

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Janison Education Group Limited
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ABN/ARBN

90 091 302 975
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Financial year ended:

30 June 2022
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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: [www.janison.com/about/investor-relations/#corporate-governance](http://www.janison.com/about/investor-relations/#corporate-governance)

The Corporate Governance Statement is accurate and up to date as at 22 August 2022 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: 22 August 2022

Name of authorised officer  
authorising lodgement:

Maggie Niewidok  
Company Secretary

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<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 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 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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> .....	
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"/> 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.	<input checked="" type="checkbox"/> in our Corporate Governance Statement (refer to JAN's Annual Report 2022, page 61, under the heading 'Employment Terms for KMP').	
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"/> in our Corporate Governance Statement.	

<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 <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>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period:               <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity’s progress towards achieving those objectives; and</li> <li>(3) either:                   <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <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"/></p> <p>and we have disclosed a copy of our diversity policy at:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>            .....</p> <p>and we have disclosed the information referred to in paragraph (c) at:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.            .....</p> <p>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>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</p>	
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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</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 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"/></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:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>            .....</p> <p>and the information referred to in paragraphs (4) and (5) at:            in our FY22 Annual Report.            .....</p>	
2.2	<p>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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>            .....</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>
2.3	<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:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>                      in our FY22 Annual Report and 2022 Corporate Governance Statement.                      .....</p> <p>and, where applicable, the information referred to in paragraph (b) at:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.                      .....</p> <p>and the length of service of each director in our FY22 Annual Report.                      .....</p>	
2.4	A majority of the board of a listed entity should be independent directors.	<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.	<input checked="" type="checkbox"/> in our Corporate Governance Statement.	
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"/> in our Corporate Governance Statement.	

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<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://www.janison.com/about/careers/">https://www.janison.com/about/careers/</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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in the Code of Conduct policy. .....	
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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</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>and we have disclosed a copy of the charter of the committee at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a></p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at: in our FY22 Annual Report.</p> <p>.....</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"/> 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"/> in our Corporate Governance Statement.</p>	



Key to Disclosures Corporate Governance Council Principles and Recommendations

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<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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> .....	
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"/> 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"/> 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="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> .....	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> 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 at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our Shareholder Communications Policy. .....	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/> 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"/> in our Corporate Governance Statement.	
<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>and we have disclosed a copy of the charter of the committee at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a></p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at: FY22 Annual Report.</p> <p>.....</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><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a></p> <p>in our 2022 Corporate Governance Statement.</p> <p>.....</p>	

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<p>7.3 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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>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:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</p>	
<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement</p> <p>.....</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p><a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement.</p> <p>.....</p>	

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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"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a></p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our 2022 Corporate Governance Statement and FY22 Annual Report.</p> <p>.....</p>	
8.2	<p>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>	<p><input checked="" type="checkbox"/></p> <p>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 in our:</p> <p>FY22 Annual Report.</p> <p>.....</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"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a> in our Securities Trading Policy.</p> <p>.....</p>	

# 2022 CORPORATE GOVERNANCE STATEMENT

The Board of Janison Education Group Limited (**Janison** 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 Janison 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 22 August 2022 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>		
<b>1.1 A listed entity should have and disclose a board charter setting out:</b> (a) <i>the respective roles and responsibilities of its board and management; and</i> (b) <i>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, discharged or delegated, having regard to principles of good corporate governance and applicable laws.</p> <p>A copy of the Board Charter is available on the Company’s website at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>
<b>1.2 A listed entity should:</b> (a) <i>undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</i> (b) <i>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 background 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>All material information that the Company has in its possession 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 securityholders 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.</p>
<b>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b>	Yes	<p>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.</p>

<p>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.</p>	<p>Yes</p>	<p>The Company Secretary position is directly accountable to the Board through the Chairperson on all matters relevant to the proper functioning of the Board.</p>												
<p>1.5 A listed entity should:</p> <p>(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;</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> <ol style="list-style-type: none"> <li>1) the measurable objectives set for that period to achieve gender diversity;</li> <li>2) the entity's progress towards achieving those objectives; and</li> <li>3) either:             <ol style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ol> </li> </ol> <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>Yes</p>	<p>At a Board and senior management level, gender diversity has been identified as a key area of focus for the Company. 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:</p> <ol style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ol> <p>A copy of the Diversity Policy is available on the Company's website at the following URL:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p> <p>The following measurable objectives were set by the Board:</p> <ul style="list-style-type: none"> <li>• Promote awareness about the importance of diversity and inclusion;</li> <li>• Review and monitor parity of working conditions and pay across the organisation;</li> <li>• Ensure recruiting processes generates a diverse pool of talent and based on merit;</li> <li>• Analyse ratio of women to men in the workforce;</li> <li>• Encourage and promote flexible working practises; and</li> <li>• Establish appropriate channels for reporting and addressing harassment;</li> </ul> <p>The respective proportions of men and women in the organisation are as follows:</p> <table border="1" data-bbox="829 1612 1468 1758"> <thead> <tr> <th></th> <th>Men</th> <th>Women</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>4</td> <td>3</td> </tr> <tr> <td>Senior Executive</td> <td>2</td> <td>4</td> </tr> <tr> <td>FTE employees</td> <td>95</td> <td>94</td> </tr> </tbody> </table> <p>The number of female senior executive remained at 4 while the male senior executives reduced from 5 to 2 since the previous reporting period.</p> <p>The gender balance across the Company remains consistent on the prior year, being equally distributed with 50% male and 50% female FTE employees.</p>		Men	Women	Board	4	3	Senior Executive	2	4	FTE employees	95	94
	Men	Women												
Board	4	3												
Senior Executive	2	4												
FTE employees	95	94												





<p><i>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.</i></p>		<p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p> <p>The number of Remuneration and Nomination Committee meetings held during the period is disclosed in the Company's Annual Report.</p>
<p>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></p>	<p>Yes</p>	<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: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>
<p>2.3 <i>A listed entity should disclose:</i></p> <p>(a) <i>the names of the directors considered by the board to be independent directors;</i></p> <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></p> <p>(c) <i>the length of service of each director.</i></p>	<p>Yes</p>	<p>The Board has reviewed the position and associations of each of the seven Directors in office and has determined that five of the Directors, Mr Mike Hill, Mr Brett Chenoweth, Ms Allison Doorbar, Ms Aristidopoulos and Ms Bailey Lord are independent. 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 Director independence 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 appointment date of each Director is as follows:</p> <ul style="list-style-type: none"> <li>• Mike Hill appointed on 7 July 2014;</li> <li>• David Caspari appointed on 24 September 2021;</li> <li>• Brett Chenoweth appointed on 7 July 2014;</li> <li>• Wayne Houlden appointed on 15 December 2017;</li> <li>• Allison Doorbar appointed on 20 June 2018;</li> <li>• Vicki Aristidopoulos appointed on 11 November 2021; and</li> <li>• Kathleen Bailey-Lord appointed on 23 February 2022.</li> </ul> <p>The interests of the Directors are disclosed in the 2022 Annual Report.</p>



2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Board considers five of the seven directors to be independent. Mr Mike Hill, Mr Brett Chenoweth, Ms Allison Doorbar, Ms Vicki Aristidopoulos and Ms Kathleen Bailey-Lord are considered independent.
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.	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 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.	Yes	<p>The Company has an induction programme for each new Director upon appointment. Amongst other things, 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>
<b>3 Instill a Culture of Acting Lawfully, Ethically and Responsibly</b>		
3.1 A listed entity should articulate and disclose its values	Yes	<p>The Company values are:</p> <ul style="list-style-type: none"> <li>• Own it and find a way;</li> <li>• Realise potential; and</li> <li>• Act Sustainably.</li> </ul> <p>The Company values are published on the Company's website at the following URL: <a href="https://www.janison.com/about/careers/">https://www.janison.com/about/careers/</a></p>
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.	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.</p> <p>A copy of the Code of Conduct is available on the Company's website at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>
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.	Yes	<p>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.</p> <p>A copy of the Whistleblower Protection Policy is available on the Company's website at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>



<p><i>internal control which is operating effectively.</i></p>		
<p>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></p>	<p>Yes</p>	<p>The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p> <p>The Company releases Half Year Financial Reports which are reviewed by external auditor, Stanton's and Full Year Financial Reports which are audited by external auditor Stanton's.</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. 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>
<p><b>5 Make timely and balanced disclosure</b></p>		
<p>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></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. A copy of the Company's Continuous Disclosure Policy is available at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>
<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></p>	<p>Yes</p>	<p>The Board approves all material announcements before they are released to the market. In addition, each Janison director receives an immediate notification from the ASX of any Janison ASX announcement.</p>

<p>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.</p>	<p>Yes</p>	<p>Pursuant to section 4.1(b) 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>
<p><b>6 Respect the rights of shareholders</b></p>		
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>The Company provides information about itself and its governance to its investors on the Company's website via the following URL: <a href="https://www.janison.com/about/investor-relations/#corporate-governance">https://www.janison.com/about/investor-relations/#corporate-governance</a></p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>Yes</p>	<p>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.</p>
<p>6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>The Company has a formal Shareholder Communications Policy in place and section 4 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; and</li> <li>(c) allowing shareholders to lodge proxies electronically.</li> </ul> <p>A copy of the Shareholder Communications Policy is available on the Company's website at the following URL: <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>
<p>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.</p>	<p>Yes</p>	<p>All resolutions at a meeting of security holders are decided by a poll rather than a show of hands.</p>
<p>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.</p>	<p>Yes</p>	<p>The Company encourages shareholders to register for receipt of registry communications, annual reports, announcements and updates electronically.</p>
<p><b>7 Recognise and manage risk</b></p>		
<p>7.1 The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p>		<p>The Board of the Company has a separately constituted Audit and Risk Management Committee to assist the Board in fulfilling</p>



8 Remunerate fairly and responsibly		
<p><b>8.1</b> <i>The Board of a listed entity should:</i></p> <p>(a) <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,</i></p> <p><i>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;</i></p> <p><i>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>	Yes	<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>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 Houlden – Non-Executive Director; and</p> <p>(d) Ms Allison Doorbar – Non-Executive Director.</p> <p>The Company considers three of its four members, 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:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#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 2022 Annual Report.</p>
<p><b>8.2</b> <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>	Yes	<p>The structure and details of Directors’ remuneration is disclosed in the 2022 Annual Report.</p>
<p><b>8.3</b> <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:  <a href="http://www.janison.com/about/investor-relations/#corporate-governance">www.janison.com/about/investor-relations/#corporate-governance</a>.</p>