

The Corporate Governance Statement of City Chic Collective Limited and its subsidiaries (referred to hereafter as the 'Company' or 'City Chic') was approved by the Board of Directors (the 'Board') and relates to the reporting period 3 July 2022 to 2 July 2023.

ASX RECOMMENDATION – 4 TH EDITION	COMPLIED WITH?	COMMENT
<p>1. Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>		
<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> (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. 	Complies	<p>The Board has adopted a charter which is published on the Company's website https://www.citychiccollective.com.au/corporate-governance. The charter sets out the Board's composition, the respective roles and responsibilities of the Board and management, the relationship and interaction between the Board and management, and those matters expressly reserved to the Board and those delegated to management.</p> <p>The role of the Board is to provide effective governance over the Company's affairs to ensure the interest of shareholders are protected and enhanced and the confidence of the investment market is maintained whilst having regard to the interests of all stakeholders, including customers, employees, suppliers and local communities.</p> <p>The Board is supported by two Board Committees – the Audit and Risk Committee (ARC) and the People, Culture and Remuneration Committee (PCRC).</p> <p>The Board and Board Committee Charters prescribe the structure of the Board and its committees, their respective functions and responsibilities, and the framework for director obligations. Copies of the Charters are available on the Company's website.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Complies	<p>The Company conducts appropriate checks prior to appointing directors and senior executives. All of the four current non-executive directors have been elected or re-elected by shareholders in accordance with the Company's constitution. Where directors have sought election or re-election, the Company has provided all material information in its possession relevant to the shareholder decision to vote for or against the election or re-election of the director in the explanatory statement which accompanies the Notice of Meeting for the shareholder meeting where the vote will be taken. A complete biography of each director and senior executive is available on the Company's website.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>There is a written agreement with each director and senior executive which sets out the terms of their appointment.</p>

ASX RECOMMENDATION – 4TH EDITION		COMPLIED WITH?	COMMENT
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	Jacque Shanahan was appointed as Company Secretary with effect from 21 July 2023. Peter McClelland was also appointed as an additional Company Secretary on 21 July 2023. All directors have access to the services and advice of the Company Secretary. Details of the skills, experience and expertise of the Company Secretary for the reporting period are set out in FY2023 Annual Report. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and Board Committees.

<p>1.5</p>	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>Complies</p>	<p>The Company's Diversity Policy is published in the Investor Centre on the Company's website. The Diversity Policy sets out the process by which measurable objectives to achieve gender diversity are developed and approved.</p> <p>Workplace diversity recognises and values the contribution of people from different backgrounds, experiences and perspectives. It is the Company's aim to ensure that all team members have equal opportunity to participate and advance in their careers.</p> <p>The Company values and recognises the diversity of its team members and the added value diversity provides to achieving the Company's overall objectives. The Company's diversity policy outlines the Company's diversity objectives in relation to gender, age, race, cultural background, disability, religion, gender identity, sexual orientation and professional background. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them.</p> <p>The Company's diversity policy is underpinned and supported by a suite of processes and practices that are applicable to all who work for the Company and seeks to create an environment that promotes inclusivity and attracts, retains and provides opportunities for well qualified employees, senior management and Board candidates, regardless of gender identity or minority group membership, and is reflective of diversity of thought and experience.</p> <p>The Company's FY 2023 diversity objectives and the progress in achieving these objectives are set out below.</p> <table border="1" data-bbox="1077 970 2116 1388"> <thead> <tr> <th>Objective</th> <th>Result</th> </tr> </thead> <tbody> <tr> <td>Seek to achieve and maintain gender diversity in the composition of the Board and the C-Suite Leadership Team of no less than 30% of each gender.</td> <td>Achieved</td> </tr> <tr> <td>Achieve a Sense of Belonging Score of 75% or above for all Groups* by FY23.</td> <td>Achieved</td> </tr> <tr> <td>Introduce a Gender Affirmation Policy.</td> <td>Achieved</td> </tr> <tr> <td>Undergo an end-to-end 'Job Access' assessment to ensure optimal access to employees with a disability or impairment.</td> <td>Commenced, ongoing in FY24.</td> </tr> </tbody> </table> <p>*Groups' include LGBTQI+, Disability/Impairment, Parents, Carer responsibilities, ESL, Gender Identity, over 45 age bracket</p>	Objective	Result	Seek to achieve and maintain gender diversity in the composition of the Board and the C-Suite Leadership Team of no less than 30% of each gender.	Achieved	Achieve a Sense of Belonging Score of 75% or above for all Groups* by FY23.	Achieved	Introduce a Gender Affirmation Policy.	Achieved	Undergo an end-to-end 'Job Access' assessment to ensure optimal access to employees with a disability or impairment.	Commenced, ongoing in FY24.
Objective	Result												
Seek to achieve and maintain gender diversity in the composition of the Board and the C-Suite Leadership Team of no less than 30% of each gender.	Achieved												
Achieve a Sense of Belonging Score of 75% or above for all Groups* by FY23.	Achieved												
Introduce a Gender Affirmation Policy.	Achieved												
Undergo an end-to-end 'Job Access' assessment to ensure optimal access to employees with a disability or impairment.	Commenced, ongoing in FY24.												

The Company's diversity objectives for FY24 are as follows:

Objective

Seek to maintain gender diversity in the composition of the Board and the C-Suite Leadership Team of no less than 30% of each gender.

Continue end-to-end 'Job Access' assessment for all areas of the HR lifecycle to ensure optimal access to employees with a disability or impairment.

Commence corporate partnership with Dress for Success to provide fundraising support and clothing to women seeking independence through employment.

In regard to gender diversity, as at 2 July 2023, females represented 96% of all staff, 73% of the Company's management and supervisory staff, and 71% of senior management. The Board has two female non-executive Directors (representing 40% of the Board).

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complies	<p>Consistent with an 'agile' approach to performance management, the Board continually monitors and assesses throughout the year its collective performance, the performance of its Committees and the performance of individual directors to address any issues or areas for improvement as they arise.</p> <p>The mix of skills, personal qualities, expertise and diversity of the Board and Board Committees is considered when appointing a new director to the Board and when evaluating the performance of the Board.</p> <p>The Board also aims to conduct a more in-depth review of its performance and that of individual directors by undertaking periodic self-assessments of its collective performance, the performance of the Chair and its committees. While such a review was not undertaken during the year, where these reviews are undertaken, Management are invited to contribute to this appraisal process and the results and any action plans are documented together with specific performance goals.</p> <p>The People, Culture and Remuneration Committee also assists the Board to assess, on an annual basis, retiring directors standing for re-election.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complies	<p>Consistent with an 'agile' approach to performance management, the performance of senior executives is reviewed regularly throughout the year to provide feedback, address any issues or areas for improvement as they arise. The Board also conducts an annual performance assessment of the CEO and other c-level executives and the CEO undertakes assessments of senior executives and, where necessary, discusses the review and any recommendations with the Board. A performance assessment of c-level executives was undertaken during the reporting period, consistent with this approach.</p>
2.	<p>Principle 2 – Structure the board to be effective and add value</p> <p><i>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.</i></p>		

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively</p>	Complies	<p>The Board has established a People, Culture and Remuneration Committee (PCRC). The PCRC assists the Board in exercising a number of responsibilities in relation to Board composition (including succession planning and Board appointments), senior executive appointments, remuneration and other initiatives, strategies and risks connected with people and culture.</p> <p>The members of the PCRC in FY2023 were Megan Quinn (chair), Michael Kay, Natalie McLean and Neil Thompson, all of whom are considered independent directors.</p> <p>A copy of the charter of the PCRC is available in the Investor Centre on the Company's website.</p> <p>The PCRC met on three occasions during the period ended 2 July 2023. In addition to the formal PCRC meetings, PCRC matters were addressed at Board meetings throughout the year. Details of attendances at these meetings are set out in the Directors Report contained within the 2023 Annual Report.</p>

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Complies	<p>The Board has been structured such that its composition and size will enable it to effectively discharge its responsibilities and duties.</p> <p>The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities and expertise to enable it to carry out its obligations and responsibilities. The Board believes that having a range of different skills, backgrounds, experience and gender ensures a diversity of viewpoints which facilitate effective governance and decision making.</p> <p>The Board believes that the skills and experience in the areas listed below are desirable for the Board to perform its role effectively. The Board considers that the composition during the reporting period possesses an effective blend of these skills and experience which enables it and its committees to effectively govern the business, operate effectively as a governing body and add value in the context of the Company's strategy:</p> <ul style="list-style-type: none"> • Governance expertise and experience • Risk management expertise and experience • Financial and legal experience • Corporate advisory expertise • Executive/management experience • Operational management expertise and experience • Global expansion and international business dealings experience • Technology, innovation and transformation experience • Retail knowledge and experience • Property expertise • Listed company Board experience <p>Each director has experience and expertise relevant to the Company's business and level of operations.</p>

ASX RECOMMENDATION – 4TH EDITION		COMPLIED WITH?	COMMENT
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Complies	Details of all directors are set out in the Directors' report contained within the 2023 Annual Report. This includes whether or not they are considered independent by the Board, a summary of their skills and experience, their length of service and any other ASX listed directorships they hold or have held in the last three years.
2.4	A majority of the board of a listed entity should be independent directors.	Complies	A majority of the Board are independent.
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.	Complies	The chair of the Board, Michael Kay is considered an independent director and is not the CEO.
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.	Complies	<p>The Company provides a letter of appointment to all directors, which sets out the Company's expectations, their duties, the terms and conditions of their appointment, remuneration and forms part of the induction program for directors.</p> <p>In the event of a new Director being appointed to the Board, that Director is supported through an appropriate orientation and induction program on appointment.</p> <p>Directors are encouraged and supported by the Company to undertake appropriate professional development opportunities and the Company Secretary will help to organise and facilitate the professional development of directors as required. As part of the 'agile' performance review process described above, and in regular Board discussions, consideration is given to whether additional professional development is needed to maintain the skills and knowledge of directors to perform their role effectively.</p>
3.	<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly</i></p>		

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
3.1	A listed entity should articulate and disclose its values.	Complies	<p>In the Company's endeavour to 'lead a world of curves', the Company recognises that respect for employees, customers, suppliers and other stakeholders is fundamental to the Company's long-term success and the Company's social responsibility includes interacting with all stakeholders with integrity.</p> <p>The Company has developed a Code of Conduct (the "Code") which has been endorsed by the Board and applies to all directors and employees. A copy of the Code is available on the Company's website. The Code is reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders. In summary, the Code requires that at all times the Company's personnel act with the utmost integrity, objectivity and in compliance with the letter and spirit of the law and Company policies.</p> <p>Our 'Core Capabilities' (which are akin to the Company's values and the foundation of the Company's culture) support our goal and purpose to lead a world of curves. Our Core Capabilities are the skills and behaviours required to lead, grow and deliver exceptional experiences for her, our customer.</p> <p>The core capabilities are:</p> <ol style="list-style-type: none"> 1. We Put Her First - She is at the heart of every decision 2. We Are Passionate Connectors - We love what we do, and we work as one team 3. We Know It, Own It, Do It - We are knowledgeable, we are accountable, and we get it done 4. We Move Fast And Keep It Simple - We think quickly, act decisively, and keep things on point 5. We Are Fearless Agile Thinkers - We express ideas, take calculated risks, and embrace change <p>The Code and our Core Capabilities are further supported by Company policies including a Securities Trading Policy, Whistleblower Policy and Anti-bribery and Corruption Policy. The Code and each of these policies form part of each employee's induction training. All employees are asked to sign a declaration confirming their understanding and compliance with the Code and these policies. A copy of the Code and the Company policies are available on the Company website.</p>
3.2	A listed entity should: <ol style="list-style-type: none"> (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. 	Complies	<p>City Chic's Code of Conduct is available in the Investor Centre on the Company's website.</p> <p>The Board is informed of any material breaches of the Code and Company policies.</p>

ASX RECOMMENDATION – 4TH EDITION		COMPLIED WITH?	COMMENT
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.	Complies	City Chic's Whistleblower Policy is available in the Investor Centre on the Company's website. The Board is informed of any material incidents reported under that policy.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Complies	City Chic's Anti-bribery and Corruption Policy is available in the Investor Centre on the Company's website. The Board is informed of any material breaches of that policy.
4.	Principle 4 – Safeguard the integrity of corporate reports <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i>		

ASX RECOMMENDATION – 4 TH EDITION	COMPLIED WITH?	COMMENT
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Complies</p>	<p>The Board has established an Audit and Risk Committee (ARC). The ARC is responsible for, amongst other things:</p> <ul style="list-style-type: none"> • recommending to the Board the appointment, removal and remuneration of the external auditors, reviewing the terms of their engagement, and the scope and quality of the audit and non-audit services; • overseeing the integrity of the Company's financial reporting systems and financial statements; • reviewing and reporting to the Board on the annual and half-year report, financial statements and other public disclosures related to its roles and responsibilities; • assisting the Board in reviewing the effectiveness and adequacy of the organisation's internal financial control environment; and • reviewing and making recommendations to the Board on risk related disclosures, including material business, environmental and social risks. <p>The members of the ARC during FY2023 were Neil Thompson (chair), Michael Kay, Megan Quinn and Natalie McLean, all of whom are considered independent, non-executive directors.</p> <p>The chair of the ARC is not the chair of the Board.</p> <p>A copy of the charter of the ARC is available in the Investor Centre on the Company's website.</p> <p>The relevant qualifications and experience of the members of the ARC are set out in the Directors' report contained within the 2023 Annual Report.</p> <p>The ARC met five times during the period ended 2 July 2023 and all members were in attendance at each meeting.</p> <p>Due to the relatively small size of the Board, the composition of the ARC (all non-executive directors are part of the ARC), and attendance at ARC meetings, reports, information and decisions made by the ARC are efficiently and effectively communicated to the full Board as required.</p> <p>In fulfilling its responsibilities, the Committee receives regular reports from management and external auditors. It also meets with the external auditors without the presence of management at least twice a year, or more frequently if necessary. The external auditors have a clear line of direct communication at any time to either the Chair of the ARC or the Chair of the Board. The Committee also has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party and obtain external legal or other independent professional advice.</p>

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
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.	Complies	The Chief Executive Officer and the Chief Financial Officer who are present for Board discussion of financial matters are required to certify to the Board that the financial records of the Company have been properly maintained; the consolidated entity's financial statements comply with Accounting Standards, give a true and fair view of the financial position and performance of the Company; the financial statements and notes thereto are in accordance with the Corporations Act 2001 (Cth) and their opinion is founded on the basis of a sound system of risk management and internal compliance and control systems which are operating effectively. As noted above, the Board has established the ARC and this Committee is responsible for, amongst other things, overseeing the integrity of the Company's financial reporting systems and financial statements.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Complies	The Company's half year report and full year report (including the directors report) are audited or reviewed by the Company's auditor, and the Company does not release to the market any other type of 'periodic corporate report' as defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4 th edition). However, in order to be satisfied that information that is otherwise released to the ASX or made available publicly, such as the Company's corporate social responsibility disclosures or Modern Slavery Act statement are accurate, a range of reviews are undertaken by business unit owners / subject matter experts, legal counsel (internal and/or external), the company secretary, C-suite and/or the Board. Each of these individuals understands the requirement that information be accurate and balanced and that there is a reasonable basis for any statements of opinion.
5.	<p>Principle 5 – Make timely and balanced disclosure</p> <p><i>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.</i></p>		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complies	The Company satisfies its continuous disclosure obligations as required by the Listing Rules of the Australian Securities Exchange (ASX) and the Corporations Act 2001 (Cth) by adhering to its External Communications Policy (available on the Company website) which requires material information to be disclosed in a timely manner to enable all shareholders and the market to have an equal opportunity to obtain and review material information about the Company.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	All material market announcements are reviewed by the Board prior to being lodged with the ASX and copies of those announcements provided to the Board promptly after being released.

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Complies	New and substantive investor/analyst presentations are released on the ASX ahead of any such presentation.
6.	<p>Principle 6 – Respect the rights of security holders</p> <p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	City Chic's website contains information about the Company and its products and services. It also contains an Investor Centre where information about the Company's ASX listing including share price, market announcements, financial reports and corporate governance practices can be located. See https://www.citychiccollective.com.au/investors .
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	<p>City Chic's External Communication Policy is available in the Investor Centre on the Company's website. This policy is designed to promote effective communication with shareholders.</p> <p>The Company respects the rights of its shareholders and has adopted policies and practices to facilitate the effective exercise of those rights through the provision of information about the Company and its operations and the opportunity to participate at general meetings or other meetings which facilitate two-way communication. Information about the Company and its governance and copies of ASX disclosures are available via City Chic's website.</p> <p>The Company aims to facilitate effective communication with investors to ensure all information in relation to significant matters is communicated in a timely, clear and objective manner.</p> <p>Information is provided to City Chic's shareholders through:</p> <ul style="list-style-type: none"> • the City Chic Collective Limited Annual and Half-yearly Reports; • the Annual General Meeting (AGM); • results announcements and ASX releases; and • City Chic's website, which has a dedicated Investor Relations section. <p>The Company has a comprehensive shareholder engagement program which includes briefings, presentations and events throughout the year, in addition to the AGM. The Company hosts briefing sessions for investors and analysts as part of its half-year and full-year results and other times, as deemed necessary. All material information and presentations are lodged with the ASX and are made available on the Company website.</p>

ASX RECOMMENDATION – 4TH EDITION		COMPLIED WITH?	COMMENT
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	<p>City Chic's External Communication Policy is available in the Investor Centre on the Company's website. This policy is designed to promote effective communication with shareholders and encourage effective participation at general meetings of the Company.</p> <p>Shareholders are encouraged to attend the AGM and ask questions of the Chair and the Board. All AGM material is made available in the Investor Relations section area of City Chic's website.</p>
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.	Complies	Resolutions at a meeting of shareholders are decided by a poll rather than show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies	The Company is focused on providing shareholders with timely updates and disclosures while also seeking to reduce our carbon footprint. As part of this focus, electronic communications are promoted, and through our share registry, shareholders can manage their communication preferences which include the option to receive and send communications electronically.
7.	<p>Principle 7 – Recognise and manage risk</p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i></p>		

ASX RECOMMENDATION – 4 TH EDITION	COMPLIED WITH?	COMMENT
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Complies</p>	<p>The Board has established an Audit and Risk Committee (ARC). The ARC is responsible for, amongst other things:</p> <ul style="list-style-type: none"> • recommending to the Board the appointment, removal and remuneration of the external auditors, reviewing the terms of their engagement, and the scope and quality of the audit and non-audit services; • overseeing the integrity of the Company's financial reporting systems and financial statements; • reviewing and reporting to the Board on the annual and half-year report, financial statements and other public disclosures related to its roles and responsibilities; • assisting the Board in reviewing the effectiveness and adequacy of the organisation's internal financial control environment; and • reviewing and making recommendations to the Board on risk related disclosures, including material business, environmental and social risks. <p>The members of the ARC during FY2023 were Neil Thompson (chair), Michael Kay, Megan Quinn and Natalie McLean, all of whom are considered independent, non-executive directors.</p> <p>The chair of the ARC is not the chair of the Board.</p> <p>A copy of the charter of the ARC is available in the Investor Centre on the Company's website.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Committee are set out in the Directors' report contained within the 2023 Annual Report.</p> <p>The ARC met five times during the period ended 2 July 2023 and all members were in attendance at each meeting.</p>

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complies	<p>City Chic's risk management framework seeks to provide the foundations and organisational arrangements for designing, implementing, monitoring, reviewing and continually improving risk management throughout the Company, having regard to, amongst other things, the Australian and New Zealand Risk Management Standard AS/NZS ISO 31000:2018.</p> <p>The key elements of the framework are a Risk Management Policy, which establishes a mandate and commitment for managing risk, and a Risk Management Strategy which details the procedures and processes by which risk management will be implemented within the Company, including roles and responsibilities for identifying and managing risks as well as overseeing, monitoring and 'challenging' risk management. These documents have been approved by the Board and are supported by a group-wide risk register and other policies and procedures which are regularly reviewed, updated and reported on.</p> <p>A review of the Company's risk management framework was completed by the ARC during the reporting period to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Complies	<p>The Company does not currently have an internal audit function.</p> <p>The Audit and Risk Committee relies on the risk management framework to identify potential risk exposures and requires management to report actions, plans and projects designed to address these exposures on a priority basis.</p> <p>In the absence of a dedicated internal audit team, the Company employs the services of professional third parties from time to time to provide independent reviews, make recommendations on, or provide assurance in relation to, specific internal control processes. In addition, as part of the Company's risk management framework, controls are periodically 'audited' or 'tested' internally and the outcome of that review is reported to the ARC.</p>
7.4	<p>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.</p>	Complies	<p>The risk management framework seeks to ensure the Board and management have a clear line of sight in relation to material and emerging risks.</p> <p>The Company's exposure to, and management of material business risks, including environmental or social risks are set out in the FY2023 Annual Report.</p> <p>In addition, information about the Company's approach to corporate social responsibility, including ethical trade, supply chain management and management of environmental impacts, is detailed in the FY2023 Annual Report, in the investor presentation accompanying the FY2023 full year results and on the Company website.</p>

ASX RECOMMENDATION – 4 TH EDITION	COMPLIED WITH?	COMMENT
<p>8. Principle 8 – Remunerate fairly and responsibly</p> <p><i>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.</i></p>		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Complies</p>	<p>The Board has established a People, Culture and Remuneration Committee (PCRC). The members of the PCRC in FY2023 were Megan Quinn (chair), Michael Kay, Natalie McLean and Neil Thompson, all of whom are considered independent, non-executive directors.</p> <p>The Chair of the Committee is an independent non-executive director.</p> <p>A copy of the charter of the PCRC is available in the Investor Centre on the Company's website.</p> <p>The PCRC met three times formally during FY2023. In addition to the formal PCRC meetings, PCRC matters were addressed at board meetings throughout the year. Details of attendances at these meetings are set out in the Directors Report contained within the 2023 Annual Report.</p>

ASX RECOMMENDATION – 4 TH EDITION		COMPLIED WITH?	COMMENT
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.	Complies	<p>The Company has a People, Culture & Remuneration Committee Charter which is available in the Investor Centre on the Company's website. The Charter sets out the framework for developing the structure of executive remuneration and remuneration for non-executive directors acknowledging the different role and responsibilities of non-executive directors compared with executives and senior managers.</p> <p>As noted above, the PCRC considers remuneration policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for executive directors and other senior executives. The Committee, having regard to performance, relevant comparative information and independent expert advice where required, reviews executive remuneration and other terms of employment annually. As well as a base salary, remuneration packages include superannuation and performance related bonuses. Remuneration packages are set at levels that are intended to attract and retain executives capable of managing the consolidated entity's operations and executing the Company's strategic objectives.</p> <p>Remuneration of non-executive directors is reviewed by the Committee, and changes recommended to the Board, within the maximum amount approved by the shareholders from time to time. During the reporting period, all of the directors agreed to a reduction in remuneration as outlined in the FY2023 Annual Report under the heading "Remuneration report"</p> <p>Mr. Kay (as Chair of the Board) does not participate in discussions where his remuneration is decided.</p> <p>Further information about City Chic's remuneration framework and directors' and executives' remuneration is set out in the FY2023 Annual Report under the heading "Remuneration report".</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Complies	<p>The Company Securities Trading Policy, available on the Company website, outlines restrictions in relation to dealing in the Company securities including those issued under an equity-based remuneration scheme.</p>