



FY26 Annual Reporting Suite

This Corporate Governance Statement (Statement) has been prepared by Northern Star Resources Ltd ABN 43 092 832 892 (Northern Star or the Company) to meet the requirements of the Corporate Governance Principles & Recommendations published by the ASX Corporate Governance Council (4th edition) for the financial year ending 30 June 2026 (FY26).

Unless expressly stated otherwise, all references to 'our', 'we', 'us', the Company or Northern Star refer to Northern Star Resources Ltd.

The FY26 Annual Reporting Suite is available on the Company website at www.nsrld.com.



[FY26 Annual Report](#)



[FY26 Corporate Governance Statement](#)



[FY26 Modern Slavery Statement](#)



[FY26 ESR Reporting Suite](#)

Our Purpose

To generate superior returns for our shareholders, while providing positive benefits for our stakeholders, through operational effectiveness, exploration and active portfolio management.

Our STARR Core Values

Our Core Values are integral to the working lives of all our workers and Operations.



Acknowledgement of Country

Northern Star would like to acknowledge and pay our respects to Traditional Owner groups, upon whose land in Australia we are privileged to work on.

- Darlot
- Kakarra
- Kariyarra
- Kariyarra Pirnthurrana
- Kultju
- Marlinyu Ghoorlie
- Ngarla
- Ngarluma
- Ngarluma (Mallina)
- Nyalpa Pirniku
- Nyamal
- Tjiwarl
- Whadjuk Noongar
- Wiluna Martu

Northern Star would like to acknowledge and pay our respects to the Athabaskan people, upon whose ancestral lands our Pogo Operation in Alaska, is situated.

We seek and value the guidance and input of these Indigenous groups in the operation of our business. We acknowledge their strong and special physical and cultural connections to their ancestral lands and pay our respects to their Elders, past and present.

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About this Statement

Corporate governance

Corporate governance is the system by which a company is directed and managed, encompassing the policies, procedures and processes adopted in the context of the applicable legislative and regulatory framework. Corporate governance shapes company strategy and culture, risk assessment and decision making. It also defines the relationships between the board, management, shareholders and other stakeholders such as employees, contractors, internal and external auditors, supply chain, governments, regulators, and the communities in which a company operates.

Strong and effective corporate governance:

- supports decision making that effectively balances the interests of various stakeholders;
- fosters a culture of accountability and integrity;
- ensures a robust risk management system;
- promotes ethical and responsible business practices that protect stakeholder interests;
- enhances transparency in disclosure and reporting integrity; and
- is a significant driver of operational performance and long-term value creation.

Northern Star is committed to observing the highest standards of corporate governance, recognising that effective corporate governance is critical to maintaining stakeholder relations and investor confidence.

ASX Recommendations

As an entity listed on the ASX, the Company is required to annually benchmark its corporate governance practices against the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations (4th edition) (**ASX Recommendations**) available on the ASX website. Northern Star is pleased to report that the Company continues to align with all 35 ASX Recommendations for the financial year ended 30 June 2026 (**FY26**), and we also continue to include additional voluntary disclosures in this Statement.

Further details on compliance are provided in our Appendix 4G available at www.nsrld.com/investors/asx-announcements/.

This Statement has been approved by the Northern Star Board and is current as at 19 August 2026. The Statement should be read in conjunction with the FY26 Annual Report, FY26 Modern Slavery Statement, and Appendix 4G (Key to Disclosures) released together with this Statement, and the other information available on the Company's website at www.nsrld.com/investors/asx-announcements/.



A handwritten signature in black ink that reads "Michael Chaney".

Michael Chaney AO

Chairman

Northern Star Resources Ltd
19 August 2026

Board & Management

Board of Directors (as at 19 August 2026)

The Board plays an essential role in establishing and maintaining the Company's corporate governance standards, including:

- determining the Company's values and policies and ensuring they are applied consistently;
- setting the Company's strategic objectives;
- supervising management; and
- timely and accurate reporting to shareholders.

The Board Charter details the Board's role in defining the Company's Purpose, STARR Core Values, and Code of Conduct, all of which reinforce the desired culture within the Company.

In accordance with the Charter, the Board sets the Company's strategic direction and risk appetite; provides leadership to, and oversight of, senior management; and monitors the operational and financial position of the Company.

With this in mind, Northern Star's Purpose is:

To generate superior returns for our shareholders, while providing positive benefits for our stakeholders, through operational effectiveness, exploration and active portfolio management.

Underpinning this Purpose, as well as the Company's business plan and strategies that are aligned to this Purpose, is a commitment to sustainable development that:

- minimises adverse impacts to the environment, communities in which Northern Star operates, and all people engaged in, or impacted by, the Company's operations; and
- delivers positive economic benefits to the community by investing in community-based programs, and to stakeholders through, for instance, dividends, employment, taxes, Government royalties, and goods and services payments.



Michael Chaney AO
Chairman



Stuart Tonkin
Managing Director & CEO³



Michael Ashforth
Deputy Chairman¹



John Fitzgerald
Non-Executive Director



Nicholas (Nick) Cernotta
Non-Executive Director



Sally Langer
Non-Executive Director



Sharon Warburton
Non-Executive Director



Marnie Finlayson
Non-Executive Director



Jeff Quartermaine
Non-Executive Director²

¹ As announced on 2 July 2026, Mr Ashforth will assume the role of Chairman following the 2026 AGM, which will be held on 27 November 2026.

² Appointed 9 July 2026.

³ As announced on 21 May 2026, Mr Tonkin will step down as Managing Director & CEO during Q1 FY27.

Leadership Team

Senior management (including the leadership team) supports the Managing Director & CEO with the Company's business operations, finances and ESG performance, and does so with the delegated authority of the Board. Pursuant to the Board Charter, the key duties of senior management include:

- advancing the strategic direction set by the Board;
- operating within the budget, risk appetite and Code of Conduct set by the Board; and
- instilling and reinforcing the Company's STARR Core Values and corporate governance policies.

The leadership team provides the Board with clear, accurate and timely information on the Company's operations, including in relation to compliance with material legal and regulatory obligations. They also provide regular updates to the Board in papers tabled at Board meetings, and in flash reports and papers between meetings on:

- safety; cost management and production performance; financial management; risk management; geological exploration success and mine development planning; progress towards growth projects execution; people and culture; social performance; environmental performance; progress on our decarbonisation pathway, and ESG engagement; and
- any whistleblower reports or other critical concerns raised about potential adverse impacts on stakeholders, such as conduct that is in material breach of the Code of Conduct.

More information on our leadership team, including biographies, qualifications, skills and experience can be found on 14 to 17 of the Company's FY26 Annual Report.

Subsequent changes to Board & Management

As announced to the ASX on 2 July 2026, Mr Suresh Vadnagra will join Northern Star Resources as the Managing Director & CEO on 5 October 2026 with Stuart Tonkin stepping down in Q1, FY27. Mr Tonkin's employment will cease on 28 August 2026.

Effective 2 July 2026, Mr Ryan Gurner (Chief Financial Officer) was appointed to the role of Deputy CEO. Following Stuart Tonkin's departure, Mr Gurner will serve as Interim CEO until Mr Vadnagra commences.

As announced to the ASX on 13 August 2026, Mr Terry Bowen will join the Company as a Non-Executive Director effective 1 September 2026.

Company Secretary

The Company Secretary is appointed by the Board and, through the Chairman, is directly accountable to the Board on all matters to do with the proper functioning of the Board. Such matters include facilitating Board and Committee meetings; advising the Board on corporate governance matters; and assisting with the induction and continuing professional development of Directors. Each Director has direct access to the Company Secretary and vice versa. The Company Secretary plays an important role in ensuring best governance practices are maintained by the Board and its Committees.

Hilary Macdonald has served as Company Secretary since early 2018 in addition to her role as Chief Legal Officer (appointed 2016). Since 2021, she has held the executive responsibilities of legal, heritage and corporate services.

Sarah Reilly was appointed Joint Company Secretary in September 2022 while continuing in her role as Senior Legal Counsel (held since June 2018) and resigned effective 12 September 2025.

Joanne McDonald commenced as Joint Company Secretary in January 2026 with the executive responsibilities of Community and ESG engagement.

Director independence

The Board regularly assesses whether each Non-Executive Director is independent according to the Company's Policy on Assessing the Independence of Directors, available on our website at www.nsrld.com/about-us/corporate-governance.

Under this Policy, a Director is considered independent if they are not a member of management and are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement. In determining a Director's independence, the factors listed in Box 2.3 of the ASX Recommendations are also considered. A Director's interests, position, association, or relationship are also examined on a case-by-case basis, pursuant to the materiality principles set out in the Board Charter.

As at the Statement date, only one Director, Stuart Tonkin, was a member of senior management and not independent. Mr Tonkin brings extensive mining industry operational experience and insights to the Board.

Board composition

The Nomination Committee regularly reviews the Board's composition to ensure its size and structure allows the Board to effectively satisfy its responsibilities and duties.

The Nomination Committee aims to ensure that the Board represents an optimal mix of skills, experience, expertise, and other facets of diversity, including gender, approach to problem-solving, age, nationality, cultural background, and perspectives informed by life experience. The Board supports the view that truly diverse boards have more perspectives with which to address challenges and consequently are more likely to engage in robust debate leading to better informed decision making.

Having Directors of varying tenures is also considered beneficial to Board effectiveness. Directors with longer tenure can provide continuity and stability, and bring a deep understanding of the business. New Director appointees can bring new ideas and perspectives to the board table.

In making selection and appointment decisions, the Nomination Committee also considers:

- whether there is an appropriate balance of independent and non-independent Directors;
- necessary and desirable Director skills and competencies;
- Board succession planning requirements;

- strategies to improve Board diversity;
- views and expectations of stakeholders (including shareholders), such as over-boarding; and
- Directors' capacity to dedicate the time required for their role on the Board and on its sub-committees.

Current Director profiles, including details of other significant roles and commitments (including external listed board positions in the last 3 years) appear on pages 86 to 90 of the Company's FY26 Annual Report.

Of the Directors, at the Statement date:

- 8 out of 9 (88.8%) Directors were considered independent, including the Chairman, Michael Chaney AO;
- 3 of 9 (33.3%) Directors were female;
- average Director age was 61 years⁴, with Director ages spanning a 26-year age range;
- average tenure on the Board was 5.3 years⁵, ranging from under 1 year to over 13 years, and the Chairman having served for 5 years;
- no Director had more than 5 listed board positions (where a chair role is counted as 2 board positions);
- no Director (together with their associates) is a substantial holder⁶ or top 20 shareholder of the Company;
- four Non-Executive Directors have disclosed a non-material interest⁷ in a supplier of the Company as at 30 June 2026. Those Directors do not receive or have access to Board materials related to the supplier, and are excluded from associated discussions and decisions; and
- aside from the above, no relationships exist between any Director and any listed investment or joint venture partner, supplier or business partner of the Company.

⁴ Standard deviation of Board age is 9.1 years.

⁵ Standard deviation of Board tenure is 3.8 years.

⁶ Holder of a relevant interest in shares representing 5% or more of the votes in the Company.

⁷ 'Interest' for these purposes includes any securities holdings, financial interests, directorships or business relationships with the Company or any listed investment, joint venture partner, supplier or business partner of the Company (whether held directly or indirectly by a related party).

Board diversity

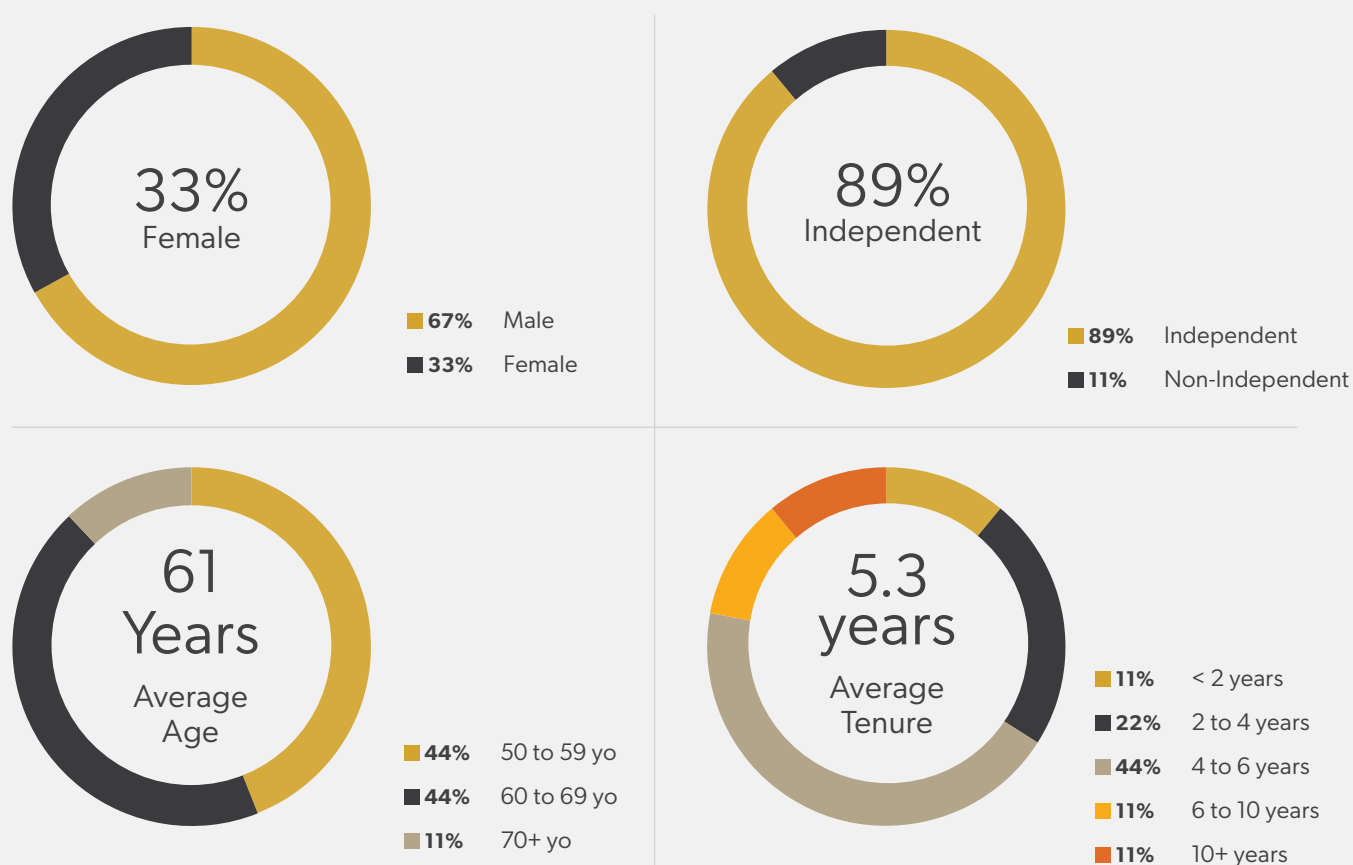
Northern Star's Directors and their tenure in office as at the Statement date, were:

Table 1 Northern Star Directors and their tenure in office

Director	Role	Tenure
Michael Chaney AO	Chairman	5 years
Michael Ashforth	Deputy Chairman	2 years
Stuart Tonkin	Managing Director & CEO	5 years
John Fitzgerald	Non-Executive Director	13.5 years
Nick Cernotta	Non-Executive Director	7 years
Sally Langer	Non-Executive Director	5.5 years
Sharon Warburton	Non-Executive Director	5 years
Marnie Finlayson	Non-Executive Director	3.5 years
Jeff Quartermaine	Non-Executive Director	1 month

Northern Star Board's diversity statistics as at the Statement date are depicted below:

Figure 1 Diversity statistics of the Board as at statement date



Board skills and experience

An assessment of the Board's composition is undertaken annually against the Company's Board skills matrix to ensure that the skills identified in the matrix, together with the diversity, strengths, capabilities and experience of Directors:

- meet the current and future needs of the Company's operations; and
- align with the Company's strategic direction, including its responsible and sustainable business practices, long-term environmental, social and safety objectives, and the evolving corporate landscape in which it operates.

Further details on Board skills and experience, and the full Board Skills Matrix, can be found in the Company's FY26 Annual Report.

Director appointments

In considering making a recommendation to the Board to appoint a new Director, the Nomination Committee examines the selection and appointment practices of the Company.

A framework for selecting new Directors is provided in the Nomination Committee Charter, Policy and Procedure for Selection and (Re)Appointment of Directors, and Diversity Policy (available on the Company's website at www.nsrld.com/about-us/corporate-governance/). Under this framework, appropriate pre-selection checks must be conducted on all Director candidates, as well as candidates for senior executive roles.

Non-Executive Directors provide to the Nomination Committee, prior to their appointment or re-election, details of other significant positions and commitments, including the number and nature of any other directorships. In addition, during the selection process Non-Executive Directors will discuss with Board candidates the amount of time and attention such other positions demand. The Nomination Committee takes these factors into account when making a recommendation to appoint a Director.

The Nomination Committee regularly reviews the time required from the Non-Executive Directors and whether Non-Executive Directors are meeting that requirement.

Where a Director is proposed to be elected or re-elected at an annual general meeting of the Company, the following information is provided to shareholders in the Notice of Meeting:

- all material information relevant to a Director's election or re-election;
- confirmation that appropriate pre-appointment checks have been conducted; and
- whether the Board supports the Director's election or re-election, and why.

The relevant Director speaks in person at the annual general meeting about their election or re-election. At this time, shareholders have the opportunity to ask questions, through the Chairman, in relation to the relevant Director.

All Directors are Northern Star employees. The Company has a written agreement⁸ in place with each Director and senior executives personally (rather than with an entity for the supply of their services), detailing:

- the terms of their appointment;
- duties and responsibilities;
- remuneration and benefits;
- leave entitlements (in the case of executives); and
- termination of appointment provisions.

Contracts with the Company's Non-Executive Directors require the Director to notify the Company of other roles, and discuss with the Chairman any competing roles or proposed new competing roles. No Director currently has more than 5 total listed board positions (where a chair role is counted as 2 board positions). Director profiles including details of their other roles and commitments appear on pages 86 to 90 of the FY26 Annual Report and on the website at www.nsrld.com/about-us/our-board-and-management/.

Induction, training and continuing education

The Nomination Committee is responsible for:

- reviewing and implementing the Company's Director Induction Program, and ensuring new Directors participate in the Director Induction Program;
- providing all Directors with access to ongoing education relevant to their positions in the Company, including key developments in the Company and in the industry and environment within which the Company operates; and
- assessing and advising on skills and competency levels of Directors.

Upon engagement, incoming Directors are provided an induction, which includes familiarising the Director with the Company's policies and processes, role and duties, membership and function of Committees, calendar of events, insurance and indemnity, and meeting the leadership team. Directors are introduced to key personnel at the corporate office, and site visits are arranged to meet site personnel and familiarise themselves with the Company's Operations. The Nomination Committee also ensures incoming Directors are offered appropriate training that is tailored to the Director's existing skills, knowledge, and experience, in making recommendations for continuing professional development programs for Non-Executive Directors. For example, Audit & Risk Committee members must be provided with sufficient resources to undertake their duties, such as ongoing briefings on the accounting standards.

⁸ Material terms of Director contracts, and any material variations to them, are disclosed in accordance with ASX Listing Rule 3.16.4. Contractual arrangements with the Executive KMP are outlined in the Annual Report – see page 135 of the FY26 Annual Report.

Board Committee structure

During FY26, the Board had four standing Committees to assist in discharging its responsibilities. The Committees review matters on behalf of the Board and (subject to the terms of each Committee Charter) may:

- make recommendations to the full Board for its consideration; and
- determine matters for which the Committees have delegated authority, and report these to the Board.

All Committee Charters⁹ are reviewed and updated as part of the annual corporate governance policy review process.

There were no changes to the Company's Committee membership in FY26.

All Directors have a standing invitation to attend all Committee meetings, where approved by the relevant

Committee Chair. Each Director attended at least 1 meeting of each Committee of which they were not a member in FY26 in an observer / invitee capacity, which is not reflected in Table 3.

See Tables 2 and 3 for a summary of:

- Committee structure, role, and responsibilities; and
- Board and Committee membership, and meeting attendance in FY26, with overall attendance of 96.7% (FY25: 98.9%).

Site visits to the Company's Operations are important for the Board to speak to employees at all levels, discuss safety and provide an opportunity to improve understanding of the Company's challenges and workplace culture. During FY26, each member of the Board of Directors visited our KCGM operations in Kalgoorlie at various times throughout the year.

Table 2 Committee composition and key responsibilities as at statement date

Committee	Members	Composition	Key role and responsibilities
Audit & Risk Committee	John Fitzgerald (Chair) Sally Langer Sharon Warburton	At least 3 Non-Executive Directors At least 1 member is to hold relevant financial qualifications Chaired by an independent director, who is not the Chair of the Board	Oversees the internal financial control systems and risk management processes; Oversees integrity of financial reporting, including the full year and half year financial statements; Reviews the adequacy of the entity's internal control framework; and Reviews auditor fees (audit and non-audit) and effectiveness of the external and internal audit functions.
People & Culture Committee	Nick Cernotta (Chair) Michael Chaney Michael Ashforth John Fitzgerald Sally Langer Sharon Warburton	At least 3 Non-Executive Directors, majority of which must be independent Chaired by an independent director	Reviews and provides recommendations to the Board regarding culture, safety & wellbeing, diversity & inclusion, people strategy, and talent management; Reviews the Company's remuneration framework and performance; Monitors assessment of performance, leadership development, and other matters referred by the Board; and Oversees succession planning processes for KMP and the direct reports to the Managing Director & CEO.
Environmental, Social & Safety Committee	Sally Langer (Chair) Sharon Warburton Marnie Finlayson	At least 3 Non-Executive Directors Chair must be an independent director with relevant experience, and is not the Chair of the Board	Assists the Board in implementing ESS strategies and ensuring responsible and sustainable business practices, and oversight of workplace health, safety and wellbeing; Reviews and monitors environmental management including physical and transitional climate change; community & social responsibility; native title, cultural heritage and land access; business ethics; and long-term ESS strategic goals; and Reports to Audit & Risk Committee on identified material sustainability risks, and other such functions as assigned by the Board.
Nomination Committee	Michael Chaney Michael Ashforth John Fitzgerald Nick Cernotta Sally Langer Sharon Warburton Marnie Finlayson Jeff Quartermaine	Chaired by an independent director Members are the Non-Executive Directors	Examines and makes recommendations on selection and appointment practices, including Board size and composition, selection process and performance evaluations; and Oversees succession planning processes of the Board, Chairman, Managing Director & CEO and other senior executives.

⁹ Available on the Company's website at www.nsrld.com/about-us/corporate-governance/.

Table 3 FY26 Board and Committee composition and attendance at meetings held in FY26

	Board of Directors		Audit & Risk Committee		People & Culture Committee		Environmental, Social & Safety Committee		Nomination Committee		Total	
	Present	Held	Present	Held	Present	Held	Present	Held	Present	Held	Present	Held
Michael Chaney AO	17	17	-	-	5	5	-	-	11	11	33	33
Michael Ashforth	17	17	-	-	5	5	-	-	10	11	32	33
Stuart Tonkin	16	17	-	-	-	-	-	-	-	-	16	17
John Fitzgerald	17	17	6	6	5	5	-	-	10	11	38	39
Nick Cernotta	17	17	-	-	5	5	-	-	11	11	33	33
Sally Langer	16	17	6	6	4	5	5	5	10	11	41	44
Sharon Warburton	17	17	6	6	5	5	5	5	10	11	43	44
Marnie Finlayson	16	17	-	-	-	-	5	5	10	11	31	33

Key: Chair

Board & Executive Performance

Board performance evaluation

Northern Star prioritises effective corporate governance and advancing the Company's culture of continuous improvement by, for instance, evaluating Director performance annually. The Nomination Committee is responsible for evaluating the performance of the Board, Committees, and individual Directors.

Under the Company's Process for Performance Evaluation, at least annually, the Chairman:

- evaluates the performance, composition and suitability to carry out the Company's objectives of the Board, reporting these findings back to the Board;
- reviews the performance of the Committees against each Committee's Charter; and
- conducts individual Director performance evaluations.

Further details on the Board evaluation and Board Skills Matrix can be found in the Company's FY26 Annual Report.

The individual Director feedback reports provide constructive, anonymised peer feedback on each Director's attributes and contributions. Consistent with Northern Star's Process for Performance Evaluation, the FY26 reports will be utilised by the Chairman as a foundation for performance evaluation discussions to be held with each Director in August and September 2026. These discussions are focused on professional development planning to enhance the Director's skills and capabilities and increase their effectiveness.

Senior management evaluation

The Board annually reviews the performance of the Managing Director & CEO and the Company Secretary, who each report to the Board. The Managing Director & CEO conducts formal performance evaluations of his direct reports annually. The above senior management evaluations were undertaken during FY26.

KMP remuneration

Northern Star endeavours to set remuneration at a level sufficient to attract and retain high quality Directors and senior management. The People & Culture Committee oversees the remuneration practices and policies and has clearly defined remuneration structures for Directors and senior management.

Full details of these structures and actual remuneration is set out in the Remuneration Report which can be found in the FY26 Annual Report.

Ethics & Responsible Decision Making

Code of Conduct and STARR Core Values

Our Code of Conduct sets the expectation for each Director, officer, employee and contractor engaged in our business to act responsibly, respectfully, with honesty and integrity, maintain high standards of business conduct and comply with all applicable laws and regulations in fulfilling their duties and responsibilities.

All our Company policies derive their intent from the Code of Conduct and detail what the Company regards as acceptable business practices. These policies include, but not limited to, Equal Employment, Health & Safety, Conflict of Interest, Diversity and Whistleblower. Our Board of Directors is responsible for defining the Code of Conduct and the Company Purpose, and ensuring that our policies reflect these, through regular review and improvement.

Our STARR Core Values have evolved from the Code of Conduct. Together they form a firm expectation of safe, ethical and responsible behaviour which supports our Purpose and create long-term sustainable value. Our senior management team are responsible for ensuring that our people are recruited, trained, developed, and recognised using the STARR Core Values as a guiding principle and a common language.

The STARR Core Values have been translated into the STARR Core Values in Action, a behaviour framework – what we see and hear when our STARR Core Values are being embodied. It's how we formally assess individual performance, measure the health of our culture as well as recognise our people through the STARR Actions Program and STARR Awards which have been successfully running for 5 and 9 years respectively.

Every Director, senior management and other employees with leadership responsibilities must act consistently with, and ensure that their direct reports are aware of, understand and commit to adhering to, the Code of Conduct and STARR Core Values. The Code of Conduct prohibits Directors, management and employees from involving themselves in situations where their personal interests could conflict with their obligations to the Company.

The Board Charter also reflects Australian statutory Directors' duties including the requirement that Directors declare material personal interests as and when they arise. Where a material personal interest gives rise to a conflict of interest, the conflicted Director will be:

- prevented from accessing relevant Board materials; and
- excluded from associated discussions and decisions.

Any material breach of the Code of Conduct, or any real or perceived conflict of interest, must be reported immediately to the Company Secretary, to be dealt with expeditiously as set out in section 6 of the Code of Conduct. Material breaches are reported by the Company Secretary to the Board. Any Northern Star personnel who breaches the Code of Conduct is subject to appropriate disciplinary action, which may result in termination of employment or contract.

In line with the Company's commitment to act lawfully, ethically and responsibly, in FY26 the Board approved a new Conflict of Interest Policy. The Policy establishes a framework for identifying, disclosing and managing actual, potential and perceived conflicts of interest, helping to ensure that business decisions are made objectively, free from undue influence or bias, and in the best interests of the Company.

Standing conflicts of interest are notified by a declaration of interest form and entered into the Company's declaration of interest register for certain employees such as the Board, the leadership team, and the business development and legal teams. This register is updated from time-to-time to reflect Northern Star's listed investments, joint venture partners, suppliers, contractors, or business development targets.

The Code of Conduct is reviewed annually by the Board. The STARR Core Values and Code of Conduct can be viewed on the at: www.nsrld.com/about-us/corporate-governance/.

Whistleblower Policy

Northern Star has a Whistleblower Policy (available on the website at www.nsr ltd.com/about-us/corporate-governance/), which is designed to encourage reporting actual or suspected violations of the Company's Code of Conduct, STARR Core Values or material legal or regulatory obligations.

The Company is currently in the process of implementing an enhanced process for the reporting and management of misconduct matters, including the launch of a confidential external whistleblower reporting platform to further strengthen accessibility, confidentiality and an independent reporting pathway. The service is expected to be implemented in Q1 FY27.

Reports can be made by anyone including current or former Directors, officers, employees or contractors, or by family members of those persons. The Whistleblower Policy provides effective protection for individuals making disclosures, including safeguards against victimisation, retaliation, discrimination, or dismissal. The Policy ensures that:

- confidentiality and anonymity is preserved where possible;
- all reports are investigated promptly by one of the two alternative Report and Investigation Officers; and
- that corrective action is taken if appropriate.

The Company's Equal Employment Opportunity Policy provides an alternative pathway for reporting and investigating unlawful discrimination, bullying, victimisation, harassment, and retaliation based on sex, colour, religion, nationality, disability, age, and any other class protected by applicable law.

All employees, contractors and other personnel engaged by Northern Star receive training on the Whistleblower Policy as part of Company-wide or site-specific induction processes and are expected to understand and comply with the Policy and reporting obligations.

Complaints made under the Whistleblower Policy which are assessed as serious and warrant formal investigation are investigated by Report and Investigation Officers in accordance with the Policy. The contact details for the Report and Investigation Officers are set out in the Policy (currently the Chief Legal Officer & Company Secretary, the Executive Manager - People & Culture, and where the whistleblower is uncomfortable reporting to them, to the Chair of the Audit & Risk Committee). Material breaches or incidents are reported to the Audit & Risk Committee and then the Board. The Board reviews the Whistleblower Policy annually.

In FY26 Northern Star received and addressed 9 Whistleblower Policy reports, all of which were investigated, reported to and discussed by the Audit & Risk Committee and the Board.

Anti-Bribery & Anti-Corruption Policy

Northern Star has an Anti-Bribery & Anti-Corruption Policy that applies to its Directors, employees, contractors, consultants, third parties, and other persons associated with the Company's business operations. As reflected in the STARR Core Values, it is the policy of the Company to conduct its business fairly, honestly, transparently, with integrity, and in compliance with the law in all jurisdictions in which the Company operates.

Everyone working for or engaged by Northern Star is trained in the Anti-Bribery & Anti-Corruption Policy during their inductions.

Acknowledging the potential for reputational damage if the Company is, or is alleged to be, involved in bribery or corruption, the Policy:

- states the Company's committed opposition to all forms of bribery and corruption;
- supports the maintenance of a robust culture of integrity, transparency and compliance, which is critical to long-term success and value preservation in the business;
- aims to safeguard and make transparent relationships with external parties in the context of receiving and giving hospitality, gifts and other financial benefits for legitimate purposes consistent with normal business practice; and
- prohibits bribes and improper payments, and places appropriate controls on gifts and donations.

Employees are responsible for reporting actual or suspected breaches of the Policy, pursuant to the Whistleblower Policy. All safeguards in terms of confidentiality, anonymity, ongoing support and protection as outlined in the Whistleblower Policy will apply in these circumstances. Any material breaches of the Anti-Bribery & Anti-Corruption Policy are reported to the Board. The Board reviews the Anti-Bribery & Anti-Corruption Policy annually.

Securities Trading Policy

The Company has a Securities Trading Policy, which:

- assists persons covered by the Policy to comply with the insider trading provisions of the Corporations Act;
- ensures that the reputation of the Northern Star Group is not adversely impacted by perceptions about trading in Northern Star securities at particular times;
- assists to maintain a proper market for the Company's securities, to support shareholder and investor confidence; and
- complies with the ASX Listing Rules.

In accordance with ASX Recommendation 8.3, under the Securities Trading Policy, members of the KMP as disclosed in the Annual Report are prohibited from entering into transactions which limit the risk of participating in unvested entitlements under any equity-based remuneration scheme.

KMP and employees so designated by the Managing Director & CEO are required to comply with the Company's Securities Trading Policy, available on the website at www.nsrld.com/about-us/corporate-governance/.

The Board reviews the Securities Trading Policy annually.

Training in corporate governance policies

All employees and long-term contractors working at Northern Star are subject to mandatory training in all key safety policies and procedures. All Northern Star employees are trained in the corporate governance policies listed on the Company website. Northern Star's INX online system also requires refresher training to be completed for any policies, procedures, or standards that are specific to an employee's role periodically (depending on the policy). As part of this refresher, employees must review all aspects of the relevant policies and complete any test component included. Training modules included within Northern Star's INX online system are reviewed and updated frequently to ensure they remain current, accurate, and reflect best practice.

Stakeholder Engagement

Stakeholder engagement

To maintain a broad understanding of emerging social expectations and issues relating to the Company's business, the Company regularly engages with its workforce, as well as host communities, investors, Indigenous stakeholders, governments, and other relevant external stakeholders.

Engaging with stakeholders provides the Company with an opportunity to share information about its current and proposed operations, and to develop a deeper understanding and awareness of the needs and aspirations of its operations. Through informed and shared business decisions, the Company ensures that it continues to pursue outcomes that are mutually beneficial to itself and stakeholders. This in turn increases the long-term sustainability of both Northern Star and the communities and regions in which we operate.

Northern Star is committed to ongoing positive stakeholder collaboration and engagement. The Board-approved corporate governance framework includes key policy documents which set out Northern Star's standards for stakeholder engagement. Relevant requirements and policies are included in the Northern Star inductions completed by all employees and contractors. Further information on stakeholder engagement is available in our disclosure document, Environment & Social Responsibility Approach at Northern Star on our website at www.nsrld.com/sustainability/reports-and-disclosures/.

Industry association involvement

Stakeholder engagement happens simultaneously at many levels within the Company, and at corporate, regional, and site levels.

Northern Star personnel are active leaders and members in industry representative bodies. The Company has nominated employees to sit on industry association boards, committees, and working groups of the following organisations as the Company's representative¹⁰:

- The Chamber of Minerals and Energy of Western Australia (Western Australia);
- The Association of Mining and Exploration Companies (Australia);
- The Gold Industry Group (Australia);
- The Alaska Miners Association (Alaska, United States);
- The National Mining Association (United States).

¹⁰ Including: CME Advisory Board, Executive Council, and Human Rights Collective, AMA Board, CAP Board, GIG Board, RDC Board, Fairbanks Chamber of Commerce Board, AMEC Corporate Regulation & Tax, and Mining Legislation working group.

Shareholder Communication

Investor relations and shareholder communications

The Company has a proactive approach to communicating with shareholders and the wider investment community. The Company's investor relations program is aimed at facilitating effective two-way communication with investors, to understand their interests and concerns.

Northern Star regularly attends broker-sponsored conferences and industry conferences (virtual, where appropriate), and engages with corporate governance advisory firms, shareholder representative bodies, institutional investors, proxy advisers and retail investor groups. The Company does so to understand market expectations on various topics, including ESG and remuneration.

Any significant comments or concerns raised by investors are conveyed to the Board and relevant members of the leadership team.

In accordance with the Shareholder Communication Policy, the Company:

- makes key communications and updates available on the Company's website and via electronic communications;
- provides contact details for investors to speak directly to Investor Relations and Media Officers; and
- announces upcoming investor calls with the ability for investors and stakeholders to pre-register to attend, as detailed in announcements available on the Company's website at www.nsrld.com/investors/asx-announcements/.

The Company conducts investor conference calls following the release of each quarterly activities report and the half year and full year results, and holds ad hoc calls and meetings at global investor conferences and following the release of material price sensitive information such as a major transaction. In FY26, these calls were hosted by the Managing Director & CEO, Chief Financial Officer and Chief Operating Officer, and are open for investors, analysts, media and the general public to attend via telephone or webcast. Sufficient time is allowed for questions and answers. Recordings of conference calls are accessible following each call. In addition, the Chairman and the Chair of the People & Culture Committee meet with investors and proxy advisers on a regular basis to discuss remuneration reporting and other relevant topics.

Shareholders in the Company are actively encouraged to elect to receive communications from the Company electronically to a nominated email address. The Company's share registry also engages with shareholders electronically and makes available a range of relevant forms on its website. Shareholders can register with the share registry to access their personal information and manage their shareholdings online.

ASX announcements and other reports and materials are distributed to shareholders via email and are also made available on the Company's website on the Investors page at www.nsrld.com/investors/. The Company encourages shareholders to send communications via its publicised email address, investorrelations@nsrld.com.

For more detail, refer to the Shareholder Communication Policy on the Company's website at www.nsrld.com/about-us/corporate-governance/.

Company website

The Company provides comprehensive and publicly accessible information on our website at www.nsrld.com/. Such information includes an overview of Northern Star's business, structure, history, Purpose and strategy, Directors and management, assets and operations, policies on sustainability, various investor and media content, a share price chart, and key contact details. ASX announcements, notices of general meetings, reports, results and other investor/external presentations are published on the website following release to the ASX regularly.

The website also includes Director and Executive KMP biographies at www.nsrld.com/about-us/our-board-and-management/, and a dedicated Corporate Governance section at www.nsrld.com/about-us/corporate-governance/ which contains:

- key governance documents, including the Constitution, and Board and Committee Charters;
- other statements and reports;
- core corporate governance policies including those approved by the Board; and
- documents relating to suppliers' terms and conditions of business, community investment, and tax governance.

General meetings

The Company encourages shareholders to attend and participate at general meetings of the Company, including by submitting questions in advance to be addressed during the meeting. The time and place of each general meeting is decided with shareholder preferences in mind, to encourage maximum shareholder attendance.

As in previous years, decisions on all substantive resolutions at general meetings of the Company will continue to be decided by a poll to ensure the true will of shareholders is ascertained (rather than by a show of hands, which is inconsistent with the “one security one vote” principle in the ASX Listing Rules).

The 2026 AGM will again be held as a ‘hybrid’ meeting to allow shareholders to attend physically or online. This approach reflects shareholder expectations and positive feedback from previous hybrid AGMs. The Company is committed to ensuring meaningful and effective participation for all shareholders, providing flexibility to attend, vote, and ask questions regardless of location.

Detailed information regarding the 2026 AGM will be made available in October 2026. Notices of meetings will be dispatched to all shareholders by post or email in accordance with their stated communication preferences and can be found on the Company’s website at www.nsrld.com/investors/asx-announcements/.

The Company will, in line with ASIC’s Guidelines 20-068MR and the Corporations Amendment (Meetings and Documents) Act 2022 (Cth) concerning AGM and financial reporting requirements:

- ensure the technology adequately facilitates member participation and can handle anticipated usage;
- conduct testing of the hybrid meeting technology, and resolve any technical issues identified; and
- ensure there are appropriate backup solutions in place to overcome technical issues and communicate these to participants at the meeting, including calling a short adjournment of the meeting if warranted in order to ensure maximum participation by shareholders at the meeting.

A copy of the Company’s constitution can be found on our website at www.nsrld.com/about-us/corporate-governance/.

Timely & Balanced Disclosure

Continuous disclosure

The Company's Continuous Disclosure Policy and Continuous Disclosure Compliance Procedures are designed to ensure that investors have equal and timely access to material price sensitive information concerning the Company. These documents also require the balanced disclosure of all other matters that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Company's Continuous Disclosure Policy and Continuous Disclosure Compliance Procedures comply with ASX Listing Rules 3.1, 3.1A, and 3.1B and are annually reviewed by the Board.

The Continuous Disclosure Policy in particular requires Directors, officers, employees and contractors of the Company to bring potentially market sensitive information to the attention of designated Responsible Officers.

Further, the Continuous Disclosure Compliance Procedures:

- provide that the Responsible Officer will assess what corporate information will be disclosed;
- set out the process for reviewing and authorising announcements, including by the Board if significant, to ensure they are accurate, complete, not misleading, clear and balanced;
- set out measures to safeguard confidentiality of corporate information to avoid premature disclosure;
- list Media Officers who are authorised to speak to the media, analysts, brokers, shareholders, and other stakeholders on the Company's behalf; and
- provide a procedure for correcting/preventing a false market in the Company's securities.

Periodic reports and material announcements

The Audit & Risk Committee reviews and makes recommendations to the Board regarding approval of all financial reports. Where a periodic corporate report is not required to be audited or reviewed by an external auditor, Northern Star conducts a comprehensive internal verification process to verify the integrity of the report and ensure that the content of such reports is materially accurate, balanced, and provides investors with appropriate information to make informed investment decisions.

The Company's Continuous Disclosure Policy and Continuous Disclosure Compliance Procedures establishes a Disclosure Committee for all potentially disclosable information under ASX Listing Rule 3, and for "Significant Company Announcements" requires copies of all material market announcements to be circulated to the full Board or, where the Board has delegated that authority, the relevant Board subcommittee. If time does not permit the convening of the Board or the relevant Board subcommittee to consider a Significant Company Announcement, the approval of the Chairman and the Managing Director & CEO must be obtained solely for the purpose of requesting a trading halt to enable the Board to meet and consider the Significant Company Announcement.

Presentation materials

The Company ensures that copies of new and substantive investor presentations are released on the ASX platform ahead of the presentation ("substantive" presentations include results presentations and those typically given at AGMs and investor/broker briefings), in accordance with the Continuous Disclosure Compliance Procedures.

Diversity & Inclusion

Diversity Policy

Diversity involves recognising and valuing the unique contribution people can make because of their individual background and different skills, experiences and perspectives. Diversity may result from a range of factors, such as age, gender, ethnicity, and cultural background.

Consistent with the STARR Core Values, the Company values differences between its employees and the benefit that these differences make to the Company's culture and workplace. Accordingly, Northern Star is committed to diversity as a means of enhancing performance and harnessing the range of qualities, skills, and talents of its employees.

The Company's Diversity Policy requires the Board to set diversity and inclusion objectives, including measurable objectives for achieving gender diversity appropriate for the Company. The Board reviews this policy annually.

Management implements all diversity and inclusion initiatives, with the Executive Manager - People & Culture responsible for driving continuous improvement in diversity and inclusion.

Workforce gender composition

Northern Star's FY26 Workplace Gender and Equality Report (available on our website at: www.nsrld.com/about-us/corporate-governance/) discloses the Company's most recent 'Gender Equality Indicators' under the Workplace Gender Equality Act 2012 (Cth).

At 30 June 2026, the Company's female participation rate was 23.3% of all Group employees. See Table 5 on page 21. Note that the Gender Equality Indicators mentioned above do not accommodate the ability to report our 0.2% non-binary¹¹ employees in addition to 23.3% female and 76.5% male employment within the Group.

Gender diversity targets

The Board has set the following measurable objectives:

Table 4 Gender diversity measurable objectives

Measurable objective	Progress towards achieving measurable objective
Have no less than 30% of Directors of each gender in line with ASX Recommendation 1.5.	The Board's gender diversity target continued to be met during FY26 at 38%, with 3 of 8 female Directors on the Board as at 30 June 2026.
Increase female apprentices by 5% over a three year period (FY26 to FY28).	Focus Group established and preliminary work commenced.
Develop and implement a Pay Equity Policy.	Completed in FY26.
Increase awareness of Family and Domestic Violence Support.	Peer benchmarking commenced.

Gender pay equity

Northern Star undertakes annual gender pay gap reviews as part of its standard remuneration review processes.

The review involves a position gap analysis to ensure gender bias has not impacted the total remuneration opportunity of other employees in positions with the same scope and area of expertise. All stages of the remuneration review process are examined in the analysis, including commencement, annual salary reviews, out-of-cycle pay reviews, and performance reviews.

In roles where there was a greater than 5% difference between male and female gender incumbents, investigation followed and rectification then occurred as required. The majority of variances between like-for-like roles were due to level of skills and experience between team members.

In FY26, the Company introduced a Pay Equity Policy to ensure pay equity for all employee groups, and promote fairness, transparency and equity opportunity in the determination of remuneration.

¹¹ Non-Binary includes gender identities that demonstrate a diversity of expression beyond the binary framework. In addition, purely for the purposes of the data disclosed in this Statement, we have included in the expression "non-binary" individuals who when invited to identify their gender responded "prefer not to say" or "prefer to self-describe".

Diversity and inclusion initiatives

In FY26, we promoted diversity and inclusion through the following programs:

- promoting entry level employment for Indigenous workers (senior school age and above);
- partnering with Indigenous groups to provide greater opportunities and accessibility to local roles in Kalgoorlie;
- renewed our 3-year partnership with the Pride Professionals Mentoring Program for LGBTQIA+ professionals, as well as the Pilbara Pride Festival;
- major sponsor of AusIMM and WIMWA Women in Mining Leadership Conferences;
- retained membership of Women in Mining Association (USA) – Alaska Chapter - providing mentoring and professional development to women in the mining sector.

In FY26, we continued to support diversity and inclusion in our workforce through:

- reinforcing and elevating the importance of psychological safety and supportive leadership through training, coaching and onboarding, including the role of leaders in enacting the STARR Core Values, specifically our Respect Value; and
- continuing to provide and promote paid parental leave to the Company's Australian and US employees; and
- Flexible Work Policy implemented in 2025. Since its inception 314 arrangements have been approved and put in place across the Australian Operations.

Working arrangements to support carers

Northern Star supports employees with family and caring responsibilities by offering entitlements to parental leave, annual leave, personal and carer's leave, compassionate leave, and unpaid family and domestic violence leave under the National Employment Standards. In addition to these entitlements, the Company:

- has a paid parental leave policy. During FY26, 51 female and 128 male employees took paid primary or secondary carer's parental leave;
- actively encourages and facilitates employees transitioning back to work following a period of parental leave, on a part time basis or utilising flexible work arrangements;
- provides 10 days paid domestic violence leave; and
- offers free face-to-face or phone counselling to all employees and their families through the confidential, external employee assistance program (EAP).

Table 5 Female Participation Rate

	FY23	FY24	FY25	FY26
Executive KMP*	33.3%	33.3%	33.3%	33.3%
Directors	37.5%	37.5%	37.5%	37.5%
Other Executives/GMs	20.0%	13.0%	12.0%	12.5%
Senior Managers	18.4%	27.8%	27.8%	30.4%
Other Managers	16.5%	16.1%	13.8%	13.9%
Non-Managers	23.5%	23.9%	26.0%	24.0%

* Chief Operating Officer, Chief Financial Officer and Chief Legal Officer & Company Secretary

Audit & Risk Management

Management of risk

Northern Star acknowledges that there is risk inherent in our business, with effective risk management considered vital to delivering on the Company's strategic objectives, operational performance and long-term growth. The Company is committed to the ongoing enhancement of its approach to identifying, assessing, and managing risk associated with its business activities, projects and operations, in order to support sustainable value creation.

Northern Star's approach to risk management is underpinned by the principle that management, employees and contractors are collectively responsible for identifying and managing risks within their areas of accountability, supported by a fit-for-purpose framework, system and guidance. The Board is responsible for the oversight of the risk management framework and for setting the risk appetite of the organisation. Management is responsible for implementing the risk management framework, integrating risk management into decision-making, maintaining effective controls and operating within the risk appetite approved by the Board.

Critical to the Company's management of risk is the Company culture. The Company's Code of Conduct and STARR Core Values serve to promote a culture of transparency, integrity, ethical behaviour, and accountability.

For more detail on Northern Star's risk management and the Company's key strategic risks (including material environmental and social risks), please refer to pages 38 to 45 of the FY26 Annual Report.

Audit & Risk Committee

The Audit & Risk Committee is responsible for:

- overseeing the Company's risk management framework and making recommendations to the Board on its adequacy and any changes required;
- reviewing whether the Company is operating within the risk appetite set by the Board and making recommendations to the Board on the Risk Appetite Statement;
- reviewing the Company's risk management policy, risk rating criteria and strategic risk register on a regular basis, to ensure changes in internal or external contexts are reflected, new or emerging risks are identified and changes to existing risks are assessed with mitigating actions put in place; and
- addressing any material incidents involving fraud or a breakdown of risk controls.

During the reporting period, the Audit & Risk Committee reviewed and considered a number of updates to the risk management framework and made recommendations to the Board on its adequacy.

The Audit & Risk Committee is chaired by a Non-Executive Director, who is an accountant by discipline. All members of the Audit & Risk Committee have significant financial literacy as well as a deep understanding of the industry in which the Company operates.

See pages 86 to 90 of the FY26 Annual Report for biographies of the Audit & Risk Committee members.

Group Audit & Risk function

Northern Star has an in-house Group Audit & Risk function, led by the Group Manager Audit & Risk, who reports directly to the Audit & Risk Committee Chair. The function operates independently from management and supports the Board, via the Audit & Risk Committee, in discharging their oversight responsibilities in relation to risk management, internal control and assurance.

The Group Audit & Risk function is responsible for supporting the ongoing enhancement of the Company's risk management framework and practices, coordinating assurance activities across the business, and delivering the internal audit program. Internal audit activities are planned on a risk-based basis and conducted in accordance with the IIA Global Internal Audit Standards, providing independent and objective assurance to the Audit & Risk Committee.

Risk management framework

The Company's risk management activities are guided by a structured risk management framework, aligned to ISO 31000. The framework is comprised of the Risk Management Policy, Risk Appetite Statement, Risk Management Standard, and the Company's enterprise risk and assurance system (Clew).

The framework provides a consistent and integrated approach to the identification, assessment, management, monitoring and reporting of risks, and supports the linkage between risks, key controls and assurance activities. The framework is applied across strategic, operational and project activities. It is subject to ongoing review and enhancement to ensure it remains fit-for-purpose and aligned with the Company's risk profile, strategy and operating environment.

Internal audit

Internal audit supports the Board in discharging its corporate governance responsibilities by providing independent, objective third line assurance over the effectiveness of governance, internal controls and risk management within the business. It also provides management with practical recommendations to strengthen controls, enhance risk management and improve business performance.

The internal audit program is risk-based and informed by the Company's strategic and operational risk profile, risk appetite, prior audit outcomes and the Assurance Map. Internal audit activities are conducted in accordance with the IIA Global Internal Audit Standards and are designed to provide coverage across key risk themes over time.

Internal audit is delivered by our in-house Group Audit & Risk function, utilising outsourced service providers to access specialist capability, create agility in responding to business requests and risks, and to ensure independence and help manage any potential conflicts of interest.

External audit

Deloitte Touche Tohmatsu (Deloitte) is the Company's external auditor. The Audit & Risk Committee reviews and makes recommendations to the Board annually on fees payable for audit and non-audit work.

The Audit & Risk Committee undertakes an assessment both continuously and on an annual basis of the quality and effectiveness, and ongoing independence, of the external auditor, which is reported to the Board. The Committee also recommends the initial appointment of the external auditor, reviews its performance annually and oversees regular rotation of the audit engagement partner.

Deloitte attends all Audit & Risk Committee meetings. Deloitte also attend every Annual General Meeting, to answer shareholder questions relevant to the audit and the preparation and content of the Auditor's Report.

Management assurance

Pursuant to section 295A of the Corporations Act, the Managing Director & CEO and Chief Financial Officer have issued a declaration that in their opinion, financial records have been properly maintained in accordance with section 286 of the Corporations Act; are compliant with accounting standards; and give a true and fair view of the Company's financial position and performance in FY26. The opinion of the Managing Director & CEO and Chief Financial Officer was formed based on a sound and effectively operating system of risk management and internal control.

The declaration is formed having regard to the effectiveness of the Company's system of risk management and internal control, and is supported by a financial statement certification process administered independently by the Group Audit & Risk function. The certification process is designed to provide structured, documented input from relevant members of the executive team and senior management, to support an informed CEO and CFO opinion.

The declaration was provided to the Board prior to Board approval of the FY26 financial statements.