

CORPORATE GOVERNANCE STATEMENT

2020



BINGO Corporate Governance Statement 2020

1. Introduction

The Board of Bingo Industries Limited (**BINGO** or the **Company**) is pleased to present the 2020 Corporate Governance Statement, which outlines the key aspects of BINGO's corporate governance framework for the financial year ending 30 June 2020 (FY20).

In addition, this statement as well as our Appendix 4G, detail the extent to which BINGO has met the ASX Corporate Governance Council's Principles and Recommendations, 4th edition, 2019 (the **ASX Principles**) during FY20, which BINGO has adopted for the financial year.

BINGO is proud of its ongoing governance progress and has largely met the ASX Principles with significant progress being made towards meeting the final Principles 2.1 and 3.4.

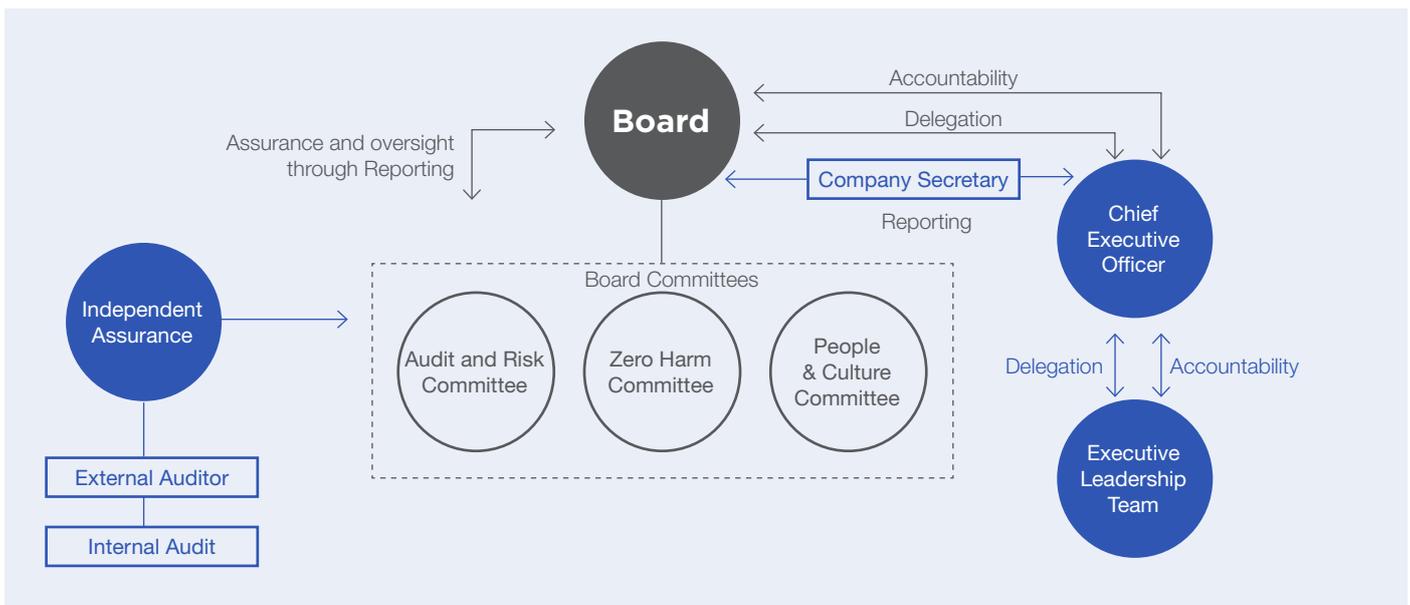
Further information about governance at BINGO can be found in the investor relations section of our website at www.bingoindustries.com.au/sustainability/governance.

The information in this statement is current as at 7 October 2020 and has been approved by the Board.

TABLE 1: ASX Corporate Governance Principles

Principle		Page Reference
Principle 1	Lay solid foundations for management and oversight	1, 2, 3, 4
Principle 2	Structure the Board to be effective and add value	2, 3
Principle 3	Instil a culture of acting lawfully, ethically and responsibly	4, 5
Principle 4	Safeguard the integrity of corporate reports	3, 5, 6
Principle 5	Make timely and balanced disclosure	6, 7
Principle 6	Respect the rights of security holders	7
Principle 7	Recognise and manage risk	3, 6
Principle 8	Remunerate fairly and responsibly	2

FIGURE 1: Our Corporate Governance Framework





Reference Document

[Board Charter](#)

[Trading Policy](#)

[Constitution](#)

2. The Board

The Board of Directors of BINGO (**Board**) is ultimately responsible for setting the direction for BINGO's business and is accountable to shareholders in performing that role. The Board's decision making is underpinned by the Company's core values - **the BINGO Way** - **Be Loyal, Inside the Law, Never Say Never, Greatness is Earned, and One Team, One Family**. These values guide standards and behaviours that are expected of BINGO's Directors, Executive Leadership Team and employees. For more details about the BINGO Way, see page 10 of this statement.

A high performing, effective Board is essential for the proper governance of BINGO. The Board is structured to ensure that it is comprised of individuals with appropriate skills, knowledge, experience and diversity to develop and support BINGO's strategy and enable it to discharge its responsibilities and add value, including facilitating effective discussion and efficient decision making.

The Board has a formal Charter that sets out the responsibilities reserved to the Board and the functions delegated to management. The Board's conduct is also governed by BINGO's Constitution and has established a clear distinction between its functions and those delegated to management.

The responsibilities of each Board committee and details of their membership are disclosed further in this statement.

The Board has appointed Daniel Tartak as Managing Director and Chief Executive Officer (CEO). The Managing Director and CEO has the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in accordance with the delegations, policies and strategies approved by the Board. The Managing Director and CEO is supported by the Executive Leadership Team, whose details and biographies are set out on BINGO's website at www.bingoindustries.com.au/sustainability/governance/board-and-management.

The Board Charter and Constitution can be found at www.bingoindustries.com.au/sustainability/governance and the FY20 Annual Report is available on the BINGO website at <https://www.bingoindustries.com.au/investor-relations/annual-reports>.

Board Structure

The Board is comprised of seven members. Daniel Tartak and Daniel Girgis were appointed to the Board on 3 March 2017. Michael Coleman and Maria Atkinson were appointed to the Board on 22 March 2017. Barry Buffier was appointed to the Board on 2 July 2018, Ian Malouf was appointed to the Board on 29 March 2019 and Elizabeth Crouch was appointed to the Board on 3 October 2019.

TABLE 2: Board members, committees and attendance in FY20

DIRECTOR	MEMBER OF			
	Board	Audit and Risk Committee	People and Culture Committee	Zero Harm Committee
Michael Coleman	●	-	●	-
Daniel Tartak	●	-	-	-
Daniel Girgis	●	●	-	-
Maria Atkinson	●	●	●	●
Barry Buffier	●	-	●	●
Ian Malouf	●	-	-	-
Elizabeth Crouch	●	●	-	●

● Member of Board/Committee

● Chair of Board/Committee

2. The Board cont.

Board Skills and Composition

BINGO's vision of pushing for a waste free Australia is supported by its key strategy pillars:

Our Strategic Enablers



PROTECT AND OPTIMISE THE CORE

Ensure we preserve and grow our key competitive edge – customer and technology centric business model with a recycling led solution.



ENHANCED VERTICAL INTEGRATION

Targeting greater internalisation of our volumes and increasing diversion from landfill for both putrescible and non-putrescible waste.



GEOGRAPHIC EXPANSION

Expansion of our operating footprint along the East Coast of Australia, concentrating on markets with favourable growth drivers.

Our Strategic Priorities

 <p>ZERO HARM</p> <p>Zero Harm to our people and the environment</p>	 <p>CUSTOMER EXPERIENCE</p> <p>Continuously improving our customer value proposition</p>	 <p>SUSTAINABILITY</p> <p>Earning our social license to operate</p>	 <p>GROWTH AND INNOVATION</p> <p>Through operational best practice and industry leadership</p>	 <p>DEVELOP AND RETAIN TALENT</p> <p>Invest in our people, growing future leaders</p>
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The appropriate mix of Board skills is vital in achieving BINGO'S vision and strategic pillars.

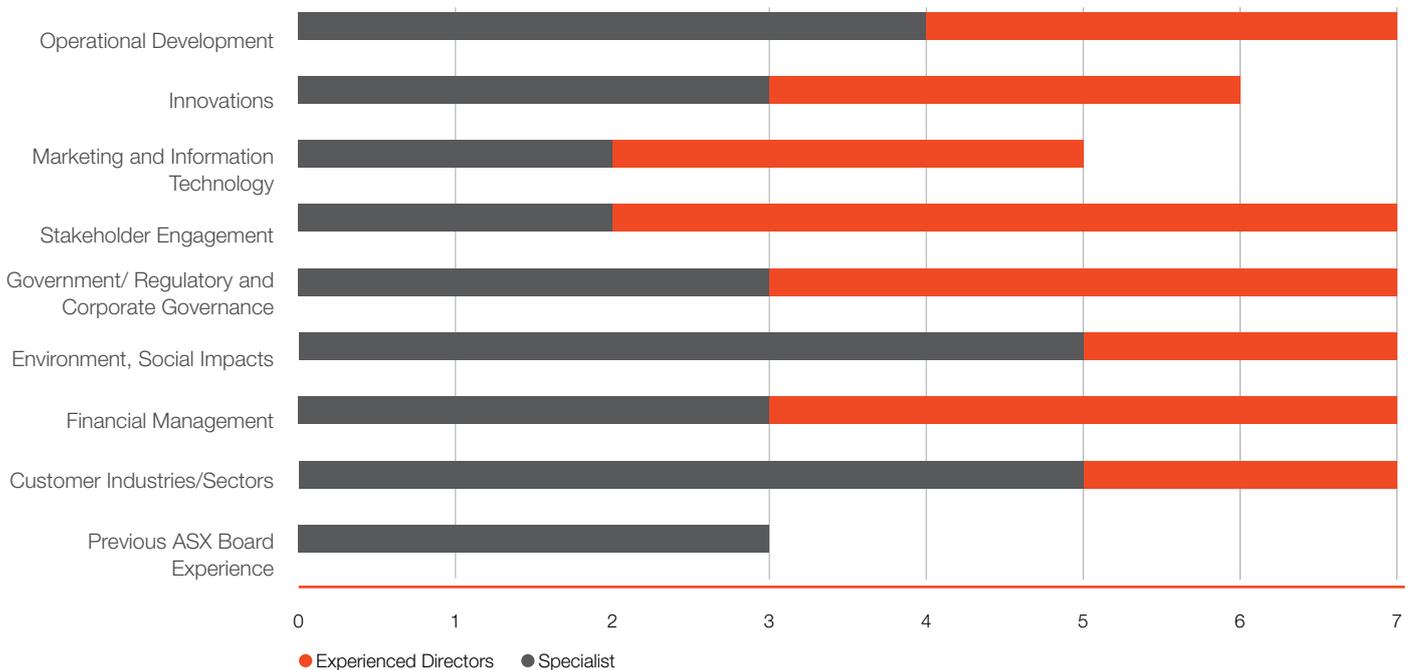
The Board has a Skills Matrix which sets out the mix of skills that the Board considers is required on the BINGO Board. The Skills Matrix below summarises the combined skills and experience of Directors. The Board has reviewed the Skills Matrix and considers that its current members have the appropriate mix of these skills, personal attributes and experience that allows the Directors individually, and the Board collectively, to discharge their duties effectively and efficiently.

The Board comprises individuals who understand the business and culture of BINGO, the environment in which it operates and the communities in which it works.

BINGO's Annual Report 2020 provides further information about each Director such as their profile, including qualifications, experience, independence, tenure and attendances at Board and Board Committee meetings as relevant. BINGO's Annual Report 2020 is available on the website at <https://www.bingoindustries.com.au/investor-relations/annual-reports>.

2. The Board cont.

FIGURE: Board Skill Matrix



Nomination and Appointments

The People and Culture Committee (formerly the Nomination and Remuneration Committee) assists the Board in fulfilling its responsibilities relating to the composition of the Board, Board appointments and succession planning. As part of this succession planning, the People and Culture Committee, in conjunction with the Board, has undertaken an assessment of the Board's collective skills, knowledge, experience, and diversity (including diversity of thought, gender, relationships and background) to enable the identification of particular competencies and perspectives that will best increase the Board's effectiveness. This assessment is assisted by the Board Skills Matrix to identify any gaps.

Further information about the members and the role of the People and Culture Committee can be seen in Section 2, 'Remuneration' in this statement. The number of times the Committee met throughout the period and the individual attendances of the members at those meetings can be found in the Directors' Report in BINGO's 2020 Annual Report (see page 122).

The Board is currently considering a separate Nomination Committee made up of independent Directors to work collaboratively with the People and Culture Committee and make recommendations to the Board on Board appointments and succession planning.

Independence

The Board recognises the important contribution that independent Directors make to good corporate governance. All Directors, whether independent or not, are required to act in the best interests of BINGO and to exercise independent judgement. The Board assesses, at least annually, the independence of each Non-executive Director and considers a Non-executive Director to be independent if he or she is free of any interest, position or relationship that might influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board.

When assessing the independent status of a Director, the Board considers the relationships potentially affecting the independent status of a Director as described in 2.3 of the ASX Principles.

Each Independent Non-executive Director has undertaken to inform the Board as soon as practical if they think their status as an independent Director has, or may have, changed.

2. The Board cont.

With the exception of the Managing Director and CEO, Daniel Tartak, all of BINGO's Directors are non-executive. The Board considers that Michael Coleman, Barry Buffier, Maria Atkinson and Elizabeth Crouch are independent. Ian Malouf is not independent due to his substantial shareholding in the Company and his previous executive role in a group company. Daniel Girgis is not considered independent as he held the position of Chief Financial Officer of the group prior to listing on the ASX and still provides financial and accounting advisory services to support the BINGO finance team on an adhoc basis.

The independence status of each Director is shown in BINGO's 2020 Annual Report.

Induction and Development

Each Non-executive Director is given a formal letter of appointment that sets out the key terms and conditions of their appointment, including Directors' duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with Committee work.

All Non-executive Directors have had an induction into the business of BINGO prior to accepting their appointment and have received continuing information on BINGO and its operations since being appointed. The induction process has included site visits, presentations by management and re-enforcement of BINGO's continuous disclosure obligations.

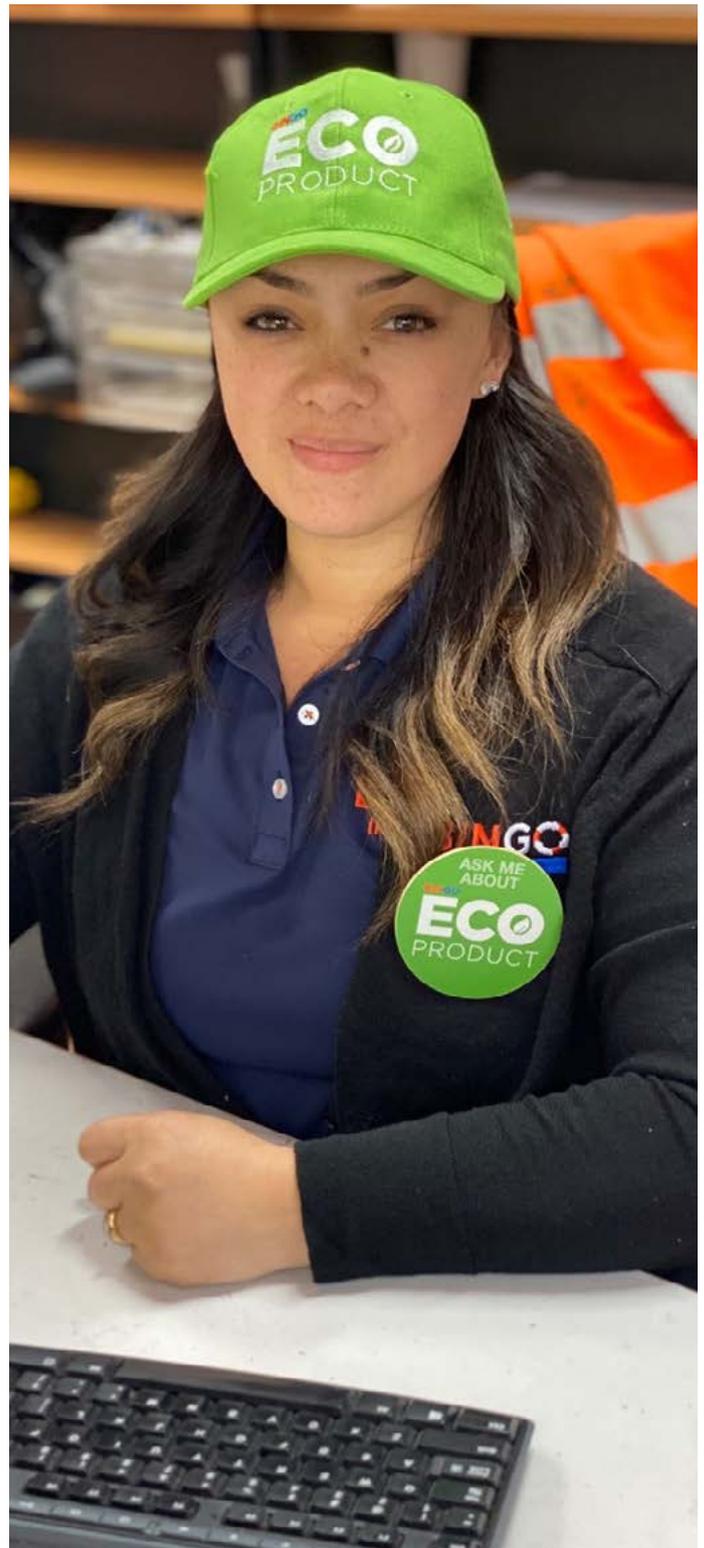
Directors are given access to continuing education in relation to BINGO's business and the industry in which it operates, key regulatory changes, trends, risks and other information required by them to discharge the responsibilities of their office.

Evaluating Board Performance

The Board carries out a performance assessment, which includes an evaluation of the performance of the Board, Board Committees and individual Directors. The method of assessment may vary from year to year. The Board may choose to use an external facilitator to conduct the review or, as it did for the post FY19 review, seek feedback by way of a survey of Directors.

An internal performance review for FY20 was undertaken by the Board.

The Board has considered the performance of the Director standing for re-election at the 2020 AGM when determining the Board's recommendation to shareholders regarding the re-election of this Director.



2. The Board cont.

Remuneration

The Board has formed a People and Culture Committee (formerly the Nomination and Remuneration Committee) which has at least three members, a majority of whom are independent. The Committee works with Executive Leaders to present information and make recommendations to the Board.

The members of the Committee comprise:

- Maria Atkinson (Chair and Independent, Non-executive Director);
- Michael Coleman (Board Chair and Independent, Non-executive Director); and
- Barry Buffier (Independent, Non-executive Director).

A copy of the charter for the People and Culture Committee can be found on BINGO's website. Information about the members of the People and Culture Committee, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings can be found in the Directors' Report in BINGO's 2020 Annual Report.

BINGO's policies and practice regarding the remuneration of Non-executive Directors, Directors and senior executives are disclosed in the Remuneration Report section of BINGO's 2020 Annual Report.

The People and Culture Committee reviews the CEO's performance annually against agreed measures as set and approved at the commencement of the performance period by the Board. The CEO's performance objectives are aligned to the strategic priorities of BINGO and cascaded to senior executives. The outcomes of the CEO's annual review of senior executive performance and remuneration are subject to review by the People and Culture Committee and subsequently, approval by the Board. Performance reviews for the CEO and senior executive were undertaken at the end of FY20. Information about performance outcomes, BINGO's remuneration framework and subsequent reward outcomes for FY20 for the CEO and senior executive can be found in the Remuneration Report (which can be found on page 125 of BINGO's Annual Report).

During the reporting period, BINGO engaged remuneration consultants to benchmark Executive Leader remuneration for FY20 and FY21.

A copy of BINGO's Equity Incentive plan was released to the ASX Platform on 3 May 2017 and is being reviewed during FY21. As disclosed in BINGO's Trading Policy (www.bingoindustries.com.au/sustainability/governance), participants are prohibited from entering into transactions which limit the economic risk of their participation in that scheme.

Company Secretaries

BINGO has appointed two Company Secretaries. BINGO's General Counsel and Company Secretary, Stephen Schmidhofer, acts as secretary of the Board in addition to his role as General Counsel. Rozanna Lee has shared responsibility for the day-to-day operations of the Company Secretarial function and attends meetings of the Board and Board Committees as required.

The Company Secretaries are accountable to the Board through the Chairperson of the Board and/or the Committees, as applicable, on all corporate governance matters and all matters to do with the proper functioning of the Board.





Reference Document

[Audit and Risk Committee Charter](#)

[Zero Harm Committee Charter](#)

[People and Culture Committee Charter](#)

3. Board Committees

The Board has established the following committees:

- Audit and Risk Committee;
- People and Culture Committee; and
- Zero Harm Committee.

Audit and Risk Committee

The Audit and Risk Committee's role is to ensure the adequacy of BINGO's corporate reporting processes, overseeing the external auditor's role in these processes and considers reports by auditors. The Audit and Risk Committee oversees the Company's leadership approach to risk management, monitoring BINGO's performance against the Risk Management Framework and driving the development of the Risk Appetite Statement for consideration by the Board. The Committee also reviews the adequacy of controls, assesses emerging risks and risk treatments, and recommends improvements to the Risk Management Framework to the Board. The Committee regularly assesses BINGO's Risk Management Framework and considers whether it adequately addresses relevant and emerging risks such as cyber security, privacy, data breaches, sustainability and climate-related risks.

People and Culture Committee

The People and Culture Committee (formerly the Nomination and Remuneration Committee) assists and advises the Board on succession planning, the induction and continuing professional development programs for Directors, the implementation of a process for evaluating the performance of the Board, its committees and BINGO Directors.

The Board is currently considering a separate Nomination Committee made up of Independent Directors to work collaboratively with the People and Culture Committee and make recommendations to the Board on Board appointments and succession planning.

Zero Harm Committee

The Zero Harm Committee has been established to assist the Board in its oversight of BINGO's health, safety, environment, quality and sustainability commitments. The Committee will assist the Board's oversight of the Company's objective to operate in a manner that causes Zero Harm to our employees and the environment in which we operate and compliance with its legal and regulatory obligations.

The Committee's role is to provide oversight, assist and advise the business on:

- BINGO's Safety, Environment and Quality (SEQ) and sustainability policies and processes;
- SEQ matters;
- its Sustainability framework, strategy and performance.

The Committee's overarching objective is to ensure that the commitment to Zero Harm and sustainability are core values and a priority across the Company's operations.



Reference Document

[Diversity Policy](#)

4. Diversity and Inclusion

BINGO values, and is proud of, its diverse workforce and is committed to supporting and further developing a truly inclusive workforce that supports and leverages diversity in all its forms. BINGO believes that such a commitment to inclusion creates an environment where all employees can be their best in our workplace and results in competitive advantage and enhances employee engagement. In this way, maintaining an inclusive workplace is essential to creating a sustainable and high-performing culture that drives business performance. BINGO is a registered and relevant employer under the Workplace Gender Equality Act 2012.

BINGO's Diversity Policy sets out the initiatives and areas of focus that BINGO is committed to put in place to achieve appropriate diversity in its Board, senior executives and broader workforce. Pursuant to the Diversity Policy, BINGO has set and implemented measurable objectives to achieve gender diversity.

During FY20, BINGO focused on the following key diversity objectives:

- increasing female representation in leadership roles through attracting new talent, as well as retaining and developing existing talent across the business;
- initiatives that support this key focus have included succession planning, career development, and mentoring and talent acquisition activities. BINGO has also continued to evaluate promotion, pay and performance results to identify any gender pay equality issues;
- targeted attraction of women into other roles throughout the organisation, including those roles that are not typically filled by women, e.g. trades and driver roles; and
- established a Parental Leave Policy. Eligible employees will now continue to be paid their superannuation for the full parental leave period up to 12 months. Under BINGO's Parental Leave Policy, eligible employees are entitled to Paid Primary Carers Leave for a period of 18 weeks or Paid Dad and Partner Leave for a period of two weeks. Creating flexible working solutions to support our employees in balancing work and family commitments will continue to be a focus in FY21.

For FY20, BINGO's gender mix profile was as follows:

Total employees: 996		Senior Leadership	Board of Directors
Female: 144	14.47%	Female: 26.31%	Female: 28.57%
Male: 852	85.63%	Male: 73.69%	Male: 71.43%

In FY20, BINGO achieved its target of greater than 25% female representation across senior management, reaching 26.31%. BINGO's measurable objective for achieving gender diversity in the composition of the Board was to have not less than 30% of its Directors of each gender within the next financial year. Currently this is at 29%.

BINGO has set 2030 targets for female representation which include:

- 50% female representation on the Board; and
- 50% female representation in senior management (including business leaders).

BINGO's progress in achieving these targets will be reported in the FY21 Corporate Governance Statement.

During FY20, BINGO continued to embed the Company's Inclusion Framework, which underpins BINGO's inclusion initiatives. The focus efforts of the Framework are to address the needs of traditionally disadvantage groups including, women, employees with a disability and Aboriginal and Torres Strait Islander Peoples.

During FY20, BINGO made solid progress in delivering the Company's inaugural INNOVATE Reconciliation Action Plan 2019-2021 (RAP). BINGO's RAP sets out the actions the Company will take to meaningfully contribute to Reconciliation efforts. Over the coming year, BINGO will focus on the delivery of the remaining INNOVATE RAP objectives. Reconciliation Australia provides a four level framework for its RAP program. BINGO's RAP is currently at the second or INNOVATE level, the Company is aiming to launch its STRETCH RAP or third level RAP in 2021.



5. Ethical and Responsible Behaviour and Decision Making

BINGO'S Values

BINGO's corporate governance framework has been designed to support the delivery of our strategy, promote sustainable long-term shareholder value, ensure BINGO's compliance with applicable laws; and provide adequate Board oversight of BINGO's key environmental, social and governance risks and opportunities.

BINGO's values– the BINGO Way, underpin our corporate governance framework and build the foundation for our Company's culture of corporate integrity.

B



BE LOYAL

We are trustworthy and loyal. We have respect for ourselves, our co-workers, our company and most importantly our clients.

I



INSIDE THE LAW

We work honestly, ethically and fairly. We abide by all BINGO policies and procedures to protect our safety and the safety of others in our workplace.

N



NEVER SAY NEVER

We believe that there are only solutions, never problems. We strive to learn and grow so that we can better serve our customers.

G



GREATNESS IS EARNED

We aim to be great not good. We adopt the best ideas and make them happen.

O



ONE TEAM, ONE FAMILY

We are a company, built on family values. We know that talent wins games, but teamwork and intelligence wins championships.



Reference Document

[Speak Up Policy](#)

[Code of Conduct](#)

5. Ethical and Responsible Behaviour and Decision Making cont.

Code of Conduct

BINGO's values are supported by our Code of Conduct and other key governance principles and policies. The Board reviews and approves the Company's suite of corporate governance documents and policies every two years or as and when required by emerging risks and/or regulatory updates.

BINGO's Code of Conduct sets out the basic principles and standards of lawful and ethical behaviour of all Directors, officers, employees, contractors, consultants and other persons acting on behalf of BINGO. The Code of Conduct aligns to BINGO's core values and commitments, and focus on Zero Harm for employees, those who come into contact with BINGO's operations and the environment.

The Code of Conduct is made available to all Directors, senior executives and employees. Training is provided on the topics it covers. Breaches of BINGO's Code of Conduct are addressed in line with BINGO's Fair Play Model. The Directors and senior executives will take appropriate and proportionate disciplinary action, which may include termination of employment, civil action or referral to law enforcement agencies, against those who breach the Code of Conduct, which is available on BINGO's website at www.bingoindustries.com.au/sustainability/governance.

Speak-Up Policy

Consistent with the spirit of the Code of Conduct and the ASX Principles, BINGO has a Speak Up Policy which deals with the reporting of any actual or suspected wrongdoing or any other issues that may be affecting BINGO, its employees, customers or suppliers.

BINGO's Speak Up Policy is supported by a confidential process that provides appropriate protections for anyone to report their concerns to ensure that these are received and action is taken in a timely manner. The process of investigation is outlined in the Speak Up Policy, including the roles of the Whistleblower Protection Officer, the Whistleblower Investigation Officer and the Employee Assistance Program.

The People and Culture Committee is informed of incidents reported under the Speak Up Policy. The BINGO Speak Up Policy is available on BINGO's website at www.bingoindustries.com.au/sustainability/governance.

Bribery and Corruption

BINGO has incorporated its position on anti-bribery and gifts, dealings with politicians and government officials into the Company's Code of Conduct.

Any material breaches of the Code of Conduct relating to bribery or corruption would be reported to the People and Culture Committee, Audit and Risk Committee and/or the Board as appropriate, at first instance.

Sustainability

BINGO's sustainability framework guides the Company's efforts in creating sustainable value for people, the environment and communities. In particular, the framework provides for BINGO's 2030 sustainability goals:

- **Responding to climate change** continuing to align BINGO's climate risk disclosures to the UN Task Force for Climate-related Disclosures (TCFD) reporting framework.
- **Driving towards a circular economy** by averaging a resource recovery rate of >90%.
- **Creating a safe environment** and consistently striving for an LTIFR of zero.
- **Becoming energy self-sufficient** – developing a science-based target for fuel and energy emissions reduction.
- **Building a culture that values and leverages diversity** - implementing BINGO's Inclusion Framework, including our INNOVATE Reconciliation Action Plan. Targeting 50% female representation on BINGO's Board and senior leadership and 5% Indigenous representation.

BINGO's sustainability highlights in FY20, include:

- joining RE100 with a goal to achieving 100% renewable electricity across all BINGO recycling centres by 2025;
- maintaining the Company's key memberships and associations including:
 - ♦ BINGO's long-term partnership with recycling not-for-profit Planet Ark;
 - ♦ the Infrastructure Sustainability Council of Australia (ISCA); and
 - ♦ the Green Building Council of Australia (GBCA);
- aligning BINGO's sustainability framework and reporting to the Global Reporting Index (GRI) standards, the UN Sustainable Development Goals, and participating in the Business Council for Sustainable Development Australia's Reporting Matters project. BINGO's Annual and Sustainability Reports were awarded Silver and Gold respectively at the 2020 Australasian Reporting Awards; and
- launching the Company's Responsible Sourcing Program, which included completing a supply chain audit and developing a Supplier Code of Conduct in preparation for publishing BINGO's first Modern Slavery Statement. BINGO was recognised for its efforts in supply chain Modern Slavery risk management at the 2020 Australasian Supply Management Awards.

6. Risk Management and Financial Reporting

BINGO'S Risk Management Framework

The Board has appointed the Audit and Risk Committee to assist with discharging its oversight function in respect of material business risks and to review and determine if BINGO's Risk Management Framework is sound. During FY20, the Board approved the Risk Management Framework, and management was provided with awareness training on the framework so that each team within BINGO is able to work in accordance with the Board's Risk Appetite Statement. Continuing to embed BINGO's Risk Management Framework, and associated processes will be a focus for the Company in FY21. The Risk Management Framework, Risk Appetite Statement, Risk Policy and Risk Register have been prepared with the ASX Principles in mind.

BINGO's approach to risk management is robust and the Framework can be applied at both an enterprise and individual business unit/site level.

BINGO's Risk Management Framework:

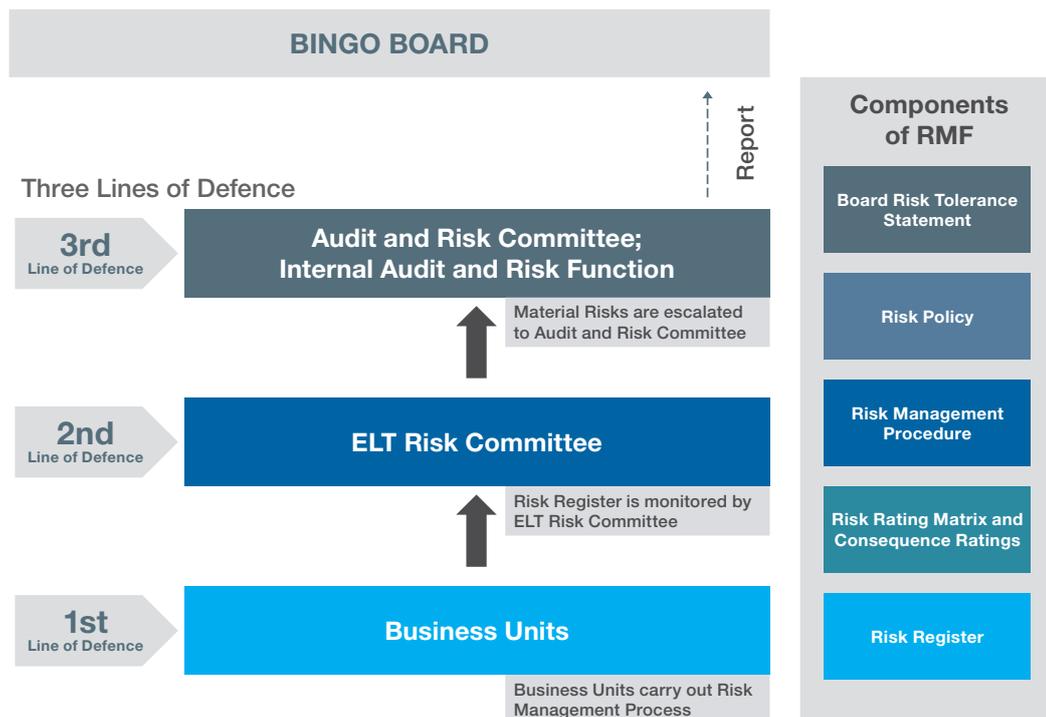
- provides for the Board's risk tolerance levels, promoting alignment between the expectation of the Board and the strategic decision making of management;
- provides employees with the tools and processes required to appropriately manage risk within their business unit;

- provides the framework for identifying, escalating, mitigating and monitoring risks; and
- ensures risk management is embedded in the decision-making processes at BINGO.

BINGO's Risk Management Framework comprises three lines of defence;

1. Business units;
2. Executive Leadership Team (ELT) Risk Committee (comprising all ELT members); and
3. Audit and Risk Committee and Internal Audit and Risk Function.

Individual business units are responsible for identifying and managing risks within their respective areas of business. The ELT Risk Committee, supported by BINGO's Group General Counsel oversees the implementation of risk processes across the business and maintains BINGO's enterprise Risk Register. The third line of defence is delivered by internal and external audit in the Audit and Risk Committee and Internal Audit and Risk Function.



6. Risk Management and Financial Reporting cont.

Zero Harm Governance

BINGO's approach to Zero Harm management incorporates a strategy of governance supported by Board oversight, a policy framework led by Executive Leadership Team (ELT) and an engagement and risk management program empowering employees to maintain safe practices.

The members of the Zero Harm Committee are:

- Barry Buffier (Chair, Independent, Non-executive Director);
- Maria Atkinson (Independent, Non-executive Director); and
- Elizabeth Crouch (Independent, Non-executive Director).

This is underpinned by BINGO's non-negotiable and fundamental Zero Harm Rules which are enforced through the Company's Fair Play Model.

The SEQ team provides formal reports on SEQ performance risks and management actions to the senior management team on a monthly basis and to the Zero Harm Committee on a quarterly basis.

Independent Audit

During FY20, the Internal Audit and Risk Function was consolidated, led by the Group Internal Audit and Risk Manager. This function is responsible for the continual refinement of BINGO's Risk Management Framework. The Internal Audit and Risk Function supports BINGO's ELT Risk Committee and business unit leads in embedding risk management processes into business planning and day-to-day operations. This includes maintaining BINGO's Enterprise Risk Management Register and reporting all material and emerging risks up to the Board through the Board's Audit and Risk Committee.

Audit and Risk Committee

The Board has established an Audit and Risk Committee. The charter for the Audit and Risk Committee is available on BINGO's website at www.bingoindustries.com.au/sustainability/governance. The Audit and Risk Committee is comprised only of Non-executive Directors, a majority of whom are independent, and is chaired by an independent Chair who is not Chair of the BINGO Board.

The members of the Audit and Risk Committee are:

- Elizabeth Crouch (Chair, Independent, Non-executive Director);
- Maria Atkinson (Independent, Non-executive Director); and
- Daniel Girgis (Non-executive Director).

The Audit and Risk Committee assists the Board in overseeing the integrity of financial reporting, the effectiveness of systems of financial risk management and internal control, the internal and external audit functions and the effectiveness of the risk management framework and supporting risk management systems. The Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the internal auditors and the external auditor attend Committee meetings as requested. Other members of management and advisers may also be invited to attend meetings.

The Committee has unrestricted access to, and the right to seek explanation and additional information from, management and the auditors. The Committee meets on a regular basis with management and separately with the external auditor.

Information about the members of the Audit and Risk Committee, their relevant qualifications and experience, the number of times the committee met throughout the period and the individual attendances of the members at those meetings can be found in the Directors' Report in BINGO's 2020 Annual Report.

6. Risk Management and Financial Reporting cont.

Financial Reporting

Before approving BINGO's financial statements for a financial period, the Board receives from the CEO and Managing Director and CFO declarations that:

- in their opinion, the financial records of BINGO have been properly maintained
- in their opinion, the financial statements comply with the appropriate accounting standards and give a true and fair view of BINGO's financial position and performance, and
- their opinion has been formed on the basis of a sound system of risk management and internal control.

External Audit

BINGO's annual Financial Report and the Remuneration Report included in the Directors' Report are audited by its external auditor. The half yearly Financial Report is also reviewed by its external auditor.

BINGO has policies and procedures in place to verify the integrity of other periodic corporate reports that are prepared for investors before they are released to the market. Any periodic corporate report must receive approval before it is released externally and is either approved by the Board and/or the Continuous Disclosure Committee.

The material statements contained in the annual Directors' Report are verified by the CFO and CEO, and the Directors' Report is reviewed and approved by the BINGO Board.

The Company aligns its Sustainability Reporting with the Global Reporting Initiative (GRI) standards and BINGO participates annually in the World Business Council for Sustainable Development's (WBCSD) Reporting Matters. This process of external review provides a detailed scorecard and performance against peers, which assists BINGO in further improving non-financial reporting performance.

As part of BINGO's commitment to transparency in recovery performance, environmental experts are commissioned annually to independently verify the Company's annual materials recovery rates at facilities with advanced recycling equipment. FY20 was the fourth consecutive year that BINGO has completed this third-party verification process.





Reference Document

[Disclosure and Communication Policy](#)

7. Stakeholder Engagement

Continuous Disclosure

BINGO has adopted a Disclosure and Communication Policy and is committed to effective communication with its merchants, shareholders, employees, suppliers, creditors, other stakeholders and the wider community. BINGO endeavours to make publicly available all appropriate information to ensure that trading in its shares takes place in an efficient, competitive and informed market. BINGO's Board approved Disclosure and Communication Policy outlines the procedures in place to enable BINGO to comply with its continuous disclosure obligations. To this end, the Company maintains a Continuous Disclosure Committee comprised of Board and management representatives. The role of the Continuous Disclosure Committee is to ensure BINGO's shareholders and the market are kept informed on material issues relating to the Company's operations and performance.

The Disclosure and Communication Policy is available on BINGO's website at www.bingoindustries.com.au/sustainability/governance.

Shareholder Relations Program

BINGO has an investor relations program that facilitates effective two-way communication with investors. This program focuses on both professional investors (and financial market participants who service them) and engaging with retail investors (and the organisations that represent them), to understand the matters of concern or interest to those investors. Significant comments or concerns raised by investors or their representatives will be conveyed to the Board and/or senior management as appropriate.

BINGO has also adopted a Stakeholder Engagement Policy to engage transparently and authentically with its stakeholders and to endeavour to develop enduring, mutually beneficial relationships with them.

When BINGO intends to give a new and substantive investor or analyst presentation, it provides shareholders with reasonable opportunity to participate in the presentation and releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. Examples of such presentations are those delivered for half year results, full year results and at the AGM.

Information for Shareholders

BINGO's website (www.bingoindustries.com.au) is a key information tool for BINGO's investors and other external stakeholders, and contains a range of information relevant to stakeholders including and not limited to:

- an overview of the BINGO's vision, values and strategy;
- information about its Sustainability Framework – Environment, Social and Corporate Governance;
- the Board of Directors and the executive leadership team;
- media and ASX announcements; and
- financial reports.

Participation at Meetings and Electronic Communications

BINGO encourages attendance at, and participation in general meetings. A notice of a shareholder meeting is sent to shareholders prior to meetings, including details of the time and place of the meeting, the business to be considered and proxy voting procedures.

BINGO recognises that some shareholders will not be able to attend meetings of shareholders. To allow for their participation, shareholders are encouraged to forward their questions and comments to the Company prior to the meetings. The Chair and CEO and Managing Director may take comments and questions received from shareholders during or after their address.

The 2020 Annual General Meeting (AGM) will be held as a virtual meeting, giving shareholders the opportunity to participate in the AGM regardless of their location during these unprecedented times resulting from the COVID-19.

All resolutions at the 2020 AGM will be decided by poll.

BINGO recognises that it is efficient to communicate electronically and accordingly shareholders are both encouraged and given the option to receive communications from, and send communications to, the Company and its share registry electronically.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

BINGO INDUSTRIES LIMITED

ABN/ARBN

ABN 72 617 748 231

Financial year ended:

30 JUNE 2020

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://bingoindustries.com.au/sustainability/governance>

The Corporate Governance Statement is accurate and up to date as at 7 October 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 12 October 2020

Name of authorised officer authorising lodgement: Rozanna Lee

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.bingoindustries.com.au/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.bingoindustries.com.au/sustainability/corporategovernance</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement, at page 9.</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement, at page 6.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement, at page 7 and in our Remuneration Report, from page 122 in BINGO's 2020 Annual Report which is available at www.bingoindustries.com.au/investor-relations/annual-reports .</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 8. The People and Culture Committee (formerly the Nomination and Remuneration Committee) assists and advises the Board on succession planning, the induction and continuing professional development programs for directors, the implementation of a process for evaluating the performance of the Board, its committees and BINGO directors. The Board is currently considering a separate Nomination Committee made up of independent directors to work collaboratively with the People and Culture Committee and make recommendations to the Board on Board appointments and succession planning.</p>
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.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement, at page 5.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at page 5</p> <p>and, the information referred to in paragraphs (b) and (c) in our Corporate Governance Statement at page 3.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement at page 10.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.bingoindustries.com.au/sustainability/corporategovernance	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our Speak Up Policy at: www.bingoindustries.com.au/sustainability/corporategovernance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>and we have disclosed our anti-bribery and corruption policy at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 11. BINGO has incorporated its position on anti-bribery and gifts, dealings with politicians and government officials into the Company's Code of Conduct. Any material breaches of the Code of Conduct relating to anti-bribery or corruption would be reported to the People and Culture Committee and/or Audit and Risk Committee, as appropriate, at first instance.</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: www.bingoindustries.com.au/sustainability/corporategovernance and the information referred to in paragraphs (4) and (5) in BINGO's 2020 Annual Report, which is available at www.bingoindustries.com.au/investor-relations/annual-reports.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy (called Disclosure and Communications Policy) at: www.bingoindustries.com.au/sustainability/corporategovernance .	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.bingoindustries.com.au/sustainability/governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at page 15.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: www.bingoindustries.com.au/sustainability/corporategovernance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at page 13 and in BINGO's 2020 Annual Report which is available at www.bingoindustries.com.au/investor-relations/annual-reports.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at page 12.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement at page 13.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in BINGO's Annual Report on and, how we manage or intend to manage those risks on pages 88 and 89. BINGO's 2020 Annual Report is available on BINGO's website at www.bingoindustries.com.au/investor-relations/annual-reports .	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at www.bingoindustries.com.au/sustainability/governance and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at page 7 and from page 122 of BINGO's 2020 Annual Report, which is available at www.bingoindustries.com.au/investor-relations/annual-reports.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives on pages 127-141 of BINGO's 2020 Annual Report (Remuneration Report) which is available at www.bingoindustries.com.au/investor-relations/annual-reports.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>BINGO's Trading Policy is available on www.bingoindustries.com.au/sustainability/governance.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>