



8 September 2022

The Manager  
ASX Market Announcements Office  
Australian Securities Exchange

Dear Manager

**SEEK Limited – Corporate Governance Statement and Appendix 4G**

In accordance with the Listing Rules, attached is SEEK Limited's 2022 Corporate Governance Statement and Appendix 4G for release to the market.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "R. Agnew".

**Rachel Agnew**  
Company Secretary

This announcement was authorised for release by the Board of Directors.

**For further information contact:**

**Investors & Analysts**

Dan McKenna  
SEEK Limited  
Phone: 0404 868 465

**Media**

Daniel Ellis  
SEEK Limited  
Phone: 0400 587 232



# Corporate Governance Statement

SEEK's Board considers high standards of corporate governance to be a cornerstone of creating long-term, sustainable shareholder value and to ensuring a fair, equitable and respectful workplace for its employees. The Board is committed to fulfilling its corporate governance responsibilities in the best interests of SEEK, while also protecting the interests of its stakeholders.

This statement describes the principal governance arrangements which operated across SEEK Limited (SEEK) during FY2022 to ensure effective decision making and accountability. The fourth edition of the ASX Corporate Governance Principles and Recommendations (ASX Recommendations) has been fully reflected in SEEK's governance throughout FY2022.

This Corporate Governance Statement has been approved by the Board and is current as at 8 September 2022.

## Critical governance policies and charters

SEEK maintains a Corporate Governance section on its website, making available the governance policies, Code of Conduct and the Board and Committee charters referred to in this statement. This is located in the Investors section and can be accessed at <https://www.seek.com.au/about/investors/corporate-governance/>

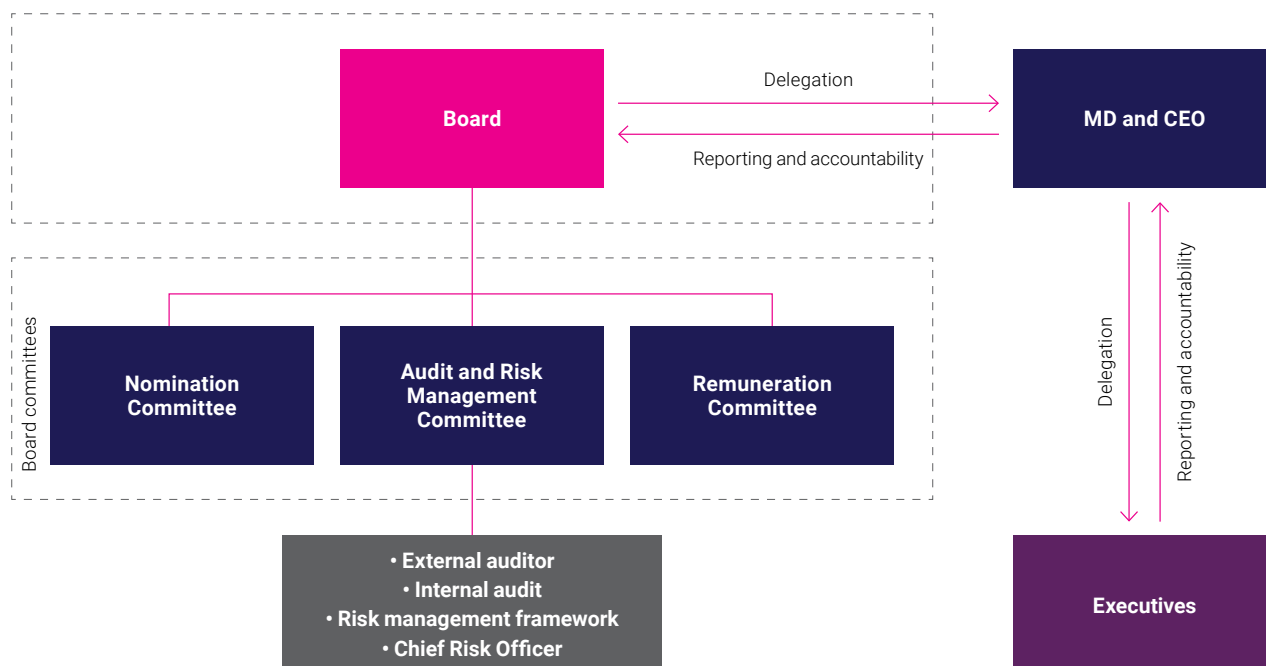
## Board of Directors

Director	Position and independence	Appointment as director
Graham Goldsmith	Chairman since January 2019 Independent Non-Executive Director	October 2012
Ian Narev	Managing Director and Chief Executive Officer	July 2021
Andrew Bassat	Non-Executive Director (not independent)	Executive Director from September 1997 Non-Executive Director from July 2021
Julie Fahey	Independent Non-Executive Director	July 2014
Leigh Jasper	Independent Non-Executive Director	April 2019
Linda Kristjanson	Independent Non-Executive Director	October 2020
Michael Wachtel	Independent Non-Executive Director	September 2018
Vanessa Wallace	Independent Non-Executive Director	March 2017



# Corporate Governance Statement

## Board structure



## Role of Board

The Board is accountable to shareholders for SEEK's performance. The Board meets regularly to set strategy, monitor risk and review SEEK's performance and progress against its strategic direction and business plans. It approves and monitors capital management including major capital expenditure. The Board also ensures SEEK has in place appropriate internal controls, corporate reporting systems and risk management. The Board is responsible for evaluating the performance of the Managing Director and Chief Executive Officer (MD and CEO), establishing and reviewing their remuneration and ensuring succession plans for key executive roles are in place.

The Board operates in accordance with the SEEK Board Charter (the Charter) which sets out the functions reserved for the Board and its key responsibilities. The Board reviews its Charter periodically to ensure it remains consistent with the Board's objectives. The Charter was most recently reviewed by the Board in August 2022.

The Charter delegates authority to the MD and CEO for the management of SEEK, subject to established financial and other limitations. The MD and CEO has overall responsibility for SEEK's operational, financial and business performance and manages the organisation.

In accordance with its Charter, the Board has established standards encouraging responsible and ethical behaviour for all SEEK employees, officers and directors. These are outlined in the Whistleblower Protection Policy, Anti Bribery and Corruption Policy and Code of Conduct, all of which have been reviewed in the last 12 months. The Code of Conduct applies to all SEEK employees, including its directors and senior executives. The Audit and Risk Management Committee receives periodic reports on any material incidents reported under the Anti Bribery and Corruption Policy, the Whistleblower Protection Policy and the Code of Conduct.

*Our SEEK* is SEEK's revised culture statement, which articulates our values and applies across the organisation. It aligns SEEK's purpose with a clearly defined set of principles and behaviours to guide decision making and the operation of the business. A summary can be found in SEEK's Sustainability Report 2022.

## Chairman

Graham Goldsmith became Chairman in January 2019 having served for six years on the Board and as Chairman of the Audit and Risk Management Committee. He is an Independent Director and devotes significant time to his chairmanship. The Charter describes his responsibilities, which involve working closely with the MD and CEO as the primary link between the Board and management. He leads the Board in discharging its responsibilities and is supported by the Company Secretary in ensuring effective Board governance and meetings.

## Company Secretary

The Company Secretary is Rachel Agnew, who is accountable directly to the Board, through the Chairman, on all matters to do with corporate governance and the proper functioning of the Board. Each director has access to advice and support of the Company Secretary.

# Corporate Governance Statement

## Board committees

The Board has established three standing committees which provide efficient and effective mechanisms to focus on key areas of Board responsibility. Each Committee has a separate charter that sets out the roles and responsibilities of that Committee, as well as the membership and any other requirements for the running of the Committee. Each Committee regularly reports to the Board on matters relevant to the Committee's roles and responsibilities. On occasion, the Board has also established ad hoc committees to provide specific oversight of time-critical matters.

During FY2022, the Board established an ad hoc Euro Medium-Term Note Program (EMTN) Committee to consider and approve an update to SEEK's EMTN Program and any transactions under the updated program over a 12-month period.

Committee	Membership	Key roles and responsibilities
<b>Audit and Risk Management Committee</b>	Michael Wachtel (Chairman) Julie Fahey Graham Goldsmith Vanessa Wallace	The Committee supports the Board by: <ul style="list-style-type: none"><li>• reviewing and recommending the statutory financial reports;</li><li>• making recommendations in relation to SEEK's accounting and financial controls;</li><li>• recommending the appointment of the external auditor and assessing the provision of non-audit services and external auditor independence;</li><li>• reviewing and recommending the Risk Management Framework and Risk Appetite Statements, monitoring SEEK's risk management against the Risk Management Framework and overseeing the insurance program;</li><li>• reviewing the risk aligned internal audit plan, reports on significant findings, management's actions to remediate findings and the adequacy of SEEK's processes for managing risk; and</li><li>• reviewing and recommending the Compliance Management Framework, and SEEK's core governance compliance policies;</li><li>• receiving and reviewing periodic reports from management in relation to compliance matters, including material compliance breaches, incidents and responses reported under the Whistleblower Protection Policy and Anti Bribery and Corruption Policy and Code of Conduct.</li></ul>
<b>Remuneration Committee</b>	Leigh Jasper (Chairman) Graham Goldsmith Linda Kristjanson Vanessa Wallace	The Committee supports the Board by reviewing and recommending: <ul style="list-style-type: none"><li>• SEEK's remuneration strategy, framework and design;</li><li>• allocation of the pool of non-executive director fees;</li><li>• the remuneration structure, outcomes and termination arrangements for the MD and CEO and the Executive Leadership Team;</li><li>• the design of equity-based plans; and</li><li>• SEEK's Diversity and Inclusion Policy, gender pay equity, diversity measurable objectives and annual progress against these objectives.</li></ul>
<b>Nomination Committee</b>	Graham Goldsmith (Chairman) Leigh Jasper Linda Kristjanson Michael Wachtel	The Committee supports the Board by: <ul style="list-style-type: none"><li>• reviewing the size and composition of the Board and its Committees;</li><li>• reviewing updates to the Board skills and experience matrix;</li><li>• reviewing director succession and recommending the selection and appointment of new directors and retirement and re-election;</li><li>• reviewing the independence of non-executive directors and SEEK's Director Independence Guidelines;</li><li>• developing and implementing the process for evaluating Board, Committee, Chairman of the Board and individual director performance;</li><li>• ensuring there is a director induction program and professional development for the Board; and</li><li>• making recommendations on emerging governance requirements and recommendations.</li></ul>

## Committee composition

- Members of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee are independent non-executive directors. Following amendments to the Nomination Committee Charter, going forward, the Nomination Committee will comprise the Chairman, the Chairs of the Board Committees and one additional non-executive director (previously all non-executive directors were members of the Nomination Committee).
- All committees have a minimum of three members.
- All committees are chaired by an independent non-executive director. The Audit and Risk Management Committee Chair may not be the Chairman of the Board.
- The relevant financial qualifications and experience of the members of the Audit and Risk Management Committee are set out in the Directors' Report on pages 14 and 15 of the FY2022 Appendix 4E and Statutory Accounts.

The number of times each committee met during the reporting period and the individual attendances of the members at those meetings is set out in the Directors' Report on page 16 of the FY2022 Appendix 4E and Statutory Accounts.

# Corporate Governance Statement

## Board composition

In determining the Board's composition, the directors consider the size of the Board by reference to the Constitution and Board Charter, SEEK's needs for director skills and experience, orderly succession planning and diversity.

As at the date of this statement, the Board comprises seven non-executive directors and a managing director. Six of SEEK's seven non-executive directors are independent, and all non-executive directors regularly confer as a group without management present. Ian Narev (as MD and CEO) and Andrew Bassat (as the former MD and CEO) are the only directors not considered independent.

Having regard to the current collective skills and experience of the Board and SEEK's strategy and operations, the Board is currently undertaking a search for a non-executive director with relevant experience in Asia.

## Board skills and experience matrix

The skills and experience of SEEK's directors reflect SEEK's strategy and principal activities globally. In assessing its skills and experience mix, and identifying any gaps in its collective skills, the Board applies a skills matrix as well as taking into account Board diversity. The results of the most recent survey assessing the Board's collective skills and experience is shown in the matrix below. For each individual director to be considered to have the skill, he or she must be rated 'experienced or competent' or 'expert or significant operational experience'.

In its ongoing consideration of renewal, the Board will continue to appoint directors, through vacancy or as additional Board members. This will ensure the desired skills or experience are represented and will allow the Board to address existing and emerging business and governance issues relevant to SEEK's operations, markets and strategy.

Skill area	Description	Number of directors with these skills							
		1	2	3	4	5	6	7	8
<b>Information technology/digital</b>	Technology industry, digital platform, e-commerce, technology strategy, technology infrastructure, information monetisation, digital disruption	●	●	●	●	●	●	●	
<b>Education and employment</b>	Higher education, online education, education policy, employment policy, recruitment and employment related industries	●	●	●	●	●	●		
<b>Customer and marketing</b>	Key relationships with customer base and industry participants, customer marketing strategies, consumer marketing, business development	●	●	●	●	●	●	●	
<b>Executive/senior management leadership</b>	Senior executive level role in an organisation of similar scale	●	●	●	●	●	●	●	●
<b>Listed company governance</b>	Non-executive directorship or CEO of a listed company, related shareholder and investor relationships and corporate governance	●	●	●	●	●	●	●	
<b>Financial acumen and risk management</b>	Assessment of financial performance of significant businesses, financial accounting and reporting, audit, oversight of risk management and internal controls	●	●	●	●	●	●	●	●
<b>Business mergers and acquisitions</b>	Mergers and acquisitions and business integration	●	●	●	●	●	●	●	
<b>Corporate finance</b>	Capital management, debt and equity raising	●	●	●	●	●	●		
<b>Global perspective</b>	Exposure to or responsibility for international operations or global markets	●	●	●	●	●	●	●	●
<b>Strategy and innovation</b>	Developing strategic business objectives, execution of strategy, business transformation, driving long-term change and growth	●	●	●	●	●	●	●	●

# Corporate Governance Statement

## Board diversity

**The Board's composition reflects: gender balance; a broad tenure and age range; and diverse educational and geographic backgrounds.**

SEEK is committed to providing an inclusive culture that values diversity. This is reflected in the Board's considerations on its composition. This includes ensuring the right mix and representation of skills and experience are present, along with diversity of backgrounds and experiences to bring different perspectives and enhance decision making.

## 48-67 years

Age range of directors



Directors have obtained higher education qualifications outside Australia

## 1.2 to 9.9 years

Range of tenure of SEEK's non-executive directors\*



Female directors of SEEK Limited

## 4.8 years

Average tenure of SEEK's non-executive directors

## Measurable objectives

SEEK's Board intends to maintain the level of above 30% of directors of each gender.

The Board's measurable objectives – established pursuant to SEEK's Diversity and Inclusion Policy for achieving gender diversity in the composition of senior executives and the workforce generally – and its progress towards achieving those objectives is described in the 'Diversity and inclusion' section of the Sustainability Report on page 26. The respective proportions of women and men in executive and senior manager positions and across the whole workforce is outlined on page 25 of the Sustainability Report.

\*Andrew Bassat's tenure as a non-executive director is calculated from 1 July 2021.

## Appointment of new directors

The Nomination Committee undertakes Board succession planning. To fill vacancies, or where a need for an additional director has been identified, the Nomination Committee identifies suitable candidates to bring specific skills to complement the existing Board.

Where appropriate, external search consultants may be engaged to assist.

The Nomination Committee assesses a candidate against a range of criteria including experience, professional qualifications, personal qualities and cultural fit with the Board and SEEK.

It also considers the candidate's other significant time commitments, if any, to ensure that they will have capacity to fulfil their responsibilities as a SEEK director.

Where a candidate is recommended by the Nomination Committee, the Company Secretary initiates detailed checks into the candidate's background and experience. Before the Board resolves to appoint the candidate, an independence assessment is also conducted using the detailed analysis which is applied annually in respect of each non-executive director.

All newly appointed non-executive directors stand for election at the annual general meeting (AGM) following their appointment, as required under the Constitution. The Notice of Meeting contains a detailed biography, including other directorships and significant commitments, and any other material information relevant to a shareholder's decision whether to elect them as a director.

A new director is provided an induction program and materials designed to introduce them to all aspects of SEEK's business and strategy. This includes meetings with the Chairman and the other directors, the MD and CEO and senior management to gain insight into the business. The induction program also incorporates information tailored to the new director's committee work, knowledge, experience and particular area of expertise.

## Directors' responsibilities and obligations

### Written agreement with directors

On appointment, each director is provided a letter of appointment which details the terms of their directorship and the Board's expectations. The letter of appointment is addressed to the director personally, and places specific obligations on them in terms of time commitment, independence, disclosure of material interests and potential conflicts of interest and minimum shareholdings in SEEK. It also requires the director to consult with the Chairman before accepting any appointment which may affect their ability to meet the time commitment to SEEK.

### Independence

The Board requires that non-executive directors bring views and judgement to Board deliberations which are: independent of management or any substantial shareholder; and free from interests, positions or other relationships which could interfere with the exercise of independent judgement. The Board's approach to assessing independence is set out in its Director Independence Guidelines, and is also informed by the ASX Recommendations, the *Corporations Act 2001 (Cth)* (Corporations Act) and the Australian Accounting Standards.

# Corporate Governance Statement

Each year the Board considers and assesses each non-executive director's independence in light of their position, relationships and interests and the materiality guidelines set out in the Director Independence Guidelines. The Board requires non-executive directors to provide relevant information to enable it to make the assessment.

The Board has reviewed the positions and relationships of all non-executive directors in office as at the date of this statement.

The Board has determined that, except for Andrew Bassat, each of the non-executive directors is independent and free of any interest, position or relationship that could materially interfere with their capacity for independent judgement and to act in the best interests of SEEK as a whole. The Board considers that whilst Andrew Bassat is not considered an independent director, his extensive knowledge of the SEEK business, his leadership of the SEEK Growth Fund and his skills and experience in the markets in which SEEK operates will be extremely valuable to retain on the SEEK Board.

The Board also noted that some non-executive directors are involved in other companies or professional firms which may from time to time have immaterial dealings with SEEK, including as customers of SEEK's employment platforms. Details of offices held by directors with other listed companies are in the Directors' Report on pages 14 and 15 of the FY2022 Appendix 4E and Statutory Accounts.

## Retirement and re-election

Under the Constitution, directors cannot hold office without re-election for more than three years or past the third AGM after their appointment, whichever is longer. In addition, the Constitution provides that any Board-appointed director holds office until the next AGM when they are eligible for election.

If no director is in a position requiring them to stand for election or re-election in the normal rotation, then one director must retire and stand for re-election at the AGM, as selected under the rules of the Constitution. In the Notice of Meeting, security holders are provided with all material information relevant to their decision on whether or not to re-elect a director.

Ian Narev is exempt from retirement and re-election while he holds the position of MD and CEO.

Leigh Jasper was elected as a director at the AGM in 2019 and will stand for re-election at the 2022 AGM. While, under the normal rotation, Linda Kristjanson is not required to stand for re-election until 2023, she will retire and stand for re-election at the 2022 AGM. This will ensure that all current female non-executive directors are not standing for re-election at the 2023 AGM.

## Minimum shareholding requirements for directors

To align the Board's experience with that of shareholders, the Board has adopted a minimum shareholding requirement which is described in the Remuneration Report on page 31 of the FY2022 Appendix 4E and Statutory Accounts.

## Arrangements with SEEK Growth Fund

A policy has been put in place to identify and manage any potential conflicts of interest arising as a result of Andrew Bassat's dual role as a non-executive director of SEEK and his involvement in the SEEK Growth Fund.

## Directors' development and support

### Professional development

In addition to the induction program for new directors, there is a program of presentations and briefings on matters impacting the strategy and operations of SEEK.

Directors are also provided with legal compliance training on matters such as continuous disclosure and anti-bribery and anti-corruption and briefings on key changes to laws and accounting standards affecting SEEK. Periodically, a review is undertaken to assess whether further professional development is required for directors to assist them to maintain the skills and knowledge necessary to perform their roles effectively. The Board skills and experience matrix is also used to inform the directors' continuing education program, as it provides insight into whether there are any skills or experience gaps that can be addressed through further education. To assist directors in better understanding SEEK's strategic and business objectives, the Board and individual directors visit SEEK's various overseas operations from time to time. For FY2022, due to COVID restrictions, there was no such travel, however director and Board visits will resume during FY2023 provided it is safe and possible to do so.

### Access to Information

In addition to comprehensive Board papers and briefings at Board meetings, directors have access to the MD and CEO, SEEK's management and the Company Secretary to request relevant information.

Directors receive access to all committee papers and the minutes of each committee meeting, subject to any conflicts of interest. In addition, the Chair of each committee provides an update at the following Board meeting on the committee's activities. All directors have a standing invitation to, and generally do, attend any committee meeting.

### Independent professional advice

Directors are entitled to obtain independent professional advice at SEEK's expense relating to their role as a SEEK Director, subject to prior written approval by the Chairman.

## Board performance evaluation

The Board reviews its performance each year, including assessing the operation of the Board, committees and individual directors as well as Board reporting and processes. The aim of the Board performance review is to ensure that individual directors and the Board as a whole work effectively in meeting the responsibilities described in the Board and Committee Charters.

The Board's performance evaluations are led by the Chairman. In FY2022, structured feedback was sought for each of the non-executive directors and the Chairman discussed the feedback with individual directors. The Chairman of the Audit and Risk Management Committee also provided feedback to the Chairman of the Board.

The Board undertakes externally facilitated performance reviews periodically, with the aim to conduct such reviews every third year. These reviews incorporate feedback from executives and other stakeholders beyond the Board. The Board conducted an externally facilitated Board and committee performance review in FY2022. As a result of the review, some enhancements have been made to the information to be provided by management to the Board, including in relation to strategy and workforce culture.



# Corporate Governance Statement

## Risk management and assurance

The Board views effective risk management as essential to achieving its operational and strategic objectives.

The Board has overall responsibility for SEEK's risk management and has established the Risk Management Framework, which the Audit and Risk Management Committee reviews annually to ensure it continues to be sound.

Through SEEK's Risk Appetite Statements, the Board determines SEEK's appetite for key risks. It does so, taking into account SEEK's strategic objectives and other factors including regulatory and legal requirements, stakeholder expectations (including shareholders and customers), environmental, social and governance considerations, SEEK's financial position and organisational culture. SEEK's approach to risk management is to identify and minimise the potential for loss and implement appropriate controls, whilst also maximising strategic opportunities for growth.

SEEK monitors its exposure to all business risks including operational, financial and non-financial risks. SEEK's Principal Risks are described in the Directors' Report on page 13 of the FY2022 Appendix 4E and Statutory Accounts. SEEK's Sustainability Report outlines the approach to Environmental, Social and Governance (ESG) risks.

The Audit and Risk Management Committee monitors SEEK's management of risk against the Risk Management Framework, including whether it is operating within the risk appetite set by the Board. The Committee reviewed the Risk Management Framework during FY2022. Risk reporting across SEEK is aggregated for reporting to the Audit and Risk Management Committee.

The Audit and Risk Management Committee approves the Internal Audit Plan and receives regular reporting on internal audit findings and the status of management actions with a focus on findings rated high.

SEEK's Risk and Assurance function incorporates the internal audit function and is responsible for delivering assurance projects including internal audits. Assurance projects are overseen by the Risk and Assurance function and conducted internally or by the relevant member of a panel of external service providers. The Chief Risk Officer reports to the Chief Financial Officer (CFO) and has unrestricted access to the Chairman of the Board and the Chair of the Audit and Risk Management Committee and attends all Audit and Risk Management Committee meetings.

## Environmental and social risk exposures

The nature of SEEK's business and operational profile gives rise to environmental and social impacts. These impacts relate to people, customers, employees, suppliers and the environment, including climate change. SEEK's most significant ESG risks and opportunities are identified through a materiality review, taking into account the impacts on SEEK and its stakeholders. This materiality assessment approach and the key ESG risks and opportunities are detailed in SEEK's Sustainability Report.

The Board, through the Audit and Risk Management Committee, is responsible for oversight and management of non-financial risks, including ESG risks. All directors generally attend the Audit and Risk Management Committee meetings and have access to the papers and meeting reports. In addition, the Board receives periodic updates on and considers ESG matters relevant to SEEK. The Board approves SEEK's Risk Appetite Statements and Principal Risks, the material ESG reporting topics and the Sustainability Report.

## Remuneration of directors and executives

The following matters are discussed in detail in the Remuneration Report on pages 20 to 36 of the FY2022 Appendix 4E and Statutory Accounts.

- Executives' contractual arrangements and remuneration structure for FY2022
- Executive performance evaluations
- Malus and clawback policies
- Minimum shareholding requirements
- Prohibitions on executives hedging equity-based remuneration contained in the Share Trading Policy
- Non-executive director Remuneration Policy and structure for FY2022
- Checks undertaken on executives prior to appointment

## Corporate reporting and assurance

SEEK has processes in place to verify the integrity of corporate reporting. The Audit and Risk Management Committee provides the Board with independent oversight of the corporate reporting processes. Its membership includes accounting and financial experts. The committee reviews the financial reports and the related representations provided by management. It meets with the external auditor to discuss the financial reports without management present. The committee recommends to the Board the appointment of the external auditor and the matters associated with the external auditor, including rotation of the audit engagement partner, fees for audit and non-audit services and the scope of the external audit.

The Board receives from the MD and CEO and CFO a declaration for each full year and half year that, in their opinion, SEEK's financial records have been properly maintained and that the financial statements comply with the Australian Accounting Standards and give a true and fair view of the financial position and performance of the Company, and that their opinion has been formed on the basis of a sound system of risk management and internal controls, which is operating effectively. The MD and CEO and CFO have for FY2022 provided this assurance to the Board.

SEEK has processes in place to verify the integrity of any unaudited periodic corporate report it releases to the market to be satisfied that the report is materially accurate and balanced. The unaudited corporate reports include this Corporate Governance Statement, the Sustainability Report and the Tax Transparency Report. These reports are prepared by the relevant subject matter experts and content sign-off is provided by responsible senior management. The CFO reviews each report in full prior to review and approval by the Board. All material quantitative and qualitative statements are supported with verifiable evidence. Certain elements receive independent verification, such as the energy consumption and emissions data in the Sustainability Report. Under its Charter, the Audit and Risk Management Committee provides the Board with independent oversight of this process.

# Corporate Governance Statement

## Market disclosure

SEEK is committed to accurate, balanced and timely disclosure to ensure the efficient operation of the securities market and is committed to promoting stakeholder and investor confidence through its continuous disclosure practices. The Continuous Disclosure Policy aims to ensure that SEEK's management and delivery of price-sensitive information complies with its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Continuous Disclosure Policy sets out SEEK's legal obligations, provides guidance for the identification of material information that may require disclosure to the market and sets out the roles and responsibilities of SEEK's employees.

The Board has ultimate responsibility for ensuring that SEEK complies with its continuous disclosure obligations and is responsible for implementing and overseeing compliance with

the Continuous Disclosure Policy. The Board has delegated certain responsibilities relating to SEEK's continuous disclosure obligations to the MD and CEO who has appointed a Disclosure Committee which comprises the CFO, Director Investor Relations and Planning and the Company Secretary. The Disclosure Committee is responsible for considering potentially price-sensitive information, determining whether it requires disclosure and approving the form of that disclosure, other than on certain matters reserved for the Board's approval. These matters include significant market releases, which are considered and approved by the Board prior to release to the market. When SEEK gives an investor or analyst presentation, this is released to the market ahead of the presentation.

The Board receives copies of all market releases immediately after they are released to the market.

## Shareholders and stakeholder engagement

SEEK is committed to transparency and openness in its communication with shareholders. The Board and management work to keep shareholders fully informed regarding developments and important information affecting SEEK.

The channel for shareholders to access information about SEEK is the 'About SEEK' section of the SEEK website which provides information about SEEK generally and includes:

- a dedicated area for investors including a Corporate Governance section;
- ASX announcements, including the AGM Notice of Meeting, Chairman's address, MD and CEO's presentation and voting results;
- reports and presentations including the Annual Report, the Sustainability Report, the Tax Transparency Report, Financial Results and accompanying presentations to the market;
- information about key dates, the share price and dividends;
- links to and contact details for SEEK's share registry, Computershare;
- election rights in relation to receiving shareholder communications; and
- contact details for enquiries by shareholders, analysts and media.

Shareholders may send and receive communications with SEEK and Computershare electronically. Investors and other stakeholders may sign up on the SEEK website to receive news and investor updates by email. SEEK is committed to dealing with shareholder queries in a respectful and timely manner whenever they are received by SEEK.

The AGM is a key opportunity for shareholders to hear the Chairman and MD and CEO provide updates on SEEK's performance, ask questions of the Board, and to express a view and vote on various SEEK business matters. Shareholders may also ask questions of the external auditor during the meeting. SEEK encourages its shareholders to attend its AGM. All resolutions at the AGM are decided on a poll.

SEEK has an active investor engagement program that includes scheduled briefings following the reporting of its Half Year and Full Year Results and during the AGM period. Other ad hoc briefings are held throughout the year with institutional investors, private investors, analysts and the media. These briefings and presentations provide an opportunity for two-way communication between SEEK and investors. SEEK ensures provision of equal access to material information by observing the following:

- all discussions with investors and analysts are conducted by, or with the approval of, the MD and CEO or the CFO, and are limited to explanation of previously disclosed material;
- where information is likely to be price sensitive then, in line with its legal obligations and Continuous Disclosure Policy, SEEK immediately discloses the information to the market;
- all SEEK investor and analyst presentations are released to the market prior to delivery; and
- meetings with analysts to discuss financial results or business performance are not held between 1 January and the release of the Half Year Results, or between 1 July and the release of the Full Year Results.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

SEEK Limited

ABN/ARBN

46 080 075 314

Financial year ended:

30 June 2022

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://www.seek.com.au/about/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 8 September 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: 8 September 2022

Name of authorised officer  
authorising lodgement:

Rachel Agnew (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 <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>
<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"/> Section titled “Role of the Board” and we have disclosed a copy of our board charter at <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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"/> (a): Directors: section titled “Appointment of new directors”. Senior executives: Section 3.7 of the Remuneration Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Remuneration of directors and executives” of the Corporate Governance Statement. <input checked="" type="checkbox"/> (b): Sections titled “Appointment of new directors” and “Directors’ responsibilities and obligations – retirement and re-election”.	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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"/> Directors: section titled “Directors’ responsibilities and obligations – Written agreement with directors”. Senior executives: Section 3.7 of the Remuneration Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Remuneration of directors and executives” of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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/](http://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>
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"/> Section titled "Company Secretary".	<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
1.5	<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"/> (a) and (b) Section titled "Measurable Objectives" and section titled "Board Committees – Remuneration Committee".</p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraphs (c)(1), (2) and 3(A) in:</p> <ul style="list-style-type: none"> <li>• Section titled "Measurable Objectives" with respect to the Board;</li> <li>• Section titled "Measurable Objectives" cross referring to the Diversity and Inclusion section of the Sustainability Report, with respect to senior executives and the rest of the organisation</li> </ul> <p>and our measurable objective for achieving gender diversity in the composition of its board is to have 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>

## 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>
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	<input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a), and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the section titled "Board performance evaluation".	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	<input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in section 3.6 of the Remuneration Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled "Remuneration of directors and executives" of the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## 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>
<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"/> Section titled "Board committees"</p> <p>and we have disclosed a copy of the charter of the committee at: at <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>for recommendation 2.1(a)(4): Section titled "Board committees"</li> <li>for recommendation 2.1(a)(5): Section titled "Directors and meetings of Directors" in the Directors' Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled "Board committees" of the Corporate Governance Statement.</li> </ul>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></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 section titled "Board skills matrix".</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></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"/> (a) and (c): we have disclosed the names of the directors considered by the board to be independent directors and the length of service of each director in the section titled "Board of Directors"</p> <p>(b) – N/A</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 <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>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> Section titled "Board of Directors".	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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"/> Section titled "Board of Directors".	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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"/> Sections titled "Appointment of new directors" and "Directors' development and support - Professional development".	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <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"/> Section titled "Employee engagement" of the Sustainability Report, cross referred to in the section titled "Role of the Board" of the Corporate Governance Statement.	<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"/> Section titled "Role of Board" and in the "Governance" section of the Sustainability Report and we have disclosed our code of conduct at <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</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"/> Section titled "Role of Board" and in the "Governance" section of the Sustainability Report and we have disclosed our whistleblower policy at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/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"/> Section titled "Role of Board" and in the "Governance" section of the Sustainability Report and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a>	<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>
<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"/> Section titled “Board committees”</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>for recommendation 4.1(a)(4): Section titled “Board of Directors” in the Directors Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Board committees” of the Corporate Governance Statement.</li> <li>for recommendation 4.1(a)(5): Section titled “Directors and meetings of Directors” in the Directors’ Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Board committees” of the Corporate Governance Statement.</li> </ul>	<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"/> Section titled “Corporate reporting and assurance”</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"/> Section titled “Corporate reporting and assurance”</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"/> Section titled “Market disclosure” and we have disclosed our Continuous Disclosure Policy at <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</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"/> Section titled “Market disclosure”	<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"/> Sections titled “Market disclosure” and “Shareholder and stakeholder engagement”	<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"/> Section titled “Shareholders and stakeholder engagement” and we have disclosed information about us and our governance on our website at: <a href="https://www.seek.com.au/about/">https://www.seek.com.au/about/</a> and <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</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"/> Section titled “Shareholders and stakeholder engagement”	<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 the section titled “Shareholders and stakeholder engagement”	<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"/> Section titled “Shareholders and stakeholder engagement”	<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"/> Section titled “Shareholders and stakeholder engagement”	<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>
<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"/> Section titled "Board Committees"</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">at https://www.seek.com.au/about/investors/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>for recommendation 7.1(a)(4): Section titled "Board committees"</li> <li>for recommendation 7.1(a)(5): Section titled "Directors and meetings of Directors" in the Directors' Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled "Board committees" of the Corporate Governance Statement.</li> </ul>	<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 in the section titled "Risk management and assurance".</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs in the section titled "Risk management and assurance".</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 <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>
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 and, if we do, how we manage or intend to manage those risks in the Principal Risks section of the Directors Report in the FY2022 Appendix 4E and Statutory Accounts and in the Sustainability Report, cross referred to in the "Environmental and social risk exposures" section of the Corporate Governance Statement.	<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 <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 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"/> Section titled “Board committees”</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <ul style="list-style-type: none"> <li>for recommendation 8.1(a)(4): Section titled “Board committees”</li> <li>for recommendation 8.1(a)(5): Section titled “Directors and meetings of Directors” in the Directors’ Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Board committees” of the Corporate Governance Statement.</li> </ul>	<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"/></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 the Remuneration Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Remuneration of directors and executives” in the 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>
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>Section 4 of the Remuneration Report in the FY2022 Appendix 4E and Statutory Accounts, cross referred to in the section titled “Remuneration of directors and executives” of the Corporate Governance Statement</p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://www.seek.com.au/about/investors/corporate-governance/">https://www.seek.com.au/about/investors/corporate-governance/</a>.</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>