ongoing transition of our fleet to electric or hybrid. We also increased our use of renewables to 11.4% of our electricity use as we seek reductions in our direct emissions to contribute to our near-term targets. Focused work with our supply chain to drive indirect emissions reductions will be required, with Scope 3 emissions the largest contributor to our emissions footprint.

Our Sustainability Strategy includes a clear focus on climate resilience as one of the three objectives supporting our commitment to "Creating a Healthier Planet". Our objective to manage climate risk and resilience for us and our clients requires prominence in decision making as we continue to assess and manage climate risk across the business and implement initiatives to address emissions.

We use climate-related metrics and targets to monitor the progress we are making towards mitigating climate-related risks and delivering on the objectives of our sustainability strategy.

Internal Audit Function

The Audit, Risk and Compliance Committee is responsible for overseeing the effectiveness, independence and objectivity of the internal audit function, including the implications of internal audit findings.

The internal and external audit functions, which are separate and independent of each other, provide an independent and objective review of the way in which Ventia assesses and manages risk.

The internal audit function operates under a plan approved annually by the Audit, Risk and Compliance Committee, with reports of audits provided quarterly at Audit, Risk and Committee meetings.

External Auditor Relationship

The Audit, Risk and Compliance Committee is responsible for overseeing the relationship with Ventia's external auditor. It is also responsible for monitoring and evaluating the performance, independence and objectivity of the external auditor and the provision of non-audit services.

Integrity of Corporate Reporting

On behalf of the Board, the Audit, Risk and Compliance Committee monitors and reviews processes aimed at ensuring the integrity of financial and other reporting including those that do not require external audit. The verification process varies depending on the particular report but generally involves confirmation by individuals responsible for the information that, to the best of their knowledge and belief, the information is accurate and not misleading.

Prior to approval and release of the half year and full year statutory accounts of Ventia, the Board receives written declarations from the Group CEO and CFO to the effect that in their opinion:

- the financial records of Ventia have been properly maintained;
- the statutory accounts comply with the relevant accounting standards; and
- the Statutory Accounts give a true and fair view of the financial position and performance of Ventia.

The Group CEO and CFO must have also declared that this opinion has been formed on the basis of a sound system of risk management and internal control that is operating effectively. Supporting this declaration are certifications provided by other members of the ELT. The External Auditor also provides an independent opinion that Ventia's statutory accounts are true and fair.

For periodic corporate reports released to the market which are not required to be audited or reviewed by our External Auditor, Ventia has established processes and policies to verify the integrity of the information prepared for external release and/or publication. This involves:

- reports being prepared and reviewed by the relevant subject matter experts;
- an internal verification and review process; and
- an appropriate approval process under our Delegations of Authority Matrix involving senior management, the Disclosure Committee and/or the Board.

4. Promoting Responsible and Ethical Behaviour

A Culture underpinned by Ventia's values

The Board and Management understand the important role they play in setting the tone to shape Ventia's culture underpinned by our values and brand pillars. Our values guide how we go about our business, the decisions that we make and the actions that we take every day. They ensure we focus on what's right, and what action we ought to take; even if it's not always the easiest course of action.

Our Values



Collaboration

achieve more together



Integrity

do what's right



Challenge

drive to deliver



Ingenuity

create better ways

Our Code of Conduct

Ventia's Code of Conduct (the Code) and values set out the standards of behaviour we expect of our Directors, employees, contractors, subcontractors and agents. They define our commitment to good corporate governance, responsible business practice, our customers, our workforce, the communities in which we operate and the environment. They also provide the structure through which we maintain compliance with our legal obligations.

The Code also outlines where our people can go to for advice and raise concerns that they may have where our conduct is not meeting the requirements of the Code. Any person can also contact our independent whistleblower line, details of which can be found on our website.

Training on the Code is part of the induction process and is a mandatory annual training requirement for our Directors and employees. In 2023, 97.3% of our permanent employees (equating to 12,513 employees) completed the annual training of our Code.

In addition, Ventia requires senior leaders to confirm that they have complied with all aspects of the Code and have reported all non-compliance's that they might be aware of.

The Board reviews the Code periodically to ensure it continues to address any emerging conduct issues. The Audit, Risk and Compliance Committee is provided with details of any material breaches of the Code.

Bribery and Corruption Policy

Our Bribery and Corruption Policy sets out Ventia's zero tolerance for any form of bribery or corruption in our business dealings and operations.

All Directors, officers, employees, contractors, business partners and any other parties acting as representatives or agents of Ventia or performing services for or on its behalf, must not:

- engage in bribery, corruption or fraud nor pay, offer, promise or accept, directly or indirectly, any facilitation payments, secret commission or other form of improper payment or otherwise breach relevant anti-corruption laws;
- engage or make a payment to a business partner or other third party knowing or suspecting the business partner may use or offer all or a portion of the payment directly or indirectly as a bribe, kickback, secret commission or other form of improper payment;
- offer, provide or accept gifts or hospitality in a manner inconsistent with Ventia's Gifts and Hospitality Standard;
- make political or charitable donations or sponsorships on behalf of Ventia contrary to the policy; or
- falsify or misdescribe any book, record or account relating to Ventia's business.

The Audit, Risk and Compliance Committee is provided with the results of investigations and corrective actions undertaken.

Whistleblower Protection Policy

The Board has adopted a Whistleblower Protection Policy, which encourages the reporting of suspected misconduct or an improper state of affairs or circumstances in relation to Ventia. Examples of reportable conduct under the Whistleblower Protection Policy include (but are not limited to):

- a breach of the Code;
- financial fraud or mismanagement including tax related misconduct;
- unsafe or unethical work practices or work practices which endanger the environment; and
- breaches of any legal or regulatory obligations.

The Whistleblower Protection Policy explains how a report may be made and the protections a whistleblower must receive.

The Audit, Risk and Compliance Committee is provided with details of any calls received under the Whistleblower Protection Policy, as well as the outcomes of any investigations and actions taken as a result of any findings.

Disclosure Policy

We are committed to observing our disclosure obligations under the ASX Listing Rules, the NZX Listing Rules and the Corporations Act 2001 (Cth) (Corporations Act). As such, Ventia has adopted a Disclosure Policy to assist it in complying with its continuous disclosure obligations.

The Disclosure Policy establishes procedures to ensure that Directors and senior management are aware of, and fulfil their obligations in relation to, providing timely, full and accurate disclosure of materially price sensitive information to our shareholders in accordance with our disclosure obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The Policy also sets out procedures for communicating with shareholders, stakeholders, the media and the market.

Information will be communicated to shareholders through the lodgement of all relevant financial and other information with the ASX and NZX, and all announcements will be made available on our website at www.ventia.com/.

The Directors receive copies of all material information issued to the ASX promptly after they have been made.

Securities Dealing Policy

Ventia has a Securities Dealing Policy which applies to our Directors and employees (Relevant Persons). The Securities Dealing Policy is intended to explain the types of conduct in relation to dealings in securities that are prohibited under the Corporations Act and to establish procedures in relation to dealings in securities including Ventia securities by Relevant Persons.

The Securities Dealing Policy defines certain 'blackout periods' during which trading in Shares by Directors, key management personnel and certain other senior executives and nominated employees is prohibited. Those blackout periods are currently defined as any of the following periods:

- the period from the close of trading on the ASX on 31 December each year until the day following the announcement to the ASX and the NZX of the full year results;
- the period from the close of trading on the ASX on 30 June each year until the day following the announcement to the ASX and the NZX of the half year results; and
- any other period that the Board specifies from time to time.

In all instances, buying or selling shares in Ventia is not permitted at any time by any person who possesses price-sensitive information, in a manner contrary to the Corporations Act.

All employees are expected to read the Disclosure Policy and Securities Dealing Policy together with a factsheet outlining key points to remember under both documents. In addition, Relevant Persons who join Ventia are required to undertake two training modules and complete a questionnaire regarding the Disclosure Policy and Securities Dealing Policy.

Diversity and Inclusion Policy

Our workforce is made up of individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is recognised, valued and respected. We acknowledge the positive outcomes that can be achieved through a diverse workforce and recognise and utilise the contribution of diverse skills and talent from our workforce.

For the purposes of Ventia's diversity policy, 'diversity' encompasses differences in gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience, and also differences in approach and viewpoints. Ventia's diversity policy promotes an inclusive workforce, with a particular focus on gender diversity and Indigenous participation.

Further information on our progress on diversity and inclusion can be found in Section 6.

Modern Slavery

Ventia has a Modern Slavery Policy. It outlines our commitment to implementing processes in our operations and supply chain that seek to mitigate the risk that any forms of modern slavery including slavery, servitude, forced marriage, forced labour, deceptive recruiting, trafficking in persons and debt bondage are occurring.

We are also committed to working with our suppliers to eradicate modern slavery from our supply chain. All suppliers are required to comply with our Code. Our contracts with business partners also include specific provisions supporting our efforts to eradicate modern slavery.

A copy of Ventia's last Modern Slavery Statement can be found on our website.

Sponsorships and Charitable Donations

We are committed to supporting local community groups and charities through sponsorships and donations that are legal, ethical and further the interests of Ventia. We will not sponsor or provide donations to, or in respect of, the following:

- initiatives or organisations not aligned with our Code;
- projects or events not relevant to our areas or operation; or
- political parties.

5. Safety & Sustainability



Safety & Wellbeing

At Ventia, we perform essential work to keep critical infrastructure operational for our communities. Some of this work can be inherently dangerous and because people are at the heart of our success, our first promise is to put safety and health above all else – there is nothing more important than ensuring everyone gets to go home safely, every single day.

We also care deeply about our impact on the environment and the legacy we leave for future generations.

To achieve these outcomes, we have robust safety, health, environmental and quality (SHEQ) governance processes and systems in place, including:

- Clearly defined commitments within policies and standards;
- Critical Risk Protocols which establish the essential requirements to manage critical activity risks that could lead to significant injury;
- Triple certified safety, health and environment management systems underpinning our policy commitments;
- Annual planning to support the establishment and cascading of relevant objectives and targets;
- Reporting systems to identify performance and reverse any adverse trends;
- Specific accountabilities, responsibilities and associated training so that expectations are clear; and
- Assurance and auditing to ensure core compliance requirements are met and the focus of critical risks are maintained.

We believe that when we perform well in safety, health and environment, we perform well in other areas because our leaders are taking the right action, and everyone is accountable.

Continuous improvement is an important commitment we make and by focusing on leadership behaviour, we will accelerate our cultural progression. To this end, we have adopted the Hudson Safety Maturity Model as a key concept in our Elevate culture program. This model is globally recognised, simple and supports leaders progress an organisation's culture through a clear five step culture pathway - from a "pathological" stage where there is a "no care" culture and "no systems" through to a "generative" stage where managing risks is a way of life and fully integrated systems are effectively in place. Ventia has developed a roadmap to reach the "Generative" stage and will provide regular updates to the Safety and Sustainability Committee on its progress.

Mental and physical health are increasing concerns for society broadly and we are proud to offer innovative health programs as part of our commitment to caring for our people's health. Each year, our investment in health programs increases and we look forward to continuing this trend to ensure our people remain at the heart of our success.

Industry trends and the expectations of stakeholders including investors, clients and regulators, have also been considered as part of our approach to SHEQ governance, and as a result, we will continue to simplify the way we work, invest in capability and foster risk-ownership at all levels. To this end, we will continue to emphasise mental health, workplace culture, including sexual harassment at work, and environmental compliance in our 2024 initiatives.

Sustainability

At Ventia we are committed to creating a lasting and positive legacy for people and the planet. This is engrained in our purpose of making infrastructure work for our communities and our approach to sustainability. Our strategy encompasses the social impact we have with our people and communities, how we manage our environmental footprint and the way we conduct our business.

We recognise that every decision and action we take is an opportunity to make a positive impact on the people and world around us. In our view, taking a sustainable approach is not only the right thing to do, it's what our clients, communities, investors and employees expect from us. That's why we've embedded sustainability into our vision, our strategy, our risk and opportunity management framework, and our culture.

Under the leadership and governance of our Safety and Sustainability Committee, we seek to:

- minimise our environmental impact
- leverage partnerships to deliver sustainable solutions
- create stakeholder value through strong corporate governance
- improve diversity and inclusion in our workplace and the communities in which we operate.

Our Sustainability Strategy includes commitments to create a healthier planet, be people and community focused and accountable for everything we do.

These three commitment areas, aligned to the environment, social and governance pillars, are supported by objectives and measures and we report our progress in our annual Sustainability Report.

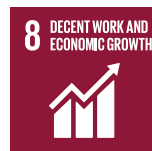
Our progress against our sustainability objectives positively support seven United Nations Sustainable Development Goals.

Ventia has also responded to the Science Based Targets initiative's (SBTi) urgent call for corporate climate action by committing to align with its 1.5°C and net zero targets through the Business Ambition for 1.5°C campaign. Ventia's Science Based targets were submitted for validation at the end of 2023.

We recognise our responsibility to address and reduce our emissions, and to play our part to limit global warming to 1.5°C.

Our approach does not rely on offsetting our emissions, but rather we are focused on transitioning all our energy sources and working with our supply chain to identify opportunities and innovation to reduce our emissions.

SUSTAINABLE DEVELOPMENT GOALS



SCIENCE
BASED
TARGETS

6. Diversity and Inclusion

Diversity and Inclusion

We are committed to cultivating an inclusive environment where all individuals and communities can work and socialise, embracing the richness of diversity and recognising the immense value that this brings.

We ensure that individuals are provided with equitable and equal opportunities, while also creating additional opportunities for groups that may face disadvantages. Our efforts focus on women representation as well as inclusivity for marginalised and underrepresented groups such as Indigenous peoples, persons with disabilities, LGBTTTQI+ individuals, veterans, immigrants, refugees, and asylum seekers, as well as individuals from diverse socio-economic backgrounds and communities we serve.

We are a proud member of the Diversity Council Australia (DCA) and this year we participated in the DCA Inclusive Employer Index survey, which resulted in Ventia being recognised as a 2023 – 2024 Inclusive Employer.

Women Participation

As a signatory to the HESTA 40:40 vision Ventia made a formal commitment to achieving gender balance (40% women, 40% men and 20% any gender) in Executive Leadership, Women in Senior Management (WISM) and to increasing the representation of women at all levels of our workforce by 2030.

In 2023 we made a conscious effort to bring more women into our Executive Leadership Team and to accelerate hires across the organisation into senior management roles to support progress towards our 2030 goal. More Information is set out in the table below.

Level	Target	FY22	FY23
Directors	40%	42.9%	37.5%
Executive Leadership Team	40%	22.2%	33.5%
Women In Senior Management	40%	20.3%	26.6%
All employees	40%	29.7%	31.6%

As we work towards achieving the HESTA 40:40 Vision, our emphasis on retaining, developing and attracting women at all levels will remain a key focus through our Women's Participation Action Plan.

Respect@Work

We are committed to providing a fair, equitable and respectful work environment that is free from all forms of bullying and harassment, and we run annual Respect@Work (sexual harassment) training across the business.

Family and Domestic violence support

Ventia supports team members who may be experiencing or dealing with the impacts of family and domestic violence. Ventia partners with Assure Programs, an Employee Assistance Provider, to provide training on domestic and family violence awareness.

Anti-racism framework

During 2023 we developed an anti-racism framework that outlines our commitment to fostering an anti-racist workplace and operational environment. The framework offers actionable steps to challenge and dismantle systemic racism.

Indigenous Participation

We are fully committed to respectful engagement with Indigenous people across Australia and New Zealand.

Aboriginal and Torres Strait Islander Engagement in Australia

In September 2023 we renewed our commitment to reconciliation in Australia with the launch of our 2023 – 2026 Reconciliation Action Plan (RAP). Through our RAP we aim to create and support more equitable outcomes for Aboriginal and Torres Strait Islander people. We are doing this by building strong relationships, respecting Aboriginal and Torres Strait Islander people in all our activities and creating meaningful opportunities. Our actions are guided through consultation by the voices of Aboriginal and Torres Strait Islander people to preserve and protect cultures and customs.

Our procurement spend with Aboriginal and Torres Strait Islander suppliers increased from \$107.3 million at the end of 2022 to \$122 million spent with 184 verified Aboriginal and Torres Strait Islander suppliers in 2023. This represents significant growth of 13.7% in our spend with Aboriginal and Torres Strait Islander businesses, which accounts for approximately 3.1% of our total spend in Australia.

Ventia's Indigenous Advisory Board (IAB) continued to meet during 2023 to provide advice, guidance, and direction on Aboriginal and Torres Strait Islander engagement, challenging us to seek continual improvements. We also established an Aboriginal and Torres Strait Islander employee network in 2023, with the aim to connect employees working in different roles across Ventia, to share their experiences and to inform them of our broader reconciliation activities.

Māori and Pasifika Engagement in New Zealand

In New Zealand, we prioritise and consider the Māori environmental value of Kaitiakitanga (guardianship), the social value of Manakitanga (caring) and the governance value of Tikanga (doing the right thing) when we engage proactively and respectfully with the Māori and Pasifika, and local businesses and communities across Aotearoa me Te Waiponamu.

Our Te Ara o Rehua working party is now well established having started in 2021, leading our cultural engagements throughout 2023 and developing relationships with Iwi (tribes), Hapū (sub-tribes), Runanga (Council collectives), Hapori (communities), Whānau (family), Māori and Pasifika businesses and other stakeholders.

In August 2023 we launched our cultural awareness online training module, designed to support inclusion and growth for our Māori and Pasifika workforce and build the cultural capability of our New Zealand teams.

We continued to engage with Amotai to enhance our visibility and network with Māori and Pasifika-owned businesses which have resulted in a \$3.0 million spend during 2023, compared to \$3.7 million in 2022.

Refugees and Asylum Seekers

In August 2023 Ventia renewed our Article 231 partnership agreement with CareerSeekers, a social enterprise dedicated to supporting refugees and asylum seekers to overcome the barriers they face when they seek to establish or recommence their careers in Australia. A proud partner of CareerSeekers since 2019, Ventia supports both mid-career interns and university students looking for work experience, offering more than 30 internship opportunities to individual CareerSeekers across our business to date, many of whom have since secured permanent roles within Ventia.

Engaging people with a disability

Throughout 2023 we continued to work on recommendations provided by JobAccess in relation to enhancing our systems, processes, policies and the level of awareness at Ventia to support disability employment across our business.

Neurodiversity inclusion

Recognising the unique strengths and talents that neurodiverse individuals bring to our workforce, Ventia is dedicated to fostering an inclusive environment that supports neurodiversity. In partnership with Australian Spatial Analytics (ASA), we're committed to understanding and leveraging the different ways people think and process information. This initiative aligns with our broader commitment to disability inclusion, ensuring that

neurodiverse individuals, including those with autism, ADHD, dyslexia, and other neurological differences, are valued and empowered. Our neurodiversity programs not only enhance our workplace diversity but also drive innovation and creativity, reflecting our dedication to building a workforce that mirrors the diverse communities we serve.

LGBTQTQIA+

Ventia will retain the Rainbow Tick throughout 2024 after reaccreditation was secured in December 2023. The Rainbow Tick helps Ventia demonstrate that we understand and welcome sexual and gender diversity and provide a supportive work environment that is accepting of people's differences – for the benefit of everyone in our organisation.

This year we developed and introduced new Gender Diversity and Gender Affirmation Standards, which are pivotal in supporting gender diversity and affirming the gender identities of all employees, including those who may be transitioning. They offer a progressive framework for privacy, respect and equal treatment, with actionable support like specialised leave and financial assistance for clothing.

Veterans

Ventia and Defence have partnered for over three decades and share a commitment to employment and support of Defence Force Veterans, Reservists and their families, past and present. In 2023 Ventia employed 411 Veterans, 238 Reservists and 161 Defence spouses/partners (self-identified).

Social procurement

We seek ways to create economic opportunities for underrepresented groups not only through direct employment but also through our procurement. In 2023, we spent \$20.5 million with social enterprises, supported by our memberships with Social Traders in Australia and Akina in New Zealand.

A copy of our Diversity and Inclusion and Indigenous Relations Policy can be found on our website at <https://www.ventia.com/p/our-policies>.



7. Stakeholder Engagement

Our commitment to transparent and two-way engagement

Our Board recognises the importance of regular and proactive interaction with the market to ensure investors and key stakeholders remain informed about Ventia's activities.

We are committed to:

- communicate effectively with shareholders via ASX and NZX, for example annual and half yearly reporting, periodic disclosures, notices of meetings and general meetings of Ventia;
- New and substantive investor or analyst presentation materials are also issued to the ASX and NZX in advance
- give shareholders ready access to accurate, balanced and understandable information about Ventia; and
- make it easy for shareholders to participate in general meetings of Ventia.

The Board further recognises the rights of our shareholders and encourages the effective exercise of those rights by:

- ensuring notices of meeting and other meeting materials are drafted in concise, clear language and are distributed in accordance with the provisions of the Corporations Act and our Constitution;
- encouraging shareholders to use their attendance at meetings to ask questions on relevant matters, with time specifically set aside at each general meeting for shareholder questions;
- encouraging shareholders to vote on proposed resolutions by either attending the meeting or by way of lodgement of proxies, if shareholders are unable to attend the meeting;
- ensuring that Ventia's external audit firm representatives are present at the Annual General Meeting to answer any questions regarding the conduct of the audit process and preparation and content of its Auditor's Report.

The Board also ensures that all resolutions to be considered at general meetings are voted on and decided by way of poll, and that shareholders are able to appoint proxies electronically through Ventia's share registry.

The Directors receive copies of all material information issued to the ASX and NZX promptly after they have been made.

Investor Relations

Ventia has an investor relations program designed to facilitate effective two-way communication with our shareholders, which includes the following:

- Ventia will regularly attend broker-sponsored and industry conferences;
- hosting investor webcasts and conference calls following the release of its half year and full year results;
- providing opportunities for shareholders to receive communications from Ventia electronically and encourages shareholders to communicate electronically with Ventia and its share registry. Alternatively, email contact details are available on our website and shareholders are welcome to contact us.

Company Information

Our website (www.ventia.com/) provides information about Ventia generally for the benefit of our shareholders and other stakeholders. We will promptly update the website with material released to ASX and NZX after confirmation of release by ASX.

In addition, our website contains information of particular relevance for stakeholders including:

- Corporate Governance (accessible from the 'Who We Are' dropdown menu): containing the Company's Constitution, Board and Committee charters and relevant governance policies;
- Board and Executive Leadership Team (accessible from the 'Who we are' dropdown menu): containing the names and brief biographical information for each of our Directors and members of the Executive Leadership Team;
- Market Announcements (accessible from the 'Investor Centre' dropdown menu) containing ASX announcements



