

1. Introduction

This document provides an overview of Ausgrid Group's governance framework, policies and practices. The content reflects the facts and circumstances as at 30 June 2025.

Ausgrid Group's Code of Conduct supports our corporate governance and outlines the expectations of the organisation for how employees conduct themselves at work and promotes a safe, healthy, ethical and productive workplace.

1.1 Ausgrid ownership

Ausgrid Group is a group of partnerships and their subsidiaries (non-listed), based in Australia, that is jointly owned by IFM Investors (25.2%), APG Asset Management Group (16.8%), AustralianSuper (8.4%) and the State of New South Wales (NSW) (49.6%) (via the Electricity Retained Interest Corporation -Ausgrid or 'ERIC-A') under a long-term lease. It is comprised of Ausgrid Operator Partnership (AOP), Ausgrid Asset Partnership (AAP), PLUS ES Partnership (**PLUS ES**) and Aurora Property Partnership (APP).

AustralianSuper

As at 19 June 2025, Australian Super is Australia's largest super fund managing over \$365 billion of member funds. It is one of Australia's biggest infrastructure investors, having invested over A\$30 billion in Australian infrastructure and property, with an expansive portfolio of Australian infrastructure and real estate assets. This includes

direct investments in Ausgrid, WestConnex, Transurban Queensland, NSW Ports, Indara, Sydney Airport and Perth Airport as well as the Moorebank Intermodal Precinct and Mascot Logistics Estates.

IFM Investors

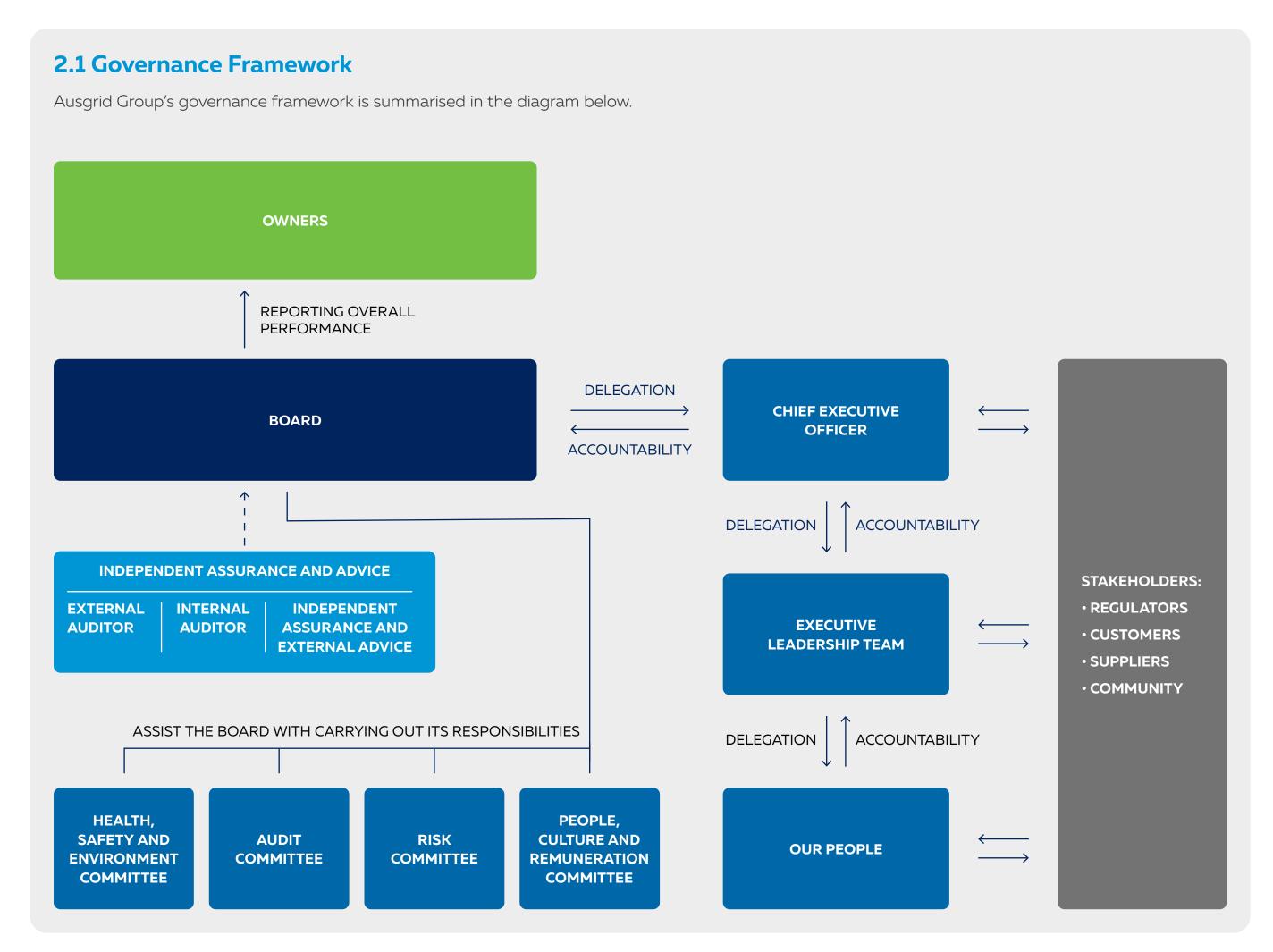
IFM Investors was established more than 25 years ago with the aim to invest, protect and grow the long-term retirement savings of working people. IFM's shareholders comprise 16 pension funds, and we invest on behalf of the retirement interests of more than 9 million Australians and more than 130 million people globally. The organisation has A\$229 billion under management as at 31 May 2025, including investments in Ausgrid, Sydney Airport, Melbourne Airport, Brisbane Airport and NSW Ports.

APG Asset Management Group

APG Asset Management Group is one of the largest pension fund asset managers in the world with EUR 592 billion of assets under management as at 31 May 2025, managing assets predominantly on behalf of Dutch pension fund clients. It currently manages a significant amount of investments in Australia across multiple asset classes, including investments in Ausgrid, EastLink, Forico, Lendlease International Towers Trust, Scape Australia, and Lendlease Retirement Living Trust.



2. Governance Framework



3. Board and Executive Leadership Team

The Board is responsible for the governance and oversight of the performance of the organisation.

The Board gives direction and exercises judgement in setting the organisation's strategy and objectives and overseeing their implementation.

The Board is accountable to the shareholders and through them to other stakeholders, for the performance of the organisation. To the extent reasonably possible, the Board must also strive to serve and balance the interests of its employees. customers, suppliers, and the broader community.

The Board Charter provides that the Board will normally meet at least six times each calendar year, and at least once in every quarter (with additional meetings as the Chairman deems appropriate).

3.1 Board composition

Independence and selection process

As at 30 June 2025, the Board consisted of 10 non-executive members:

- · an independent Chairman;
- one Director appointed by AustralianSuper;
- three Directors appointed by IFM Investors;
- two Directors appointed by APG Asset Management Group; and
- three Directors appointed by ERIC-A.

The Board appoints the independent Chairman following a selection process that utilises a range of criteria for assessing candidates, including skills and expertise, relevant industry and stakeholder experience, diversity and independence.

A profile on each Board member can be found on the Ausgrid Group website.

1 ERIC-A stands for the Electricity Retained Interest Corporation – Ausgrid (NSW Government).

AUSGRID GROUP BOARD



Dr Helen Nugent Independent Chairman



Michael Hanna Non-executive Director (IFM Investors)



Michael Byrne AM Non-executive Director (IFM Investors)



Josh Crane Non-executive Director (IFM Investors)



Steven MacDonald Non-executive Director (ERIC-A)¹



Gillian Brown Non-executive Director (ERIC-A)¹

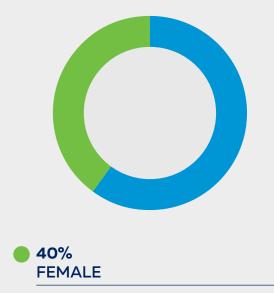


Sylvia Wiggins Non-executive Director (ERIC-A)¹



Hans-Martin Aerts Non-executive Director (APG Asset Management Group)

BOARD GENDER DIVERSITY The Board was comprised of four women and six men, as at 30 June 2025.



60%

MALE

RISK COMMITTEE

3.2 Board committees

established four committees (see below).

functioning of the particular committee.

specific matters set out in the committee's charter.

Assists the Board to discharge its responsibilities relating to the risk management framework for financial and non-financial risks (including climate-related risks), risk appetite, compliance framework, culture of risk awareness, internal control framework (excluding financial controls), and the insurance strategy and program.

To assist the Board in carrying out its responsibilities, the Board has

Each committee typically consists of at least three Board members. The Board appoints the members and Chairman of each committee

having regard to the skills and experience necessary for the effective

The role of each committee is to assist the Board to discharge the

Board's responsibilities for oversight and review in relation to the

Each committee has a charter that sets out the purpose,

responsibilities, membership and operation of the committee.

AUDIT COMMITTEE

Assists the Board to discharge its responsibilities relating to financial reporting (including environmental and climate-related disclosures), accounting policies, internal controls, internal and external audit performance, tax risk management governance and the policy for capital management and debt financing activities.

HEALTH, SAFETY AND ENVIRONMENT (HS&E) COMMITTEE

Assists the Board to discharge its responsibilities relating to health and safety, and environmental matters including reviewing and monitoring environmentalal risk management, and related legal and regulatory compliance.

PEOPLE, CULTURE AND REMUNERATION COMMITTEE

Assists the Board to discharge its responsibilities relating to organisational culture, employee engagement, industrial relations strategy, executive performance and remuneration, talent management and succession planning.

Jay Ryu Non-executive



David Dubrovsky Director (APG Asset Director

3. Board and Executive Leadership Team (continued)

3.3 Board evaluation

The Board reviews its performance annually through a comprehensive process led by the Chairman that may involve all, or a combination of, a survey, individual interviews and Board and committee discussions. The findings and recommendations arising from the review are documented by the Chairman and an action plan is discussed and approved at a Board meeting.

Actions may include steps to be taken by the Board, committees or management to improve the effectiveness of Board and committee meetings. The Board also conducts a review of the meeting effectiveness at the conclusion of each Board meeting.

3.4 Board skills

Measures taken to advance the collective knowledge, skills and experience of the Board include senior members of management or expert advisors attending Board or committee meetings to present detailed reports on their areas of responsibility or expertise (as the case may be).

For example, in FY25 the Board received training or briefings on storm and bushfire preparedness, and considered several matters involving Ausgrid Group's strategic initiatives that are related to the energy transition (such as community and gridscale batteries). The Audit Committee also received briefings on Ausgrid Group's preparations for the Australian Sustainability Reporting Standards (ASRS).

- 1 Patrick Boocock was in the role of Chief Financial Officer and Group Executive – Business Services during the FY25 reporting period which is the scope of this Corporate Governance Supplement. Ellen Lambridis commenced in this position in August 2025 following Patrick Boocock's departure in August 2025. After August 2025, the ELT was comprised 33% by women and 66% by men.
- 2 Nigel Lowry's responsibilities changed on 1 August 2025 and as such, he was in the role of Group Executive - Legal, Governance and Property during the FY25 reporting period.

3.5 Decision making and delegated authority

All decisions relating to the management and operation of Ausgrid Group are made by or under the authority of the Board. The Board delegates authority to the Chief Executive Officer (CEO) for managing the day-to-day business and activities of Ausgrid Group except for matters reserved for exercise by the Board or a Board committee.

Matters that are reserved for exercise by the Board include the appointment of the CEO, major changes to the organisational structure and legal entities, and approval of corporate strategy and the Board Policy - Risk Management. The CEO's authority is also subject to any limitations and restrictions imposed by the Board.

The CEO may sub-delegate authority to an employee, subject to any directions of the Board. The CEO remains accountable to the Board notwithstanding any sub-delegation

Ausgrid Group has also appointed specified employees as attorneys to execute documents on its behalf, subject to applicable restrictions set out in the power of attorney instrument.

3.6 Executive Leadership Team

Ausgrid Group's Executive Leadership Team (ELT) comprises the CEO and eight Group Executives. Each Group Executive has delegated authority from, and is accountable to, the CEO for the dayto-day management and control of Ausgrid Group's resources for the relevant business area for which they are individually responsible.

The ELT monitors performance against a scorecard and the delivery of our strategy and provides a forum for oversight and consideration of decisions on significant matters that affect the business. The ELT also acts as a review mechanism for matters to be considered by the Board or Board sub-committees.

As at 30 June 2025, the ELT had nine members, comprising two women and seven men.

ELT member profiles can be found on our website at www.ausgrid.com.au/About-Us/Leadership-Team

EXECUTIVE LEADERSHIP TEAM



Marc England CEO



Lewis Group Executive - Distributed Services and

PLUS ES

Rob Amphlett



Celina Cross Group Executive -People and Culture



Junayd Hollis Group Executive -Customer, Assets and Digital

Nigel Lowry²

Group Executive -

Property, Logistics

and Governance



Timothy Jarratt Group Executive Market Development and Strategy

Sam Sofi

Group Executive

Safety, Delivery

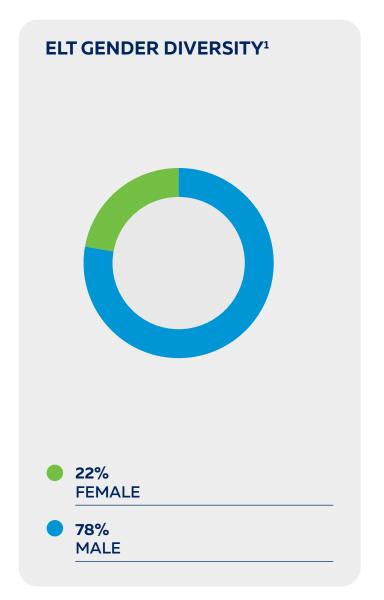
and Operations



Ellen Lambridis¹ Chief Financial Officer and Group Executive -**Business Services**



Kelly Wood Group Executive - Transmission Development and Growth



FY25 CORPORATE GOVERNANCE SUPPLEMENT 4

4. Risk management

4.1 Risk Management Framework

The Ausgrid Group has a robust enterprise Risk Management Framework (RMF) to support management with embedding risk management across all business activities. The RMF also provides a consistent methodology for conducting effective risk assessments at all levels of the organisation.

The Board provides oversight of the Board Policy - Risk Management, which sets out the organisation's commitment to implementing effective risk management, and the RMF which details the implementation and management of risk throughout the organisation. The RMF is aligned to AS/NZS ISO 31000:2018. The RMF is supported by:

- an organisational, 'five by five', risk matrix which defines the scale for measuring risk consequence and likelihood; and
- a Risk Appetite Statement (RAS) which defines the statements and tolerances (metrics), approved by the Board, within which management can manage risks.

As part of the RMF, the organisation has adopted a 'three lines of defence' model which defines the roles and responsibilities of the business, the oversight functions, and the internal audit function.

Within our RMF, the RAS provides a basis for monitoring risks and escalating those that are outside of the agreed appetite. Where risks go outside of the agreed appetite they are reported to the ELT and Risk Committee.

4.2 Enterprise, Group and **Functional risks**

The Ausgrid Group's RMF consists of a three-tiered hierarchy, including Enterprise, Group and Functional risks (see below). This model is designed to facilitate a dynamic risk management approach, such that risks can be identified and managed from both 'top-down' at an Enterprise level and 'bottom-up' through input at the Group or Functional levels.

- Enterprise risks are informed by reviews of strategic priorities relating to our business plan, Board insights, industry intelligence and material risks elevated from the Group level. Enterprise risks are assigned to a Group Executive as the risk sponsor who is responsible to drive risk management activities on behalf of the ELT, report to the Risk Committee on the risk every six months and, where requested, provide a deep dive annually to the Board or the Risk Committee.
- Group risks are informed by the overarching Enterprise risks, external factors (such as compliance obligations), operational hazards and risks identified at, and elevated from, a lower functional level. A risk coordinator is nominated for each Group risk to ensure the risk management processes are embedded within operations. Group risks are reviewed and revised every six months.
- Functional risks are typically associated with operational tasks and the associated organisationwide hazards. Functional-level risks roll up into Group-level risks and can be potential causes for these higher-level risks.

4.3 Monitoring and review

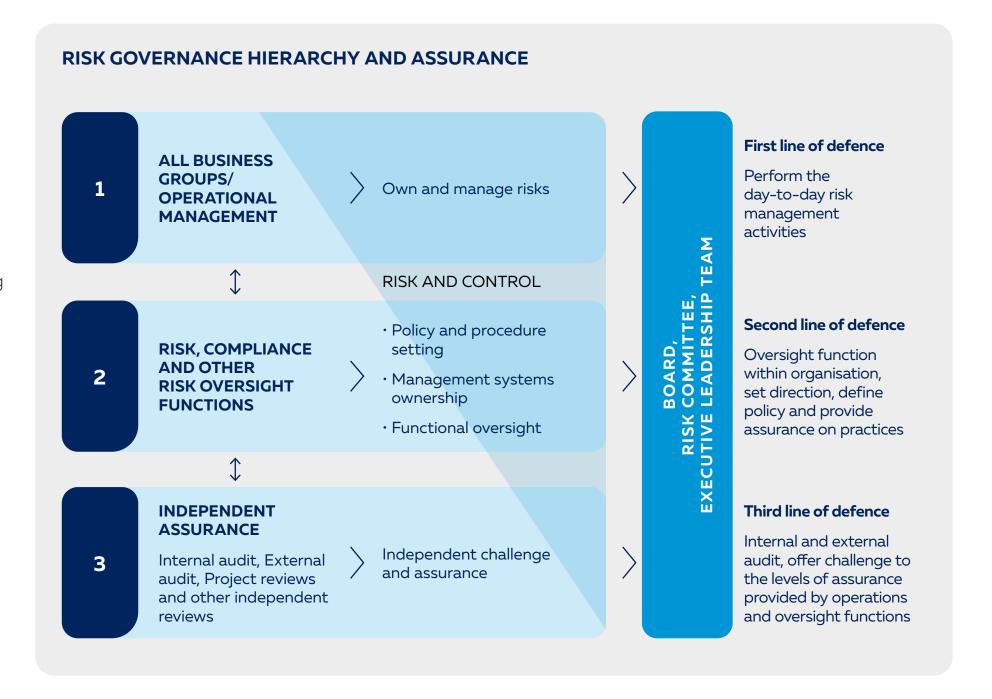
Monitoring of risks is performed at all levels of the organisation. Key risk monitoring activities include:

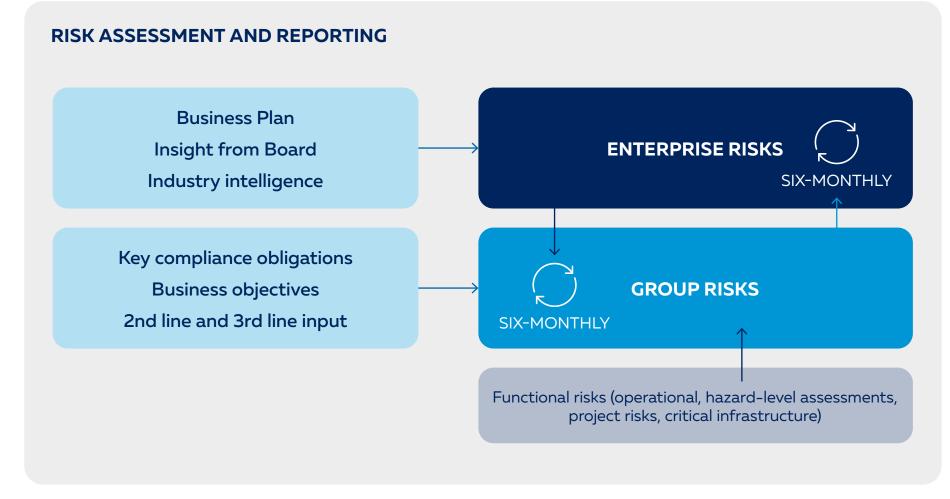
- Reviewing current risks and proactively identifying emerging risks through analysing changes in the internal or external environment;
- Monitoring the continued effectiveness of controls;
- · Reviewing risk treatment actions to ensure progress, relevance and effectiveness; and
- · On-going review of risks against the RAS.

The organisation employs a number of tools to enable the monitoring and reporting of risk information and provide the necessary assurance to the Risk Committee and the Board. This includes quarterly reporting on:

- RAS metrics; and
- Enterprise Level Risk Profile to provide a report on the status of key organisational risks.

In addition to monitoring current risks, horizon scanning is undertaken to analyse political, economic, social, technological, legal and environmental changes (PESTLE analysis). This regular horizon scanning assessment is carried out to understand the changing risk environment and its impact on Ausgrid Group. Horizon scanning enables the outlining of matters that have occurred or are emerging and have the potential to impact the Enterprise Level Risk Profile.





5. Compliance and culture

5.1 Compliance with laws and regulations

Ausgrid Group's commitment and approach to managing an effective and integrated compliance framework with regard to legal, regulatory and industry obligations is set out in the Board Policy -Compliance.

The policy states that all staff should comply with the spirit of applicable obligations and act ethically at all times in the performance of their duties and in their dealings with colleagues, customers, external stakeholders and members of the public.

This policy is supported through the implementation of a Compliance Management Framework, aligned to the International Standard, ISO 37301:2021 Compliance Management Systems. All key compliance obligations from across the Group have been collated in a register, detailing the relevant piece of legislation, specifics of the obligation, the owner and the controls which support the organisation in meeting the obligation.

Ausgrid Group requires staff to regularly undertake relevant training and induction modules to satisfy requirements relating to knowledge and understanding of relevant laws, regulations and prohibited business practices. The Risk Committee receives a quarterly report on the compliance performance of the organisation.

5.2 Code of Conduct

Ausgrid Group's **Code of Conduct** outlines the principles, standards and processes that the Board, ELT and employees must follow. Procedures are maintained for reporting breaches of the Code of Conduct and resolution and disclosure, as required.

The Code of Conduct applies to all Ausgrid Group employees and any person undertaking work for the organisation, including contractors working under Ausgrid Group's operational control and their agents or employees. The CEO is responsible for approval of this policy.

Our Code of Conduct is intended to promote a safe, healthy, ethical and productive workplace that we are proud to be a part of, and where we are held in the highest regard. The Code sets out the:

- minimum standards of behaviour that:
- our customers, suppliers, regulators and other stakeholders expect of us;
- we should expect of each other; and
- · consequences of engaging in behaviour that is not acceptable.

Our Code, together with our Values, guides our decisions and actions, and how Ausgrid Group conducts business. All Ausgrid Group employees must complete annual training on the Code of Conduct.

5.3 External Partner Code of Conduct

The External Partner Code of Conduct communicates our expectations to our external partners and those within our supply chain in providing goods and services to Ausgrid Group. By integrating sustainability into our procurement policies and practices, Ausgrid Group can generate positive impact and manage risks for our business, our suppliers and the community.

For more information see our **External Partner** Code of Conduct.

5.4 Conflicts of interest

Ausgrid Group's Conflicts of Interest procedure sets out our process for identifying, disclosing and managing any conflict of interest that may arise in a manner that is consistent with the Code of Conduct.

The procedure applies to all employees and is approved by the CEO. All employees have a responsibility to identify and avoid any conflict of interest they become aware of during their employment. To support this procedure, a dedicated process outlines four stages for dealing with a conflict of interest to ensure compliance with conflict management requirements and determines if a management plan is required. These four stages are labelled 'Identify', 'Avoid', 'Disclose' and 'Manage'.

If a conflict of interest arises, employees must complete a Disclosure of Interest form. Ultimate responsibility sits with the employee's relevant ELT member, or the CEO if the conflict of interest is within the ELT. Where a conflict of interest is disclosed by the CEO, the Company Secretary will facilitate Board approval of a management plan to manage the disclosed conflict of interest. Internal training is also completed as part of the Code of Conduct training module to raise employee awareness of conflict identification and management.

Directors are required to declare any conflict of interest upon appointment to the Board, and on an ongoing basis.

5.5 Fraud, bribery and corruption prevention

Ausgrid Group places a high value on maintaining probity in all of our activities and dealings with others.

Ausgrid Group's Policy - Preventing Fraud, Bribery **and Corruption** is approved by the Board. The policy requires the Group's employees and service providers to conduct themselves to the highest ethical standards. The policy applies to all employees and any person undertaking work for Ausgrid Group, including contractors working under our operational control and their agents or employees.

Fraud, bribery and corruption risks are reviewed and updated regularly to confirm risks are current and sufficient mitigating controls or treatment actions are in place. We are committed to ensuring that these risks are understood, effectively managed and reported. Where instances of fraud, bribery or corrupt behaviour are identified, these will be investigated; and appropriate action taken. Where appropriate, matters will be reported to the relevant law enforcement agency or regulator.

Ausgrid Group employees complete annual training on fraud, bribery and corruption prevention as part of our Code of Conduct training.

5.6 Whistleblower protection

Ausgrid Group encourages openness, integrity and accountability to promote and encourage the disclosure of matters involving any misconduct or improper circumstances relating to our organisation.

Ausgrid Group's Policy - Whistleblower sets out our commitment to a whistleblower protection program (Program) to help detect corrupt, illegal or other matters of misconduct.

The Program enables current or former employees, officers, suppliers, contractors, relatives, dependants or spouses to anonymously raise concerns in relation to corrupt, illegal or other misconduct. The program is communicated to employees via emails, through the Company intranet, and as part of the annual Code of Conduct training.

In FY25, we updated the channels available to make a complaint under the Policy. Employees now have two ways to report misconduct - through the independently run confidential whistleblowing and reporting hotline 'YourCall', or via email to the Whistleblower Protection Officer through a dedicated email address.

Whistleblower matters are investigated in accordance with Ausgrid's Whistleblower and Managing Unacceptable Conduct policies. The Program protects individuals who raise concerns from any detriment and their identity remains confidential except in limited circumstances as set out in the Policy. Steps are taken to protect the identity of a whistleblower when the concern is not raised anonymously.

Ausgrid Group's **External Partner Code of Conduct** outlines the procedure for external partners to make a report under Ausgrid Group's Whistleblower Policy by utilising the 'YourCall' service - an independent and confidential external service.

5.7 Tax

For each entity in the Ausgrid Group that is a partnership, income tax is paid by its partners at their marginal rates on their proportion of Ausgrid Group income. Ausgrid Group is required to comply with income tax reporting obligations, including disclosing taxable income allocated to its partners. This is in addition to managing other Federal and State tax compliance and reporting obligations.

6. Policy commitments

Ausgrid Group is committed to responsible business conduct as supported by our policies and procedures that govern our operations, to manage our key risks and compliance obligations.

In addition to the key policies and procedures mentioned in previous sections of this document and the **Business and Sustainability Review,** the following sections outline further corporate governance related policies, procedures and ontrols maintained by **Ausgrid Group.**

6.1 Controlled Document Framework

The Controlled Document Framework (Framework) maintains a trusted source of accessible, consistent, up-to-date policies, procedures and associated documents.

The Framework provides a unified and structured approach to controls over documents across all business units and management systems. It is designed to enable all controlled documents to be current, accurate, accessible, and traceable throughout their lifecycle from creation and approval to distribution, revision and archiving. By establishing consistent principles, processes and responsibilities for document control, this Framework aims to enable the organisation to:

- · maintain the integrity of its controlled documents;
- reduce the risk of using outdated or inaccurate documents;
- improve transparency and operational efficiency; and
- demonstrate compliance during internal and external audits.

The policies and associated procedures are communicated to staff and made available via our intranet. Training and implementation guides are provided when key documents are new or refreshed, with monitoring and assurance of key controls conducted on a risk basis. Policies are periodically reviewed and updated based on a risk-based rating or when changes need to be addressed.

The following policies and standards are available on our website:

- Human Rights Policy
- · Commitment to Health, Safety and **Environment Policy**
- Whistleblower Policy
- · Code of Conduct
- · Preventing Fraud, Bribery and Corruption
- · External Partner Code of Conduct

6.2 Audit

Ausgrid Group undertakes internal audits to provide management with strategic support and advice, and to provide the Risk Committee, HS&E Committee and Audit Committee with assurance that management is effectively managing our key risks. Ausgrid Group's financial statements are externally audited.

The Audit Committee provides oversight of the audit process, assisting the Board to discharge its responsibilities in relation to the specific matters outlined in the Committee's Charter. These matters include financial reporting, including the integrity of financial reports, accounting policies, internal controls, the appointment of auditors, internal and external audit performance and tax risk management governance.

The Audit Committee reviews and approves the risk-based internal audit plan on an annual basis to ensure there is appropriate coverage of key strategic and operational risks.

The Audit Committee reviews and assesses actual or perceived impairment of the independence of the external audit firm, including but not limited to any relationships with any company, partnership or entity that may impair or appear to impair the external audit firm's judgement or independence.

Ausgrid's Board Policy – External Audit Firm Independence details the requirements for the independence of external audit firms and the engagement of external auditors for audit and non-audit services.

6.3 Cyber security and data protection

The need to protect our assets and data from electronic or physical intrusion is highly important to Ausgrid Group's customers and other stakeholders. We invest in cyber and physical security to reduce risks across the Ausgrid Group and safeguard access to our systems and facilities. Ausgrid Group makes a significant investment in raising cyber awareness and educating employees.

This investment has comprised a series of campaigns, information briefs and events, and a competency-based eLearning module that all employees and contractors must pass.

For more information on our program on cyber security see page 47 of the **FY25 Business and** Sustainability Review.

6.4 Transparency

Ausgrid Group is committed to robust corporate governance, transparency and accountability to regulators, customers and other stakeholders.

We provide detailed information to the Australia Energy Regulator (AER) to assist in determining our efficient expenditure allowance that promotes the long-term interests of consumers. Publicly available documentation on the AER website contains information on Ausgrid Group's productivity, costs, revenue, capital expenditure, operational expenditure, our regulatory asset base, operational data, physical assets, quality of service, and our operating environment.

We report to the New South Wales Independent Pricing and Regulatory Tribunal (IPART) and the IPART website contains our New South Wales distributor's licence conditions and electrical network safety management information.

Transparency is upheld through engagement with our Customer Consultative Committee. This committee represents the diverse spectrum of our customers' needs, and we proactively share and seek their input on major business activities.

Ausgrid Group also seeks to make information about our operations accessible to all interested stakeholders through our website.

6.5 Board and Executive Leadership Team remuneration

Except for the Chairman, Board members do not receive any remuneration from Ausgrid Group. The Chairman is remunerated in accordance with the terms of the Chairman's appointment, which is comprised of a Fixed Annual Remuneration (FAR), including superannuation. There is no Short-Term Incentive Plan (STIP), or Long-Term Incentive Plan (LTIP), included in the terms of appointment of the Chairman.

The ELT remuneration framework comprises a FAR and an at-risk component. FAR includes cash salary, compulsory superannuation contributions and any other salary-sacrificed benefits. The at-risk remuneration component comprises a STIP and a LTIP.

The People, Culture and Remuneration Committee assists the Board to oversee Ausgrid Group's remuneration structure and processes including the review of performance and remuneration of the ELT.

6.6 Gender equity

Ausgrid Group's recruitment, development, promotion and remuneration decisions are based on performance, capabilities and equity. We report annually to the Australian Government's Workplace and Gender Equality Agency (WGEA) on our performance.

Greater female representation in employees early in their careers such as interns, graduates and apprentices has been an important foundation for increasing overall representation. We believe it will help to drive changes to the gender and leadership profile of Ausgrid Group in the longer term.

Our most recent gender diversity targets expired at the end of FY25:

- 25% of people leaders in Ausgrid Group to be female by FY25; and
- Triple the percentage of women in frontline roles to 6% by FY25.

New targets will be developed and submitted to WGEA in 2026, building on the previous targets.

Gender diversity is one of the five key diversity pillars of our Diversity and Inclusion Plan. We also have a Gender Diversity Employee Resource Group, which aims to allow employees from across Ausgrid Group to participate in developing and implementing programs to drive gender diversity and an inclusive workplace.

We annually review the pay gap between genders at Ausgrid Group.

For more information on gender pay equity see page 39 of the **FY25 Business and Sustainability Review.**

6.7 Lobbying and political involvement

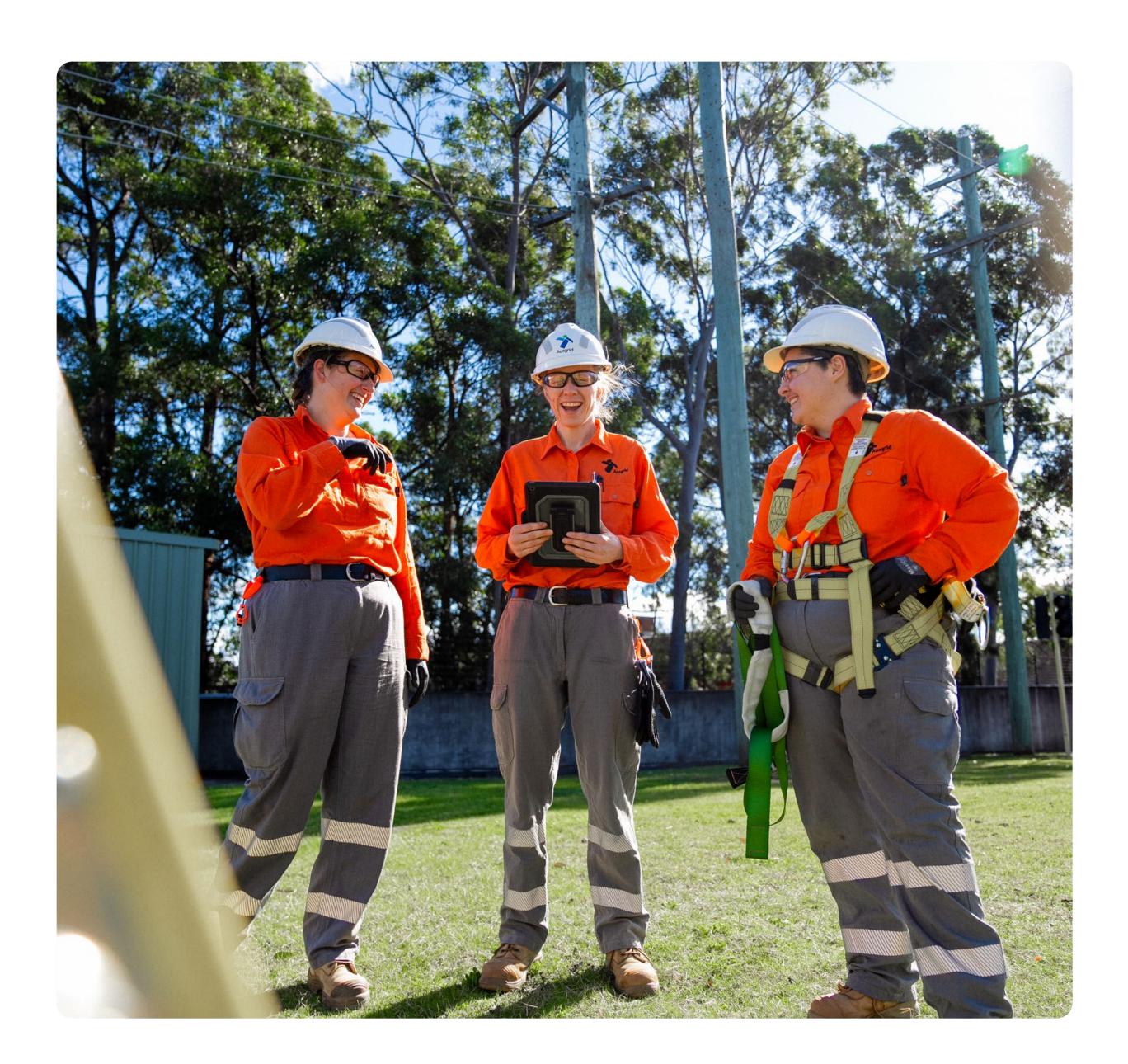
Ausgrid Group regularly works with stakeholders and regulators for a better outcome for our customers. We also seek to influence the shape and direction of the energy transition and Ausgrid Group's role.

The Ausgrid Board Policy – Delegation of Authority to the CEO prohibits donations being made to political parties.

6.8 Membership of associations

Ausgrid Group is an active member of associations such as:

- · Asset Management Council;
- Australian Power Institute;
- Clean Energy Council;
- Committee for Economic Development of Australia (CEDA);
- Committee for Sydney;
- · Electric Vehicle Council;
- Energy Networks Australia;
- · Energy Transition Commission;
- Energy Users Association of Australia;
- · National Press Club of Australia; and
- Race for 2030.



Wired for good.

www.ausgrid.com.au

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