



# 2022

CORPORATE GOVERNANCE  
STATEMENT

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# CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The ASX Listing Rules require listed entities to disclose the extent to which they have followed the Corporate Governance Principles and Recommendations set by the ASX Corporate Governance Council during the reporting period. This corporate governance statement summarises the Company's corporate governance practices that have been in place during the year taking into consideration the corporate governance principles relevant to a company of Buru Energy's nature and size.

This Corporate Governance Statement has been prepared on the basis of disclosure under the 4th edition of the ASX Corporate Governance Principles and Recommendations, detailing the Company's compliance with these principles during the financial year ended 31 December 2022 on an "if not, why not" basis.

This Corporate Governance statement can be viewed on the Company's website, at <https://www.buruenergy.com/site/about-us/corporate-governance>.

## ASX PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### ROLE OF THE BOARD

The respective roles and responsibilities of both the Board and management are set out in the Board Charter which can be viewed in the corporate governance section of the Company's website.

The Board is collectively responsible for the governance of the Company and for promoting its success. The Board's primary purpose is to govern the Company on behalf of all shareholders. The Board's specific job outputs are to maintain a link between the Company's shareholders and its operations and to create and maintain governance policies that address the broadest levels of all decisions and situations. The Board retains the responsibility for setting the Company's strategic direction and objectives and for setting limitations on the means by which management may achieve those objectives. Limitations on management are primarily imposed by approved corporate strategy and expenditure limits. The Board delegates to management the responsibility for developing the capability to achieve Buru Energy's aims and objectives and employing that capability within the limitations set by the Board. The Board monitors and maintains this delegation by requiring regular reporting by management to the Board.

The mandate to lead Buru Energy is placed by shareholders in the hands of the entire Board. The principles endorsed by the Board are as follows:

- no person within Buru Energy, whether a Board member or a member of management, can have any authority unless the Board grants that authority;
- all Board members are accountable individually and as a whole for any lapses of performance or behaviour by Buru Energy; and
- the Board possesses authority only as a group, the Chairman and individual Directors have no power unless specifically given it by the Board collectively.

A Director or other officer of Buru Energy who makes a business judgment will have met the requirements as a Director of Buru Energy and their equivalent duties at common law and in equity, if they:

- make the judgment in good faith for a proper purpose;
- do not have a material personal interest in the subject matter of the judgment;
- inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- rationally believe that the judgment is in the best interests of Buru Energy.

The Director's or officer's belief that the judgment is in the best interests of Buru Energy is a rational one unless the belief is one that no reasonable person in their position would hold.

To assist in the execution of its responsibilities, the Board has established an Audit and Risk Committee and a Remuneration and Nomination Committee. Further details on both Committees are included in this Corporate Governance Statement.

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## DELEGATION TO MANAGEMENT

The Board delegates a portion of its authority through management limitations, policies and holding the Chief Executive Officer accountable. It also recognises in its policies, strategic direction and setting of objectives for management, its accountability to legal and ethical obligations and its broader responsibility to non-equity stakeholders and the community. Senior executives are responsible for supporting the Chief Executive Officer and assisting him with the management of the Company in accordance with the delegated authority of the Board. Senior executives are responsible for reporting all material matters to the Chief Executive Officer.

## ELECTION OF DIRECTORS

The Remuneration and Nomination Committee oversees the appointment and induction process for Directors and Committee Members, and the selection, appointment and succession planning processes for the Company's Chief Executive Officer, executives and senior management. The Committee makes recommendations to the Board on the appropriate skill mix, personal qualities, expertise and diversity of each position. When a Board vacancy exists or there is a need for particular skills, the Committee in consultation with the Board determines the selection criteria based on the skills deemed necessary. The Committee identifies potential Board candidates with advice from external consultants when necessary. The Board then appoints the most suitable candidate. Board candidates appointed through this process must stand for election at the next general meeting of shareholders following their appointment.

All relevant information is to be provided in the Notice of Meeting seeking the election or re-election of a director including:

- biographical details including qualifications and experience;
- other directorships and material interests;
- term of office;
- statement by the Board on independence of the director;
- statement by the Board as to whether it supports the election or re-election; and
- any other material information.

## TERMS OF APPOINTMENT

To facilitate a clear understanding of roles and responsibilities, all non-executive directors have a signed letter of appointment. This letter of appointment letter includes acknowledgement of:

- director responsibilities under the Corporations Act, Listing Rules, the Company's Constitution and other applicable laws;
- corporate governance processes and Company policies;
- Board and Board committee meeting obligations;
- conflicts and confidentiality procedures;
- securities trading and required disclosures;
- access to independent advice and employees;
- confidentiality obligations;
- directors fees;
- expenses reimbursement;
- directors and officers insurance arrangements;
- other directorships and time commitments; and
- Board performance review and succession.

The Chief Executive Officer and senior executives have written agreements setting out the terms of their employment. For further information refer to the Remuneration Report which is included in the Company's Annual Report.

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## ROLE OF COMPANY SECRETARY

The Company Secretary is accountable to the Board for:

- advising the Board and committees on corporate governance matters;
- the completion and distribution of Board and committee papers;
- completion of Board and committee minutes; and
- the facilitation of director induction processes and ongoing professional development of directors.

All directors have access to the Company Secretary who has a direct reporting line to the Chairman.

## DIVERSITY

The Board is committed to having an appropriate level of diversity on the Board and in all areas of the Group's business. The Board has established a policy regarding gender, age, ethnic and cultural diversity. Details of the policy are available on the corporate governance section of the Company's website.

The key elements of the Group's diversity policy are as follows:

- disclose the Group's commitment to attracting and retaining a diverse range of talented people to work in all levels of its business, from entry positions to Board members;
- annual assessment of gender diversity on the Board and in all areas of the Group's business and reporting against the gender diversity objectives approved by the Board.

Due to workforce numbers, Buru Energy is not a 'relevant employer' under the Workplace Agenda Equality Act. The Group's gender diversity as at the end of the reporting period was as follows:

Period	31 December 2022				31 December 2021			
	Males		Females		Males		Females	
	Number	%	Number	%	Number	%	Number	%
Directors	3	75	1	25	3	75	1	25
Senior Executives	7	88	1	13	8	89	1	11
All Other Employees	25	80	5	20	28	76	9	24
TOTAL	35	81	7	19	39	78	11	22

There are generally fewer female candidates available for the technical roles that are needed for Buru's principal activities, however, female staff are actively encouraged and supported in their career development.

In respect of Aboriginal engagement, the Company's diversity objectives in 2022 were as follows:

- Continue to grow and develop the Company's Aboriginal workforce; and
- Continue to increase partnering with local Kimberley Aboriginal businesses to provide services.

Buru has a number of Nyikina Mangala, Yawuru and Warrwa Aboriginal employees both at the Ungani Oilfield, and to support our Kimberley operations more generally. The Company continues to comply with the relevant Ungani Traditional Owner agreements and is meeting its targets for Aboriginal employment. Buru continues to provide support for local Aboriginal ranger groups for key areas in which we operate and continues to put preference on contracting local Kimberley Aboriginal businesses to provide services. Services were provided by Aboriginal businesses in the areas of civil works, rehabilitation operations, site security and inspections and environmental monitoring. These same diversity objectives will continue into 2022. Further information is included in the Company's Sustainability Report.

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## PERFORMANCE REVIEW

Approximately every three years, or more frequently if appropriate, the Remuneration and Nomination Committee will undertake an evaluation of the performance of the Board, its Committees, individual Directors, and senior executives. The other Directors have an opportunity to contribute to the review process. The reviews generate recommendations to the Board, which votes on them. The Committee's nomination of existing Directors for reappointment is not automatic and depends on, amongst other things, the outcome of the review process. The Committee reviews and makes recommendations to the Board on remuneration packages and policies applicable to the executive officers and Directors of the Company and of other Group executives for the Group. It is also responsible for short and long term incentive performance packages, superannuation entitlements and retirement and termination entitlements. No performance review was undertaken during the reporting period of the Board, its Committees and individual Directors. A performance review was undertaken during the reporting period of senior executives during the annual performance review process.

## BOARD MEETINGS

Full Board meetings are conducted in accordance with the Company's constitution at least nine times a year, but generally monthly, at venues, dates and times agreed, where practical, in advance. In accordance with the constitution, the quorum for a meeting is two Directors, however all meetings are scheduled so that all Directors can attend.

The agenda for each Board meeting is developed by the Company Secretary in consultation with the Chairman. Board papers are distributed to Directors at least three business days before the meeting, unless the meeting has been called urgently. Board papers contain the information required for the Directors to make informed decisions in the efficient discharge of their responsibilities. The minutes of Board meetings are circulated, approved and signed by the Chairman within fourteen days of the date of the meeting.

Urgent matters that cannot wait until the next scheduled Board meeting and for which an impromptu Board meeting cannot be arranged are dealt with by a circular resolution in accordance with Buru Energy's Constitution (Article 11.22). Circular resolutions are normally preceded by telephone or email correspondence if practical, and are approved by the Chairman before being circulated. The resolution is passed when it is signed by the last of the Directors. Signed circular resolutions are entered into the minute book. The Board meets informally as required to discuss matters and to ensure members are fully informed of the Company's operations. Directors are also provided with a monthly report setting out material matters that have occurred.

## INDEPENDENT PROFESSIONAL ADVICE AND ACCESS TO COMPANY INFORMATION

Each Director has the right to access all relevant Company information and to speak to and have access to management. Subject to prior consultation with and approval by the Chairman, each Director may seek independent professional advice in respect of the Company and the Board's affairs from a suitably qualified adviser at the Group's expense. A copy of the advice received by a Director in these circumstances will, subject to the Chairman's discretion, be made available to all other members of the Board. No Director sought such advice during the year.

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## ASX PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

### COMPOSITION OF THE BOARD & DIRECTOR INDEPENDENCE

The names of the Directors of the Company in office at the date of this statement, and information regarding Director's independence, experience and length of service, is set out in the Directors' Report.

The composition of the Board is determined using the following principles:

- a minimum of three and no more than eight Directors, with extensive knowledge relevant to the conduct of the Company's business;
- a majority of independent Non-executive Directors;
- a Non-executive Independent Director as Chairman (however this is not currently complied with as set out below); and
- all Directors are subject to re-election every three years, except for the Managing Director (up until 31 December 2022 the executive functional role of the Chairman).

The Board should, collectively, have the appropriate level of personal qualities, skills, experience and time commitment to properly fulfil its responsibilities or have ready access to such skills where they are not available.

The Board considers the mix of skills and the diversity of Board members when assessing the composition of the Board. The Board assesses existing and potential Directors' skills to ensure they have appropriate capabilities, experiences, skills and ability to add value to the Company's business as a whole. The composition of the Board is also assessed having regard to the Company's Diversity Policy, which is designed to promote and achieve diversity at all levels of Buru Energy's business, including the Board. A detailed skills matrix of the Board for a company of Buru Energy's size and nature is not considered necessary. The Board assesses the independence of each Director annually in light of the interests declared by them. Directors will be considered independent if they meet the definition of an 'Independent Director' in accordance with the ASX Corporate Governance Council Corporate Governance Principles and Recommendations.

Below is a table setting out the date each Director was appointed and their status as non-executive, executive or independent Directors

Director	First Appointed	Non-Executive	Independent
Eric Streitberg	October 2008	No*	No
Robert Willes	July 2014	Yes	Yes
Malcolm King	February 2021	Yes	Yes
Joanne Kendrick	February 2021	Yes	Yes

\* up until 31 December 2022

Mr Eric Streitberg is a major shareholder of the Company and had undertaken full time executive duties with the Company up until 31 December 2022. Consequently, his role as the Chairman of the Company, does not comply with ASX Recommendation 2.5 which states that the Chairman of the Board should be an Independent Director. This does not comply with ASX best practice guidelines, but the Board is of the view that the current composition of the Board is appropriate for the current situation of the Company.

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## REMUNERATION AND NOMINATION COMMITTEE

The Company has a combined Remuneration and Nomination Committee. The composition of the Remuneration and Nomination Committee is a minimum of three members, the majority of whom are independent Non-executive Directors. The members of the Remuneration and Nomination Committee during the period were:

- Mr Malcolm King – (Chairperson) – Independent Non-executive
- Mr Robert Willes – Independent Non-executive
- Ms Joanne Kendrick – Independent Non-executive
- Mr Eric Streitberg

The Company Secretary is the Secretary of the Remuneration and Nomination Committee. The Chairman and Company Secretary do not attend meetings involving matters pertaining to themselves. The Remuneration and Nomination Committee meet at least three times a year and as often as required as determined by the Chairperson of the Committee. The number of meetings that the Committee held, and the number of meetings attended by each Committee member during the year is disclosed in the Directors' Report. Any Committee member may convene a meeting of the Committee and two members constitute a quorum. The Committee has the right to access management and may engage independent professional advisers as it requires, to assist it to discharge its purpose and responsibilities. The minutes of meetings are circulated, approved and signed by the Chairperson within fourteen days of the date of the meeting. Further details on the Remuneration and Nomination Committee, including its charter, the Board Renewal and Performance Evaluation Policy and the Diversity Policy can be viewed in the corporate governance section of the Company's website.

## DIRECTOR EDUCATION

Each new Director will undergo a formal induction at the earliest opportunity to enable them to gain an understanding of the Company's financial, strategic, operational and risk management position and to participate fully and actively in Board decision-making. Directors also have the opportunity to visit Company facilities and meet with management to gain a better understanding of business operations. Directors are also given access to continuing education opportunities to update and enhance their skills and knowledge.

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## ASX PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

### OUR VALUES

Buru Energy's values can be viewed in the corporate governance section of the Company's website.

### CODE OF CONDUCT

Buru Energy has established a Code of Conduct and this can be viewed in the corporate governance section of the Company's website. The Code of Conduct applies to all Directors, senior executives, employees and contractors working on Buru Energy sites. It sets out the practices necessary to maintain confidence in the Company's honesty and integrity and the practices necessary to take into account the legal obligations and the expectations of the Company's stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

The Code of Conduct sets out the procedure to be followed if there is, or may be, a conflict between the personal or other interests of a Director and the business of the Company including the notification of an interest to the Board and a withdrawal from a meeting in which the material matter is discussed. There have been no reports of a departure from the Code of Conduct.

### WHISTLEBLOWER POLICY AND ANTI-BRIBERY AND CORRUPTION POLICY

Buru Energy has established a Whistleblower Policy and an Anti-bribery and Corruption Policy and these can be viewed in the corporate governance section of the Company's website.

### TRADING IN COMPANY SECURITIES BY DIRECTORS AND EMPLOYEES

The key elements of the Company's share trading policy for Directors and employees are:

- Identification of those restricted from trading – Directors and Senior Executives may acquire shares in the Company, but are prohibited from dealing in Company shares or exercising options:
  - in respect of a well drilling program in which Buru Energy has an interest, from the date on which the casing string above the first objective is set (or such earlier time or event as may be notified to staff by the Company Secretary) until the close of trading on the day that the drilling rig has been released from the relevant location;
  - two weeks prior to the release of Buru Energy's half-year and annual reports;
  - whilst in possession of price sensitive information not yet released to the market.
- to raise the awareness of legal prohibitions including transactions with colleagues and external advisers;
- to raise awareness that the Group prohibits entering into transactions that limit economic risks related to unvested share-based payments;
- to raise awareness that the Group prohibits those restricted from trading in Company shares as described above from entering into transactions such as margin loans that could trigger a trade during a prohibited period;
- to require details to be provided of intended trading in the Company's shares;
- to require details to be provided of the subsequent confirmation of the trade; and
- the identification of processes for unusual circumstances where discretions may be exercised in cases such as financial hardship.

The policy also details the insider trading provisions of the Corporations Act 2001 and is reproduced in full on the Company's website.



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## ASX PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTS

### AUDIT AND RISK COMMITTEE

The Company has a combined Audit Committee and Risk Committee. The Audit and Risk Committee advises on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the Group.

The Audit and Risk Committee is responsible for oversight and review of:

- the annual and half yearly statutory financial statements;
- procedures and issues that could have a significant impact on financial results (for example impairment testing);
- Buru Energy's internal controls including accounting controls;
- external auditor's independence and monitoring the audit process in accordance with the international auditing standards and any other applicable regulations;
- the appropriateness of the external auditor's provision of non-audit services;
- the need for and, if required, the scope and conduct of internal audit;
- the establishment and implementation of a risk management process to identify, assess, monitor and control risk;
- management's periodic risk assessments and recommendations;
- the adequacy of Buru Energy's insurances;
- compliance with appropriate regulations (including environmental and safety); and
- reporting on reserves in accordance with the appropriate regulations and guidelines.

The Audit and Risk Committee reviews the performance of the external auditors on an annual basis and will meet with them during the year to:

- discuss the external audit plans, identify any significant changes in structure, operations, internal controls or accounting policies likely to impact the financial statements and to review the fees proposed for the audit work to be performed;
- review the half-year and full year financial reports prior to lodgement with the ASX, and any significant adjustments required as a result of the auditor's findings, and to recommend Board approval of these documents, prior to announcement; and
- review the results and findings of the auditor, the adequacy of accounting and financial controls, and to monitor the implementation of any recommendations made.

The composition of the Audit and Risk Committee is at least three Non-executive Directors and a majority of Independent Directors. The members of the Audit and Risk Committee during the period were:

- Mr Robert Willes (Chairperson) – Independent Non-executive
- Ms Joanne Kendrick – Independent Non-executive
- Mr Malcolm King – Independent Non-executive
- Mr Eric Streitberg

The external auditors, the Chief Executive Officer and the Chief Financial Officer, are invited to Audit and Risk Committee meetings at the discretion of the Committee.

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The Audit and Risk Committee meet at least three times a year and as often as required as determined by the Chairperson of the Committee. The number of meetings that the Committee held, and the number of meetings attended by each Committee member during the year is disclosed in the Directors' Report. Any Committee member may convene a meeting of the Committee and two members constitute a quorum. The Committee has the right to access management and may engage independent professional advisers as it requires, to assist it to discharge its purpose and responsibilities. The Company Secretary is the Secretary of the Audit and Risk Committee. The minutes of meetings are circulated, approved and signed by the Chairperson within fourteen days of the date of the meeting. The external auditor met with the Audit and Risk Committee twice during the year.

Further details on the Audit and Risk Committee including its charter can be viewed in the corporate governance section of the Company's website.

## FINANCIAL STATEMENTS

The Chief Executive Officer and the Chief Financial Officer have declared in writing to the Board that in respect of both the 31 December 2022 financial report and 30 June 2022 half-year financial report of the Company and its controlled entities that:

- the Company's financial records have been properly maintained;
- the financial statements comply with accounting standards;
- the financial statements give a true and fair view;
- these statements are based on a sound system of risk management; and
- the Company's risk management and internal controls are operating efficiently and effectively.

These representations are made prior to the Board approval of the release of the financial reports and is made after enquiry of, and representation by, appropriate levels of management.

## EXTERNAL AUDITOR

The external auditor attends the annual general meeting to answer questions concerning the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Group and the independence of the auditor in relation to the conduct of the audit.

## INTERNAL AUDIT

Given the size and scale of Buru Energy, it does not have an internal audit function.

The Company has procedures in place to ensure that reports it releases to the market are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions. The Company verifies unaudited periodic corporate reports by ensuring the reports are:

- prepared by subject matter experts;
- material statements are reviewed for accuracy and ASX Listing Rules compliance; and
- company strategy, financial projections and statements, and changes to policy are approved by the Board.

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## **ASX PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

The Board provides shareholders with information using a comprehensive Continuous Disclosure and Market Communications Policy which includes identifying matters that may have a material effect on the price of the Company's securities, notifying them to the ASX, posting them on the Company's website, and issuing media releases. More details of the policy are available on the Company's website.

In summary, the Continuous Disclosure and Market Communications Policy operates as follows:

- The Chief Executive Officer and Company Secretary are responsible for interpreting the Group's policy and where necessary informing and seeking approval from the Board. The Chief Executive Officer and Company Secretary are primarily responsible for all external communications including releases made on the ASX.
- The full annual report is made available to all shareholders via the Company's website. A physical copy will be sent to any shareholder that specifically requests it. The full annual report includes relevant information about the operations of the Group during the year, changes in the state of affairs and details of future developments.
- The half-yearly report is made available to all shareholders via the Company's website. A physical copy will be sent to any shareholder that specifically requests it. The half-yearly report contains summarised financial information and a review of the operations of the Group during the period.
- The Company may conduct briefings and discussions with analysts and institutional investors, however, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an announcement. Slides and investor presentations used in briefings will also be released prior to the briefing to the market.
- Proposed major changes in the Group which may impact on share ownership rights are submitted to a vote of shareholders.
- All announcements made to the ASX, and related information (including information provided to analysts or the media during briefings), are placed on the Company's website after they are released to the ASX. The Board receive a copy of all ASX announcements promptly after they have been made.
- The full texts of notices of meetings and associated explanatory material are placed on the Company's website.
- All of the above information, dating back to the listing of the Company, is made available on the Company's website within one day of public release, and is emailed to all shareholders who lodge their email contact details with the Company. Information on lodging email addresses with the Company is available on the Company's website.

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## ASX PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

### COMPANY WEBSITE AND CORPORATE GOVERNANCE

The following information is included on the Company's website:

- company overview;
- profiles of directors and senior executives;
- corporate directory; and
- corporate governance documents including key policies, Board and committee charters and the Company's Constitution.

### INVESTOR RELATIONS

The Board aims to ensure that shareholders and investors have appropriate access to Company information. The Company has a strategy to promote effective two way communication with shareholders through a policy of open disclosure to shareholders, regulatory authorities and the broader community of all material information with respect to the Company's affairs including, but not limited to:

- process for performance evaluation of the Board, its committees, the Chief Executive Officer and senior executives;
- the link between remuneration paid to directors and key executives and corporate performance, as more fully disclosed in the annual Remuneration Report, which is included in the Company's Annual Report;
- shorter, more comprehensible notices of meetings.

The Company will ensure that:

- all documents that are released to the ASX are made available as soon as possible on the Company's website; and
- all other information on the Company's website is updated on a regular basis.

The Company will also make timely announcements concerning:

- changes to directors;
- changes to the Chief Executive Officer's contract or remuneration package;
- grant, expiry or vesting of employee share options or share appreciation rights;
- share purchases or divestment by Directors;
- conflicts of interest & related party transactions; and
- significant changes to accounting policies.

In addition to communicating with shareholders, the Company also communicates with investors who may or may not be shareholders. These communication activities must not involve the disclosure of confidential or potentially market sensitive information. When briefings with investors and analysts are held any price sensitive information included in such presentations is first made available to the market.

### PARTICIPATION AT MEETINGS

The Board encourages full participation of shareholders at the Annual General Meeting, to ensure a high level of accountability and identification with the Group's strategy and goals. Important issues are presented to the shareholders as single resolutions.

Shareholders are requested to vote on the appointment and aggregate remuneration of Directors, the granting of options and shares to Directors, the Remuneration report and changes to the Constitution and all other matters requiring shareholder approval. A copy of the Constitution is available to any shareholder who requests it.

There was one security holder meeting conducted by the Company during the reporting period. Voting on all resolutions put to shareholders at the Company's AGM, held on 19 May 2022, were decided by poll.

### SHAREHOLDER COMMUNICATIONS

Shareholders have the option of electing to receive all Company and share registry communications electronically, and also to send communications via email or to the Company website. All shareholders have the ability to request an electronic copy of ASX releases.

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## ASX PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

### AUDIT AND RISK COMMITTEE

The Company has a combined Audit Committee and Risk Committee. Information on that Committee is included above under ASX Principle 4.

### RISK MANAGEMENT

The Audit and Risk Committee oversees the establishment, implementation, and annual review of the Group's Risk Management System. Management has established and implemented the Risk Management System for assessing, monitoring and managing all risks, including material business risks, for the Group (including sustainability risk). The Chief Executive Officer and the Chief Financial Officer have provided assurance, in writing to the Board, that the financial reporting risk management and associated compliance and controls have been assessed and found to be operating effectively. The operational and other risk management compliance and controls have also been assessed and found to be operating effectively.

Risk reporting includes the status of risks through integrated risk management programs aimed at ensuring risks are identified, assessed and appropriately managed. The Audit and Risk Committee reports the status of material business risks to the Board on an annual basis, and a review was undertaken with senior management during the year. Further details of the Group's risk management policy and internal compliance and control system are available on the Company's website.

The risks involved with oil and gas exploration generally and the specific risks associated with Buru Energy's activities in particular are regularly monitored and all exploration and investment proposals reviewed include a conscious consideration of the issues and risks of each proposal. The Company's executive and senior management have extensive experience in the industry and manage and monitor potential exposures facing Buru Energy. The Group's operations are subject to significant health, safety and environmental regulation under both Commonwealth and State legislation in relation to its gas and oil exploration and production, and development of new energy resources activities. The Group is committed to achieving a high standard of HSE performance and continuous improvement. It has established a Group wide Health & Safety Policy and Environmental Policy together with operation and activity specific HSE plans to manage the Company's activities. Based on the results of enquiries made, the Board is not aware of any significant material, non-compliance of any of the policies or plans during the period covered by this report.

### INTERNAL AUDIT

Given the size and scale of Buru Energy, it does not have an internal audit function.

The Board is responsible for the overall internal control framework, but recognises that no cost-effective internal control system will preclude all errors and irregularities. Comprehensive practices have been established to ensure:

- capital expenditure and commitments above a certain size obtain prior Board approval;
- financial exposures are controlled, further details of the Group's policies relating to interest rate management, forward exchange rate management and credit risk management are included in the Annual Report;
- occupational health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations;
- business transactions are properly authorised and executed;
- the quality and integrity of personnel;
- financial reporting accuracy and compliance with the financial reporting regulatory framework; and
- Health, safety and environmental regulation compliance.

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## ENVIRONMENTAL AND SOCIAL RISKS

The Company's business is focused on exploration and production of gas and oil and development of new energy resources in Australia, and therefore the Company has material exposure to economic, environmental, and social sustainability risks. In order to mitigate any material exposure to economic, environmental, and social sustainability risks, the Board, assisted by the Audit & Risk Committee has oversight of risk management and reviews and assess risks.

The Board has introduced the Taskforce on Climate-related Financial Disclosures' (TCFD) Recommendations as a framework for guiding our climate-related risk management and disclosures.

Further information including how the Company addresses its material economic, environmental, and social sustainability risks can be found in the Company's Sustainability Report.

## ASX PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

### REMUNERATION AND NOMINATION COMMITTEE

The Company has a combined Remuneration and Nomination Committee. Information on that Committee is included above under ASX Principle 2.

The Company is committed to adopting remuneration practices that:

- align the interests of employees and shareholders;
- attract and retain suitably qualified employees; and
- motivate employees to achieve superior performance.

The Remuneration and Nomination Committee is responsible for making recommendations to the Board on remuneration policies and employment practices applicable to directors, senior executives and employees of the Company.

For details of the Company's policies and practices regarding the remuneration of directors and senior executives and remuneration paid to directors and senior executives please refer to the Remuneration Report, which is included in the Annual Report. For details of the Company's Employee Share Option Plan please also refer to the Remuneration Report. Note that employees are prohibited from entering into hedge contracts which limit the economic risk of participation in this plan. Formal appraisals are conducted annually for all employees. Training and development and appropriate remuneration and incentives with regular performance reviews create an environment of cooperation and constructive dialogue with employees and senior management.