



TOP SHELF INTERNATIONAL LTD

Diversity policy

1 Overview

The Board of Directors of Top Shelf International Holdings Ltd (ACN 164 175 535) (**Company**) is responsible for the overall management of the Company, including guidance as to strategic direction, ensuring best practice corporate governance and oversight of management.

The Company recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity.

The Board has approved this Diversity Policy (**Policy**) in order to actively facilitate a more diverse and representative management structure and workforce. Diversity drives the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business.

The Policy has been prepared in accordance with the Company's statement of values, a copy of which can be found on the Company's website at topshelfgroup.com.au.

2 Principles

The Company aims to achieve greater gender diversity by:

- setting measurable objectives for achieving gender diversity in the composition of the Board, senior executive team and the workforce generally;
- broadening the field of potential candidates for all appointments, including senior management and board appointments;
- increasing the transparency of the Board appointment process;
- implementing policies which address impediments to gender diversity in the workplace (including parental leave and flexible working arrangements), and reviewing these policies to ensure that they are available to and utilised; and
- embedding the extent to which the Board has achieved the objective of this Policy in the evaluation criteria for the annual Board performance evaluation.

3 Measurable objectives

In accordance with the Recommendations, the Board will set measurable objectives for achieving gender diversity in the composition of the Board, senior executive team and workforce generally.

Performance against these objectives will be reviewed annually by the Board, as part of its annual review of the effectiveness of this Policy.

The Company will disclose in its Corporate Governance Statement each year:

- the measurable objectives set for that reporting period to achieve gender diversity; and
- the Company's progress towards achieving them.

4 Gender representation review

Recommendation 1.5 requires that the following information be disclosed in the Company's Corporate Governance Statement. On an annual basis, the Board will review the respective proportion of men and women on the Board, in senior executive positions and across the whole workforce.

The Company will disclose in its Corporate Governance Statement:

- the respective proportion of men and women on the Board, in senior executive positions and across the whole workforce (including how the Company defines 'senior executive' for these purposes); or
- if applicable, the Company's most recent 'Gender Equality Indicators' as defined by the *Workplace Gender Equality Act 2012* (Cth).

5 Recruitment, selection and succession planning

5.1 Succession planning

The Remuneration and Nomination Committee is responsible for the development and succession planning process for the Chief Executive Officer (**CEO**) and the CEO's direct reports. In discharging this responsibility, the Remuneration and Nomination Committee will have regard to diversity criteria.

5.2 Board appointment process

The Board will develop a Board appointment process, which includes selection criteria and outlines the selection process for Board positions. Selection criteria will include:

- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
- diversity; and
- the extent to which the candidate would fill a present need on the Board.

In identifying qualified individuals for appointment to the Board, the Remuneration and Nomination Committee will have regard to these selection criteria.

6 Review of Policy

The Remuneration and Nomination Committee is responsible for the review and oversight of this Policy.