

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

hipages Group Holdings Limited

ABN/ARBN

67 644 430 839

Financial year ended:

30 June 2021

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report:

This URL on our website:

☒ <https://hipagesgroup.com.au/investor-centre/corporategovernance>

The Corporate Governance Statement is accurate and up to date as at 26 August 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 26 August 2021

Name of authorised officer authorising lodgement:  
Andrew Whitten, Company Secretary

<sup>1</sup> "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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> 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.

See notes 4 and 5 below for further instructions on how to complete this form.

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

<sup>5</sup> 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.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) 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>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a> and we have disclosed the information referred to in paragraph (c) at:</p> <p>in our Corporate Governance Statement and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>in our Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
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><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a> and the information referred to in paragraphs (4) and (5) at: Page 9 of the Annual Financial Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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, affiliation 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 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><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at:</p> <p>in our Corporate Governance Statement and the length of service of each director at:</p> <p>in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Annual Financial Report-Directors' Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out 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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our corporate governance statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Annual Financial Report-Directors' Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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 governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed 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 at: ..... <i>[insert location]</i>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: in our Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks at: in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
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><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="https://hipagesgroup.com.au/investor-centre/corporategovernance">https://hipagesgroup.com.au/investor-centre/corporategovernance</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: the Annual Financial Report-Directors' Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

# Corporate Governance Statement

## 2021 CORPORATE GOVERNANCE STATEMENT

The Board of hipages Group Holdings Limited (**hipages** or **Company**) recognises the importance of having proper and effective corporate governance arrangements and of communicating our approach to corporate governance to our shareholders.

The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) seek to promote eight (8) general corporate governance principles and provide recommendations as to how a listed entity might give effect to these eight principles (**ASX Recommendations**).

This Corporate Governance Statement discloses the extent to which hipages has followed the ASX Recommendations during the reporting period and identifies any Recommendation which the Company has not followed and states the Company's reasons, and the alternative governance practices the Company adopted in lieu of the Recommendation. This corporate governance statement is current as at 26<sup>th</sup> August 2021 and has been approved by the Board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1. Lay solid foundations for management and oversight</b>		
1.1 A listed entity should have and disclose a board charter setting out:	Yes	The Board is responsible for the corporate governance of the Company.
(a) the respective roles and responsibilities of its board and management; and		The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities will be exercised, discharged or delegated, having regard to principles of good corporate governance and applicable laws.
(b) those matters expressly reserved to the board and those delegated to management.		A copy of the Board Charter is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
1.2 A listed entity should:	Yes	The Company undertakes background checks with regards to proposed directors and senior executives' character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director or appointment as a senior executive, as appropriate.
(c) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and		For directors, any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected.
(d) 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.		All material information that the Company has in its possession about its directors and senior executives has been disclosed. In the event that an individual is nominated to be a Director, their curriculum vitae with their relevant professional history and qualifications will be circulated to the security holders in the Company in the notice of annual general meeting or the notice of general meeting (as applicable) when the ratification of that appointment is considered by shareholders.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors and senior executives of the Company are given letters of appointment and/or service agreements prior to their engagement with the Company which sets out the terms of their appointment.
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.	Yes	The Company Secretary position is directly accountable to the Board through the Chair on all matters relevant to the proper functioning of the Board.

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1. Lay solid foundations for management and oversight (continued)</b>		
1.5 A listed entity should:	Yes	The Company has adopted a diversity policy and it recognises that a commitment to achieving greater gender and multicultural diversity is essential for enabling the Company to attract and retain employees with the best skills and abilities.
(a) Have and disclose 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;		A copy of the Diversity Policy is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and		The measurable objectives set by the Board and the Company's progress to the objectives are disclosed in the annual report.
(c) disclose in relation to each reporting period:		
1) the measurable objectives set for that period to achieve gender diversity;		
2) the entity's progress towards achieving those objectives; and		
3) either:		
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or		
(B) 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.		
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period		

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1. Lay solid foundations for management and oversight (continued)</b>		
1.6 A listed entity should:		As denoted in the Board Charter, performance evaluations of the Board as a group and of individual Directors will be undertaken annually by the Board. Evaluations will be undertaken against set criteria and, where considered appropriate, third party advisers may be engaged to provide assistance.
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	Yes	
(b) disclose, for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	No	Further, as set out in the Remuneration and Nominations Committee Charter, the Remuneration and Nominations Committee will assist the Board to assess Board performance, and the performance of Board committees and individual Directors.  Due to the Board only recently being appointed following the Company's listing in November 2020, the Company did not undertake formal performance appraisals of individual Directors during the financial year ended 30 June 2021.
1.7 A listed entity should:		As denoted in the Board Charter, with assistance from the Remuneration and Nominations Committee, the Board is responsible for reviewing the performance of its senior executives (including the CEO) on a regular and continuing basis.
(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and	Yes	
(b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.	Yes	The Company did undertake a performance evaluation of the senior executive team during the financial year ended 30 June 2021.
<b>2. Structure the Board to be effective and add value</b>		
2.1 The board of a listed entity should:	Yes	The Company has a Remuneration and Nominations Committee, with its own Charter.
(c) have a nomination committee which:		
1) has at least three members, a majority of whom are independent directors; and		The Committee comprises three Non-Executive Board members (Inese Kingsmill, Chris Knoblanche and Nicholas Gray), a majority of whom are considered independent Directors. The Remuneration and Nominations Committee is chaired by Inese Kingsmill who is considered an Independent Director.
2) is chaired by an independent director, and disclose:		
3) the charter of the committee;		A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL:
4) the members of the committee; and		<a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
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		Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, contained within the 2021 Annual Report.
(d) 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.	N/A	



# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>2. Structure the Board to be effective and add value (continued)</b>		
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	<p>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 Company has a board skills matrix, setting out the mix of skills and diversity of the current Directors of the Company.</p> <p>A copy of the Board Skills Matrix is available on the Company website at the following URL:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>
2.3 <i>A listed entity should disclose:</i>		
(a) <i>the names of the directors considered by the board to be independent directors;</i>	Yes	<p>The Board has reviewed the position and associations of each of the five Directors in office and has determined that the following Directors are independent:</p>
(b) <i>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>	Yes	<ul style="list-style-type: none"> <li>• Chris Knoblanche;</li> <li>• Stacey Brown, and</li> <li>• Inese Kingsmill</li> </ul> <p>In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations (4<sup>th</sup> Edition), and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews their independence, and the independence of the other directors as appropriate.</p>
(c) <i>the length of service of each director.</i>	Yes	<p>The interests of the Directors are disclosed in the 2021 Annual Report.</p> <p>The Company has disclosed the details of each Director (including their length of service) in the Company's 2021 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 three of the five Directors to be independent directors. The three directors considered independent are:</p> <ul style="list-style-type: none"> <li>• Chris Knoblanche;</li> <li>• Stacey Brown, and</li> <li>• Inese Kingsmill</li> </ul>

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>2. Structure the Board to be effective and add value (continued)</b>		
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 current Chairman, Mr Chris Knoblanche, is considered an independent Director by the Board of the Company, and Mr Knoblanche satisfies the ASX Principles and Recommendations definition of an independent Director. Mr Knoblanche is not the same person as the CEO of the Company.
2.6 <i>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</i>	Yes	<p>As provided in the Board Charter, new Directors will be provided with an induction programme to assist them in discharging duties effectively.</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>
<b>3. Instill a Culture of Acting Lawfully, Ethically and Responsibly</b>		
3.1 <i>A listed entity should articulate and disclose its values</i>	Yes	<p>The Company values are:</p> <ul style="list-style-type: none"> <li>• Service: we enjoy exceeding people's expectations;</li> <li>• Being Genuine: We are powered by real people who breathe life into the brand;</li> <li>• Innovation: We constantly challenge the way things are done;</li> <li>• Value: We love adding value and we don't hold back; and</li> <li>• Collaboration: We bounce ideas around, listen and respect each other.</li> </ul> <p>The Company values are published in the Code of Conduct which is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>
3.2 <i>A listed entity should:</i>		
(a) <i>have and disclose a code of conduct for its directors, senior executives and employees; and</i>	Yes	<p>The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business. Through ongoing reporting by management, any material breaches are reported to the Board.</p> <p>A copy of the Code of Conduct is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>
(b) <i>ensure that the board or a committee of the board is informed of any material breaches of that code.</i>	Yes	

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>3. Instill a Culture of Acting Lawfully, Ethically and Responsibly (continued)</b>		
3.3 A listed entity should:		The Company has adopted a Whistleblower Protection Policy. Through ongoing reporting, whilst preserving confidentiality, the Board is provided periodic reports on any disclosures under the policy.
(a) have and disclose a whistleblower policy; and	Yes	
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	A copy of the Whistleblower Protection Policy is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
3.4 A listed entity should:	Yes	The Company has not adopted a stand-alone anti-bribery and corruption policy, however section 6 of the Company's Code of Conduct, <i>Anti-Bribery and Corruption</i> , provides how the Company is committed to acting professionally, fairly and with integrity in all business dealings and relationships. A copy of the Code of Conduct is available on the Company's website at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
(a) have and disclose an anti-bribery and corruption policy; and		
(b) ensure that the board or committee of the board is informed of any material breaches of that policy.		The Code of Conduct provides that the Board, or senior executives with the appropriate delegations of the Board, will undertake monitoring of the adherence to the Company's compliance with the anti-bribery and corruption policies.

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>4. Safeguard the integrity of corporate reports</b>		
4.1 <i>The board of a listed entity should:</i>		The Company has an Audit and Risk Committee, with its own Charter.
(e) <i>have an audit committee which:</i>	Yes	
1) <i>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i>		The Committee comprises three Non-Executive Board members (Stacey Brown, Chris Knoblanche and Inese Kingsmill), with each member of the Committee considered an independent Director. The Audit and Risk Committee is chaired by Stacey Brown who is considered an Independent Director.
2) <i>is chaired by an independent director, who is not the chair of the board, and disclose:</i>		A copy of the Audit and Risk Charter is available on the Company's website at the following URL:
3) <i>the charter of the committee;</i>		<a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
4) <i>the relevant qualifications and experience of the members of the committee; and</i>		Details of the relevant qualifications and experience of the Committee members can be found within the Prospectus released to ASX on 11 November 2020 and in the 2021 Annual Report.
5) <i>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</i>		Details of the number of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, contained in the 2021 Annual Report.
(f) <i>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>	N/A	
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>	Yes	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.

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>4. Safeguard the integrity of corporate reports (continued)</b>		
4.3 <i>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.</i>	Yes	<p>The Company releases Half Year Financial Reports which are reviewed by external auditor, PWC and Full Year Financial Reports which are audited by external auditor PWC.</p> <p>The Company also releases Quarterly Activities reports and Quarterly cash flow reports in accordance with ASX Listing Rule 4.7B.</p> <p>The Company is committed to providing clear, concise and effective disclosure in its corporate reports. The Company's goal is that periodic corporate reports will be accurate, balanced and provide investors with appropriate information to make informed investment decisions.</p> <p>The Company's process for verifying unaudited periodic corporate reports is as follows:</p> <ul style="list-style-type: none"> <li>• reports are prepared by or under the supervision of subject matter experts;</li> <li>• material statements in the reports are reviewed for accuracy and material requirements and appropriately interrogated;</li> <li>• other than administrative announcements all the announcements must be approved by the Board.</li> </ul> <p>This process is intended to ensure that all applicable laws, regulations and company policies have been complied with and that the source of the information is able to be verified and that appropriate approvals have been obtained before a report is released to the market.</p>
<b>5. Make timely and balanced disclosure</b>		
5.1 <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	Yes	<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: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>
5.2 <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	Yes	<p>The Board approves all material announcements before they are released to the market. In addition, each Hipages director receives an immediate notification from the ASX of any Hipages Limited ASX announcement.</p>
5.3 <i>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.</i>	Yes	<p>Pursuant to section 6.5 of the Company's Continuous Disclosure Policy, ahead of any new and substantive investor or analyst presentation a copy of the presentation materials must be released to ASX.</p>

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>6. Respect the rights of shareholders</b>		
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:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/">https://hipagesgroup.com.au/investor-centre/</a></p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
6.2 <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	Yes	<p>The Company has adopted a formal Communications Policy and within the policy Chapter 3, <i>Communications with Shareholders, Employees and The Market</i>, provides how the Company will provide regular news flow to keep investors updated and engaged.</p> <p>The Company also has an Investor Relations Program policy available at the following URL: <a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>
6.3 <i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i>	Yes	<p>The Company has a formal Communications Policy in place and Chapter 3 of the policy details how the Company facilitates and encourages participation at meetings of security holders, including:</p> <ul style="list-style-type: none"> <li>(a) making directors of the Company, members of the management team and the external auditor available to shareholders at the meeting;</li> <li>(b) allowing shareholders in attendance a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report;</li> <li>(c) providing shareholders who are unable to attend the meeting with an opportunity to submit questions in advance of the meeting; and</li> <li>(d) allowing shareholders to lodge proxies electronically.</li> </ul>
6.4 <i>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.</i>	Yes	As noted in Chapter 3 of the Communications Policy, all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.
6.5 <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 registry communications, annual reports, announcements and updates electronically.

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>7. Recognise and manage risk</b>		
7.1 <i>The Board of a listed entity should:</i>		The Company has an Audit and Risk Committee, with its own Charter.
(a) <i>have a committee or committees to oversee risk, each of which:</i>	Yes	The Committee comprises three Non-Executive Board members (Stacey Brown, Chris Knoblanche and Inese Kingsmill), with each member of the Committee considered an independent Director. The Audit and Risk Committee is chaired by Stacey Brown who is considered an Independent Director.
1) <i>has at least three members, a majority of whom are independent directors; and</i>		A copy of the Audit and Risk Charter is available on the Company's website at the following URL:
2) <i>is chaired by an independent director, and disclose:</i>		<a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a>
3) <i>the charter of the committee;</i>		Details of the number of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, contained in the 2021 Annual Report.
4) <i>the members of the committee; and</i>		
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>		
(b) <i>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.</i>	N/A	
7.2 <i>The board or a committee of the board should:</i>		The Audit and Risk Committee regularly reviews and approves the Risk Management Framework of the Company to ensure soundness of the risk framework and to affirm that the Company is operating with due regard to the Board risk appetite.
(a) <i>review the entity's risk management 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; and</i>	Yes	The Risk Management Framework was reviewed by the Audit and Risk Committee during the reporting period.
(b) <i>disclose in relation to each reporting period, whether such a review has taken place.</i>	Yes	
7.3 <i>A listed entity should disclose:</i>	No	The Company did not have a formal internal audit function during the reporting period ended 30 June 2021. The Company has internal processes set up for evaluating and continually improving the effectiveness of its risk management and internal control framework which is performed by the Finance and in-house legal team. This includes an annual Internal Audit review plan approved by the Audit and Risk Committee.
(a) <i>if it has an internal audit function, how the function is structured and what role it performs; or</i>		
(b) <i>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 governance, risk management and internal control processes.</i>		The Company will continue to assess whether a separate internal audit function should be implemented.
7.4 <i>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</i>	Yes	Information regarding material exposures to key risks and how the Company intends to manage said risks can be found from page 18 in the Prospectus, released to ASX on 11 November 2020, or within the 2021 Annual Report.

# Corporate Governance Statement

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>8. Remunerate fairly and responsibly</b>		
<p>8.1 <i>The Board of a listed entity should:</i></p> <p>(g) <i>have a remuneration 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>(h) <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>	Yes	<p>The Company has a Remuneration and Nomination Committee, with its own Charter.</p> <p>The Committee comprises three Non-Executive Board members (Inese Kingsmill, Chris Knoblanche and Nicholas Gray), a majority of whom are considered independent Directors. The Remuneration and Nomination Committee is chaired by Inese Kingsmill who is considered an Independent Director.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report contained in the 2021 Annual Report.</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>	Yes	The structure and details of Directors' remuneration is disclosed in the 2021 Annual Report.
<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>	Yes	<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:</p> <p><a href="https://hipagesgroup.com.au/investor-centre/corporate-governance/">https://hipagesgroup.com.au/investor-centre/corporate-governance/</a></p>