

# CORPORATE GOVERNANCE STATEMENT 2022

---

The Board of Horizon Oil Limited (**Horizon** or **Company**) is committed to a strong corporate governance framework for the Company. The Board is responsible for developing and monitoring the corporate governance policies and practices of Horizon, representing its shareholders, and promoting and protecting its interests. This Corporate Governance Statement is current as at 25 August 2022 and was approved by the Horizon Board.

This Corporate Governance Statement details the key governance policies and practices adopted by the Board. The Company's corporate governance policies can be found in the Governance section of the Company's website at [www.horizonoil.com.au](http://www.horizonoil.com.au). 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 [ASX Recommendations]. All these practices, unless otherwise stated, were in place for the full financial year. They comply with the ASX Corporate Governance Council's 4<sup>th</sup> edition ASX Recommendations, except where noted in the ASX Appendix 4G.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### 1.1 Board Responsibilities

The relationship between the Board and senior management is critical to the Company's long-term success. The Directors are responsible to the shareholders for the performance of the Company in both the short and longer term and seek to balance sometimes competing objectives in the best interests of the Company as a whole. The role of the Board is to lead and oversee management and the direction of the Company.

The Company has formalised and defined the functions reserved for Board accountability and those delegated to management in a formal Board Charter published on the Company's website. The Board operates in accordance with the broad principles set out in the Board Charter. The Board Charter details the Board's composition, and the role and responsibilities of the Board are set out in the Company's Board Charter and include:

- providing strategic guidance to the Company and its subsidiaries (together, the **Group**) including contributing to the development of and approving the corporate strategy;
- reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- overseeing and monitoring:
  - organisational performance and the achievement of the Company's strategic goals and objectives;
  - compliance with the Company's Code of Conduct;
  - progress in relation to the Company's diversity objectives and compliance with its Diversity Policy; and
  - progress of significant corporate projects including any acquisitions or divestments;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company's auditors;
- appointment, performance assessment and, if necessary, removal of the Chief Executive Officer (**CEO**);
- ratifying the appointment and/or removal and contributing to the performance assessment for the members of the senior management team including the Chief Financial Officer (**CFO**) and the Company Secretary;
- ensuring there are effective management processes in place and approving major corporate initiatives;

- enhancing and protecting the reputation of the Company;
- overseeing the operation of the Company’s system for compliance and risk management reporting to shareholders; and
- ensuring appropriate resources are available to senior management.

The Board influences the culture of the Company by approving the Statement of Values and the Code of Conduct, both are available in the Governance section of the Company’s website.

Day to day management of the Company’s affairs and the implementation of the corporate strategy and policy initiatives are formally delegated by the Board to the CEO and senior executives.

## **1.2 Terms of appointment**

Appropriate checks are undertaken before appointing or putting forward for election any Director. It is the Company’s policy to provide all material information relevant to a shareholder’s decision on whether to elect or re-elect a Director.

The Directors and senior executives have a clear understanding of their roles and responsibilities within the Company and of the Company’s expectations of them. The Company has a written agreement with each Director and senior executive setting out the terms of their appointment. The key terms of these agreements are set out in the Directors’ Report.

The Company Secretary is regarded by the Board as carrying out an important role in supporting the effectiveness of the Board and its committees. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. Details of the Company Secretary are included in the Directors’ Report.

## **1.3 Diversity**

The Company strongly values diversity and recognises the benefits it can bring to its ability to achieve its goals. Accordingly, the Company’s Diversity Policy (published in the Governance section on the Company’s website) outlines the Company’s gender diversity objectives. It includes commitment of the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually the objectives and the Company’s progress in achieving them.

Diversity is applicable to all levels of the organisation, including Board and senior executive positions and all appointment processes are to be conducted in a manner that promotes gender diversity in accordance with the Code of Conduct and Diversity Policy.

In the past financial year, the Company continued its commitment to promoting gender and other forms of diversity by working towards the FY22 measurable objectives set by the Board. The progress during FY22 against the measurable objectives is summarised below.

FY22 MEASURABLE OBJECTIVE	PROGRESS IN FY22
<p><b>Increase the representation of women in management roles and under-represented roles with a focus on the structure of its recruitment and selection practices at all levels to ensure a diverse range of candidates are considered</b></p>	<p>Given the changed focus of the Group following the PNG divestment during FY21, combined with the challenging economic conditions associated with COVID-19 the Company reduced headcount during FY22 and there has been no recruitment of new employees. The Company maintained a focus on broadening the roles of existing women employees to ensure there is further opportunity for personal growth and development in their career at Horizon.</p>
<p><b>Maintain a target of at least 20% women employees in the management team</b></p>	<p>The company maintained at least 20% women employees in the management team up until the resignation of the Group's General Counsel and Company Secretary. Due to a continued effort to manage corporate costs, these roles were absorbed into the existing executive team with no additional recruitment being undertaken.</p>
<p><b>Achieve a target of 30% women directors on the Board</b></p>	<p>During the financial year, the Board appointed Nigel Burgess as a non-executive director representing Horizon's new substantial shareholder – Samuel Terry Asset Management. As a result of Nigel's appointment and following the retirement of Gerrit de-Nys, the number of women directors on the Board remains at 1 in 6 (or 16.7%). The company is committed to increasing the representation of women on its Board and has once again set this as a measurable objective for FY23.</p>
<p><b>Implement structured annual performance review processes to provide all employees with the opportunity for review and discussion of their performance, remuneration and opportunities for development and training. Whilst not a process specific to women employees, a formal and structured review process allows for management to review employee performance and benchmark employees against market and their peers, in particular to address any gender disparity in remuneration.</b></p>	<p>During FY22, a structured annual performance review process was introduced enabling all employees to participate and discuss diversity and development opportunities at Horizon.</p>

The Board has set the following measurable objectives in relation to gender diversity for FY23:

- [New for FY23] Equal numbers of male and female employees to participate in development and training programs to support their career growth.
- [From FY22] Maintain a target of at least 20% women employees in senior executive roles.
- [From FY22] Target of 30% women directors on the Board.
- [New for FY23] Promote flexible working arrangements to encourage employees to return to work after parental leave.

The proportion of female employees in the Group is summarised below:

MEASURE	PROPORTION [as at 30 June 2022]
Women full-time permanent employees	50% [six of twelve]
Women senior executive roles	0% [NIL of three]
Women directors	16.7% [one of six]

The Company defines “senior executives” as being the CEO and the CEO’s direct reports. During the reporting period, one of Horizon’s senior executives ceased employment, such that the proportion of women in senior executive roles reduced to 0%.

## 1.4 Performance evaluation

Under the Board Charter, the Board is required to review its own performance and performance of the Board Committees. The Board reviews the consolidated views, input, comments and deficiencies arising from the formal discussions and identifies ways to improve Board and Board Committee performance and determine the necessary implementation plans for such improvement measures. The Chairman of the Board and the Chairman of the Remuneration and Nomination Committee undertakes an annual review of the performance of the CEO and Company Secretary. The CEO undertakes an annual review of other senior executives.

### Board evaluation

During FY22, performance evaluation was undertaken in accordance with this process and to provide candid discussion, the self-assessment was conducted using an online survey tool. Performance was assessed having regard to a variety of key performance indicators which are aligned to Horizon’s strategic objectives. The results of these reviews are used in determining succession planning, performance and development plans and remuneration in consultation with the Remuneration and Nomination Committee.

## PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

### 2.1 Board composition

Under the Company’s Constitution, the Board must have a minimum of three directors and a maximum of eight. Directors other than the Managing Director are required to seek election at the first annual general meeting following their appointment and thereafter may not retain office without re-election for more than three years.

The Board seeks to ensure that:

- at any point in time, its membership represents an appropriate balance between Directors with experience and knowledge of the Group and Directors with an external or fresh perspective; and
- the size of the Board is conducive to effective discussion and efficient decision-making.

For part of the reporting period leading up to Mr de Nys retirement, the Board had a short period without a majority of Independent Directors owing to the appointment of Mr Burgess (a nominee director representing Samuel Terry Asset Management). However, this was remedied with Mr de Nys retirement on 19 November 2021 to provide an even split of independent and non-independent directors with the Chairman of the Board having a casting vote in the event of an even number of votes on a resolution, thus ensuring a majority independent Board. The Board composition over the reporting period is described as follows:

- from 1 July to 19 November 2021, the Board composed of seven Directors, of which three were Independent Directors: and
- from 19 November 2021 (being the date of Mr de Nys retirement), the Board composed of six Directors, of which three were Independent Directors.

After the reporting period, on 1 July 2022, Mr Chris Hodge retired from the role of Managing Director/CEO and the Board appointed Mr Richard Beament to the role. Mr Beament is not considered to be an independent director (see section 2.4). The Chairman of the Board is an Independent Director, and the role of Chairman and CEO are performed by different individuals.

### 2.2 Directors appointments and resignations

The Board renewal process is overseen by the Remuneration and Nomination Committee and involves reviewing the Board composition to ensure the Board has an appropriate mix of experience and skills to fulfil its responsibilities effectively. At the commencement of the reporting period, Mr Nigel Burgess was appointed to the Board as a non-executive director.

Mr Burgess is not considered to be an independent director [see section 2.4]. Mr de Nys retired from the Board with effect on 19 November 2021.

## 2.3 Board capabilities

In determining the composition of the Board, consideration is given to the optimal mix of background, experience and diversity that will best position the Board to guide the Company. As the needs of the Board are dynamic, these skills and experiences may change over time. The Board considers that collectively the current Board has the range of skills, knowledge and experience necessary to direct the Company. The Board reviewed the skillset in FY22 and remains satisfied there is no immediate skills gap that requires addressing.

Details of the members of the Board, their skills, experience, expertise, qualifications and term of office are set out in the Directors' Report. The Directors represent a wide range of operational and international experience with an in depth understanding of the industry. The combination of skills and experience allows for contributions on operational, financial and management matters.

A summary of the Board skills matrix is set out below [as at 30 June 2022]:

SKILLS AND EXPERIENCE AND DIVERSITY	HORIZON BOARD REPRESENTATION (OUT OF 6 DIRECTORS)
<b>Industry Experience</b>	5
Senior executive or Board experience in the upstream oil and gas sector, with experience and knowledge across some or all of exploration, development and operations, combined with an understanding of Horizon corporate purpose. Membership of industry related organizations.	
<b>Financial acumen</b>	5
Senior executive or equivalent experience in financial accounting and reporting, corporate finance, internal financial controls and risk management.	
<b>Strategy and risk</b>	6
Experience in developing, implementing and challenging a successful strategy over the long term. Experience in risk management and oversight of risk.	
<b>Leadership</b>	5
Successful senior executive.	
<b>Corporate Governance</b>	6
Experience with an organization that is subject to comprehensive governance and regulatory framework. Commitment to high standards of governance.	
<b>International Experience</b>	5
Senior management or equivalent experience or exposure to political, regulatory and business environments in global locations.	
<b>Health, safety, environment and social responsibility</b>	6
Good working understanding of workplace health and safety, and environmental and social responsibility regarding the broad impacts of climate change.	
<b>People and performance</b>	6
Experience in relation to managing people and remuneration including incentive arrangements, leadership and development.	
<b>Capital projects and commercial capability</b>	5
Experience working in an industry with projects involving large capital outlays and long-term investment. Broad range of commercial skills and experience.	
<b>Information technology</b>	4
Knowledge of information technology governance including privacy and cyber security.	

Profiles of each of the Directors and the length of service of each Director are detailed in the Director's Report.

Directors are encouraged to attend appropriate training and professional development courses to update and enhance their skills and knowledge. All new Non-Executive Directors are provided with a letter of agreement which sets out the terms of their appointment and an induction pack which includes detailed information about the Company, its operations, financial position and strategies and objectives. The pack also includes materials such as the Board Charter, the Company's policies and procedures, previous Board papers and minutes, the Company's Constitution and most recent annual reports.

The Board is actively and regularly involved in risk management and strategic planning. The Board has an active program of continuous improvement, including keeping up to date on best practice, fostering a compliance culture, training, and recognition.

## **2.4 Directors' independence**

The Board assesses independence against its adopted principles set out in the Board Charter in relation to Directors' independence. These state that when determining independence, a Director must be a Non-Executive and the Board should consider whether the Director:

- is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the entity or any of its child entities;
- is, or has been within the last three years, in a material business relationship [e.g. as a supplier or customer] with the entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- is a substantial security holder of the entity or an officer of, or otherwise associated with, a substantial security holder of the entity;
- has a material contractual relationship with the entity or its child entities other than as a director;
- has close family ties with any person who falls within any of the categories described above; or
- has been a director of the entity for such a period that his or her independence may have been compromised.

The Board assesses the independence of each non-executive director and considers that Mr Harding, Ms Birkenleigh and Mr Clement are Independent Directors. The Board acknowledges that Mr Bittar is not an independent director by virtue of his association with a substantial shareholder, the IMC Pan Alliance Group; and Mr Burgess, is also considered not to be independent by virtue of his association with a substantial shareholder, Samuel Terry Absolute Return Fund.

Each Director's independence is assessed by the Board on an individual basis and directors are required to make prompt disclosure to of any information relating to their independence. Directors' shareholdings are set out in the Directors' Report in the Annual Report.

Subject to the prior approval of the Chairman, Directors and Board Committees have the right, in connection with the discharge of their duties and responsibilities, to seek independent professional advice at the Company's expense.

## **2.5 Board committees**

The Board has established several Board Committees to assist in the execution of its duties and to allow detailed consideration of complex issues. Current committees of the Board are: Remuneration and Nomination, Audit, Risk Management and Disclosure Committees. Copies of the Board Charter and Charters for each of the Board Committees are published in the Governance section of the Company's website.

The Charters specify the responsibilities, composition, membership requirements, reporting processes and the way the committees are to operate. Committees endeavour to consist of non-executive directors with a majority of Independent Directors. All Non-Executive Directors may attend any meeting of the Committees. Details of Directors' membership of each Committee and their attendance at meetings are set out in the Directors' Report.

## **2.6 Remuneration and Nomination Committee**

The Board has established a Remuneration and Nomination Committee. The Remuneration and Nomination Committee, as of 30 June 2022, is comprised of three Non-Executive Directors, two of whom are independent. During the reporting period and prior to the retirement of Mr de Nys, the Committee comprised four members, half of whom were independent. The Board acknowledges that the Remuneration and Nomination Committee is currently chaired by a non-independent director.

The Company is confident that the Chairman of the Remuneration and Nomination Committee has the experience and relevant qualifications to discharge his role and is not biased toward the substantial shareholder with whom he is associated.

Details of attendance at meetings of the Committee during the financial year are detailed in the Directors' Report.

## **PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY**

### **3.1 Values and Code of Conduct**

We are committed to making the right kind of impact and applying Australian rigour to what we do, whether in-country or in our foreign operations, such as China and New Zealand. We promote, and expect from our people, a high standard of integrity, and ethical and transparent behaviour in business.

The Board approved Horizon's statement of values are available in the Governance section of the Company's website. Horizon's management team are responsible for inculcating those values across Horizon's workplace. Relevantly, as part of each employee's performance review, an employee must describe how their performance reflects Horizon's values.

We have a zero-tolerance policy on bribery and other forms of corruption. Employees found to have breached our Code of Conduct or our Anti-Bribery policies are subject to disciplinary action which may include termination of their employment. During the reporting period, training on the Anti-Bribery policies took place across our workplace. The new Code is published in the Governance section of the Company's website.

In FY22, Horizon reported under the *Modern Slavery Act 2018*. Horizon continues to conduct due diligence on its value and supply chain to identify and assess any incidence of modern slavery.

### **3.2 Securities Trading Policy**

The Securities Trading Policy was updated in June 2018 and released to the ASX and applies to all Directors and employees of the Company. Directors and employees are prohibited from trading in Company shares during prescribed blackout periods. Directors are required to disclose any share trading. Breaches of the Securities Trading Policy will be investigated and will be subject to appropriate sanctions, which could include disciplinary action or termination of employment.

### **3.3 Conflicts of interest**

The Company manages actual and potential conflicts of interest in accordance with its Code of Conduct (available in the Governance section of the Company's website). Directors have an obligation to identify, disclose, monitor and manage any conflict of interest. A Director who has a material personal interest in a matter being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter unless the rest of the Board have passed a consent resolution.

### **3.4 Anti-bribery and corruption Policy / Whistleblower Policy**

Horizon has in place an Anti-bribery and Corruption Policy. The company also has a Whistleblower Policy in place, and all employees have received training on the policy. The Company offers an independent service run by Deloitte to enable employees to report any incidences of misconduct falling under the Whistleblower Policy (including anonymously). The Company's Anti-bribery and Corruption and Whistleblower Policies are available in the Governance section of the Company's website

## **PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING**

### **4.1 Audit Committee**

The primary role of the Audit Committee is to assist the Board in discharging its responsibilities in relation to the Company's financial reporting, internal control structure and the internal and external audit functions and to make appropriate recommendations in respect of those responsibilities. The Audit Committee has a formal charter which sets out the Committee's role and responsibilities, composition, structure and membership requirements and is available in the Governance section of the Company's website.

The Audit Committee is chaired by an Independent Director who is not the Chairman of the Board and is constituted by at least three members. During the reporting period, the Audit Committee comprised four members of which half are independent. The Committee meets with the external auditor without management present at least twice a year to allow an opportunity to discuss any matters that the Committee or the external auditor believes should be discussed privately.

The qualifications of Audit Committee members and their attendance at meetings of the Committee are detailed in the Directors' Report.

#### **4.2 Financial integrity**

The Board receives written certifications from the CEO and the CFO in relation to the Group's financial reporting processes for the full and half year reporting periods. The Board requires the CEO and CFO to provide a declaration in accordance with section 295A of the Corporations Act 2001. The Board acknowledges that, in their opinion, the financial records of the Company 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 Company. That opinion has been formed on the basis of a sound system of risk management and internal control which is, in their view, operating effectively.

#### **4.3 Audit**

Other than the half year and full year results, Horizon's periodic corporate reports are not reviewed or audited by an external auditor. Horizon undertakes an internal review process to verify the integrity of any periodic corporate reports, which includes a layered check and balance by senior management and relevant executives.

A representative of the external auditor attended all Audit Committee meetings during the financial year, including holding discussions with the Audit Committee at each meeting without management present. The external auditor attended the 2021 Annual General Meeting in order to answer shareholder questions about the conduct of the external audit and the preparation and content of the independent auditor's report.

The Company's Audit Committee's policy is to appoint an external auditor who clearly demonstrates professional qualities and independence. The performance of the external auditor is reviewed annually and if deemed appropriate, applications for tender of external audit services would be requested, taking into consideration assessment of performance, existing value and tender costs.

The Company's policy is to rotate audit engagement partners at least every five years.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in the Financial Statements of the Annual Report. It is the policy of the external auditor to provide an annual declaration of its independence to the Audit Committee.

### **PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE**

The Company is committed to giving all shareholders timely and equal access to information and has developed policies to ensure that directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. The Continuous Disclosure Policy is published in the Governance section of the Company's website. In accordance with the Policy, information must not be selectively disclosed prior to being announced to the ASX.

When the Company makes an announcement to the market, that announcement is released to the ASX. Directors receive copies of all market announcements promptly after they are made. The Company Secretary is responsible for communications with the ASX. All material information disclosed to the ASX is posted on the Company's website at [www.horizonoil.com.au](http://www.horizonoil.com.au). The Company is committed to giving all shareholders timely and equal access to information concerning the Company.

Webcasting of material presentations, including annual and half-yearly results presentations, is provided for the benefit of shareholders, regardless of their location.

The Chairman, CEO and Company Secretary have been nominated as persons responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

### **PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS**

All information disclosed to the ASX is posted on the Company's website as soon as it is released by the ASX. When presentations on aspects of the Group's operations are made, the material used in the presentation is released to the ASX. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently



disclosed, and if so, this information is also immediately released to the market. The website provides an option for shareholders to register their e-mail address for direct e-mail updates from the Company of Company matters.

The Company has put in place a policy to assist the Company in developing and promoting its communication with shareholders and encouraging effective participation at annual general meetings. The Shareholder Communications Guidelines Policy is published in the Governance section of the Company's website.

Horizon encourages all shareholders to attend the Annual General Meeting **[AGM]** which is usually held in November each year. The AGM provides shareholders with an insight into the operations of the Group during the year. At the AGM, shareholders are entitled to ask questions about the management of Horizon and questions of the external auditor about the conduct of the audit and the preparation and content of the auditor's report. Shareholders who are unable to attend the AGM may vote by appointing a proxy using the form included with the notices of meeting.

Shareholders are given the opportunity to elect to receive a copy of the Company's annual report. The Company also provides shareholders with online access to all Company announcements, media briefings, details of Company meetings, press releases for the last three years and financial reports for the last five years by publishing on the Company's website. Shareholders may elect to receive all [or some] communications from the registry electronically, including notices of meeting and annual reports with the aim of improving the speed, convenience and environmental friendliness of our reporting communications.

## **PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

The Board, with the assistance of the Audit and Risk Management Committees, is responsible for overseeing the implementation of the Company's risk management framework and ensuring that internal compliance and control systems are in place. These systems require management to be responsible for identifying and managing the risks which may have a material impact on the strategic objectives.

The Company's Risk Management Standard is designed to ensure strategic, operational, environmental, legal, reputational and financial risks are identified, assessed, effectively and efficiently monitored and managed to enable achievement of the Group's business objectives. Considerable importance is placed on maintaining a strong internal control environment. There is an organisational structure with clearly drawn lines of accountability and delegation of authority. Adherence to the corporate Code of Conduct [refer to Principle 3] is always required and the Board actively promotes a culture of quality and integrity.

The Risk Management Committee oversees the procedural operation of the risk management and compliance system. The Committee is chaired by an Independent Director who is not the Chairman of the Board and is constituted by at least three members. During the reporting period, the Committee composed of two Non-Executive Directors and the Managing Director.

The key function of the Committee is to identify and prioritise risk arising from business strategies and activities and ensure that appropriate risk management controls are implemented and are effective. The Committee's responsibilities also include the Company's internal control environment and ensuring that the Company has an integrated framework of internal compliance and controls based on formal procedures and appropriate delegation of authority and responsibility. The Committee reviews the risk management framework annually, and did so in FY22.

Details of attendance at meetings of the committee during the past financial year are detailed in the Directors' Report.

The Committee ensures that appropriate risk management controls are implemented and effected by meeting with senior executives, at least bi-annually, to review and discuss the material business risks arising from business strategies and the adequacy of the relevant risk management controls in place. During this financial year, the Company performed an assessment of Company's risks and identified measures to manage the risks to levels consistent with the risk appetite of the Company. A risk register for the Company is maintained to document the risks identified. Should the risk profile of the Company change, the risk register will be updated to reflect this, and any further control required will be implemented.

The Risk Management Committee Chairman [or a delegate] reports to the Board following each meeting of the Risk Management Committee. In addition, the Board also reviews and considers material business risks and the adequacy of the risk management controls at each Board meeting. A copy of the Risk Management Committee Charter is published in the Governance section of the Company's website.

While the Company does not utilise a formal internal audit function, given the relative size of the organisation and the key roles of the Risk Management Committee and Audit Committee in evaluating and continually improving the effectiveness of

the Company's risk management and internal control processes, the Board considers the regular systematic monitoring of control activities to be sufficient to manage current and future risks.

During the reporting period, the Committee approved a revised HSSE Policy and HSSE management system to primarily relating to changes in roles and responsibilities to reflect the changes in the organisational structure.

The Company strongly values economic, environmental and social sustainability within the areas in which it operates. During FY22, Horizon established a Sustainability Steering Committee (SSC), being an internal working group to assist the Board in fulfilling its oversight and responsibilities relating to Horizon's sustainability strategy, policy, and practices. The role of the SSC is to engage the executive in strategic sustainability decision making, encourage long term planning and facilitate sustainability initiatives. For further detail on environmental, social and governance (ESG) action plan, see Horizon's Sustainability Report 2022 published on the Company's website.

The Review of Operations section of the Directors' Report of the Annual Report together with the Company's Sustainability Report contain detailed information about the Company's material business risks, including exposure to economic, environmental and sustainability risks and the Company's approach in managing them. The Sustainability Report also provides further details of the Company's key initiatives and sustainability performance.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

The Remuneration and Nomination Committee supports and advises the Board on remuneration related matters set out in its Charter. Details of attendance at meetings of the Committee during the financial year are detailed in the Directors' Report. Information on the Company's remuneration practices and policies is set out in the Remuneration Report of the Annual Report.

The Company clearly distinguishes the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives. Non-Executive Directors do not receive any incentive-based remuneration or employee performance rights or options and do not receive any retirement benefits other than statutory entitlements. Information relating to the remuneration of Non-Executive Directors is disclosed in the Remuneration Report of the Annual Report.

The Remuneration and Nomination Committee, as of 30 June 2022, is comprised of three Non-Executive Directors, two of whom are independent. During the reporting period and prior to the retirement of Mr de Nys, the Committee comprised four members, half of whom were independent. The Board acknowledges that the Remuneration and Nomination Committee is currently chaired by a Non- Executive Director who is not an Independent Director. The Company is confident that the Chairman of the Remuneration and Nomination Committee has the experience and relevant qualifications to discharge his role and is not biased toward the substantial shareholder with whom he is associated.

The Company's Securities Trading Policy prohibits employees entering into transactions in financial derivatives (including options) which limit the economic risk of participating in unvested entitlements under equity-based remuneration schemes.

A copy of the Remuneration and Nomination Committee Charter and the Securities Trading Policy is published in the Governance section of the Company's website.