



Corporate Governance Statement

Introduction

The directors and management of Sims Limited (the “Company”) are committed to operating the Company’s business ethically and in a manner consistent with high standards of corporate governance. This applies to the Company and the entities it controlled throughout the 2025 financial year (the “Group”). The directors consider the establishment and implementation of sound corporate governance practices to be a fundamental part of promoting investor confidence and creating value for shareholders, through prudent risk management and a culture which encourages ethical conduct, accountability, and sound business practices.

The Corporate Governance Statement of the Company for the 2025 financial year has been prepared with reference to the Corporate Governance Principles and Recommendations (4th edition) published by the Australian Securities Exchange Limited (“ASX”) Corporate Governance Council (the “Recommendations”). The 2025 Corporate Governance Statement is dated 18 August 2025. It reflects the corporate governance practices in place throughout the 2025 financial year (“FY2025”) and has been approved by the Sims Limited Board of Directors.

Unless otherwise stated, the policies, other governance documents and reports referred to in this Statement can be found at www.simsltd.com.

The Company has complied with all of the Recommendations.

Lay solid foundations for management and oversight

Recommendation 1.1 – A listed entity should have and disclose a board charter setting out the respective roles and responsibilities of its board and management and those matters expressly reserved to the board and those delegated to management.

BOARD OF DIRECTORS

The board is responsible for the overall corporate governance of the Group and providing strategic guidance. The responsibilities of the board include approving the Group's purpose, statement of values and code of conduct, setting strategy and key objectives, monitoring performance and culture, and ensuring the Group's internal control, risk management and reporting procedures are adequate and effective.

The board is led by its Chair, Philip Bainbridge, who assists the board to work effectively in the discharge of its responsibilities. Outside board meetings, Mr Bainbridge acts as the main interface between the board and the Chief Executive Officer ("CEO") and represents the board to shareholders.

The board comprises the seven directors listed below. Five of the directors, Philip Bainbridge, Victoria (Vicky) Binns, Kathy Hirschfeld, Grant Dempsey, and Russell Rinn, are considered independent, non-executive directors, and accordingly, the board is comprised of a substantial majority of independent, non-executive directors. Shinichiro Omachi is not considered to be an independent director of the Company as a result of his association with Mitsui & Co., Ltd, which owns a 17% shareholding in the Company. Stephen Mikkelsen, the Company's CEO, is an executive director.

Director	Appointment Date
Philip Bainbridge (Chair)	1 September 2022
Victoria (Vicky) Binns	8 October 2021
Kathy Hirschfeld	1 September 2023
Grant Dempsey	22 April 2024
Shinichiro Omachi	13 November 2024
Russell Rinn	2 December 2024
Stephen Mikkelsen	1 October 2023

You may find out more about our Directors, including their qualifications, skills and experience, and appointments at other organisations, on pages 22-23 of our Annual Report.

THE ROLE AND RESPONSIBILITIES OF THE BOARD AND SENIOR EXECUTIVES

The role and responsibilities of the board are formally set out in its charter. The board charter identifies the functions reserved for the board and those delegated to senior executives.

The board's key responsibilities include:

- overall corporate governance of the Group, including oversight of its control and accountability systems;
- appointing, removing and appraising the performance of the CEO;
- monitoring performance of senior management and the implementation of strategy, and ensuring appropriate resources are available;
- approving the purpose and values of the Group and monitoring culture;
- enhancing and protecting the reputation of the Group by reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance; and
- approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures, and financial and other reporting.

The board has delegated general authority to manage the businesses of the Company to the CEO, who in turn may delegate functions to other senior management. However, the CEO remains answerable to the board and must comply with any limits on his authority established by the board from time to time. A copy of the board charter and the biographies of the Company's executives are available from the corporate governance section on the Company's website.

The board has established four standing committees. They are:

- Nomination/Governance Committee,
- Audit and Risk Committee,
- Safety, Health, Environment, Community & Sustainability Committee (SHECS), and
- People and Culture Committee.

All Directors are invited to attend, and are encouraged to participate in, Committee meetings, provided there are no potential or actual conflicts of interest. All Directors generally attend all Committee meetings. You can find the details of Board and Committee meeting attendance in the Directors' report on page 42 of the Company's 2025 Annual Report.

The board charter provides that the board shall meet at least four times per year, and otherwise as it considers necessary. The board met seven times during the 2025 financial year, including three times for meetings which extended over two days and involved strategy review and extensive interaction with members of the Executive Leadership Team ("ELT").

Recommendation 1.2 – A listed entity should undertake appropriate checks of board candidates or senior executives and provide information to shareholders material to a director's candidacy.

The Nomination/Governance Committee's responsibilities include considering and nominating to the board candidates for election as directors. When considering the appointment of a new director, the Committee may engage the services of independent search consultants to assist in identifying suitable candidates to be shortlisted for consideration for appointment to the board. Appropriate background and reference checks are carried out before the board makes an offer to a preferred director candidate or senior executive.

The Company's constitution requires that non-executive directors appointed by the board during the year must offer themselves for election by shareholders at the next Annual General Meeting ("AGM") of the Company. The Notice of Meeting for the AGM provides shareholders with information about each director standing for election or re-election including details of relevant skills and experience.

Recommendation 1.3 – A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Letters of appointment have been provided to all non-executive directors, covering responsibilities, time commitments, performance evaluation, indemnity and insurance arrangements, and induction and development.

The responsibilities and terms of employment of the members of the Company's ELT and certain other senior executives of the Group are set out in formal contracts of employment.

Recommendation 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.

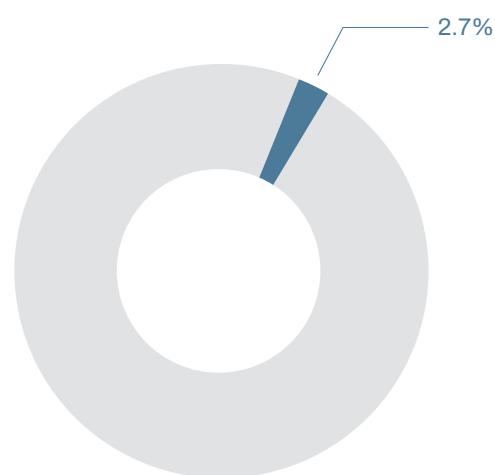
The Group Company Secretary fulfils a broad range of company secretarial duties and is accountable directly to the Chair of the board on all matters to do with the proper functioning of the board. Information about the Group Company Secretary's experience and qualifications are on page 42 of the Company's 2025 Annual Report.

Recommendation 1.5 – A listed entity should have a policy concerning diversity and disclose that policy, together with measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally, and its progress towards achieving those objectives.

The Company recognises the value and advantages of having a diversified workforce that reflects the diversity of the communities in which it operates. Accordingly, the Company has adopted a policy titled 'Workplace Diversity Policy', a copy of which can be found on the corporate governance section of the Company's website. This policy is designed to support the Company's organisational core values of respect, integrity, and teamwork. The board has responsibility for establishing and monitoring the Company's overall diversity strategy and policy. The Nomination/Governance Committee has responsibility for monitoring the effectiveness of this policy to the extent it relates to board diversity and for reviewing and recommending any updates to this policy as deemed necessary.

The following shows the efforts made towards achieving gender diversity during the 2025 financial year.

GENDER PAY GAP

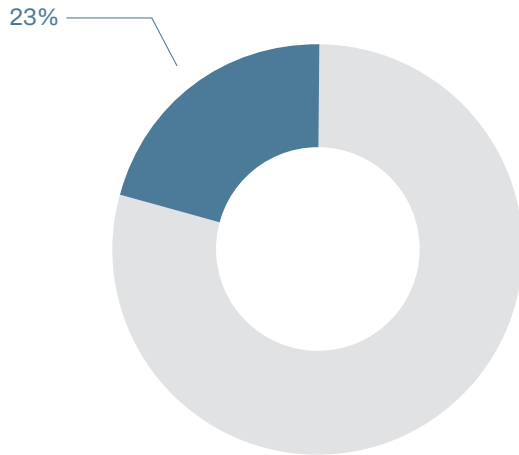


Sims has adopted a global methodology for calculating gender pay equity to unify what had previously been a disparate set of country-level metrics, driven by local regulatory requirements. As a result, we are able to share a more consistent view of our efforts to identify and mitigate inconsistencies in gender pay practices as a global organisation. Based on our analysis at the start of FY22, we calculated our global pay equity at -9.4% and established a goal of achieving and maintaining pay equity of +/-2%.

During the past three consecutive years, each of our regions devoted a portion of the annual budget to address and mitigate instances of gender pay inequity. At fiscal 2025 year-end our gender pay equity gap improved again to -2.7%, nearly achieving our target range. As an extension of the gender pay equity review, we also conducted an ethnicity pay equity gap review in our North American business. This analysis identifies any differences in the average pay between all Hispanic, black, and other minority ethnic staff in Sims Limited compared to white staff. Similar to gender equity, we regularly monitor and take corrective actions to close identified gaps where they exist, including during FY25.



WOMEN IN SENIOR LEADERSHIP POSITIONS



For many years, we have focused on increasing the representation of women in our businesses. We were proud to have achieved our goal of 25% women in senior leadership roles in both FY22 and FY23. However, during FY24, management undertook a comprehensive review of the organisation structure with the goal to improve efficiency, streamline managerial layers, increase spans of control, and reduce overhead costs. Most of the reductions occurred in corporate and staff functions where representation of females, including in leadership levels, is highest. As a result, our Women in Leadership representation dropped from 26% to 21%.

Management remains committed to improving our representation of women in leadership roles and regained the positive progress in FY25 with representation increasing to 23%, up from 21% in FY24.

WOMEN LEADING@SIMS

Part of our strategy is to expand career development and leadership opportunities for women. The Women Leading@Sims program was launched in 2021, and the fourth cohort commenced in August 2024.

This program provides learning and development experiences and internal networking opportunities for key talent to further expose them to our strategic and transformational initiatives. The program continues to receive positive feedback and over 45% of the alumni from the previous cohorts have been promoted or taken on wider responsibilities post programme completion. A fifth cohort is confirmed for FY26.

CELEBRATIONS WORKGROUP

Sims Celebrations Workgroup continued through FY25 to help employees feel connected, foster inclusivity and community, and support learning opportunities about the diversity of its workforce and the wider communities in which we operate. The Company has established an annual calendar of educational speakers, celebrations, and events that recognise and support Diversity, Community, Employee Recognition, Health and Wellbeing, and the Company's Vision, Values and Purpose.

Our aim is to promote understanding and action to create a more inclusive environment. We continue to run events throughout the year. Examples of new programs include our "Lunch and Learn sessions" during International Women's day, National Reconciliation Week, celebrating Diwali and Lunar New Year at our Australian Head Office, celebrating and raising awareness of Matariki in in our New Zealand operations and our team at the Singapore office visiting an orphanage in Batam to prepare and distribute school supplies and DIY craft kits for the children.

RECRUITING

The Company continues to be focused on expanding its candidate pool to include more women and other diverse candidates by partnering with external resources dedicated to placing more women and other underrepresented groups in the workplace.

Externally, we continue to monitor the content of our marketing and recruitment materials to ensure they represent the inclusive culture we promote.

We have redesigned and refreshed both our external and internal career websites to reflect our Culture and Core Values and demonstrate our commitment and achievement in diversity and sustainability.

Launched in FY24 and continuing through FY25, our ANZ Metal business piloted a program aimed at developing career maps with a particular emphasis on internal transferrable skills. This program, targeting talent in Weighbridge roles, is designed to facilitate transitions into frontline management and operational leadership roles.

SIMS EARLY CAREER PROGRAMS: BUILDING DIVERSE PIPELINES OF TALENT

Historically, our early career talent programs have focused on bringing a broad diversity of candidates to the metal recycling, and more recently the data centre repurposing and recycling, industries. Our Leaders in Training programs target those completing an undergraduate program at university or technical colleges. We also accept internal applications from employees already working at Sims Limited.

Many of the Cadet and Trainee programs have now been completed in FY25 and recruitment has commenced again for FY26 with the same commitment to have women represent at least 30% of the participants in the programs.

In the ANZ Metal business, our early career programs expanded into secondary schools with the introduction of the Sims in School initiative. This program aims to forge partnerships with local high schools, vocational schools and education programs to educate students about the role Sims plays in the recycling industry and our various offerings, including work experience, operational trainee programs, and our established cadet and graduate trainee programs. By the end of FY25, we had conducted onsite yard tours in New Zealand, Tasmania, WA and NSW and presented at schools across Australia and New Zealand including a recorded spotlight video with career advisors and teachers from 180 schools in Queensland.

INNOVATE RECONCILIATION ACTION PLAN

FY25 marks the year Sims Limited successfully completed an important milestone in our reconciliation journey in Australia – Innovate. This phase of our “RAP” journey is used to develop, test and establish the best approach for advancing reconciliation in the workplace.

We further advanced our commitment to engagement by developing an Engagement Plan. This plan will align with our regional approach to engage with communities and provide guiding principles and best practices when working with First Nations’ employees and stakeholders.

We continue to positively influence our employees and external stakeholders to drive reconciliation by following cultural protocols and providing visible symbols of inclusion across our sites. Culturally significant artwork and imagery is displayed throughout our yards in Australia, to help reinforce respectful relationships and positive race relations in the workplace.

Sims has also established and strengthened existing relationships with Aboriginal and Torres Strait Islander customers, stakeholders, employees and organisations. The launch of Ngardimu with our joint venture partner, Yurra is a First Nations led business, dedicated to providing sustainable metal recycling services in the Pilbara region. This partnership not only advances our reconciliation commitments but also aligns with

our goal to ‘Partner for Change’ under our Sustainability Strategy. As we progress our reconciliation journey, we will continue to build on our experiences and identify meaningful actions to positively impact our First Nations’ employees, customers, communities and of course, Country.

PERCENTAGE OF WOMEN EMPLOYEES AT SIMS

As at the end of the 2025 financial year, the proportion of women employees in the following categories, and in the whole organisation, was as follows:

OBJECTIVE	PROGRESS/ NEW OBJECTIVES REPORTED FOR FY24
<p>Based on the Company's current demographics and benchmarks available for the industry in which it participates, it has adopted the following targets:</p> <ul style="list-style-type: none">• Goal of 25% of total new hires being female.• Increase in the proportion of female employees in Executive and Senior Leadership positions to 25%.• Increase the number of females in Management positions to 25%.• Increase in the proportion of female employees across the entire organisation to 25%.	<p>Progress - Ongoing</p> <p>The Company continues to track, monitor, and measure gender diversity statistics for applicants to provide additional information for improving our success rate in recruiting females.</p> <p>In FY25, we had women in 23% of Executive and Senior Leadership roles which is an increase from our FY24 figure of 21%.</p> <p>We remain committed to exceeding our initial goal and achieving 25% or greater of women in senior leadership positions.</p> <p>The Company's female representation in Management levels in FY25 increased to 23% from 21% in FY24 and up from 17% in FY20.</p> <p>In FY25, the overall female representation across the organization was 23% which is an increase from 21% in FY24.</p> <p>The Company remains committed to its targets, and is confident that additional measures currently being implemented, as outlined throughout this section, will greatly assist in reaching its goals.</p>
<p>The Board of Directors reaches and maintains a percentage of women directors greater than 40%.</p>	<p>Progress: Ongoing</p> <p>During FY24 female members represented 29% of our Board. As part of the Board's renewal process, it is actively engaged in a search for a new director.</p>
<p>Increase the percentage of women recruited into the Company's management trainee, graduate and cadet programs to 30%.</p>	<p>Progress: Ongoing</p> <p>All entry-level management - Leaders in Training programs - are mandated to include a minimum of 30% of females in their annual cohorts of recruits. In FY25, the total female representation in selected trainee programs exceeded this target.</p> <p>Many of the Cadet and Trainee programs have now been completed in FY25 and recruitment has commenced again for FY26 with the same commitment to the 30% or greater objective.</p>

	% FEMALES
Board	29
Senior Executive ¹ and above	23
Management ²	23
Whole Organisation	23

1) Senior Executives generally sit at “CEO-1 and CEO-2” in the Group’s reporting structure. “CEO-1” refers to the layer of senior executives reporting directly to the CEO, “CEO-2” to the next layer of management reporting to those senior executives, and so on.

2) Managers generally sit at “CEO-3 and CEO-4” (although in some instances “CEO-2”) in the Group’s reporting structure

Recommendation 1.6 – A listed entity should disclose the process for evaluating the performance of the board, its committees and individual directors and disclose for each reporting period whether a performance evaluation has been undertaken.

The Nomination/Governance Committee is responsible for establishing procedures and overseeing the evaluation of the board and that of its committees. Each director evaluates the board and applicable committee performance and discusses his or her findings with the other directors. The results of the evaluation, including individual committee assessments, inform the board's focus, structure, and plan.

The Charters for each of the board committees require that each committee annually review its own performance.

Recommendation 1.7 – A listed entity should disclose the process for evaluating the performance of its senior executives and disclose for each reporting period whether a performance evaluation has been undertaken.

Annual performance objectives are set each financial year for all senior executives of the Group. These performance objectives include both financial and non-financial measures. A year-end appraisal is conducted to assess performance against the executive's personal priorities and the responsibilities and demands of their role. The outcome of the performance review process is reflected in training and development/executive coaching programs, as needed, and succession planning for each executive, as well as an annual remuneration review. For the 2025 financial year, annual performance reviews were completed in accordance with the process disclosed. The Remuneration Report on pages 55-84 of the Annual Report contains further information regarding the process for evaluating the performance of senior executives for the purpose of determining their fixed and variable remuneration.

PRINCIPLE 2:

Structure the Board to be effective and add value

Recommendation 2.1 – The board of a listed entity should establish an appropriately structured nomination committee.

The board has established a Nomination/Governance Committee, which is responsible for recommending nominees for membership of the board in accordance with the procedures contained within its charter. The Nomination/Governance Committee also assesses necessary and desirable competencies of board members.

The Nomination/Governance Committee is also responsible for reviewing the corporate governance procedures of the Company and recommending changes to the board as appropriate; developing a plan for board succession, including the succession

of the Chairperson of the board and the CEO of the Company, and monitoring succession plans for the Company's management levels and key resources; and establishing procedures for and overseeing the evaluation of the board.

The Nomination/Governance Committee has a formal charter, approved by the board, a copy of which is available from the corporate governance section on the Company's website.

COMPOSITION

The Nomination/Governance Committee shall comprise at least three directors of the Company, with a majority being independent. The current members of the Nomination/Governance Committee are Mr Bainbridge (Chairperson), Ms Binns and Mr Rinn, all being independent non-executive directors. The board may appoint additional directors to the Nomination/Governance Committee or remove and replace members of the Nomination/Governance Committee by resolution.

MEETINGS OF THE NOM/GOV COMMITTEE

The committee charter provides that the Nomination/Governance Committee shall meet at least twice each year on a formal basis and additionally as circumstances may require. The Nomination/Governance Committee met three times during the 2025 financial year. Details of attendance at meetings of the Nomination/Governance Committee are set out on page 42 of the Annual Report.

Recommendation 2.2 – A listed entity should establish and disclose a board skills matrix on the mix of skills and diversity for board membership.

The Company seeks to ensure that the board has a range of attributes necessary for the governance of a global organisation. The board regularly reviews its skills and performance against the expectation that it will:

- provide outstanding governance;
- have appropriate input to and development of strategy;
- establish and oversee a clear enterprise risk management framework;
- set challenging performance targets in all aspects of the Company's activities; and
- understand the operations of the Company.

The board has developed a matrix, which is described below, to consider the mix of appropriate skills, experience, expertise and diversity for board membership and the extent to which they are represented on the board.

As well as general skills expected for board membership, the matrix includes items such as relevant experience within metal recycling or related industries, governance and regulatory experience, and strategy and business improvement skills. Diversity of the board, including gender diversity, is a consideration included in the matrix.

Sims Limited Board Matrix

Skills and experience of directors

Composition of skills and experience of the Board



Management and leadership

1. Senior management positions held outside the Group (past and present): ●●●●●●●●
2. Directorships held outside the Group (past and present): ●●●●○○○
3. Sustainable success in business at a very senior executive level in a successful career: ●●●●●●●●



Financial/business qualifications

4. Tertiary business qualification including post-graduate business studies and CA or CPA or equivalent: ●●●●●●●●
5. Senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls: ●●●●●●●●



Enterprise risk management

6. Background in risk-focused positions e.g. CFO or auditor (past or present): ●●●●●●●●



International experience

7. Global: ●●●●●●●●
8. North America: ●●●●●●●●
9. Australasia: ●●●●●●●●
10. UK/Europe: ●●●●●●●○
11. China: ●●●●●●○○



Health, safety, environmental and sustainability

12. Experience related to workplace health and safety, environmental and social responsibility, and community: ●●●●●●●●



Industrial experience and education:

13. Metal recycling experience: ●●●○○○○
14. Steel, mining or manufacturing experience: ●●●●●●●●
15. Positions held on industry-related bodies (past or present) or membership of professional industry-related bodies: ●●●●●●●●



Governance and regulatory

16. Government relations experience: ●●●●●●●●
17. Commitment to the highest standards of governance, including experience with a major organisation that is subject to rigorous governance standards, and an ability to assess the effectiveness of senior management: ●●●●●●●●



Strategy and business improvement

18. Mergers and acquisitions, banking, treasury and capital markets experience: ●●●●●●●●
19. Experience in growing a business: ●●●●●●●●
20. Track record of developing and implementing a successful strategy, including appropriately probing and challenging management on the delivery of an agreed strategic plan: ●●●●●●●●



Capital projects

21. Experience in implementing capital projects: ●●●●●●●●



People

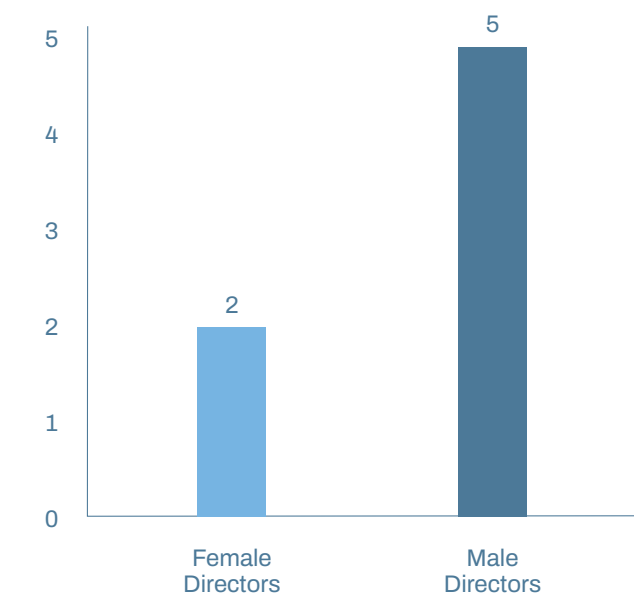
22. Human resources management: ●●●●●●●●
23. Remuneration experience including incentive programs and the legislation and contractual framework governing remuneration: ●●●●●●●●



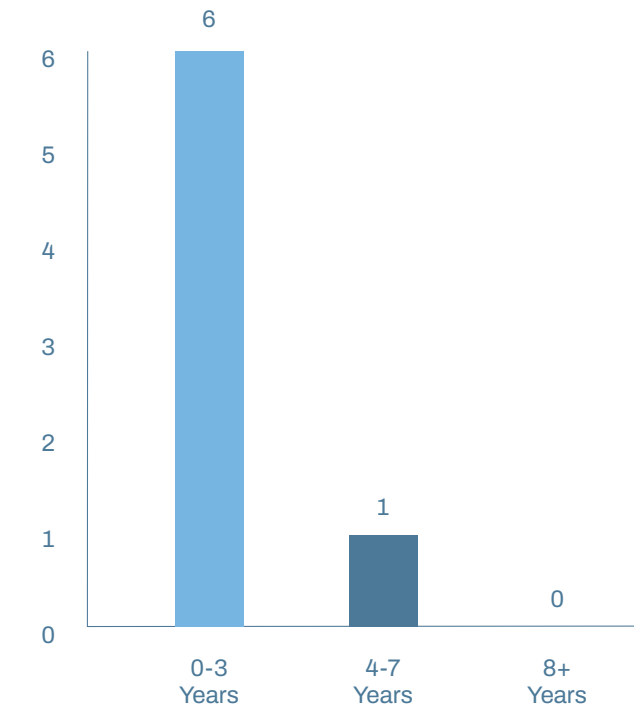
Technology

24. Experience in IT systems implementation: ●●●●●●●●

GENDER DIVERSITY



TENURE



Recommendation 2.3 – A listed entity should disclose whether its directors are independent.

COMPOSITION OF THE BOARD

The board charter sets out the composition of the board and relevant criteria for assessing the independence of directors.

INDEPENDENCE OF DIRECTORS

The board charter states that a board member shall be considered independent if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company and its security holders generally.

The independence of the directors is regularly reviewed. In accordance with the board charter, all directors must disclose to the board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the director becomes aware and which the director reasonably believes may compromise the reputation or performance of the Company.

BOARD ACCESS TO INFORMATION AND INDEPENDENT ADVICE

A director may, at the Company's expense and subject to prior approval of the Chairperson, obtain independent professional advice relating to his or her duties and obligations as a board member. Board committees may also seek such independent professional advice. To the extent required to enable them to carry out their duties, all directors and board committees may have access to Company information and records and may consult senior management as required.

Recommendation 2.4 – The majority of the board of a listed entity should be comprised of independent directors.

The board has a majority of directors who are independent. Five of the seven directors are independent non-executive directors.

Recommendation 2.5 – The Chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The roles of CEO of the Company and Chairperson of the board are separate. Philip Bainbridge, an independent non-executive director, has held the position of Chairperson of the board since March 2024.

Recommendation 2.6 – A listed entity should establish a program for inducting new directors and provide appropriate professional development opportunities for directors.

BOARD INDUCTION PROGRAM

A board member orientation process has been established to provide new directors with an understanding of, and insight into, the industry, Company, management, and control environment of the Group. As part of this process, directors receive orientation materials, meet with key senior executives and are given the opportunity to conduct site visits at operational facilities.

BOARD PROCESSES

To assist directors in enhancing their understanding of the Company's business, directors are briefed from time to time by members of the Company's ELT on key operational and strategic issues, financial matters, risk management, market conditions, compliance and governance. The directors are also provided with an explanation of those proposed activities of the Group which require board approval.

As part of on-going director education, board meetings are held at various Group locations from time to time during the year which provides directors the opportunity to undertake site visits, observe activities and interact with management and other employees.

Directors may, from time to time, depending on their particular needs, experience and interests, undertake external education seminars and programs at the expense, and with the approval, of the Company.

The Group Company Secretary is responsible for ensuring that board procedures and policies are followed and provides advice to the board on corporate governance and regulatory matters. All directors have unrestricted access to the advice and services of the Group Company Secretary.

PRINCIPLE 3:

Instil a culture of acting lawfully, ethically, and responsibly

Recommendation 3.1 – A listed entity should articulate and disclose its values.

The Company discloses its Core Values in its Code of Conduct, including

- **Safety:** Safety will always be our first priority. We believe that all injury incidents are preventable, and we are committed to a goal of zero injuries.
- **Integrity:** We conduct all business with integrity and adhere to the highest standard of ethical business conduct.

- **Respect:** We will treat each other, our customers, visitors and community members with respect and dignity.
- **Transparency:** We ensure a sense of appropriate transparency in everything we do.
- **Excellence:** We commit to excellence in everything we do and champion continuous improvement and sharing of best practices across the Company.
- **Social Responsibility:** We aim to be the world's safest and most sustainable recycling company.

Management is responsible for instilling these values across the Group.

Recommendation 3.2 – A listed entity should establish a code of conduct and ensure that the board or a committee of the board is informed of any material breaches of the code.

CODE OF CONDUCT

The Company has a Code of Conduct that applies to all directors, officers, and employees of the Group. It underpins the Company's commitment to integrity, fair dealing and compliance with the law in its business affairs and sets out expected standards of conduct with respect to all stakeholders, including fellow employees, customers, suppliers, shareholders, and the community. Among other matters, the Code of Conduct sets out the Company's policy in relation to conflicts of interests, gifts and hospitality, relationships with governments, and political contributions.

The Code of Conduct is designed to encourage ethical and appropriate behaviour by all Group personnel, and addresses a wide range of responsibilities to stakeholders, including conflicts of interest, security of information, use of Company assets and resources, discrimination and harassment, and occupational health and safety.

The Code of Conduct encourages employees to raise any matters of concern without fear of retribution. The Company has implemented the Sims Hotline to enable employees, customers, contractors and the like to report misconduct or unethical behaviour within the Group to an external third party. The Company also conducts employee education and compliance programs on a regular basis to help ensure compliance with various laws around the world.

A Copy of the Company's Code of Conduct is available from the corporate governance section on the Company's website.

DEALING IN COMPANY SECURITIES

In addition to the Code of Conduct, Directors and employees of the Group are bound by the Company's policy on dealing in the securities of the Company. Under the policy, directors and all Company employees may not buy or sell Company securities during certain 'black-out' periods being the periods prior to release of the Company's half and full-year financial results; and, additionally, during the two week period prior to the Company's AGM" should be updated to one week, per the new Securities Trading Policy.

A copy of the Company's policy titled 'Securities Trading Policy' is available from the corporate governance section on the Company's website.

Recommendation 3.3 – A listed entity should have and disclose a whistleblower policy and ensure that the board or a committee of the board is informed of any material incidents reported under the policy.

The Company seeks to identify and assess any wrongdoing as early as possible and encourages employees to speak up on matters or conduct that concerns them. The Whistleblower Policy provides information to assist employees to make disclosures and sets out how the Company will protect them from any form of retaliation or victimisation when they make a legitimate whistleblowing disclosure.

The Company's Whistleblower Policy is available from the corporate governance section on the Company's website.

Recommendation 3.4 – A listed entity should have and disclose an anti-bribery and corruption policy and ensure that the board or a committee of the board is informed of any material breaches of the policy.

The Company has adopted an Anti-Bribery & Anti-Corruption Policy, which has been developed to aid employees, agents, contractors, consultants, and partners in ensuring that they are made aware of the prohibition of corrupt conduct and the consequences in the event thereof and that they comply at all times with applicable anti-corruption and anti-bribery laws and policies.

A copy of the Company's Anti-Bribery & Anti-Corruption Policy is available from the corporate governance section on the Company's website.

REPORTING BREACHES OR INCIDENTS TO THE BOARD

The Company has a framework to report material breaches of the Code of Conduct or the Anti-Bribery & Anti-Corruption Policy or material incidents reported under the Whistleblower Policy to the Audit Committee and/or Board. Annual employee training is conducted on the Code of Conduct and these policies.

PRINCIPLE 4:

Safeguard the integrity of corporate reports

Recommendation 4.1 – The board of a listed entity should establish an appropriately structured audit committee.

AUDIT AND RISK COMMITTEE

The Board has established an Audit and Risk Committee, which assists the board in fulfilling its responsibility to oversee the quality and integrity of accounting, auditing and reporting practices of the Company and its internal control structure and risk management systems.

The Audit and Risk Committee has a formal charter approved by the board, and it reports to the board on all matters relevant to its role and responsibilities. The primary role of the Audit and Risk Committee is to support and advise the Board on fulfilling its corporate governance and oversight responsibilities in relation to Sims'

- accounting and financial reporting,
- internal and external audit functions,
- internal control structure and risk management systems,
- risk appetite and tolerance across strategic, operational, compliance, financial and reputational risks, and overall risk culture, and
- compliance with applicable legal and regulatory requirements within the Committee's remit.

The Audit and Risk Committee charter establishes a framework for its relationship with the internal auditors and external auditor, and the Committee has adopted a policy for the selection and appointment of the external auditor and for rotation of external audit engagement partners.

A copy of the Audit and Risk Committee charter is available from the corporate governance section on the Company's website.

COMPOSITION

The Audit and Risk Committee charter provides for the Audit and Risk Committee to have at least three members, all of whom must be non-executive independent directors. The current members of the Audit and Risk Committee are Mr Dempsey (Chairperson), Ms Binns and Ms Hirschfeld, all being non-executive independent directors. Further, all members must be financially literate, and at least one member must have accounting or related financial management expertise. These requirements are satisfied. Under the Audit and Risk Committee charter, a director may not be both the Chairperson of the Audit and Risk Committee and the Chairperson of the board.

MEETINGS OF THE AUDIT AND RISK COMMITTEE

In accordance with its charter, the Audit and Risk Committee is required to meet at least four times each year on a formal basis and hold additional meetings as necessary. Meetings are attended by invitation by the other directors, the CEO, the CFO, other members of management, internal auditors and the external auditor, Deloitte Touche Tohmatsu (Deloitte).

The board combined the Audit Committee and the Risk Committee at its March 2025 meeting. The Audit Committee met five times during the 2025 financial year, and the newly constituted Audit and Risk Committee met once during the year. Details of attendance at meetings of the Audit Committee and the Audit and Risk Committee are set out on page 42 of the Annual Report.

EXTERNAL AUDITOR

The external auditor is responsible for planning and carrying out the audit of the Group's annual financial reports and reviewing the Group's half-yearly financial reports. The external auditor provides a written confirmation to the Company of its independence in connection with the Company's financial reports for each half-year and financial year.

The external auditor, Deloitte, was appointed in November 2014. Pursuant to the Company's policy on engagement partner rotation, a new engagement partner started at the beginning of the 2022 financial year. The Audit and Risk Committee may meet with the external auditor without management being present at any time during each financial year. The external auditor is also provided with the opportunity, on request, to meet with the board without management being present.

The Company has adopted a policy titled 'Procedures for the Selection and Appointment of the External Auditors and for the Rotation of External Audit Engagement Partners', a copy of which is available from the corporate governance section on the Company's website.

INTERNAL AUDITORS

The Audit and Risk Committee has the responsibility for overseeing the development and execution of the internal audit plan. The Global Head of Assurance has dual reporting lines to both the Chair of the Audit and Risk Committee and the Group Chief Financial Officer. The Audit and Risk Committee can appoint, hire, and reassign the Global Head of Assurance with a recommendation to the board. The Audit and Risk Committee reviews the reports from the internal audit function on a regular basis, monitors its scope and resources, and approves the annual internal audit plan.

The Audit and Risk Committee may meet with the Global Head of Assurance without management being present at any time during the financial year. The Global Head of Assurance is also provided with the opportunity to meet with the board without management being present.

Recommendation 4.2 – The board of a listed entity should receive CEO and CFO certification of financial statements.

The board is responsible, on the recommendations of the Audit and Risk Committee, for ensuring that there are adequate policies in place in relation to internal control systems over financial reporting. The board places considerable importance

on maintaining a strong internal control environment. The internal control system is based upon written procedures, policies, guidelines, and organisational structures that provide an appropriate division of responsibility. It also relies upon the careful selection and training of key personnel.

The Audit and Risk Committee reviews the effectiveness and adequacy of internal control processes relating to financial reporting on a regular basis and reports its findings to the board. Internal Audit carries out regular systematic monitoring of control activities and reports to the Audit and Risk Committee and senior management.

Management assumes the primary responsibility for implementing internal controls and for the internal control environment. In accordance with the Company's policy, senior management reports every six months to the CEO and the CFO and, if any exceptions, to the Audit and Risk Committee, on the operation and effectiveness of key internal controls. Any identified deficiencies in internal controls are followed up and addressed by division management.

The CEO and the CFO have stated in writing to the board in respect of the 2025 financial year:

- that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and
- that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board and that the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

Recommendation 4.3 – A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company has processes in place to verify the integrity of its periodic corporate reports released to the market and not audited or reviewed by the external auditor. It has adopted a policy titled 'Market Disclosure Policy' which sets out how market announcements are prepared and released. In addition, the Company has established a Disclosure Committee which makes disclosure decisions, oversees the drafting of announcements, and approves announcements.

A copy of the Market Disclosure Policy is available from the corporate governance section on the Company's website.

Make timely and balanced disclosure

Recommendation 5.1 – A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations.

The Company is committed to providing the market and its shareholders with equal access to material information about its activities in a complete and timely manner. The Company has adopted a policy titled 'Market Disclosure Policy' and arranges appropriate training for employees who handle market sensitive information or who interact with external parties to ensure that it complies with the continuous disclosure obligations imposed by the ASX.

The Company has formed a Disclosure Committee which, during the 2025 financial year, comprised the CEO (as Chairperson), the CFO, the Director of Investor Relations and the Group Company Secretary. The primary role of the Disclosure Committee is to manage the Company's compliance with its continuous disclosure obligations by implementing reporting processes and controls and determining guidelines for the release of disclosable information.

The Group Company Secretary has been appointed as the person responsible for communications with the ASX, which includes overseeing and coordinating information disclosure to the ASX.

All announcements provided to the ASX are posted on the Company's website as soon as practicable after release to the market.

Recommendation 5.2 – A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Company provides copies of all material market announcements to directors promptly after they have been released to the market.

Recommendation 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.

The Company will not disclose market sensitive information (or provide new and substantive investor or analyst presentations) to any analyst or investor unless it has first provided that information to the market and received an acknowledgement that the information has been released.

Respect the rights of security holders

Recommendation 6.1 – A listed entity should provide information about itself and its governance to investors via its website.

COMPANY WEBSITE – SIMSLTD.COM

The Company's website at www.simsltd.com provides detailed information about the Group's business and operations. The Company strives to provide investors with sufficient information to make an informed assessment of the Company's activities and results. Results announcements and media/analyst presentations are released on the ASX Market Announcements Platform and made available on the Company's website.

The Company also publishes an annual sustainability and climate report setting out details of its sustainable business practices and strategy and its approach to meeting its climate action goals. The Company's current reports can be also accessed from the website at www.simsltd.com/Investors/Reports.

Shareholders can find information about the Company's corporate governance practices on its website at www.simsltd.com/Investors/Governance. This includes the Company's constitution, board and board committee charters, and an extensive list of the Company's other codes and policies that support corporate governance. This section also provides information about the qualifications, skills and backgrounds of the Company's board members and management team.

Where practical, the Company uses its website to facilitate communication with shareholders. The Company's website includes links to announcements to the ASX and copies of the annual and half-yearly reports, notices of meetings, presentations and other information released to the market. The Company's webcasts of results briefings allow access by all interested parties.

Recommendation 6.2 – A listed entity should have an investor relations program to facilitate two-way communication with investors.

The Company has adopted a policy titled 'Shareholder Communications Policy' which is designed to promote effective communication with shareholders and to encourage informed shareholder participation at the AGM. A copy of the policy is available from the corporate governance section on the Company's website.

The Company has an investor relations program which focuses on both retail and institutional shareholders. The program is tailored each year to target domestic and international investors as well as focusing on specific industry issues. Members of Company management may attend broker-sponsored or industry conferences, with key presentations lodged on the ASX Market Announcements Platform.

Fundamental to the Company's investor relations program is the management of its continuous disclosure obligations which facilitates all shareholders having access to important Company information. In addition to lodging this information on the ASX Market Announcements Platform, the Company uses its website to make available to shareholders information about the Company and its activities.

The Company also regularly engages with corporate governance advisory firms to understand market expectations on topics including governance, board performance, and remuneration.

The Company's Annual Report also is a means of communicating with shareholders. The Annual Report contains an operating and financial review to assist shareholders in evaluating the Company's operating results, business strategies, prospects, and financial position.

Recommendation 6.3 – A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Details about the Company's 2025 AGM are provided in the Notice of Meeting, which will be published on the Company's website. The 2025 AGM will be held as a hybrid meeting giving shareholders the option to attend in person or virtually.

The AGM is an opportunity for shareholders to hear from and to put questions to the Board and external auditor. Detailed information about how shareholders can participate in the 2025 AGM and submit written questions prior to the meeting is set out in the Notice of Annual General Meeting.

The Chairperson of the board encourages shareholders at the meeting to ask questions and make comments about the Company's operations and the performance of the board and senior management, and about the specific resolutions that are being put to the meeting. The Chairperson of the board may respond directly to questions or, at his discretion, may refer a question to another director, the CEO or a member of the Company's ELT who is present. The external audit firm lead partner in charge of the Group also attends the AGM and is available to answer questions from shareholders on audit-related matters.

Recommendation 6.4 – A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

All resolutions put to the AGM are decided by way of a poll. This is to support the principle of 'one share, one vote'.

Recommendation 6.5 – A listed entity should give security holders the option to receive communications from, and send communications to, the company and its share registry electronically.

The Company encourages shareholders to receive communications electronically, which enables the Company to communicate with shareholders quickly and reduce paper usage. By registering with the Company's Share Registry, shareholders can receive email notifications when the Company makes an announcement on the ASX Market Announcements Platform, including the release of financial reports, dividend statements, notice of meetings, voting forms and Annual Reports.

The Company provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on the Company's website.

Analyst/media briefings in relation to half year and full year financial results and other significant events can be heard by teleconference.

The Company's Share Register is managed and maintained by MUFG Corporate Markets (AU) Limited. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by selecting the Issuer Name - SGM Sims Limited, quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode via the MUFG investor centre.

PRINCIPLE 7:

Recognise and manage risk

Recommendation 7.1 – The board of a listed entity should establish an appropriately structured risk management committee for the oversight of risks.

The Board has established an Audit and Risk Committee with oversight of the effectiveness of the Company's system of risk management. The Audit and Risk Committee receives regular presentations about the Company's material business risks and the controls in place to mitigate the consequences of those risks.

Recommendation 7.2 – The board or a committee of the board should review the company's risk 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.

The board recognises that the effective management of risk is essential to achieving the Group's objectives of maximising Group performance and creating long-term shareholder value while meeting its commitments to other stakeholders, including its employees, customers, and the wider community.

The Company has adopted a 'Risk Management Policy'. A copy of the policy is available from the corporate governance section on the Company's website.

The board is responsible for ensuring that there are adequate policies in place with respect to risk management. The board and senior management are responsible for determining the level of risks acceptable to the Company.

The Company's primary risk assessment process comprises a comprehensive annual risk review. Such a review was undertaken during the 2025 financial year.

Recommendation 7.3 – A listed entity should disclose the structure and role of its internal audit function.

The Company's internal audit function, Group Internal Audit, provides assurance to the Audit and Risk Committee on the effectiveness of the Company's risk management framework and on the adequacy and effectiveness of the system of internal controls.

The mission, scope, responsibility, and authority of the Internal Audit function is defined in its Internal Audit Charter, which is reviewed annually by the Audit and Risk Committee Chair and its members.

The Global Head of Assurance has dual reporting lines to both the Chair of the Audit and Risk Committee and the Chief Financial Officer. Group Internal Audit delivers its objectives through accessing the professional skills and capabilities of:

- trained audit professionals who are part of the Group Internal Audit function;
- other professionals within the Company's business with specific skills and experience; and
- services provided by external consultants in respect of specialist technical or operational areas.

Recommendation 7.4 – A listed entity should disclose whether it has any material exposure to environmental or social risks and, if so, how those risks are managed.

SAFETY, HEALTH, ENVIRONMENT, COMMUNITY & SUSTAINABILITY COMMITTEE

The board has established a Safety, Health, Environment, Community & Sustainability Committee. The primary role of the SHECS Committee is to provide additional focus and advice to the board on key SHECS issues and to assist the board to fulfil and discharge its SHECS obligations.

The SHECS Committee shall comprise at least three directors of the Company, of whom at least one shall be independent. The SHECS Committee is currently composed of Ms Hirschfeld (Chairperson), Mr Omachi, and Mr Rinn, with Ms Hirschfeld and Mr Rinn being independent non-executive directors.

The SHECS Committee charter provides that the SHECS Committee shall meet at least four times each year and as required. The SHECS Committee met four times during the 2025 financial year. Details of attendance at meetings of the SHECS Committee are set out on page 42 of the Annual Report.

A detailed report about the Company's economic, environmental and social sustainability risks is included in the Company's Sustainability Report which can be found on the Company's website at www.simsltd.com/Investors/Reports.

PRINCIPLE 8:

Remunerate fairly and responsibly

Recommendation 8.1 – The board of a listed entity should establish an appropriately structured remuneration committee.

PEOPLE & CULTURE COMMITTEE

The board has established a People & Culture ("P&C") Committee. The primary role of the P&C Committee is to support and advise the board on the well-being of employees and the implementation and maintenance of coherent, fair and responsible remuneration policies at the Company which are observed, and which enable it to attract and retain executives and directors who will create value for shareholders of the Company.

The P&C Committee has responsibility for, among other things, reviewing and making recommendations to the board on the:

- well-being of employees;
- remuneration and incentive performance packages of the CEO and direct reports to the CEO;
- Company's recruitment, retention and termination policies and procedures;
- introduction and application of equity-based schemes, including allocations; and
- level of annual fees paid to the non-executive directors.

The P&C Committee shall comprise at least three directors of the Company, with a majority being independent. The P&C Committee Chairperson is appointed by the board and must be independent. The P&C Committee is currently composed of two independent non-executive directors, Ms Binns (Chairperson) and Mr Rinn, and one non-executive director, Mr Omachi. The board may appoint additional directors to the P&C Committee or remove and replace members of the P&C Committee by resolution.

The P&C Committee has a charter, which provides for the P&C Committee to meet at least twice each year on a formal basis and additionally as circumstances may require. The P&C Committee met four times during the 2025 financial year. Details of attendance at meetings of the P&C Committee are set out on page 42 of the Annual Report.

A copy of the P&C Committee charter is available from the corporate governance section on the Company's website.

Recommendation 8.2 – A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company's remuneration structure distinguishes between non-executive directors and that of the CEO and other senior executives.

A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report on pages 54-84 of the Annual Report. The Remuneration Report sets out the total remuneration of non-executive and executive directors of the Company. Each of the non-executive directors is entitled to a fee for serving as a director of the Company and an additional fee for serving as Chairperson or member of a board committee. These fees are inclusive of any compulsory superannuation contributions (where applicable). In general, no additional fees are payable to non-executive directors for other services performed outside the scope of their ordinary duties as a director or committee member.

The maximum aggregate remuneration of non-executive directors is determined by a resolution of shareholders and is then divided between the directors as agreed by the board. The amount of aggregate remuneration sought to be approved by shareholders, and the manner in which it is apportioned among non-executive directors, is reviewed annually by the P&C Committee and recommendations are then made to the board. The board considers advice as to the fees paid to non-executive directors of comparable companies when undertaking the annual review process. When considered appropriate to do so, the board will also obtain advice from external consultants.

The Company's remuneration policy and procedures in respect of senior executives of the Company are discussed in its Remuneration Report.

Recommendation 8.3 – A listed entity should establish a policy on whether participants in equity based remuneration schemes are able to enter into transactions which limit the economic risk of participating in those schemes.

The Company's statement prohibiting designated persons from entering into transactions in products associated with Company securities which operate to limit the economic risk of their security holding in the Company over unvested entitlements under any Company equity incentive plans may be found in the Company's policy titled 'Securities Trading Policy', a copy of which available from the corporate governance section on the Company's website.

