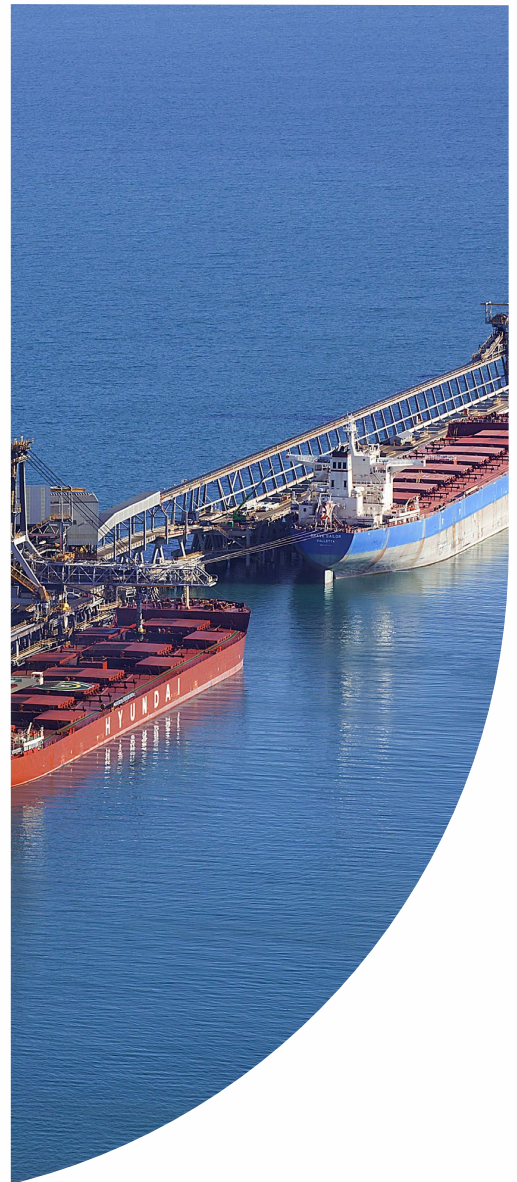
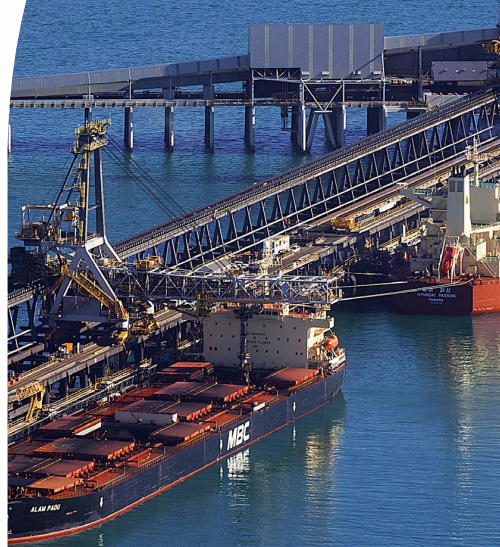




Dalrymple Bay
Infrastructure



Corporate Governance Statement

for the period ended 31 December 2020

1 Corporate governance

The Board is committed to conducting the business of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) in accordance with high standards of corporate governance and with a view to creating and delivering value for DBI's securityholders. To this end, the Board has adopted a system of internal controls, risk management processes and corporate governance policies and practices which are designed to support and promote the responsible management and conduct of DBI.

This Corporate Governance Statement sets out the key features of DBI's corporate governance framework and reports against the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Company listed on the Australian Securities Exchange (**ASX**) on 8 December 2020. From the date of listing, DBI's corporate governance arrangements have been consistent with the Recommendations.

In accordance with the Recommendations, DBI's policies and charters referred to in this statement have been posted to the corporate governance section of DBI's website: <https://dbinfrastucture.com.au/who-we-are/corporate-governance/>

This Statement is current as at **29 March 2021** and has been approved by the Board.

Our values

Our values are set out in our Code of Conduct, and are summarised below.



Our culture of acting lawfully, ethically and responsibly

Code of Conduct

The Board has adopted a formal Code of Conduct which is designed to serve as a guide for how directors, officers, employees and temporary workers of the Company should conduct themselves as a member of the DBI team. The Code of Conduct is aimed at preserving a healthy corporate culture and ensuring compliance with our legal and regulatory duties.

The key principles underpinning the Company's Code of Conduct are:



Any material breaches of the Code of Conduct are reported to the Board.

Anti-bribery and Corruption

DBI is committed to conducting business with honesty and integrity and building a reputation for doing so. The Company has a zero tolerance approach to bribery and corruption. To this end, the Board has adopted an Anti-Bribery & Corruption Policy which summarises prohibited conduct and serves as a guide to the Company (and its subsidiaries), entities or joint ventures controlled by the Company and all directors, officers, employees and temporary workers of the Company.

The Board is informed of any material breaches of the Anti-Bribery and Corruption Policy.

Speak Up Policy

DBI values speaking up, and aims to promote a workplace in which everyone feels safe, supported and encouraged to speak up. DBI's Speak Up Policy encourages all employees and non-employees covered by the Policy to report 'Potential Misconduct' that they may become aware of during their engagement with the Company.

The Board receives regular summaries of reports made under the Company's Speak UP Policy, and additional information regarding material incidents raised.

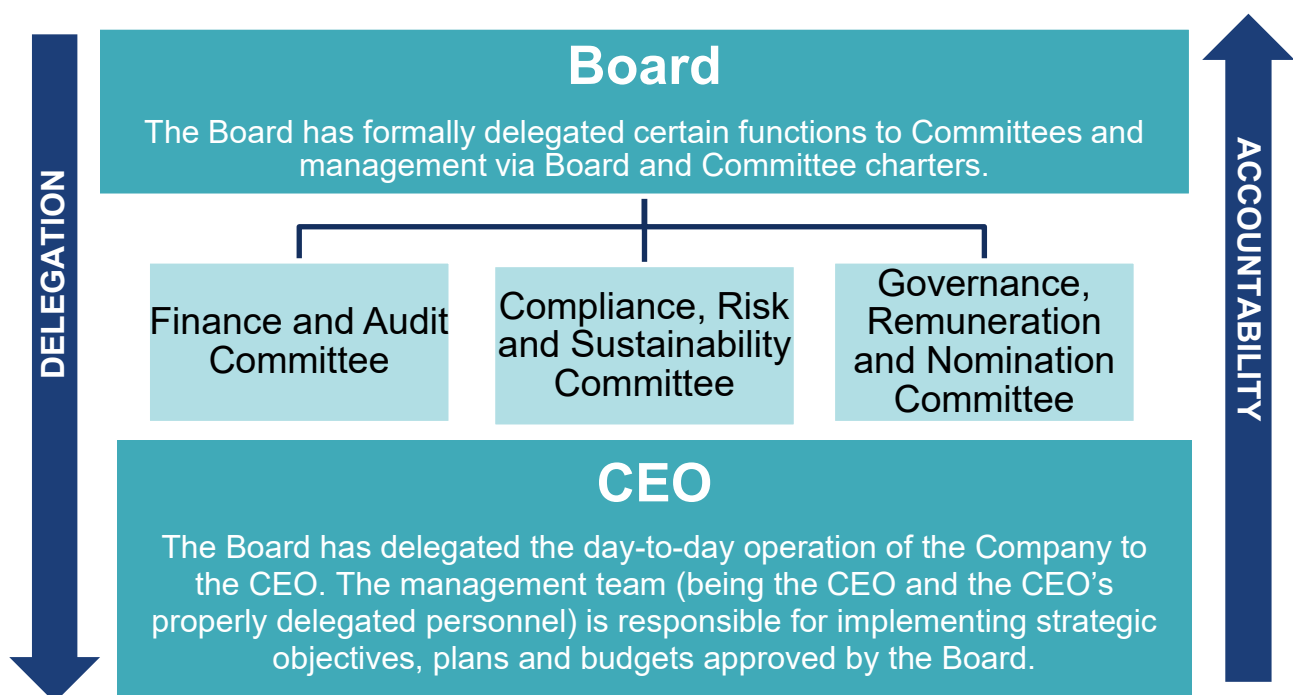
Securities Dealing Policy

The Company has adopted a Securities Dealing Policy which is intended to ensure that public confidence is maintained in the reputation of DBI and its related bodies corporate, directors and employees, and in the trading of DBI's securities.

The Policy explains the types of dealings in securities that are prohibited by law, and outlines the procedures for the buying and selling of DBI securities.

The Policy imposes restrictions on transactions which limit the economic risk of participating in equity-based remuneration schemes (eg derivatives).

Our corporate governance framework








2 Our Board of directors

Composition of the Board

As at the date of this statement, the Board is currently comprised of five directors (i.e. three independent non-executive directors, one non-independent non-executive director, and one executive director (i.e. the CEO)). One director, Bahir Manios, has appointed an alternate director.

DBI's current Board of directors are set out below.

Name	Director and appointment date	Date of appointment	Status
	Hon Dr David Hamill AM Chairperson – Non-executive Chairman	7 August 2020	Independent
	Anthony Timbrell CEO – Executive director	7 August 2020	Non-independent (executive)
	Bahir Manios Non-executive director	28 September 2020	Non-independent
	Bronwyn Morris AM Non-executive director	29 October 2020	Independent
	Dr Eileen Doyle Non-executive director	29 October 2020	Independent

Details of the qualifications, experience and expertise of each director, including current and former directorships, as well as which Board Committees they are members of are set out on pages 24 to 25 of the Company's 2020 Annual Report

Attendance at Board and Committee meetings are included in the Directors' Report on page 34 of the 2020 Annual Report.

The role of the Board

DBI is governed by a Board of directors (the **Board**) who are elected by the securityholders with the exception of the Company's Chief Executive Officer (**CEO**) who is appointed by the Board.

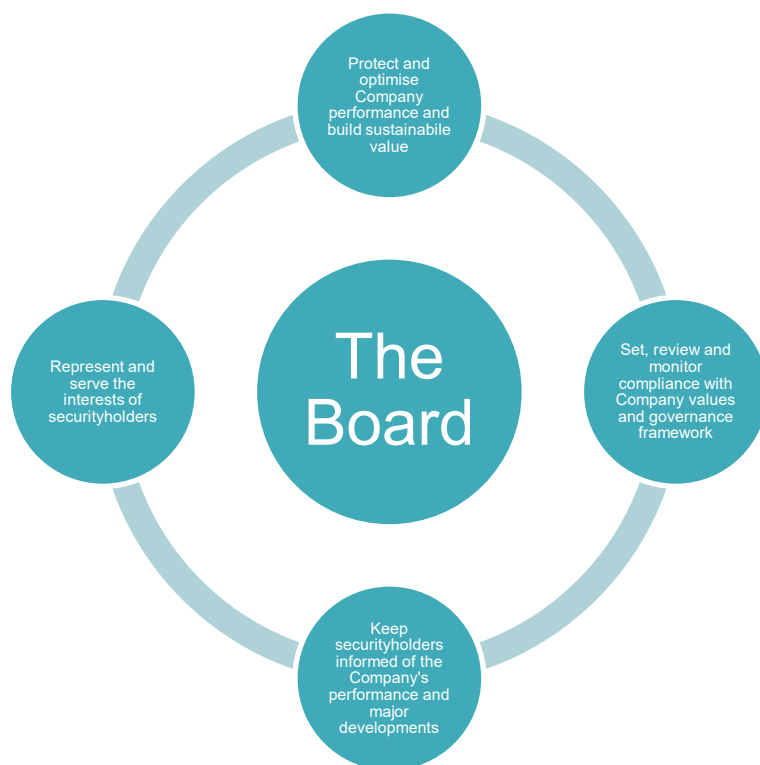
While the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the CEO.

The CEO and the senior executive team are responsible for implementing strategic objectives, plans and budgets approved by the Board and is accountable to the Board for matters within their delegated authority.

The Board has adopted a Board Charter which provides an overview of:

- the Board's composition, role and responsibilities, and
- the relationship and interaction between the Board, committees and management.

Key elements of the Board's roles and responsibilities are described in the diagram below.



Director nomination and succession

The Board seeks to ensure that it comprises directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. The Board, together with the Governance, Remuneration and Nomination Committee, reviews the skills, experience, expertise and diversity represented by directors on the Board and determines whether the composition and mix remain appropriate for the Company's strategy and cover the skills needed to address existing and emerging business and governance issues relevant to the Company.

The Governance, Remuneration and Nomination Committee is responsible under its Charter for:

- assisting the Board to develop and regularly review its Board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership;
- reviewing and recommending to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender;
- reviewing and recommending to the Board the criteria for nomination as a director and the membership of the Board more generally;
- reviewing succession plans for the CEO and other members of the senior executive team;
- assisting the Board in relation to the performance evaluation of the Board, its committees and individual directors;
- monitoring that processes are in place to support director induction and ongoing education and regularly review the effectiveness of these processes;
- overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each director and associated disclosures; and
- developing and recommending to the Board measurable objectives for achieving diversity in the composition of the Board, senior executives and workforce generally, and assessing the Company's progress in achieving those objectives and recommending any changes to the Board.

When a vacancy exists or is pending, or when it is considered that the Board would benefit from the services of a new director with particular skills, the Governance, Remuneration and Nomination Committee will:

- prepare and consider a description of the role and capabilities required for a particular appointment in light of the balance of skills, knowledge, experience, independence and diversity of the Board;
- provide background information in relation to a potential candidate to all directors;
- be assisted by the use of external search organisations as appropriate; and
- undertake appropriate checks in relation to all potential candidates, assisted by the use of external organisations as appropriate.

An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Governance, Remuneration and Nomination Committee having been circulated to all directors.

Prior to directors seeking election or re-election at an annual general meeting, DBI provides securityholders with all material information known to the Board and relevant to a decision on whether or not to elect or re-elect that director in the notice of annual general meeting.

All directors have confirmed their written agreement with DBI, with regard to their duties, responsibilities, and terms of their appointment.

Director independence

The Board has adopted guidelines, set out in the Board Charter, to assist in considering the independence of directors. The guidelines are based on the definition of independence set out in Box 2.3 of the Recommendations.

Having regard to these criteria, the Board considers that Hon Dr David Hamill AM, Bronwyn Morris AM and Dr Eileen Doyle are independent. The Board considers that Anthony Timbrell is not independent as he is employed by DBI in an executive capacity. The Board considers that Bahir Manios is not independent as he is a senior executive with Brookfield, which is a substantial securityholder of DBI.

Board skills matrix

Maintaining a balance of skills, expertise, experience and diversity is an important factor in the Board composition.

Going forward, the Governance, Remuneration and Nomination Committee will review the skills, expertise, experience and diversity represented on the Board and consider whether there are any areas that should be addressed through Board renewal and succession. The Governance, Remuneration and Nomination Committee also annually reviews the professional development needs of the directors.

The following matrix summarises the skills and experience represented on the Board:

Skills and experience	Number of directors with skill or experience				
Financial acumen 	√	√	√	√	√
Industry experience 	√	√	√	√	√
Strategy 	√	√	√	√	√
Executive experience 	√	√	√	√	√
ESG experience 	√	√	√	√	√
Mergers & Acquisitions 	√	√	√	√	√

Induction and professional development

All new directors will participate in an induction process, which will include meetings with executives and management, the provision of materials such as strategic plans and core corporate governance policies, and meetings with other directors.

The Company also offers appropriate professional development opportunities for directors to ensure that they are kept up to date with developments in the industry. Management also briefs the Board on relevant industry, regulatory and legal developments.

Independent advice

The Board collectively, and each director individually, has the right to seek independent professional advice, subject to the approval of the Chair or the Board as a whole.

Performance reviews and evaluation

The Company has established the following performance evaluation processes for the Board, committees and individual directors:

- on an annual basis, directors will provide written feedback in relation to the performance of the Board, its committees and individual directors against a set of agreed criteria;
- each committee of the Board will also provide feedback in terms of a review of its own performance;
- where appropriate to facilitate the review process, assistance may be obtained from third party advisers;
- feedback will be collected by the Chair of the Board, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board or its committees;
- in the case of the Chair of the Board's performance, feedback will be collected by the Chair of the Finance and Audit Committee or an external facilitator; and
- the CEO will also provide feedback from the senior executive team in connection with any issues that may be relevant in the context of the Board performance review.

Performance evaluations of the Board, its committees and the directors did not take place in FY20 as the Company listed in December 2020, shortly before the end of the financial year. These performance evaluations will take place in FY2021 in accordance with the processes described above.

3 Board committees

The Board from time to time establishes committees to streamline the discharge of its responsibilities.

The permanent standing committees of the Board are the:

- Finance and Audit Committee;
- Compliance, Risk and Sustainability Committee; and
- Governance, Remuneration and Nomination Committee.

Each standing committee has a formal charter which sets out matters relevant to their composition, responsibilities and administration.

No committee met during FY20 as the Company listed in December 2020, shortly before the end of the financial year. The members and role of each committee are set out in the diagram below.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management and the external auditor may attend Committee meetings at the invitation of the relevant Committee chair.

Finance and Audit Committee

Membership

(as at 31 December 2020)

- Brownyn Morris (Chair)
- David Hamill
- Bahir Manios

Key role and responsibilities:

The Committee's key responsibilities are to oversee DBI's:

- financial and other periodic corporate reporting;
- relationship with the external auditor and the external audit function generally;
- relationship with the internal audit function;
- processes for identifying and managing financial risk; and
- financial management.

Compliance, Risk and Sustainability Committee

Membership

(as at 31 December 2020)

- Eileen Doyle (Chair)
- David Hamill
- Bahir Manios

Key role and responsibilities

The Committee's key responsibilities are to oversee DBI's:

- processes for identifying and managing non-financial risk;
- internal controls and systems;

- processes for monitoring compliance with laws and regulations; and
- sustainability matters.

Governance, Remuneration and Nomination Committee

Membership (as at 31 December 2020)

- David Hamill (Chair)
- Eileen Doyle
- Bahir Manios
- Bronwyn Morris

Key role and responsibilities

The Committee's key responsibilities are to:

- monitor significant developments in law and practice related to corporate governance;
- review and recommend to the Board employment and remuneration arrangements for the CEO and other senior executives;
- review and monitor DBI's remuneration framework;
- review and recommend to the Board the criteria for nomination as a director;
- review succession plans for the CEO and other members of the senior executive team; and
- assist the Board in relation to the performance evaluation of the Board, its Committees and individual directors.

4 Management

Appointment

Appropriate background checks are conducted before a senior executive is appointed.

All members of the senior executive team have entered into written agreements with DBI, which set out their rights, duties and responsibilities.

Performance reviews and evaluation

Performance evaluations for the DBI senior executive team for FY20 were conducted by the previous shareholder as the Company listed in December 2020, shortly before the end of the financial year. The performance of the senior executive team will be formally assessed on an annual basis. The CEO's key performance indicators (**KPIs**) will be reviewed and set annually by the Board at the commencement of the financial year. The Board will carefully evaluate the CEO's performance against those KPIs.

An annual assessment of the performance of all other senior executives will be undertaken by the Board based on recommendations by the CEO, who conducts performance reviews in relation to each senior executive.

Remuneration

DBI considers that executive remuneration and incentive policies and practices must be performance based and aligned with the Company's purpose, values, strategic objectives and risk appetite. Executive remuneration and incentive policies and practices must be designed to:



Further information relating to the Company's Remuneration Policy is summarised in the 'Remuneration Report' contained within the Directors' Report in our Annual Report. Details of the compensation of Key Management Personnel are also contained in the Remuneration Report.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. All directors have direct access to the company secretary. Further details on the Company Secretary is provided on page 26 of the Directors' Report within our Annual Report.

5 Securityholders and reporting

Disclosure Policy

DBI is committed to complying with its disclosure obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of DBI's securities.

The Company has adopted a Disclosure Policy which establishes procedures to ensure that the Company fulfils its obligations in relation to the timely disclosure of material price-sensitive information. In accordance with the Disclosure Policy, a Disclosure Committee has been established.

The Board receives copies of all material announcements after they have been made.

Communication with securityholders

DBI has adopted a Communication Strategy which sets out DBI's commitment to:

- communicating openly and honestly with its securityholders;
- keeping securityholders informed of all major developments affecting the state of affairs of the Company; and
- providing the market and other interested stakeholders with access to information about the Company from time to time.

The Company communicates information regularly through a range of platforms and publications. The diagram below contains more detailed information regarding some of the key platforms and publications.

Website

- One of DBI's key methods of communication with securityholders and the general public is through its investors' webpage: <https://investors.dbinfrastructure.com.au/investor-centre/>
- The website also contains links to DBI's Constitution, as well as Board and Committee charters, Company policies and profiles on the Board and management on the Corporate Governance webpage: <https://dbinfrastructure.com.au/who-we-are/>

Annual Reporting

- The Annual Report contains important information about DBI's results for the financial year and a summary of the Company's activities. DBI's Annual Report is available via the DBI website.
- Securityholders may choose to receive a copy of DBI's Annual Report in electronic or hard copy form.

Company Announcements and Communications

- DBI publishes all announcements, press releases and other communications on its website.
- DBI's website also contains links to all notices of meeting and explanatory memoranda. Securityholders may choose to have these documents sent to them electronically by providing DBI with their email addresses.

Annual General Meeting

- DBI encourages all securityholders to attend and participate in its AGM each year.
- Securityholders are encouraged to lodge proxies electronically.
- DBI's external auditor attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.
- The Board and management actively engage with securityholders at the AGM.

Investor Relations

- DBI is committed to maintaining working relationships with its securityholders.
- DBI gives securityholders the option to receive communications from and send communications to DBI and its share registry electronically.

Verification of unaudited reports

Management internally verifies periodic corporate reports that are not otherwise audited prior to release to ASX.

The verification process incorporates cross checking and signing off on financial information and other statements contained in periodic corporate reports by members of management, approval by Senior Executives, and as relevant, the Disclosure Committee or the Board.

6 Risk management

Risk management framework and policy

The Board is responsible for determining DBI's risk appetite and monitoring financial and non-financial risks. The Board is supported in its risk oversight role by the Compliance, Risk and Sustainability Committee. The role of the Compliance, Risk and Sustainability Committee is to assist the Board in discharging its duties in respect of risk management and legal and regulatory compliance.

The Compliance, Risk and Sustainability Committee assists the Board with regard to oversight of DBI's risk management practices by reviewing and reporting to the Board that the Committee has, at least annually, reviewed the Company's risk management framework to satisfy itself that it continues to be sound and whether the Company is operating with due regard to the risk appetite set by the Board.

In line with the Recommendations, DBI's risk management framework will be reviewed annually. The Board did not conduct a review in FY20 as the Company listed in December 2020, shortly before the end of the financial year. A review will take place in FY2021.

In addition, the Finance and Audit Committee:

- (i) oversees and advises the Board on management of key financial risks, including new and emerging risks;
- (ii) oversees that management has appropriate processes in place for identifying, assessing and responding to financial risks and that those processes are operating effectively; and
- (iii) reviews the trends in the Company's financial risk profile and reports to the Board on key financial risks.

Environmental and social risks

Page 19 of the Annual Report provides details regarding DBI's sustainability governance and risk management.

Internal audit

DBI is in the final stages of engaging a professional services firm to provide internal audit services. The internal audit services provider will have a direct line of reporting to the DBI Board via the Finance and Audit Committee, as well as the DBI senior executive team.

Management assurances / certification

The CEO and Chief Financial Officer provided a written declaration to the Board in respect of the full year financial statements that:

- in their opinion, the financial records of the Company have been properly maintained;
- in their opinion, the financial statements comply with Australian Accounting Standards and give a true and fair view of the financial position and performance of the Company and its consolidated entities; and
- their opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.

7 Diversity and inclusion

Diversity Policy

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

The Board believes that diversity is an important component of the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality service to its customers, and continue to grow the business.

The Board approved a Diversity Policy which sets out the Company's commitment to gender diversity by:

- setting measurable objectives to achieve gender diversity;
- broadening the field of potential candidates for senior management and Board appointments;
- having a transparent Board appointment process; and
- embedding the extent to which the Board has achieved the objective of the Diversity Policy in the evaluation criteria for the annual Board performance evaluation.

The Policy specifically provides that the Board will set measurable objectives and disclose these each year with a view to achieving gender diversity. As the Company only listed in December 2020, the Governance and Nomination Committee and Board are in the process of developing measurable objectives. The Company will disclose the measurable objectives for achieving gender diversity set by the Board and its progress towards achieving them at the end of the next reporting period

The proportion of men and women in the Company's workforce as at 31 December 2020 are set out in the following table:

Level/Role	Men	Women
DBI workforce	65%	35%
Senior executives ¹	67%	33%
Board	60%	40%

¹ For these purposes, senior executives includes the CEO and direct reports to the CEO