

Corporate Governance Statement

August 2024



ServiceStream

Corporate Governance Statement

Service Stream

As at 30 June 2024

The Board is committed to achieving and maintaining high standards of corporate governance. This Corporate Governance Statement sets out the extent to which Service Stream Limited's (**Company**) corporate governance practices for the year-ended 30 June 2024 comply with the fourth edition of the ASX Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (**ASX Principles**). This statement addresses:

- the Company's corporate governance framework; and
- key risks and the Company's response to mitigating these risks.

This Corporate Governance Statement was approved by the Board on 20 August 2024.

ASX Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

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

The role of the Board and management

The Board's responsibility and focus is on representing and serving the interests of shareholders by approving the strategic direction for, and policies of, the Company and overseeing performance. The exclusive duties reserved for the Board include:

- appointing the Managing Director and external auditor;
- approving the Company's strategic plan and annual budget;
- setting the remuneration structure for the Managing Director and Senior Executive Team, including the performance hurdles for the long-term and short-term incentive schemes;
- overseeing management's implementation of the Company's strategic plan and its performance against the annual budget;
- approving significant Company policies;
- approving significant capital expenditure;
- approving the half-year and year-end financial statements, dividends and reporting documents;
- approving ASX disclosures; and
- setting the Company's risk appetite and monitoring the effectiveness of the Company's risk management policies and procedures and the adequacy of its internal control mechanisms.

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The Board Charter sets out the Board's structure, along with its key roles and responsibilities. The Board Charter is available on the Company's website: <https://www.servicestream.com.au/investors/corporate-governance>.

The Board has also adopted a Reserved Powers Policy that sets out matters specifically reserved for determination by the Board. The Reserved Powers Policy is available on the Company's website: <https://www.servicestream.com.au/investors/corporate-governance>.

Delegation to management

Responsibility for the Company's day-to-day operations, administration and management is delegated by the Board to the Managing Director. The Board has approved a Delegation of Authorities Policy to govern the delegation of the Managing Director's authorities to members of the Senior Executive Team and other levels of management throughout the Company, as appropriate.

Authority delegated by the Board to the Managing Director must be exercised:

- within the strategy and risk appetite approved by the Board;
- in accordance with approved policies;
- subject to specific regulatory obligations; and
- utilising the Authority and Delegations Matrix.

The Authority Delegations Matrix is in a mandatory prescribed format to be used in connection with the issuance of authority delegations. Any material changes to those delegations are notified to the Board or Audit & Risk Committee.

Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Board actively and regularly considers the composition of the Board, taking into account the duration of each Director's tenure and the competencies required for the effective oversight of the Company. The Board's Remuneration and Nomination Committee deals with the nomination and appointment of Directors and Board succession planning. When nominating and appointing Directors, the Board considers its diversity objectives and seeks a balanced mix of qualifications, age, skill, gender and experience to achieve the most favourable outcome for the Company and its shareholders.

Appropriate checks are made by the Company prior to appointing a Director or putting forward their nomination for election by shareholders including criminal police checks, director exclusion checks and reference checks.

Apart from the role of Managing Director, all Directors are subject to re-election by rotation at least every three years. Shareholders are provided with all material information in the Company's possession relevant to this decision.

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At the end of each financial year, the Board assesses its performance and that of its Committees and individual members, to ensure its effectiveness in meeting shareholder expectations. In FY24 this was undertaken by a formal internal process including the use of surveys.

Further details of Board members' qualifications and experience is set-out under Recommendation 4.1 and is also available on the Company's website <https://www.servicestream.com.au/investors/board-of-directors>

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

All Directors and Senior Executive Team members have written agreements with the Company.

Directors execute letters of engagement with the Company which include the following terms:

- the term of the appointment;
- Board role and responsibility;
- the Company's expectations of Directors including their expected time commitment, duties to the Company, meeting attendance and preparation;
- committee membership;
- remuneration, including superannuation entitlements;
- the Director's obligations to disclose details of their interests in the Company's securities and any matter which may impact on their independence;
- education and training;
- details of significant Company documents including key policies; and
- indemnity and insurance arrangements.

Senior Executive Team members, including the Managing Director, execute employment contracts with the Company which include the following terms:

- the position and term of employment;
- executive duties and obligations;
- remuneration, including incentive benefits and superannuation entitlements;
- termination rights of the Company and employee including notice periods;
- non-compete restrictions;
- confidentiality obligations; and
- requirement to comply with Company documents including key policies.

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Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Board is responsible for the appointment of the Company Secretary. The Company Secretary is accountable directly to the Board through the Chairman on governance matters and all matters relating to the proper functioning of the Board. The Company currently has two Company Secretaries. Further details on the Company Secretary's qualifications and experience is available on the Company's website

<https://www.servicestream.com.au/investors/board-of-directors>

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

Service Stream are dedicated to enhancing diversity and inclusion throughout the Group. We take pride in the varied gender, age, and cultural representations within our workforce.

As a part of the broader Sustainability agenda the Company has established 3 working groups made of representatives from across the Company to recommend and implement initiatives in direct alignment with the strategy of each respective area. The working groups are overseen by the Executive Leadership Team and report through to the Board.

The three working groups are:

- Gender Diversity & Inclusion;
- Reconciliation Action Plan; and
- Sustainability.

Measurable objectives for improving diversity and inclusion achieved during FY24 include:

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1. Embed inclusion into all policies, programs and procurement.

FY24 Progress:

- Service Stream continues to prioritise spending with indigenous suppliers supported by continued membership of 'Supply Nation'.
- Service Stream has implemented a First People's Engagement Plan and continues to advance in implementing the pertinent initiatives in accordance with its 'Innovate' Reconciliation Action Plan.
- Service Stream has revised our Talent Acquisition and Recruitment Policy and Procedure that embeds diversity and inclusive requirements with hiring practices.

2. Build a workplace free of harassment and discrimination.

FY24 Progress:

- Respect at Work awareness training e-learn modules are available in our learning management system for all employees and managers to complete upon commencement with the organisation in alignment with legislative changes derived from the Respect@Work Report.
- Grievance Tracker has been revised to progress case management monitoring.

3. Leverage the diversity of all employees and respond to the changing social environment.

FY24 Progress:

- Sponsored a neurodiversity lunch and learn session in November 2023, facilitated by the Senior Manager - Diversity, Equity, and Inclusion, aimed at educating employees on the value of neurodiversity and fostering an inclusive environment.

4. Invest in the capability of our managers, fostering inclusive leaders.

FY24 Progress:

- Women Leading - 24 participants completed the program in FY24.
- Recognise and celebrate managers who demonstrate exemplary inclusive leadership through awards, company designated social media platforms, or other forms of acknowledgment.

Overall female representation within the Group increased to 19%:

- 18% of executive roles are filled by women.
- 18% of management positions are filled by women.
- 20% of female participation in Graduate Program.
- Female representation in First Nations Peoples cohort is 22%.

The Board is currently comprised of two female directors out of five directors (40%).

The Company's annual public reports lodged with the Workplace Gender Equality Agency each year can be found on the Company's website: <https://www.servicestream.com.au/investors/corporate-governance>

The Company's Diversity Policy is available on the Company's website: <https://www.servicestream.com.au/investors/corporate-governance>

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Further information on diversity and inclusion targets and initiatives is provided in the Company's Sustainability Report: <https://www.servicestream.com.au/investors/corporate-governance>.

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board conducts yearly evaluations of the performance of the Board, its Committees and individual Directors. These evaluations are conducted by the Chair of each Committee in the form of a questionnaire. Additionally, the Chairman of the Board undertakes individual performance review meetings with each Director on an annual basis. In FY24, individual performance reviews of each Director, as well as evaluations of the Board and its Committees, were undertaken.

The Board Charter is available on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>

Recommendation 1.7

A listed entity should:

- (a) disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

Each reporting period the performance of the Managing Director and each Senior Executive Team member is measured against key performance indicators and other performance criteria set by the Board. The performance indicators and criteria are comprised of financial, safety and individual performance targets.

The Remuneration and Nomination Committee considers the performance of the Managing Director and members of the Senior Executive Team when formulating remuneration arrangements. During FY24 eligible members of the Senior Executive Team (including the Managing Director) participated in the short-term and long-term incentive plans.

The short-term incentive plan contains measurable key performance indicators with respect to the financial year budget that are approved by the Board, along with safety and individual performance targets.

The long-term incentive plan contains incentive targets for the financial years to which each offer made under the plan applies. The performance rights granted will each vest where the Company's Adjusted Earnings Per Share (EPS) performance measured using a point-to-point compound annual growth rate (CAGR) (the "EPS CAGR") and the Total Shareholder Return (TSR) vesting conditions are met. The growth performance condition is based on the Company's EPS CAGR over the performance period (being 3 years). The tranche of performance rights will vest on a pro-rata basis upon achieving annual EPS CAGR growth of between 5% and 10%. The relative TSR performance condition is based on the Company's TSR performance relative to the TSR of comparative companies, as at the start of the performance period and measured over the performance period. If the TSR in the comparison group is ranked from highest to lowest,

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the median TSR is the percentage return to shareholders that exceeds the TSR for half of the comparison companies. The 75th percentile TSR is the percentage return required to exceed the TSR for 75% of the comparison companies.

These incentive targets were adopted by the Board following the engagement of external remuneration advisers to develop an appropriate remuneration program for the Managing Director and broader Executive Management Team. Further details on the long-term and short-term incentive plans are set out in the Company's Remuneration Report.

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ASX Principle 2 – Structure the Board to add value

Board and Committees

As at 30 June 2024, the Board is comprised of five directors: 4 Non-Executive Directors and the Managing Director. The roles of Chairman and Managing Director are performed by different individuals. The Company has written agreements with each Director setting out the terms of their appointment.

The current committees of the Board are:

- the Health, Safety & Environment Committee;
 - the Audit and Risk Committee; and
 - the Remuneration and Nomination Committee,
- (the **Committees**)

The composition of the Board and its Committees during FY24 is set out below:

Name	Status	Health, Safety Environment & Committee	Audit & Risk Committee	Remuneration & Nomination Committee	Year Appointed to Board
Brett Gallagher ¹	Independent Non-Executive Chairman	Member	Member		2010
Leigh Mackender	Managing Director	Member			2014
Peter Dempsey ²	Independent Non-Executive Director		Member	Member	2010
Elizabeth Ward	Independent Non-Executive Director	Chair		Member	2021
Martin Monro	Independent Non-Executive Director	Member	Member	Chairman	2022
Sylvia Wiggins	Independent Non-Executive Director		Chair	Member	2022
Nick Miller ³	Independent Non-Executive Director	Member	Member		2023

¹ Brett Gallagher was appointed as member of the Audit & Risk Committee on 16 January 2024

² Peter Dempsey retired from the Board on 18 October 2023

³ Nick Miller was appointed to the Board on 1 November 2023 and retired on 16 January 2024

Meetings

The number of meetings of the Board and Committees held during FY24 and the number of meetings attended by each Director is set out below:

Name	Board		Health, Safety & Environment Committee		Audit & Risk Committee		Remuneration & Nomination Committee	
	N	A	N	A	N	A	N	A
Brett Gallagher ¹	12	12	5	5	3	2	-	-
Leigh Mackender	12	12	5	5	-	-	-	-
Peter Dempsey ²	12	3	-	-	1	1	1	1
Elizabeth Ward	12	12	5	5	-	-	4	4
Martin Monro	12	12	5	5	5	5	4	4

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Sylvia Wiggins	12	12	-	-	5	5	4	3
Nick Miller ³	12	1	4	0	5	0	-	-

N – the number of meetings held by the Board or Committee

A – the number of meetings attended by the member of the Board or Committee

¹ Brett Gallagher appointed as member of the Audit & Risk Committee on 16 January 2024

² Peter Dempsey retired on 18 October 2023

³ Nick Miller retired on 16 January 2024

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members a majority of whom are independent directors; and
 - (2) is chaired by an independent director,and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established a Remuneration and Nomination Committee (**RNC**). The RNC's role is to assist the Board with its governance responsibilities with respect to remuneration and nomination matters involving the Company including:

- the appointment, performance review and succession planning of the Managing Director, and Non-Executive Directors; and
- remuneration strategies for the Non-Executive Directors, Managing Director and Senior Executives.

Two members of the RNC, being Sylvia Wiggins and Elizabeth Ward, are Independent Non-Executive Directors. The chairman of the RNC, Martin Monro, is not the chairman of the Board. Further details on the qualifications and experience of the RNC members is available in the Directors' Report in the Company's Annual Report. Information concerning the attendance of the RNC members at the RNC meetings is available under ASX Principle 2.

The Charter of the RNC is available on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>.

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Board regularly reviews the skills, experience and attributes required of the Board to effectively discharge its duties.

In FY24 the Board endorsed the RNC's new skills matrix that identified the necessary attributes, sector knowledge and skills and experience required of the Board to effectively govern the Company and discharge

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its strategic objectives. The RNC's skills matrix was developed from the Glass Lewis 'Board Skills Matrices'. The identified attributes, sector knowledge and skills and experience required for a Service Stream Director are set out in the tables below. The skills identified in the below tables are in addition to the fundamental personal characteristics that each Director must possess for the Board to discharge its duties and strategic objectives. These include:

- honesty and integrity
- enquiring mind
- commitment
- entrepreneurial disposition
- accountability
- punctuality

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Skills Matrices for current directors

	Brett Gallagher	Elizabeth Ward	Martin Monro	Sylvia Wiggins	Leigh Mackender
1. Attributes					
0-3 years		✓	✓	✓	
3-6 years					
6-9 years					
9+ years	✓				✓
Gender Diversity		✓		✓	
Availability & Commitment	✓	✓	✓	✓	✓
2. Sector Knowledge					
Telecommunications	✓	✓			✓
Transportation		✓	✓		
Utilities	✓			✓	✓
Infrastructure, Engineering or Technical Services	✓	✓	✓	✓	✓
3. Skills & Experience					
Health Safety Environment & Sustainability	✓	✓	✓	✓	✓
Strategic Leadership	✓	✓	✓	✓	✓
Governance & Compliance	✓	✓	✓	✓	✓
Audit and/or Corporate Finance	✓		✓	✓	✓
M&A and/or Capital Markets	✓	✓	✓	✓	✓
Commercial & Business Acumen	✓	✓	✓	✓	✓
Technological and/or Digital & IT and/or Cyber Security		✓	✓	✓	✓
People & Culture, IR & Remuneration	✓	✓	✓	✓	✓

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Each Director self-assessed against the matrices, following which a peer review was undertaken by the RNC to finally determine the attributes, sector knowledge and skills and experience possessed by each Director. Following the completion of this exercise the RNC concluded that the Board possesses the mix of attributes, sector knowledge and skills and experience required of it to effectively govern the Company and discharge its strategic objectives.

Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position or relationship of the type described below but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.

The Board regularly assesses whether a Director is independent by reference to the independence and materiality criteria set out in the ASX Principles. The Board considers the independence of a Director at the time of their appointment, when they face election or re-election, when they exceed 12 years of service as a non-executive director, or if there is a change to the Director's interests, positions or associations that may impact upon the Director's independence.

A Director's independence is reviewed by the Board and RNC against the guidelines set out in Box 2.3 of the ASX Principles, namely:

- 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;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- has close personal 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 their independence from management and substantial holders may have been compromised.

In FY24, the RNC undertook the exercise of assessing each Director's independence against Recommendation 2.3 of the ASX Principles, as well as the Institutional Shareholder Services (**ISS**) definition of an independent director which uses the Financial Services Council (**FSC**) definition as its core. The FSC defines an **independent director** as a non-executive director who:

- is not a substantial shareholder (or an executive or associate of a substantial shareholder) of the company;
- has not within the last three years been employed by the company in an executive capacity, or been a director after ceasing to hold any such employment;

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- has not within the last three years been a principal or employee of a material professional adviser or material consultant to the corporate group;
- is not a material supplier/customer of the corporate group (or an executive or associate of a material supplier/customer);
- does not have a material contractual relationship with the corporate group; and
- is free from any other interest and any business or other relationship with the corporate group.

All Non-Executive Directors (excluding retired or retiring directors) have been assessed by the RNC against this definition and Recommendation 2.3 of the ASX Principles, and have been determined as Independent Non-Executive Directors for FY24.

Noting that Brett Gallagher has served as a non-executive director on the Board for more than 12 years, the Board determined that an independent classification review of his status as a non-executive director be undertaken. The Board, with Brett Gallagher recusing himself, undertook a classification review against the guidelines set out in Box 2.3 of the ASX Principles and the FSC definition of an independent director. The Board concluded that none of guidelines set out in Box 2.3 of the ASX Principles are applicable to Brett Gallagher and that his tenure has not resulted in any change in behaviour which would bring his independence into question. The Board resolved that Brett Gallagher's classification status as a non-executive director should remain.

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

The Board is comprised of a majority of Independent Directors, being Brett Gallagher, Elizabeth Ward, Martin Monro and Sylvia Wiggins for the reasons stated under Recommendation 2.3. Leigh Mackender is the Managing Director and therefore not considered to be an Independent Director.

Recommendation 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Board has a practice of separating the role of Chairman and Managing Director, with Brett Gallagher in the role of Chairman (an Independent Non-Executive Director for the reasons stated under Recommendation 2.3) and Leigh Mackender in the role of Managing Director.

Recommendation 2.6

A listed entity **should** have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

Newly appointed Directors of the Company receive an extensive induction pack which includes all relevant corporate governance documents, policies, annual reports and previous Board and Committee papers. The Company has a program that provides professional development opportunities via training provided by external parties, updates on developments in accounting standards and changes in law. The Board also

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receives regular updates from the Senior Executives on risk and compliance issues, relevant changes in the regulatory environment affecting Directors and the Company, governance and safety.

ASX Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company is committed to being a socially responsible corporate citizen and is guided by a set of core values which provide the basis for appropriate standards of behaviour for all Company employees, executives and directors.

These values are:

SAFETY: we care about the safety of our people, our customers and the community.

DELIVERY: we are reliable and deliver against our commitments.

PEOPLE: we are inclusive, respectful and support each other.

ACCOUNTABILITY: we are accountable for the results we deliver to our stakeholders.

A list of the Company's values is available on the Company's website

<https://www.servicestream.com.au/about/#Our-values>

Recommendation 3.2

A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company has a Code of Conduct that sets out the Company's expectations for behavioural standards. The principles underlying the Code of Conduct are:

- complying with all laws and regulations and with company policy;
- behaving in a manner that enhances trust and confidence with customers;
- behaving consistently with the Company's values and working in the best interests of the Company;
- avoiding any conflicts of interest;
- never trading on insider information;
- preventing fraud and avoiding using company information, property or position for personal gain;
- ensuring a safe and healthy work environment;
- eliminating discrimination and harassment;
- protecting the environment in which we operate;

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- reporting any concerns or suspected breaches of the Code of Conduct;
- acting promptly to address any reports of concerns about inappropriate behaviour;
- honouring confidentiality of proprietary information, protection of information and never discussing company matters with unauthorised persons; and
- maintaining appropriate records, financial controls and disclosure.

The Board has ultimate responsibility for resolving all matters concerning ethical and responsible decision-making, with policies and practices designed to ensure the integrity of the Company is maintained and investor confidence is enhanced. The Board and the Senior Executive Team, through their own actions, promote and foster an ethical corporate culture for the entire Company. The Board and ARC are informed of any material breaches of the Code of Conduct by Senior Executives.

Additionally, the Directors must keep the Board advised, on an on-going basis, of any interest that could potentially conflict with that of the Company. Where the Board believes that a significant conflict exists, the Director concerned does not receive the relevant Board papers and does not participate when the relevant item is considered or voted on.

The Code of Conduct can be found on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>

The Company has implemented a Conflicts of Interest Policy, which is reviewed annually and endorsed by the Board. This policy helps employees of Service Stream to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the Service Stream Group. A Conflicts of Interest training module is rolled out annually to all staff.

The intent of the Conflicts of Interest Policy is to:

- address the Board's request that a more robust conflicts of interest process and policy be implemented by Management;
- clearly articulate to Service Stream employees what behaviour and relationships constitute (or may constitute) a conflict of interest;
- clearly articulate the process to be followed by Employees in the event a potential or actual conflict of interest arises; and
- provide Management with a stronger foundation on which to manage employees involved in, or having disclosed, a conflict of interest.

Recommendation 3.3

A listed entity should:

- (a) have and disclose a whistleblower policy; and
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Company has a Whistleblower Policy that is compliant with the law and is designed to encourage a culture of disclosing Reportable Conduct. Governance training is conducted on an annual basis for staff across the Company, covering topics such as the Whistleblower Policy, the Code of Conduct, Delegation of Authorities, and new or revised laws and employee obligations.

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The Whistleblower Policy can be found on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>

Our Whistleblower Policy has been updated to comply with ASIC Guidelines (Regulatory Guide 270: Whistleblower policies, Information Sheet 247: Company officer obligations under the whistleblower protection provisions and Report 758: Good practices for handling whistleblower disclosures).

Recommendation 3.4

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company is committed to minimising the risk of fraud and corruption through responsible corporate governance and ensuring that it has appropriate internal controls in place to promote compliance with anti-bribery and corruption laws in Australia. The Board has endorsed the Anti-Bribery and Corruption Policy to support the Company's Code of Conduct, Conflicts of Interest Policy and Corporate Governance Statement. Any breaches of the Anti-Bribery and Corruption Policy, and Conflicts of Interest Policy are reported to the Board.

The Company seeks to create a culture and operating environment whereby our employees and subcontractors do not engage in corrupt business practices. Key operating practices underpinning this objective include:

- undertaking due diligence on parties contracted to do business with the Company to ensure they are reputable, competent and qualified to do the work;
- obtaining legal assurance that any proposed arrangement complies with all applicable laws;
- requiring any conflict of interest, actual or perceived, to be disclosed;
- ensuring the party doing business with the Company understands the Company's expectations, its Code of Conduct and the Anti-Bribery and Corruption Policy;
- prohibiting the provision of gifts or benefits to public officials, politicians or political parties, or relatives or associates of public officials, politicians or political parties;
- ensuring that gifts to non-government related entities should be token in nature; and
- prohibiting the giving, receiving, offering or promising of a bribe, facilitation payment or secret commission.

The Anti-Bribery and Corruption Policy can be found on the Company website:

<https://www.servicestream.com.au/investors/corporate-governance>

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ASX Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

- (a) have an audit committee which:
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:
 - (3) the charter of the committee;
 - (4) the relevant qualifications and experience of the members of the committee; and
 - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Audit and Risk Committee

The Board has an Audit and Risk Committee which assists the Board in providing shareholders and regulatory authorities with timely and reliable financial reports of the Company. The Committee reviews audit scope, assesses the performance of and fees paid to the external auditor, liaises with the external auditor to ensure that the annual audit and half-year review are conducted in an effective, accurate and timely manner and considers whether non-audit services provided by the external auditors are consistent with maintaining the external auditor's independence. The Committee reports to the Board on financial and audit matters at each relevant Board meeting.

All three members of the ARC, being Sylvia Wiggins, Brett Gallagher and Martin Monro, are Independent Non-Executive Directors. The Chair of the ARC, Sylvia Wiggins, is not the Chairman of the Board. Further details on the qualifications and experience of the ARC members is available in the Directors' Report in the Company's Annual Report. Information concerning the attendance of the ARC members at the ARC meetings is available under ASX Principle 2.

External Auditors

The Company engages PricewaterhouseCoopers as its external auditor and the policy on the procedure for the selection and appointment of external auditors and rotation of the external audit engagement partner can be found on the Company's website <https://www.servicestream.com.au/investors/corporate-governance>. PricewaterhouseCoopers attends the Company's Annual General Meeting (AGM) each year at which it is available to answer questions of shareholders relevant to the audit. The Company has implemented a Non-Audit Services Policy which precludes the Company's external auditor from providing any prohibited non-audit services. For non-audit services that are not prohibited, the CFO must approve all such engagements with the Chair of the Audit and Risk Committee to approve all engagements valued at more than \$100,000 \$50,000; or which would exceed 20% of the fee for the Group's total audit services.

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The Audit and Risk Committee Charter can be found on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>

Recommendation 4.2

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

Prior to the approval of the financial statements the Managing Director and Chief Financial Officer provide a declaration to the Board, as required by section 295A of *the Corporations Act 2001*, 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 entity, and that this opinion has been formed on the basis of a sound system of risk management and internal controls which are operating effectively.

The receipt of the Managing Director and Chief Financial Officer declaration is affirmed each year in the Directors' Declaration provided in the Company's Financial Statements.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic financial report it releases to the market that is not audited or reviewed by an external auditor.

The Company does not release any periodic financial report that is not audited or reviewed by an external auditor.

ASX Principle 5 – Make timely and balanced disclosure

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company is committed to providing timely and accurate disclosure to the market of all material matters concerning the Company. The Company's Continuous Disclosure Policy seeks to ensure that its shareholders and the market have equal access to information issued by the Company.

The Continuous Disclosure Policy identifies Disclosure Officers, being the Managing Director, Chief Financial Officer and Company Secretary. The Disclosure Officers are responsible for managing compliance with the Company's disclosure obligations, including, if required, announcing information through the ASX. However, it is a reserved power of the Board that all ASX announcements obtain Board approval prior to their disclosure. The Board considers potential disclosure issues at each meeting.

Copies of all of the Company's ASX announcements can be found on the Company's website: <https://www.servicestream.com.au/investors/asx-announcements> along with the Continuous Disclosure Policy, which is located at: <https://www.servicestream.com.au/investors/corporate-governance>.

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Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

It is a reserved power of the Board that all ASX announcements obtain Board approval prior to their disclosure. Accordingly, the Board receives copies of all market announcements prior to their release.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst a presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company releases all new and substantive investor reports including:

- Half Year and Full Year Market presentations;
- Managing Director's Address to Shareholders;
- Chairman's Address to Shareholders;
- Broker conferences; and
- Investment Forums.

The presentations and reports can be found on the Company's website at <https://www.servicestream.com.au/investors/asx-announcements>

For half-year and full-year results presentations a live weblink is provided on the Company's website which gives security holders the opportunity to participate in the presentation. These are available for download after the presentation at: <https://www.servicestream.com.au/investors/annual-general-meetings>

ASX Principle 6 – Respect the rights of security holders

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Company respects the rights of its shareholders and provides them with appropriate information and facilities to allow them to exercise their rights. The Company provides information about itself on the Company's website, in particular the "Investors" section, which includes a Corporate Governance page: <https://www.servicestream.com.au/investors>

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company has an investor relations program to facilitate effective two-way communication with shareholders using various methods such as:

- Annual Reports which are made available to shareholders;

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- disclosures made to the ASX;
- Notices of Meeting and Explanatory Memorandums in relation to resolutions to be put to a vote of shareholders;
- AGMs and EGMs at which shareholders are given an opportunity to ask questions about and comment on the performance and operations of the Company and its subsidiaries and to vote on other items of business including Director appointments. Key aspects of recent AGMs and EGMs have been recorded and made available online for shareholders who were unable to attend the meeting, as well as the voting results for each resolution. Furthermore, shareholders who are unable to attend in person can ask questions ahead of the meeting via email. Where appropriate, these questions will be answered at the meeting;
- responding to communications from shareholders in a timely and responsive manner;
- periodic investor presentations and briefings; and
- investor roadshows following Half and Full year results.

All shareholders have the option to receive communications from, and send communications to, the Company and its share registrar Computershare, electronically.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

At the Company's AGMs and EGMs shareholders are given an opportunity to ask questions about and comment on the performance and operations of the Company and its subsidiaries, the resolutions of the meeting and to vote on other items of business including Director appointments. Key aspects of recent AGMs and EGMs have been recorded and made available online for shareholders who were unable to attend the meeting.

Furthermore, shareholders who are unable to attend in person can ask questions ahead of the meeting via email. Where appropriate, these questions will be answered at the meeting.

Recommendation 6.4

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

At the Company's AGMs and EGMs, all substantive resolutions are decided by a poll, the results of which are disclosed to the market.

Recommendation 6.5

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

All shareholders have the option to receive communications from, and send communications to, the Company and its share registrar Computershare electronically.

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ASX Principle 7 – Recognise and manage risk

Recommendation 7.1

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director,and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company has established an ARC to assist the Board in identifying, assessing, monitoring and controlling the Company's material business risks (see further, the discussion in relation to the ARC in ASX Recommendation 4.1).

Recommendation 7.2

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Company manages a range of business risks which have the potential to have a material impact on the performance and operation of the Company. The ARC and the Board recognise that they have ultimate responsibility for ensuring that the risk mitigation actions, and internal control environment of the Company is fit for purpose and adequate in terms of safeguarding shareholder value.

The Board has put in place a comprehensive risk management framework that is reviewed annually and has been developed in line with the principles contained within the AS/NZS ISO 31000: 2018 Risk Management – Principles and Guidelines. The risk management framework establishes the various processes and internal controls designed to safeguard the Company's assets, minimise its liabilities and to ensure the integrity of its reporting. The identification, assessment, monitoring and management of business risks and the internal controls environment is undertaken by management and reported to the Board on an on-going basis.

Risk Management Policy

As part of its risk management framework, the Board has adopted a Risk Management Policy to:

- build a risk management capability and a positive risk culture that recognises, rewards and promotes behaviour that enhances risk management effectiveness; and

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- embed risk management processes and practices into everything we do; from the development and implementation of policies and strategies to corporate, business and operational planning, and into our day to day work.

The Risk Management Policy, along with the other Board approved risk management related policies specify the overall principles and practices to be applied to managing business risks within the organisation and provide guidance to management on key risk management issues. Such policies, which can only be amended by the Board, include:

- Financial Risk Management Policy;
- Business Resilience Policy;
- Tax Risk Management Policy;
- IT Risk Policy; and
- Business Resilience Policy (including a Crisis Management Plan, Business Continuity Plans, Technology Recovery Plans and Facility Recovery Plans).

The Board has established the following functions to monitor business risks:

- a risk management function that provides specialist support in the areas of enterprise risk management;
- an internal audit function to assist the Board, management and employees in the effective discharge of their responsibilities by providing analysis, testing, opinion and recommendations concerning the adequacy and effectiveness of the Company's internal controls;
- a National Safety and Compliance function that provides specialist support in the areas of HSE risks and compliance with quality systems and accreditation; and
- an internal legal function that provides specialist support in the areas of legal, regulatory and governance compliance, including an annual review of the Company's licensing requirements across all Australian jurisdictions.

The Board identified Company material risks are outlined each year in the Company's Annual Report.

Recommendation 7.3

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The ARC established an internal audit function consisting of a General Manager Group Risk and a Senior Internal Auditor reporting into the Company's General Counsel and Company Secretary. Details of the qualifications and experience of the Head of Internal Audit can be found on the Company's website <https://www.servicestream.com.au/investors/board-of-directors>.

The Company's internal audit function has the purpose of providing analysis, testing, opinion and recommendations concerning the adequacy and effectiveness of the Company's internal controls. The head of the function has a direct line of access to the Chair of the ARC and all Internal Audit reports are provided to the ARC along with the status of recommendations flowing from the reviews.

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Recommendation 7.4

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The Company engages in operations and maintenance activities that could pose a medium risk of harm to human health and the environment. To mitigate these risks, the Company maintains a comprehensive risk management process via an integrated Health, Safety and Environmental Management System (HSEMS) which is externally certified to the requirements of ISO 14001:2015 (Bureau Veritas Certificate AU004766-3). Service Stream manages the environmental aspects of the activities that it controls or can influence in accordance with the HSEMS .

Environmental risks are assessed during the planning phase of any project, contract, or undertaking. Where required, Service Stream will also engage external subject matter experts (SMEs) to advise on the most appropriate work methodology in areas of high environmental value or significance (e.g. National Parks or where protected species are present).

Environmental legal requirements are identified, assessed, and integrated with relevant registrations, approvals, permits, or licences obtained prior to the commencement of new work. Compliance is monitored and recorded by the Company's HSEQ team.

Environmental management controls are monitored for effectiveness through our assurance processes which include site inspections, spot checks, leaders walks, incident/hazard investigations, and internal/external audits. Through these processes, the Company is able to determine opportunities for improvement and implement necessary actions to achieve the intended goals as outlined in our Environmental Policy & HSE Risk Control Standards.

The Company also adopts a sustainability framework which aligns material environmental, social, and governance matters with our strategic goals, objectives and initiatives.

Environmental and social performance is monitored via several mechanisms such as Board and Committee reports, third-party audit reports, and the annual Sustainability Report.

Key metrics that are tracked and reported by the Company include:

- Environmental incidents;
- Environmental hazards and non-conformances;
- Compliance with cultural heritage requirements;
- Legislative and other (e.g. client) compliance obligations;
- Energy Consumption (liquid fuels, gas, and electricity consumption);
- Renewable energy consumption;
- Greenhouse gas (GHG) emissions (tCO₂-e):
 - Scope 1 (direct emissions) from fuel combustion;
 - Scope 2 (indirect emissions) from electricity consumption;
 - Material Scope 3 (indirect emissions) as part of an evolving inventory;

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- Waste generation (waste to landfill vs waste diversion rate);
- Corporate travel and associated emissions;
- DEI metrics such as:
 - Demographics;
 - Employee retention;
 - Employee turnover;
- First Peoples participation and organisations spend.

The Company remains registered with the Clean Energy Regulator (CER) and will continue to report greenhouse gas emissions and energy consumption (Scope 1 and 2) on an annual basis under Section 19 of the NGER Act 2007. External verification of all NGER data is undertaken by a registered auditor prior to submission to the regulator in October of each year.

All risks relevant to the environment are outlined in the Directors' Report in the Company's Financial Statements along with strategies for their management.

Further details of the Company's established working groups to assist in addressing social, diversity and inclusion issues are set out under ASX Recommendation 1.5.

The Company's annual Sustainability Report outlines its strategy and performance against the five key sustainability categories. The report can be found on the Company's website <https://www.servicestream.com.au/investors/corporate-governance>.

The Company's Risk Management Policy can also be found on the Company's website: <https://www.servicestream.com.au/investors/corporate-governance>.

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ASX Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director,and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Remuneration and Nomination Committee

The RNC has responsibility for reviewing and making recommendations to the Board in relation to remuneration, in particular, ensuring that the Company offers remuneration which is fair and competitive, which is appropriately linked to performance and which motivates Management to pursue the long-term growth and success of the Company. The RNC also reviews Director and Senior Executive succession plans and monitors the level and nature of Director and Senior Executive remuneration to ensure it is in line with current standards. The RNC provides recommendations to the Board which, in turn, has ultimate responsibility for the fair and responsible remuneration of Company personnel. Further details on the RNC are set out under ASX Recommendation 2.1.

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Remuneration Report contained in the Company's Annual Report details the policies, practices and remuneration of Directors and Senior Executives. In summary:

- Non-Executive Directors are remunerated by way of fees and statutory superannuation, which is determined by reference to the time commitment and responsibilities of the role.
- The Managing Director and Senior Executives are remunerated by way of a combination of fixed salary, share-based and cash-based incentives and statutory superannuation.

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Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

The Company's Securities Trading Policy applies to all officers and employees and prohibits:

- an officer or employee from dealing in any Company securities at any time if they are aware of any price sensitive information; and
- an officer or employee from procuring another person to deal in Company securities at any time if they are aware of any price sensitive information.

The Securities Trading Policy can be found on the Company's website:

<https://www.servicestream.com.au/investors/corporate-governance>

Additional recommendations that apply only in certain cases

Recommendations 9.1 to 9.3 do not apply to the Company at the time this Corporate Governance Statement was approved by the Board.