

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Janison Education Group Limited

ABN / ARBN:

90 091 302 975

Financial year ended:

30 June 2020

Our corporate governance statement² for the above period above can be found at:³

☐ These pages of our annual report:

☒ This URL on our website: <https://janison.com./investors/>

The Corporate Governance Statement is accurate and up to date as at 10 August 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 10 August 2020



Andrew Whitten – Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity’s corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes “OR” at the end of the selection and you delete the other options, you can also, if you wish, delete the “OR” at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> on our website at https://janison.com/investors/</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> ... and a copy of the charter of the committee: on our website at https://janison.com/investors/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> in our FY20 Annual Report</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> is on our website at https://janison.com/investors/</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our FY20 Annual Report</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> on our website at https://janison.com./investors/	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> on our website at https://janison.com/investors/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our FY20 Directors Report</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <input checked="" type="checkbox"/> on our website at https://janison.com/investors/	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> on our website at https://janison.com/investors/	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> on our website at https://janison.com/investors/	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> on our website at https://janison.com./investors/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> in our FY20 Directors Report</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> on our website at https://janison.com/investors/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> in our FY20 Directors Report</p>	
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.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> in our FY20 Remuneration Report</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> on our website at https://janison.com/investors/</p>	

2020 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Janison Education Group Limited (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 10 August 2020 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations		Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight			
1.1.	<i>A listed entity should disclose:</i> <i>(a) the respective roles and responsibilities of its board and management; and</i> <i>(b) those matters expressly reserved to the board and those delegated to management.</i>	Yes	<p>The Board is responsible for the corporate governance of the Company.</p> <p>The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws. Pursuant to the Board Charter, the Board assumes responsibilities including, but not limited to the following:</p> <ul style="list-style-type: none"> (a) considering and approving the strategy of the Company and its related companies (Group); (b) adopting an annual budget and monitoring financial performance including approving the annual and half year financial statements and reports; (c) approving major investments and monitoring the return on those investments; (d) monitoring the adequacy, appropriateness and operation of internal controls including reviewing and approving the Group's compliance systems and corporate governance principles; (e) providing continuous disclosure of information to the investment community, and making available information shareholders can reasonably require to make informed assessments of the Group's prospects; (f) reviewing and monitoring significant business risks and oversights and how they are managed; (g) monitoring the conduct of the relationship with key regulators to meet the Group's obligations; (h) determining delegations to committees, subsidiary boards and management and approving transactions in excess of delegated levels; (i) appointing and reviewing the performance of the chief executive officer (CEO) of the Company and from time to time any portfolio companies of the Group, including overseeing the remuneration, development and succession

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>planning for the chief executive officers and management, while overseeing the operation of appropriate human resource management systems including remuneration;</p> <ul style="list-style-type: none"> (j) assessing its own performance and that of individual Directors; (k) selecting and appointing new Directors; (l) considering, proving and endorsing major policies of the organisation including a code of conduct which promotes ethical behaviour and social responsibility; (m) overseeing the implementation of appropriate work health and safety systems; and (n) protecting and overseeing the enhancement of the reputation of the Company. <p>A copy of the Board Charter is available on the Company's website at the following URL: www.janison.com/investors.</p> <p>Pursuant to the Board Charter, the Board has delegated specific authorities to the Chairman. Subject to these delegated matters, the Chairman is authorised to exercise all the powers of the Directors, except with respect to the following:</p> <ul style="list-style-type: none"> (a) approval of major elements of strategy including any significant change in the direction of that strategy; (b) approvals above delegated levels of credit limits, country risk exposures, equity risk limits, market risk limits, loans and encumbrances, equity investments and underwriting risk; (c) capital expenditure in excess of delegated levels or expenditure outside the ordinary course of business; (d) certain remuneration matters including material changes to remuneration policies; (e) adoption of the Company's annual budget; (f) approval of the interim and final accounts and related reports to the ASX; (g) specific matters in relation to continuous disclosure as defined in the Continuous Disclosure Policy; and (h) other matters as the Board may determine from time to time. <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully informed basis. The Company intends to review the membership of the Board, and the Board Charter at least once every year to determine its ongoing appropriateness.</p>

1.2.	<i>A listed entity should:</i> <i>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</i> <i>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</i>	Yes	<p>The Company undertakes backgrounds checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected.</p> <p>When an individual is nominated to be a director, details of their relevant professional history and qualifications will be made accessible to the security holders in the Company.</p>
1.3.	<i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i>	Yes	Directors and senior executives of the Company are given letters of appointment and/or service agreements prior to their engagement with the Company.
1.4.	<i>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.</i>	Yes	The Company Secretary was appointed by and is responsible to the Board through the Chairman. The Chairman and the Company Secretary co-ordinate the Board agenda.

1.5. A listed entity should:		At a Board and senior management level, gender diversity has been identified as a key area of focus for the Company.												
(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;	Yes	Accordingly, the Company has adopted a Diversity Policy which will aim to achieve adequate representation of both men and women in the Company's senior management positions and on the Board by:												
(b) disclose that policy or a summary of it; and	Yes	(a) setting measurable objectives relating to diversity (including gender diversity) at all senior management and leadership levels; broadening the field of potential candidates for senior management and board appointments; and												
(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:	Yes	(b) embedding the extent to which the Board has achieved the objective of this policy in the evaluation criteria for the annual Board performance review.												
(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or	Yes	A copy of the Diversity Policy is available on the Company's website at the following URL: www.janison.com/investors .												
(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	N/A	<p>The following measurable objectives were set by the Board:</p> <ul style="list-style-type: none"> • Promote awareness about the importance of diversity and inclusion; • Review and monitor parity of working conditions and pay across the organisation; • Ensure recruiting processes generates a diverse pool of talent and based on merit; • Analyse ratio of women to men in the workforce; • Encourage and promote flexible working practises; and • Establish appropriate channels for reporting and addressing harassment; <p>The respective proportions of men and women in the organisation are as follows:</p> <table data-bbox="751 1245 1362 1373"> <thead> <tr> <th></th><th>Men</th><th>Women</th></tr> </thead> <tbody> <tr> <td>Board</td><td>4</td><td>1</td></tr> <tr> <td>Senior Executive</td><td>5</td><td>5</td></tr> <tr> <td>FTE employees</td><td>79</td><td>66</td></tr> </tbody> </table> <p>The number of female senior executives increased from 3 to 5 since the previous reporting period, an increase of 67%.</p> <p>However, following the increase in direct reports to the CEO during the reporting period the overall proportion of women in the senior executive team dropped from 60% to 50%.</p> <p>The gender diversity has across the Company remains broadly in line with the prior reporting period, albeit slightly down from 47% to 46%. 47%, is at 46%, slightly down on last year</p> <p>Senior Executives are defined as the Executive Directors and those with a direct report into the CEO.</p>		Men	Women	Board	4	1	Senior Executive	5	5	FTE employees	79	66
	Men	Women												
Board	4	1												
Senior Executive	5	5												
FTE employees	79	66												

1.6.	<p><i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i></p> <p>(b) <i>disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	Yes	<p>The Remuneration and Nomination Committee is responsible for establishing processes for the review of the performance of the board, its committees and individual directors. For the year ended 30 June 2020 the process included open discussion reviews.</p>
1.7.	<p><i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of its senior executives; and</i></p> <p>(b) <i>disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	Yes	<p>The Remuneration and Nomination Committee is responsible for reviewing and making recommendations to the Board on the Company's remuneration framework, remuneration packages and policies applicable to its senior executives. The Board and senior executive team review the performance of its senior executives and address any issues that may emerge.</p> <p>Annual performance reviews in accordance with these processes were conducted for all staff in relation to the reporting period.</p>
2. Structure the board to add value			
2.1.	<p><i>The board of a listed entity should:</i></p> <p>(a) <i>have a nomination committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p>(b) <i>if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence</i></p>	Yes	<p>The Board of the Company has established a Remuneration and Nomination Committee responsible for the appointment of new Directors to the Company.</p> <p>The Remuneration and Nomination Committee is comprised of the following members:</p> <p>(a) Mr Brett Chenoweth – Non-Executive Director;</p> <p>(b) Mr Mike Hill – Non-Executive Chairman;</p> <p>(c) Mr Wayne Holden – Non-Executive Director; and</p> <p>(d) Ms Allison Doorbar – Non-Executive Director</p> <p>Of its four members, the Company considers Mr Brett Chenoweth, Mr Mike Hill and Ms Allison Doorbar to be independent. Mr Brett Chenoweth is chairman of the Remuneration and Nomination Committee.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL: www.janison.com/investors.</p> <p>The number of Remuneration and Nomination Committee meetings held during the period is disclosed in the Company's Annual Report.</p>

	<i>and diversity to enable it to discharge its duties and responsibilities effectively.</i>		
2.2.	<i>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</i>	Yes	The Board strives to ensure that it is comprised of Directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Board has adopted a board skills matrix and a copy of the matrix is available on the Company's website at the following URL: www.janison.com/investors .
2.3.	<i>A listed entity should disclose:</i> <i>(a) the names of the directors considered by the board to be independent directors;</i> <i>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</i> <i>(c) the length of service of each director.</i>	Yes	<p>The Board has reviewed the position and associations of each of the four Directors in office and has determined that Mr Mike Hill, Mr Brett Chenoweth, Mr David Willington and Ms Allison Doorbar are independent. In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant.</p> <p>The Board notes that Mr Willington is a director of Mannagum Capital Pty Ltd which previously provided services to Janison Solutions Pty Ltd (which was acquired by the Company in December 2017). Since completion, Mannagum Capital Pty Ltd has not provided services to Janison Solutions Pty Ltd or the Company. Accordingly, on balance, given Mr Willington's role as a non-executive director of the Board and other considerations, the Board formed the view that for the financial year ended 30 June 2020, Mr Willington is an independent director of the Board.</p> <p>The Board assesses the independence of new Directors upon appointment and reviews their independence, and the independence of the other directors as appropriate.</p> <p>Information with respect to potential issues of independence may be disclosed to the market but no formal policy exists to ensure such disclosure.</p> <p>The Company has disclosed the details of each Director (including their length of service) in documents lodged with the ASX and in the Company's Annual Report.</p>
2.4.	<i>A majority of the board of a listed entity should be independent directors.</i>	Yes	<p>The Board considers Mr Mike Hill, Mr Brett Chenoweth, Mr David Willington and Ms Allison Doorbar to be independent directors.</p> <p>The Board has taken the following steps to structure the Board to add value despite already having an independent majority of directors:</p> <p>(a) membership of the Board is focused on providing the Company with a broad base of industry skills and experiences considered necessary to fulfil the business objectives of the Company; and</p>

		(b) membership of the Board is reviewed on an on-going basis by the Chairman of the Board to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's business and its objectives.	
2.5.	<i>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.</i>	Yes	The Company's Non-Executive Chairman, Mr Mike Hill, satisfies the ASX Principles and Recommendations definition of an independent director. The CEO of the Company is Mr David Caspari.
2.6.	<i>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</i>	Yes	<p>The Company has an induction programme for each new Director upon appointment. This includes meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.</p> <p>On an ongoing basis, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.</p>
3. Promote ethical and responsible decision-making			
3.1.	<i>A listed entity should:</i> <i>(a) have a code of conduct for its directors, senior executives and employees; and</i> <i>(b) disclose that code or a summary of it.</i>	Yes	The Company has adopted a formal Code of Conduct which is available on the Company's website at the following URL: www.janison.com/investors .
4. Safeguard integrity in financial reporting			
4.1.	<i>The board of a listed entity should:</i> <i>(a) have an audit committee which:</i> <i>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i> <i>(2) is chaired by an independent director, who is not the chair of the board,</i> <i>and disclose:</i> <i>(3) the charter of the committee;</i> <i>(4) the relevant qualifications and experience of the members of the committee; and</i> <i>(5) in relation to each reporting period, the number of times the committee met</i>	No	<p>The Board of the Company has a separately constituted Audit and Risk Committee to assist the Board in ensuring the integrity of the Company's financial reporting, the effectiveness of the Company's systems of financial risk management and internal control, and monitoring the Company's external audit functions.</p> <p>The Audit and Risk Committee is comprised of the following members:</p>
		Yes	<p>(a) Mr Mike Hill – Non-Executive Chairman</p> <p>(b) Mr David Willington – Non-Executive Director.</p> <p>(c) Mr Wayne Houlden – Non-Executive Director.</p>
		Yes	Of its three members, the Company considers Mr Mike Hill and Mr David Willington to be independent. The Board does not currently consider it appropriate for the Audit and Risk Committee to consist entirely of non-executive directors, a majority of whom are independent, given that the Company considers that at least (1) Audit and Risk Committee member

<p><i>throughout the period and the individual attendances of the members at those meetings; or</i></p> <p><i>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</i></p>		<p>should be an executive Director for the Company to be effectively managed.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website at the following URL: www.janison.com/investors.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed in the Company's Annual Report.</p>
<p>4.2. <i>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</i></p>	<p>Yes</p>	<p>The Company has received a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and comply with the proper standards.</p>
<p>4.3. <i>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</i></p>	<p>Yes</p>	<p>An external auditor will be present at the Company's annual general meeting and be available to answer questions from security holders relevant to audit.</p>
<p>5. Make timely and balanced disclosure</p>		
<p>5.1. <i>A listed entity should:</i></p> <p><i>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</i></p> <p><i>(b) disclose that policy or a summary of it.</i></p>	<p>Yes</p>	<p>The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law, including the Corporations Act and the ASX Listing Rules.</p> <p>A copy of the Company's Continuous Disclosure Policy is available at the following URL: www.janison.com/investors.</p>

6. Respect the rights of shareholders			
6.1.	<i>A listed entity should provide information about itself and its governance to investors via its website.</i>	Yes	<p>The Company provides information about itself and its governance to its investors on the Company's website via the following URL: www.janison.com/investors.</p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
6.2.	<i>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</i>	Yes	The Company has a formal investor and media relations plan in place whereby the Company will provide regular news flow to keep investors and media updated and engaged.
6.3.	<i>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</i>	Yes	<p>The Company has a formal Shareholder Communication Policy in place whereby information will be communicated to shareholders through:</p> <ul style="list-style-type: none"> (a) continuous disclosure of all relevant financial and other information to the ASX; (b) publishing information on the Company's website at www.janison.com/investors; (c) periodic disclosure through the Annual Report and the half year financial report; (d) notice of meetings and explanatory material; and (e) the AGM and other general meetings. <p>A copy of the Shareholder Communication Policy is available on the Company's website at the following URL: www.janison.com/investors.</p>
6.4.	<i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
7. Recognise and manage risk			
7.1.	<i>The Board of a listed entity should:</i>		
	<i>(a) have a committee or committees to oversee risk, each of which:</i>		
	<i>(1) has at least three members, a majority of whom are independent directors; and</i>	Yes	The Board of the Company has a separately constituted Audit and Risk Management Committee to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the Company's risk profile and risk policy, and the effectiveness of the Company's risk management framework and its supporting risk management systems.
	<i>(2) is chaired by an independent director, and disclose:</i>	Yes	The Audit and Risk Management Committee is comprised of the following members:
	<i>(3) the charter of the committee;</i>	Yes	(a) Mr Mike Hill – Non-Executive Chairman
	<i>(4) the members of the committee; and</i>	Yes	(b) Mr David Willington – Non-Executive Director; and
	<i>(5) as at the end of each reporting period, the number of times the committee met throughout the period</i>	Yes	(c) Mr Wayne Houlden – Non-Executive Director.
			Of its three members, the Company considers Mr Mike Hill and Mr David Willington to be independent. The Audit and Risk

	<p>and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>Management Committee is chaired by Mr Mike Hill, who is an independent director.</p> <p>A copy of the Audit and Risk Management Committee Charter is available on the Company's website at the following URL: www.janison.com/investors.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed in the Company's Annual Report.</p>
7.2.	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>Yes</p>	<p>The Audit and Risk Management Committee review the Company's risk management framework throughout the year.</p> <p>As part of the review, management include briefings on key risks and risk management activities in their reports to the Audit and Risk Committee. Having conducted such reviews throughout the reporting period the Audit and Risk Management Committee resolved that the Company's risk management framework continues to be sound.</p>
7.3.	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company does not have an internal audit function. The Audit and Risk Management Committee will periodically review the Company's operations to evaluate the effectiveness of risk management and internal control processes of the Company. In addition, the Audit and Risk Management Committee will directly monitor the potential exposures facing the Company through ongoing reporting by the CFO.</p> <p>For each reporting period the Company's external auditor also conducts a control review to consider and report on the risks facing the Company and the controls the Company has in place to mitigate those risks.</p>
7.4.	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>All material risks to economic, environmental and social sustainability risks will be announced to the market, in accordance with the requirements of the ASX Listing Rules and otherwise.</p>
8. Remunerate fairly and responsibly			
8.1.	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>		<p>The Board of the Company has a separately constituted Remuneration and Nomination Committee to assist the Board in fulfilling its corporate governance responsibilities relating to the Company's remuneration framework, remuneration packages and policies applicable to employees of the Company.</p>
	<p>(1) has at least three members, a majority of whom are independent directors; and</p>	Yes	
	<p>(2) is chaired by an independent director, and disclose:</p>	Yes	<p>The Remuneration and Nomination Committee is comprised of the following members:</p>
	<p>(3) the charter of the committee;</p>	Yes	<p>(a) Mr Brett Chenoweth – Non-Executive Director;</p>

<p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p>(b) <i>if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</i></p>	<p>Yes</p> <p>Yes</p>	<p>(b) Mr Mike Hill – Non-Executive Chairman;</p> <p>(c) Mr Wayne Houlden – Non-Executive Director; and</p> <p>(d) Ms Allison Doorbar – Non-Executive Director.</p> <p>Of the Remuneration and Nomination Committee’s four members, the Company considers Mr Brett Chenoweth, Mr Mike Hill and Ms Allison Doorbar to be independent. Mr Brett Chenoweth is the chairman of the Remuneration and Nomination Committee.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company’s website at the following URL: www.janison.com/investors.</p> <p>The number of Remuneration and Nomination Committee meetings held during the period is disclosed in the Company’s Annual Report.</p>
<p>8.2. <i>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.</i></p>	<p>Yes</p>	<p>The Company disclosed its remuneration policy in the 2020 Annual Report.</p>
<p>8.3. <i>A listed entity which has an equity-based remuneration scheme should:</i></p> <p>(a) <i>have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</i></p> <p>(b) <i>disclose that policy or a summary of it.</i></p>	<p>Yes</p>	<p>The Company has a Securities Trading Policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration scheme.</p> <p>A copy of the Securities Trading Policy is available on the Company’s website at the following URL: www.janison.com/investors.</p>