2026 Corporate Governance Statement

Shine Justice Ltd | ABN 93 162 817 905

Corporate Governance Statement

The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (fourth edition) (Principles and Recommendations) set out recommended corporate governance practices for ASX listed entities. The Principles and Recommendations state that they are designed to 'achieve good governance outcomes and meet the reasonable expectations of most investors in most situations'. The following assessment of the Group's compliance with the Principles and Recommendations as at 30 June 2026 has been approved by the Board.

Terms which are defined in 2026 Annual Report have the same meaning in this statement.

Principles and Recommendations		Shine Justice Group's Compliance	
Principle 1 **Lay solid foundations for management and oversight:** A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.			
1.1	A listed entity should have and disclose a board charter setting out: **a.** the respective roles and responsibilities of its board and management; and **b.** those matters expressly reserved to the board and those delegated to management.	The Board is responsible for demonstrating leadership and for the overall strategic guidance and corporate governance of the Shine Justice Group. It has distinguished which functions and responsibilities are reserved for the Board and those which are delegated to management. These are set out in the Board Charter, which also sets out the role of the Chairman, Directors and management. The Board Charter is available on the Company's website (shinejustice.com.au).	✓
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 reelect a director.	Shine Justice conducts appropriate checks to verify the suitability of senior executives and candidates considered for nomination to the Board, having regard to each candidate's character, experience, education and skills, in addition to any interests and associations of the candidate. Comprehensive biographical information is provided to shareholders in notices of meeting to enable them to make an informed decision on whether to elect or re-elect a Director.	✓
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	All Directors and senior executives have a written agreement which formalises the terms of their appointment. Each Director commits to a letter of appointment which specifies the term of their appointment, the envisaged time commitment, expectations and duties relating to the position, remuneration, disclosure and confidentiality obligations, insurance and indemnity entitlements and details of the Group's corporate governance policies. Each member of the Leadership Team enters into a contract which describes their role and duties, remuneration and termination rights and entitlements.	✓
1.4	The company secretary of a listed entity should be accountable directly to the board on all matters to do with the proper functioning of the board.	The Company Secretary is accountable to the Board for facilitating the Company's corporate governance processes and the functioning of the Board. The Board is responsible for the appointment and removal of the Company Secretary and all Directors are able to access the advice and services of the Company Secretary. Details of the Company Secretary's qualifications and experience are available on the Company's website and are set out in the 2026 Annual Report.	✓

Principles and Recommendations	Shine Justice Group's Compliance	
1.5 A listed entity should: **a.** have and disclose a diversity policy; **b.** through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and **c.** disclose in relation to each reporting period: **1.** the measurable objectives set for that period to achieve gender diversity; **2.** the entity's progress towards achieving those objectives; and **3.** relevantly, the respective proportions of men and women on the board, in senior executive positions and across the whole workforce.	Shine Justice aims to actively promote a culture that supports diversity in the workplace, in the composition of its Board and senior management and throughout the Group. Shine Justice defines diversity as including, but not limited to, diversity of gender, age, ethnicity and cultural background. Shine Justice's Diversity Policy is disclosed on the Company's website and sets out its objectives and reporting practices regarding diversity. The Nomination and Remuneration Committee reviews and reports to the Board on the Group's diversity profile with a view to setting meaningful targets for the advancement of diversity within the Group. At present, the targets include to:	✓

Target	Progress
Maintain female representation on the Board of at least 25% of the Non-executive Directors, with a view to increasing that percentage over time	The Board currently includes one female Director (25% of the Non-executive Directors). While an increase in that percentage is targeted over time, the size and constitution of the Board is considered appropriate for the size and needs of the Group at this time.
Analyse gender pay parity across the Group with a view to resolving any inconsistencies	Work is continuing in this regard to close the gap in a strategic way through remuneration processes. We ensure our people are paid with performance, contribution and experience in mind.
Implement the Group's second (Innovate) Reconciliation Action Plan	Shine is currently finalising its third Reconciliation Action Plan with Reconciliation Australia, comprising its inaugural Reflect RAP, first Innovate RAP and now a second Innovate RAP. This reflects more than five years of dedicated focus in this important area of diversity, equity and inclusion. While positive progress has been made towards our reconciliation goals, a deliberate decision has been made to remain at the Innovate RAP level to further strengthen and embed the delivery of these commitments.
Introduce a formal Inclusion and Diversity Program	Our Diversity, Equity and Inclusion Committee runs events and awareness campaigns and recognises days of significance during the year.

As at 30 June 2026:

- 20% of the Board members were women (25% of the Non-executive Directors);
- 37% of the Leadership Team were female; and
- 77% of the Group's team members were female.

Principles and Recommendations		Shine Justice Group's Compliance	
1.6	A listed entity should **a.** have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and **b.** disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	The Board regularly undertakes an evaluation process to assess its performance. The Board renewal process which was completed in 2020 included a detailed evaluation of the skills, knowledge, experience, independence and diversity required to ensure that the renewed Board and its Committees are ideally placed to perform their governance and other functions. A further internal evaluation process was conducted during 2026 to ensure that this remains the case.	✓
1.7	A listed entity should: **a.** have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and **b.** disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that reporting period.	The Nomination and Remuneration Committee is responsible for evaluating the performance of the Key Management Personnel. The Chairman is also responsible for reviewing the performance of the Group Chief Executive Officer. A review of the performance of Key Management Personnel in FY26 has been undertaken.	✓

Principle 2
Structure the Board to be effective and add value:

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

2.1	The board of a listed entity should: **a.** have a nomination committee which has at least three members, a majority of whom are independent directors and is chaired by an independent director; and **b.** disclose the charter, members and meeting attendance of the committee.	A Nomination and Remuneration Committee with its own charter and consisting of all three of the independent Directors was in place during the Financial Year. The Nomination and Remuneration Committee was chaired at all times by an independent Director (Graham Bradley AO) during the Financial Year. Details of the Nomination and Remuneration Committee's functions are set out in the Nomination and Remuneration Committee Charter which is available on the Company's website. Details of the number of meetings and attendance by the Directors at those meetings are disclosed in the Directors' Report in the 2026 Annual Report.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
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.	The skills, knowledge and experience set out in the table below have been identified as those that are required for the effective management of the Group. The Board possesses broad coverage of these skills and attributes. Further details regarding the skills and experience of each Director are included in the Directors' Report in the 2026 Annual Report.	✓

Directors' Skill
Governance Experience with listed company governance principles and practices.
Financial Literacy Experience with public company financial reporting and accounting and internal financial controls.
Strategy Development Experience in developing and implementing effective competitive strategies in service-based industries.
Public Policy and Regulation Knowledge of the ethical principles and regulations applicable to professional legal services.
Risk and Compliance Experience in oversight of business risks and regulatory compliance applicable to legal practices.
Industry Experience Knowledge of the commercial and societal dynamics that determine supply and demand in the market for legal services.
People Management and Remuneration Experience in managing a people-intensive business with a sound organisational culture and strong corporate values and designing effective remuneration policies to support values and performance.
Innovation Experience in overseeing technological change and innovation.
Mergers and Acquisitions Experience in oversight of strategic acquisitions and integration of acquired businesses.

Principles and Recommendations		Shine Justice Group's Compliance	
2.3	A listed entity should disclose: **a.** the names of the directors that the board considers to be independent directors; and **b.** if a director has an interest, position or relationship of the type described in Box 2.3 of the Principles and Recommendations, but the board is of the opinion that it does not compromise the director's independence, the nature of the interest, position and relationship and an explanation of why the board is of that opinion; and **c.** the length of service of each director.	The Group currently has a five member Board, of whom three (Graham Bradley AO, Teresa Dyson and David Bayes) are considered to be independent. Non-executive Director Rod Douglas provided consultancy services including leadership and strategy mentoring to the Group until October 2023, so was not classified by the Board as independent as at 30 June 2026. None of the Directors who are considered to be independent has an interest, position or relationship described in Box 2.3 of the Principles and Recommendations. The date of appointment of each Director and details of their skills and experience are set out in the Directors' Report in the 2026 Annual Report and on the Company's website.	✓
2.4	A majority of the board of a listed company should be independent directors.	Three of the five Board members are considered to be independent – Graham Bradley AO, Teresa Dyson and David Bayes. In accordance with the Board Charter which is available on the Company's website, a Director is considered independent if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgment in relation to matters concerning the Company. Non-executive Director Rod Douglas provided consultancy services including leadership and strategy mentoring to the Group until October 2023, so was not classified by the Board as independent as at 30 June 2026.	✓
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	The Chairman, Graham Bradley AO, is an independent Non-executive Director. Carolyn Barker AM is the Group Chief Executive Officer.	✓
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.	The Nomination and Remuneration Committee is responsible for induction and continuous development programs for Directors. Directors are encouraged to undertake continuing professional development activities each year and to join appropriate professional associations in order to continually develop and enhance their respective levels of industry knowledge, technical knowledge and other skills required to discharge their role effectively.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
Principle 3 **Instil a culture of acting lawfully, ethically and responsibly:** A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.			
3.1	A listed entity should articulate and disclose its values.	The Shine Justice Group's values are integral to its operations at all levels. They are included on its intranet and website and are embedded regularly throughout the business in a variety of formats.	✓
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.	Shine Justice has a Code of Conduct for Directors, executives, employees, consultants and contractors which sets out the fundamental principles of business conduct expected by the Company. The Code of Conduct is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Audit & Risk Management Committee. No material breaches were reported during FY26.	✓
3.3	A listed entity should: **a.** have and disclose a whistleblower policy; and **b.** ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	The Shine Justice Group has a Whistleblower Policy under which any unlawful, unethical or improper conduct may be reported, including anonymously and to an independent external body. Any material incidents reported under the policy are reported to the Audit & Risk Management Committee. No material incidents were reported during FY26.	✓
3.4	A listed entity should: **a.** have and disclose an anti-bribery and corruption policy; and **b.** ensure that the board or a committee of the board is informed of any material breaches of that policy.	The Shine Justice Group's anti-bribery and corruption policy is included in its Code of Conduct. Any material breaches of the policy are reported to the Audit & Risk Management Committee. No material breaches were reported during FY26.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
Principle 4 **Safeguard the integrity of corporate reports:** A listed entity should have appropriate processes in place to verify the integrity of its corporate reports.			
4.1	The board of a listed entity should: **a.** have an audit committee with at least three members, all of whom are non-executive directors and a majority of whom are independent directors, is chaired by an independent director who is not the chair of the board; and **b.** disclose the charter of the committee, the qualifications and experience of its members and their attendance at committee meetings.	The Board has an Audit & Risk Management Committee, comprised of the three independent Non-executive Directors and chaired by an independent Non-executive Director (Teresa Dyson). Further details about the membership of the Audit & Risk Management Committee, including the names and qualifications of its members, are set out in the Directors' Report in the 2026 Annual Report. The Charter of the Audit & Risk Management Committee is available on the Company's website along with information about its members. The number of meetings held by the Committee and the Directors' attendance at meetings is disclosed in the Directors' Report in the 2026 Annual Report.	✓
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.	The Group Chief Executive Officer and the Chief Financial Officer each provides a statement to the Board and the Audit & Risk Management Committee in advance of seeking approval of any financial report to the effect that the Group's risk management and internal control systems are operating effectively in all material respects. In accordance with the above, the Board has received written assurance that the declarations provided under section 295A of the Corporations Act is based on a sound system of internal control and risk management, which is operating effectively in all respects in relation to material business risks and financial reporting.	✓
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.	The Group's half year financial statements are reviewed by its external auditors and its full year financial statements are audited by its external auditors. A verification process is undertaken in relation to the Directors' Report and any part of the annual report which is not audited, to ensure that it is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions. The process includes compiling a record of verification material for any material statement of fact.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
Principle 5 **Make timely and balanced disclosure:** A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	The Company has a Continuous Disclosure Policy which is designed to ensure that all material matters are appropriately disclosed in a balanced and timely manner and in accordance with the requirements of the Listing Rules. The policy sets out the processes and practices that ensure compliance with these requirements. The Continuous Disclosure Policy is published on the Company's website.	✓
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	In accordance with the Continuous Disclosure Policy, material market announcements are approved by the Directors in advance whenever practicable. If for any reason that is not possible, they receive a copy immediately following release.	✓
5.3	A listed entity that gives a new and substantial investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	New and substantial investor or analyst presentations are released to the market ahead of presentation.	✓
Principle 6 **Respect the rights of security holders:** A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Company's website contains information about the Company, its values and business activities and other information relevant to investors. Investors may access copies of ASX announcements, notices of meeting and annual reports, as well as general information about the Company on its website.	✓
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	The Company conducts regular market briefings, including interim and full year results presentations in order to facilitate communication with investors and other stakeholders. Presentation material is provided to ASX and uploaded to the Company's website to ensure that all shareholders have timely access to information. The Company aims to ensure that all shareholders are well informed of all major developments affecting the Shine Justice Group.	✓
6.3	A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.	Shareholders are encouraged to attend the Company's annual general meeting and to ask questions of Directors. The notice of meeting includes a process to enable shareholders to submit questions to the Board and the Company's auditor prior to the meeting.	✓
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.	All resolutions at the Company's general meetings are decided by a poll.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
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.	Shine provides its investors with the option to receive communications from, and send communications to, the Company and the share registry electronically.	✓

Principle 7
Recognise and manage risk:

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

7.1	The board should **a.** have a committee to oversee risk which has at least three members, a majority of whom are independent directors and is chaired by an independent director; and **b.** disclose the charter, members and meeting attendance of the committee.	The Board has an Audit & Risk Management Committee, comprised of the three independent Non-executive Directors and chaired by an independent Non-executive Director (Teresa Dyson). Further details about the membership of the Audit & Risk Management Committee, including the names and qualifications of its members, are set out in the Directors' Report in the 2026 Annual Report. The Charter of the Audit & Risk Management Committee is available on the Company's website along with information about its members. The number of meetings held by the Committee and the Directors' attendance at meetings is disclosed in the Directors' Report in the 2026 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.	The Board is responsible for the oversight and management of risk, including the identification of material business risks on an ongoing basis and is assisted by the Audit & Risk Management Committee where required. A review of material business risks has been conducted in the FY26 financial year, which concluded that controls over risk management processes were adequate and effective.	✓
7.3	A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs.	The Company has an Internal Audit function which reports directly to the Chair of the Audit & Risk Management Committee in order to maintain independence. The Internal Audit & Risk Manager reviews the systems of internal control and risk management to ensure compliance with the Group's published policies and procedures and its legal and regulatory obligations. Reviews of specific areas of risk or control are undertaken by a combination of internal and external parties on an ad-hoc basis and by the Company's internal and external auditors as required for the Group's audit. Improvements are made where identified to increase the effectiveness of the Group's internal controls.	✓
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	The Group's exposure to material business risks is disclosed in the Directors' Report in the 2026 Annual Report. The Directors do not believe the Group has any material exposure to environmental or social risks. The Group has adopted an Environmental Sustainability Policy and a Modern Slavery Policy (and supporting Supplier Code of Conduct), each of which appear on the Company's website. Shine Justice has lodged Modern Slavery Statements with the Department of Home Affairs in accordance with the *Modern Slavery Act 2018*. Further information about the Group's environmental and social profile is set out in the Directors' Report in the 2026 Annual Report.	✓

Principles and Recommendations		Shine Justice Group's Compliance	
Principle 8 **Remunerate fairly and responsibly:** A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.			
8.1	The board should: **a.** have a remuneration committee which has at least three members, the majority of whom are independent directors and which is chaired by an independent director; and **b.** disclose the charter, members and meeting attendance of the committee.	A Nomination and Remuneration Committee, consisting of all three independent Directors and chaired by an independent Director, assisted the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and Non-executive Directors, during the FY26 financial year. The number of meetings held by the Committee and the Directors' attendance at meetings is disclosed each year in the Group's annual report and can be found in the Directors' Report in the 2026 Annual Report. The Charter of the Committee is available on the Company's website.	✓
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors, and the remuneration of executive directors and other senior executives.	The Company seeks to attract and retain high-performing Directors and executives with the experience, skills and qualifications necessary to add value to the Company and fulfil the roles required. Accordingly, the Company seeks to recruit by offering remuneration which is competitive for comparable executive roles. Further information about key factors affecting Director and executive remuneration is disclosed each year in the Remuneration Report which can be found in the Directors' Report in the 2026 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.	Details of the Group's equity based remuneration scheme are set out in the Remuneration Report in the Directors' Report in the 2026 Annual Report. The equity based remuneration scheme prohibits transactions which conflict with the Group's Securities Trading Policy (which prohibits Directors and executives from entering into margin lending arrangements or short-term trading in relation to Company securities). A copy of the Securities Trading Policy is available on the Company's website.	✓

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