

2022 CORPORATE GOVERNANCE STATEMENT

The Board of AF Legal Group Ltd (**Company**) recognises the importance of having proper and effective corporate governance arrangements and of communicating our approach to corporate governance to our shareholders.

The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) seek to promote eight (8) general corporate governance principles and provide recommendations as to how a listed entity might give effect to these eight principles (ASX Recommendations).

This Corporate Governance Statement discloses the extent to which the Company has followed the ASX Recommendations during the reporting period and identifies any Recommendation which the Company has not followed and states the Company's reasons and the alternative governance practices the Company adopted in lieu of the Recommendation. This corporate governance statement is current as 29 August 2022 and has been approved by the Board of the Company (Board).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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. 	Yes	The Board is responsible for the corporate governance of the Company. The Company has adopted a Board Charter which sets out, amongst other things, the specific responsibilities of the Board, the roles and responsibilities of the Chairman, Board and management, as well as those matters expressly reserved for the Board's consideration and those delegated to management. A copy of the Company's Board Charter is available on the
		website: https://www.australianfamilylawyers.com.au/about-us/corporate-governance The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis.
		It is expected that the division of responsibility of the Board and senior executives will vary with the evolution of the Company. The Company intends to regularly review the balance of responsibilities to ensure that the division of functions remains appropriate.
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	Yes	The Company undertakes backgrounds checks with regards to the person's character, experience and education prior to nomination for election as a director. Any material adverse information revealed by these checks is released to securityholders prior to the General Meeting at which they are able to be elected.



(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.		When an individual is nominated to be a Director, their curriculum vitae with their relevant professional history and qualifications is circulated to the securityholders in the Company.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors are provided with letters of appointment and/or service agreements, and senior executives are given employment contracts, prior to their engagement with the Company, setting out the terms of their appointment. These set out the relevant terms by which they will be involved in the Company.
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.	Yes	The Company Secretary is directly accountable to the Board (through the Chairman) on all matters to do with the proper functioning of the Board.
 1.5 A listed entity should: (a) Have and disclose a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or 	Yes	The Company has adopted a Diversity Policy and is committed to promoting a workplace that recognises and embraces the skills, characteristics and experiences that people bring to the Company through their age, gender, disability, ethnicity, cultural background, religion and sexual orientation. Each year the Board will set measurable objectives for achieving positive diversity outcomes. A copy of the policy can be accessed at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance The Board of Directors has set the measurable target that as least 50% of its staff, and 50% of its Senior Management are female and will strive to maintain a balance. The Company's workforce gender demographics for the year ended 30 June 2022 are as follows: 1. The proportion of female directors: 25% 2. The proportion of female employees who are senior executives: 67%. 3. The proportion of female employees in the entire organisation: 75%.
(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.		Senior Executives are defined as the Executive Directors and those with a direct report into the CEO.



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. 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	Yes	The Company has adopted a Board Charter and a Remuneration and Nomination Committee Charter. The Board Charter states that the performance of the Board as a group and each individual Director is to be assessed each year and the Remuneration and Nomination Committee Charter states that one of the Committee's purposes is to establish processes for the review of the performance of individual directors. During the reporting period, the Board as a whole periodically reviewed and evaluated its mandate and performance. It did so on an informal basis however the Remuneration and Nomination Committee has now commenced a process to implement a formal evaluation process. As an outcome of its evaluation processes, the Board implemented a renewal process, including the appointment of a non-executive Chair, after the end of the reporting period.
1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	Yes	The Company has adopted a Remuneration and Nomination Committee Charter which establishes a committee of the Board with responsibility for, amongst other matters, ensuring the Company's remuneration policies demonstrate a clear relationship between key executive performance and remuneration. The Remuneration and Nomination Committee Charter states that one of the Committee's purposes is to ensure that remuneration policies demonstrate a clear relationship between key executive performance and remuneration. Annual performance reviews in accordance with these processes were conducted for senior executives in relation to the reporting period.
2.1 The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee;	dd value No	The Company did not have a separately appointed Nomination Committee for the year ended 30 June 2022. The Board fulfilled the function of the nomination committee when required and accordingly consisted of all four members being Mr Grant Dearlove (Executive Chairman), Mr Glen Dobbie (Executive Director), Mr Kevin Lynch (Non-Executive Director) and Dr Sarah Kelly (Non-Executive Director).



 (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	Yes	
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes	The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Company has a board skills matrix, setting out the mix of skills and diversity of the current Directors of the Company. A copy of the Board Skills Matrix is available on the Company website at the following URL: https://www.australianfamilylawyers.com.au/about-us/corporate-governance
 2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	Yes	The Board considered that during the reporting period two of the four directors, Mr Lynch and Dr Kelly, were independent. The Company will continually evaluate whether it will be appropriate to consider additional independent directors as the business evolves and expands. The appointment date of each Director is as follows: • Grant Dearlove appointed on 30 May 2019; • Glen Dobbie appointed on 12 February 2016 (resigned 30 June 2022); • Kevin Lynch appointed on 22 October 2019; and • Sarah Kelly appointed on 30 August 2021. In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations (4th Edition), and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews their independence as appropriate.



		Information with respect to potential issues of independence may be disclosed to the market but no formal
		policy exists to ensure such disclosure. The interests of the Directors are disclosed in the 2022
2.4 A majority of the board of a listed entity should be independent directors.	No	Annual Report. Due to the current size and structure of the Board, the majority of the Board were not independent during the reporting period.
		The Board has reviewed the position and associations of each of the four Directors in office as at 30 June 2022 and has determined that Kevin Lynch and Sarah Kelly were the only independent Directors.
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.	No	The Company's Executive Chair, Mr Grant Dearlove, does not satisfy the ASX Corporate Governance Principles and Recommendations definition of an independent director. Ms Stace Boardman is the CEO of the Company.
		Following a review of the Board's composition, after the end of the reporting period, an independent non-executive Chair has been appointed.
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.	Yes	The Company has adopted a Board Charter which, in accordance with section 6 of the Charter, has provision for an induction program for all new directors and for the ongoing training and professional development for continuing directors, subject to the approval of the Chairman.
3		
3.1 A listed entity should articulate and disclose	Yes	The Company's values are:
its values		At Australian Family Lawyers, we want to help you find a path towards a more certain future. We use decades of experience to translate an apply the law, to help you understand where you sit.
		As our client, you have direct access to a wealth of family law knowledge. Our lawyers are responsible and accessible, here to understand your personal concerns and address them with superior service.
		The values statement is available on the Company website at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance
3.2 A listed entity should: (a) have and disclose a code of conduct	Yes	The Company has adopted a Code of Conduct which is publicly disclosed on its website at:
for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed		https://www.australianfamilylawyers.com.au/about-us/corporate-governance



of any material breaches of that code.		Clause 4.3 of the Code of Conduct provides that investigations of reported breaches are administered by the Board.
 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. 	Yes	The Company has adopted a Whistleblower Policy which is available on the Company's website at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance Clause 6.3 of the Whistleblower Policy provides that the board is informed of any material incidents reported.
 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. 	Yes	The Company has adopted an Anti-Bribery and Corruption Policy which applies to all officers, employees, and contractors who represent the Company. The ABC policy is available on the Company's website at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance Clause 8 of the Anti-Bribery and Corruption Policy provides that all material breaches of the Anti-Bribery and Corruption Policy must be reported immediately to the Board.
4		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	No.	Given the size of the Company and its Board, the Board fulfils the roles and responsibilities concerning audit. The Board meets in its capacity as the Audit and Risk Committee when required and consists of all four Board members being Mr Grant Dearlove (Executive Chairman), Mr Glen Dobbie (Executive Director), Mr Kevin Lynch (Non-Executive Director) and Dr Sarah Kelly (Non-Executive Director). Accordingly, the majority of the members and the Chair were not independent. A copy of the Charter can be accessed at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance The Company disclosed the relevant qualifications and experience of the members in the Company's 2022 Annual Report. The individual attendances of each director is disclosed in the Company's 2022 Annual Report.
(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	N/A	



rotation of the audit engagement partner.		
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board receives a declaration from its CEO, CFO or CEO/CFO equivalent before it approves the Company's financial statements.
4.3 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.	Yes	The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content. The Company releases Half Year Financial Reports which are reviewed by external auditor, PKF Brisbane Audit (PKF) and Full Year Financial Reports which are audited by external auditor PKF.
		The Company is committed to providing clear, concise and effective disclosure in its corporate reports. The Company's goal is that periodic corporate reports will be accurate, balanced and provide investors with appropriate information to make informed investment decisions.
		The Company's process for verifying unaudited periodic corporate reports is as follows:
		 a. reports are prepared by or under the supervision of subject matter experts; b. material statements in the reports are reviewed for accuracy and material requirements and appropriately interrogated; c. other than administrative announcements all the announcements must be approved by the Board.
		This process is intended to ensure that all applicable laws, regulations, and company policies have been complied with and that the source of the information is able to be verified and that appropriate approvals have been obtained before a report is released to the market.
5		



5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law, including the Corporations Act and the ASX Listing Rules. The Company has adopted a Continuous Disclosure Policy which is publicly available on its website at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance The Board appraises all material appraises before.
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made	Yes	The Board approves all material announcements before they are released to the market. In addition, each AFL director receives an immediate notification from the ASX of any AFL ASX announcement.
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.	Yes	Pursuant to section 4.2 of the Company's Continuous Disclosure Policy, ahead of any new and substantive investor or analyst presentations, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
6		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about itself and its investors via its website: www.australianfamilylawyers.com.au, which contains all relevant information about the Company.
		The Company will regularly update the website and contents therein as deemed necessary.
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	
relations program that facilitates effective	Yes	therein as deemed necessary. The Company has instituted an investor relations program to actively engage with security holders. The Company conducts regular institutional investor roadshows and the CEO and (where required) members of the Board are available to respond to security holder queries. The program gives security holders an opportunity to gain a greater understanding of the Company's business and financial performance. The Company has a formal Shareholder Communication



		the half year financial report;
		(d) notice of meetings and explanatory material; and
		(e) the AGM and other general meetings.
		A copy of the Shareholder Communication Policy can be accessed at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Board encourages full participation by shareholders at any meeting of security holders to ensure accountability and transparency. Written questions may be put to the external auditor ahead of, and the auditor will attend, the AGM to answer shareholder queries about the Auditor's Report. Further, written questions may be submitted directly to the Company by sending an email ahead of shareholder meeting in accordance with the process set out in a Notice of Meeting and the Company will endeavor to prepare answers to these questions, where appropriate they may be modified and curated to cover common ground. The Company has a formal Shareholder Communication
		Policy in place through which it encourages participation at meetings of security holders by:
		(a) encouraging attendance;
		(b) setting aside time specifically for shareholder questions;
		(c) encouraging shareholders to participate in voting; and
		(d) also giving the shareholders the opportunity to meet the Board and other members of the management team in person after the meeting.
		A copy of the Shareholder Communication Policy can be accessed at:
		https://www.australianfamilylawyers.com.au/about-us/corporate-governance
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.	Yes	All resolutions at a meeting of security holders are decided by a poll rather than a show of hands.
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.	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
7		
7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	No	Given the size of the Company and its Board, the Board fulfilled the roles and responsibilities concerning risk during the reporting period. The Board met in its capacity as the



(1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	N/A	Audit and Risk Committee when required and consisted of all Board members. Accordingly, the majority of the members and the Chair were not independent. A copy of the Charter can be accessed at: https://www.australianfamilylawyers.com.au/about-us/corporate-governance The individual attendances of each director is disclosed in the Company's 2022 Annual Report.
7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	The Company adopted an Audit and Risk Management Committee Charter which stipulates the Committee must review and oversee the operation of risk management policies and procedures. As part of the review, management include briefings on key risks and risk management activities in their reports to the Audit and Risk Committee and the Board. Further, during the reporting period the Board periodically considered the Company's overall risk management profile and framework. A comprehensive risk register is maintained and the Board reviews risk mitigation strategies and actions on a regular basis.
7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Yes	The Company does not have an internal audit function due to the size and structure of the Company. The Audit and Risk Management Committee will periodically review the Company's operations to evaluate the effectiveness of risk management and internal control processes of the Company. In addition, the Audit and Risk Management Committee will directly monitor the potential exposures facing the Company through ongoing reporting by management. For each reporting period the Company's external auditor also conducts a control review to consider and report on the risks facing the Company and the controls the Company has in place to mitigate those risks. As and when required, the Audit and Risk Committee will engage external consultants to also review and evaluate the effectiveness of the Company's governance, risk management and internal control processes.



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.	Yes	All material risks are announced to the market, and management of said risks disclosed, in accordance with the requirements of the ASX listing rules and otherwise.
8		
8.1 The Board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	No	Given the size of the Company and its Board, the Board fulfilled the roles and responsibilities concerning remuneration during the reporting period when required and consists of all four Board members being Mr Grant Dearlove (Executive Chairman), Mr Glen Dobbie (Executive Director), Mr Kevin Lynch (Non-Executive Director) and Dr Sarah Kelly (Non-Executive Director). Accordingly, the majority of the members and the Chair were not independent.
(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.	Yes	
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company disclosed its remuneration policy in the 2022 Annual Report and intends to disclose its updated remuneration policy in the next Annual Report.
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has a Securities Trading Policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme. A copy of the Securities Trading Policy is available on the Company's website at the following URL: https://www.australianfamilylawyers.com.au/about-us/corporate-governance

