

# 2023 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out IPD Group Limited's (Company) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (ASX Principles and Recommendations). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as XX October 2023 and has been approved by the board of the Company (Board).

<b>ASX Principles</b>	and R	ecomme	endations
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# Comply (Yes/No) Explanation

A	ox Filliciples and Recommendations	(103/110)	Explanation
1.	Lay solid foundations for management and c	versight	
1.1	A listed entity should have and disclose a board charter setting out:     a. the respective roles and responsibilities of the board and management; and     b. those matters expressly reserved to the board and those delegated to management.	Yes	The Company has adopted a Board and Governance Charter which sets out the respective roles and responsibilities of the Board and management as well as those matters expressly reserved to the Board and its committees, and those delegated to management. The Company intends to regularly review the balance of responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.
			A copy of the Company's Board and Governance Charter is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/
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 the Company's possession relevant to a decision on whether or not	Yes	The Nomination and Remuneration Committee is responsible for ensuring that the Company undertakes appropriate background checks in relation to a person's character, experience, education, criminal record, and bankruptcy history before they are recommended to the Board for appointment as a director or senior executive, or before they are put forward for election as a director.  The Company provides to shareholders, all material information
	to elect or re-elect a director.		relevant to the decision on whether or not to elect any potential directors, including information relating to their qualifications, experience and proposed roles within the Board in the Company's notices of meetings.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements with all directors and senior executives which sets out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The company secretary has been appointed by and is responsible to the Board through the chair. The company secretary is accountable to the Board on all matters to do with the proper functioning of the Board and is accessible to all directors.

# **ASX Principles and Recommendations**

# Comply (Yes/No)

No

Yes

# (Yes/No) Explanation

- 1.5 A listed entity should:
  - a. have and disclose a diversity policy;
  - 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
  - c. disclose in relation to each reporting period:
    - 1. the measurable objectives set for that period to achieve gender diversity;
    - 2. the entity's progress towards achieving those objectives; and
    - 3. either:
      - i. 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
      - ii. if the Company is a "relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Company has adopted a Diversity Policy which sets out the Company's commitment to creating a diverse environment in which everyone is treated fairly and with respect. The Diversity Policy is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a>

The Company's Diversity Policy was adopted on 27 October 2021. The Board has not yet set measurable objectives for achieving gender diversity. However, the Company's Board does take into account the gender, age, ethnicity and cultural background of potential Board members, executives and employees.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation as at 30 June 2023 are set out in the table below. For the purposes of calculating the respective proportion of men and women in senior executive positions, the Company has defined 'senior executive' to mean those managers in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company's financial standing. This may include an executive general manager or general manager.

	Male (%)	Female (%)
Board	100%	-
Senior executives	94%	6%
Workforce generally	77%	23

- 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.

The Board, in consultation with the Nomination and

Remuneration Committee as appropriate, is responsible for evaluating the performance of the Board, its committees and individual directors on an annual basis. Item 10 of the Nomination and Remuneration Committee Charter explains the process to be followed in annually evaluating Board performance. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a>

The Board performance review is undertaken with the objective of continuous governance improvement, identifying performance improvement opportunities and ensuring the Board continues to operate effectively and efficiently. A Board evaluation process was completed in June 2023.

### Comply (Yes/No) Explanation **ASX Principles and Recommendations** 1.7 A listed entity should: Yes The Board, in consultation with the Nomination and Remuneration Committee and the senior executive team as a. have and disclose a process for appropriate, is responsible for evaluating the performance evaluating the performance of its senior of senior executives on an annual basis. This process executives at least once every reporting encompasses measuring actual performance against period; and target for a balanced scorecard of financial, strategic, and b. disclose for each reporting period behavioural KPI's. whether a performance evaluation has been undertaken in accordance with An evaluation of the Company's senior executives was that process during or in respect of that conducted during the reporting period. 2. Structure the Board to be effective and add value 2.1 The board of a listed entity should: The Company has established a Nomination and Remuneration Committee which comprises of two members, who are: a. have a nomination committee which: 1. has at least three members, a majority of whom are independent directors; David Rafter Independent Non-Executive Chair of the NRC Andrew Moffat Independent Non-Executive Director 2. is chaired by an independent director; and disclose: 3. the charter of the committee; The Nomination and Remuneration Committee is chaired by David Rafter, an independent director. The composition of the 4. the members of the committee; and Nomination and Remuneration Committee does not comply 5. as at the end of each reporting period, with the ASX Principles and Recommendations in that it does not the number of times the committee comprise of at least three members. met throughout the period and the individual attendances of the However, the Board considers this departure to be reasonable members at those meetings; or having regard to the current Board composition and the fact that all Board members who are not on the Nomination and b. if it does not have a nomination Remuneration Committee are Executive Directors. committee, disclose that fact and the processes it employs to address The Company will continually evaluate the performance and board succession issues and to ensure function of the Nomination and Remuneration Committee that the board has the appropriate and determine whether it will be appropriate to appoint balance of skills, knowledge, experience, additional directors to the committee as the business independence and diversity to evolves and expands. enable it to discharge its duties and The attendance of each member at committee meetings will responsibilities effectively. be disclosed in the Company's Annual Report. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/ 2.2 A listed entity should have and disclose a Yes The Board is committed to ensuring that it is comprised of board skills matrix setting out the mix of skills directors with a blend of skills, experience and attributes and diversity that the board currently has or appropriate for the Company and its business. is looking to achieve in its membership. It is reviewed annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the

Company's circumstances and strategic priorities.

the reporting period.

A skills matrix of the Company's directors was conducted during

formal letter of appointment and an induction pack containing sufficient information to allow the new director to gain an understanding of the business of the Company, and the roles, duties and responsibilities of the Board and the executive team. All directors are encouraged to undergo continual professional development and, subject to prior approval by the Chair, all directors have access to numerous resources and professional

development training to address any skills gaps.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation	
2.3 A listed entity should disclose:  a. the names of the directors considered by the board to be independent directors;	Yes	The Board has reviewed the position and associations of each of the directors and has determined that the following directors are considered independent directors:	
<ul> <li>b. if a director has an interest, position, affiliation, or relationship of the</li> </ul>		David Rafter Independent Non-Executive Chair	
type described in Box 2.3 of the ASX Principles and Recommendations but		Andrew Moffat Independent Non-Executive Director	
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		The interests of each director are disclosed in the in the Directors Report of the 2023 Annual Report. The Company will continually evaluate whether it will be appropriate to consider additional independent directors as the business evolves and expands.	
c. be the length of service of each director.		The appointment date of each director is disclosed in the Directors Report of the 2023 Annual Report.	
2.4 A majority of the board of a listed entity should independent directors.	No	The Board currently comprises a total of four directors, of whom two are considered to be independent, being David Rafter and Andrew Moffat.	
		The Company does not currently consider an independent majority of the Board to be appropriate given:  a. the magnitude of the Company's operations; and  b. the relevant skills and experience of the current members of the Board mean that the Board is appropriately skilled at this stage, to further the progress and development of the Company.	
		The Company will continually evaluate the performance and function of the Board and determine whether it will be appropriate to appoint additional independent directors as the business evolves and expands.	
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 Independent, Non-Executive Chair is David Rafter, who is not the CEO of the Company.	
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	The Board, in consultation with the Nomination and Remuneration Committee is responsible for implementing induction and professional development programs and procedures for directors to ensure that they can effectively discharge their responsibilities.	
		As a result, the Company has in place a program for the induction of new directors which is tailored to each new director depending on their personal requirements, background skills, qualifications and experience and includes the provision of a formal letter of appointment and an induction pack containing	

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
3. Instill a culture of acting lawfully, ethically and	d responsibl	у
3.1 A listed entity should articulate and disclose its values.	Yes	<ul> <li>The Company's values are:</li> <li>a. People first – We respect every individual, valuing their unique perspectives and contributions.</li> <li>b. Knowledge is our key – Knowledge is our greatest tool in helping customers thrive and succeed.</li> <li>c. Earn customers for life – Striving for lifelong customers, one interaction at a time.</li> <li>d. Stronger together – With collaboration, we can overcome any challenge together.</li> <li>e. Own it – We take responsibility for our actions to drive positive change.</li> <li>f. Courage to evolve – We embrace new opportunities, challenge norms, and evolve together in the pursuit of a sustainable tomorrow.</li> <li>The Company's values are set out in the Annual Report</li> </ul>
		and are within the Company's Code of Conduct, a copy of which is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a>
<ul> <li>3.2 A listed entity should:</li> <li>a. have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>b. ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	Yes	The Board is committed to the establishing and maintaining appropriate ethical standards in the way the Company conducts its business. The Company has a Code of Conduct which applies to all directors, senior executives and employees. A copy of the Code of Conduct is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a> .  The Company ensures that the Board is informed of any material breaches under the Code of Conduct.
<ul> <li>3.3 A listed entity should:</li> <li>a. have and disclose a Whistleblower Policy; and</li> <li>b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>		The Company has adopted a Whistleblower Policy which establishes a system for the reporting, investigation and rectification of wrongdoing. A copy of the Whistleblower Policy is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a> .  The Company ensures that the Board is informed of any material breaches under the Whistleblower Policy.
<ul> <li>3.4 A listed entity should:</li> <li>a. have and disclose an anti-bribery and corruption policy; and</li> <li>b. ensure that the board or a committee of the board is informed of any material breaches of that policy.</li> </ul>		The Company has adopted an Anti-Bribery and Anti-Corruption Policy which sets out the Company's policy in relation to bribery, corruption and related improper conduct and establishes a process for the reporting of such conduct. The Anti-Bribery and Anti-Corruption Policy is available on the Company's website at: <a href="https://ipagroup.com.au/investors/corporate-governance/">https://ipagroup.com.au/investors/corporate-governance/</a> The Company ensures that the Board is informed of any material breaches under the Anti-Bribery and Anti-

any material breaches under the Anti-Bribery and Anti-

Corruption Policy.

# **ASX Principles and Recommendations**

## Comply (Yes/No) Explanation

Yes

### 4. Safeguard the integrity of corporate reports

- 4.1 The board of a listed entity should:
  - a. have an audit committee which:
    - 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
    - 2. is chaired by an independent director, who is not the chair of the board, and disclose:
    - 3. the charter of the committee;
    - 4. the relevant qualifications and experience of the members of the committee; and
    - 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
  - 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.
- 4.2 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.
- 4.3 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.

No The Company has established an Audit and Risk Committee which comprises of two members, who are:

> Andrew Moffat Independent Non-Executive Chair of the ARC

David Rafter Independent Non-Executive Director

The Audit and Risk Committee is chaired by Andrew Moffat, an independent director, who is not the chair of the Board.

The composition of the Audit and Risk Committee does not comply with the ASX Principles and Recommendations in that it does not comprise of at least three members.

However, the Board considers this to be reasonable having regard to the current Board composition and the fact that all Board members who are not on the Audit and Risk Committee are Executive Directors.

The Company will continually evaluate the performance and function of the Audit and Risk Committee and determine whether it will be appropriate to appoint additional directors to the Audit and Risk Committee as the business evolves and expands.

The attendance of each member at committee meetings will be disclosed in the Company's Annual Report. A copy of the Audit and Risk Committee Charter is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/

Prior to the approval of the Company's financial statements, the Board receives a declaration from the CEO and CFO that the financial records have been properly maintained and comply

with the proper standards.

Yes The Board is responsible for reviewing and approving the release of any periodic corporate report not audited or reviewed by an external auditor.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
5. Make timely and balanced disclosure		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.		The Company has adopted a Disclosure Policy which details the processes and procedures which have been adopted by the Company to comply with its continuous disclosure obligations as required under the ASX Listing Rules and other relevant legislation. The Disclosure Policy is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company ensures that the Board receives copies of all material market announcements promptly after they have been made.
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.	Yes	The Company ensures that ahead of any new and substantive investor or analyst presentations, a copy of the presentation materials are released to ASX Market Announcements Platform.
6. Respect the rights of security holders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Shareholders can access information about the Company and its governance (including its Constitution and adopted governance policies) from the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with its investors. The policy outlines a range of ways in which information is communicated to shareholders.
		A copy of the Company's Shareholder Communications Policy is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company encourages shareholder participation at the Company's general meetings through various means including:  a. having the opportunity to ask questions of directors at all general meetings;  b. ensuring that the auditor is present at AGMs to take shareholder questions on any issue relevant to their capacity as auditor:
		<ul> <li>c. ensuring that directors are available to answer shareholder questions submitted by telephone, email and other means (where appropriate); and</li> </ul>
		d. providing shareholders with the option of appointing a proxy to vote on their behalf.
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.	Yes	All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

# **ASX Principles and Recommendations**

# Comply (Yes/No)

# (Yes/No) Explanation

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.

Yes Shareholders can register with the Company to receive email notifications when an announcement is made by the Company

Shareholders can also elect to receive electronic communications via the Company's registry, Automic Registry Services.

### 7. Recognise and manage risk

- 7.1 The board of a listed entity should:
  - a. have a committee or committees to oversee risk, each of which:
    - has at least three members, a majority of whom are independent directors;
    - 2. is chaired by an independent director, and disclose:
    - 3. the charter of the committee;
    - 4. the members of the committee; and
    - 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
  - 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.

No The Company has established an Audit and Risk Committee which comprises of two members, who are:

Andrew Moffat Independent Non-Executive Chair of the ARC

David Rafter Independent Non-Executive Director

The Audit and Risk Committee is chaired by Andrew Moffat, an independent director, who is not the chair of the Board.

The composition of the Audit and Risk Committee does not comply with the ASX Principles and Recommendations in that it does not comprises of at least three members.

However, the Board considers this to be reasonable having regard to the current Board composition and the fact that all Board members who are not on the Audit and Risk Committee are Executive Directors.

The Company will continually evaluate the performance and function of the Audit and Risk Committee and determine whether it will be appropriate to appoint additional directors to the Audit and Risk Committee as the business evolves and expands.

The attendance of each member at committee meetings will be disclosed in the Company's Annual Report. A copy of the Audit and Risk Committee Charter is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a>

- 7.2 The board or a committee of the board should:
  - 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
  - b. disclose, in relation to each reporting period, whether such a review has taken place.

Yes

The Audit and Risk Committee Charter sets out a requirement for the Audit and Risk Committee to review the Company's Risk Management Policy and Framework on an annual basis. A copy of the Audit and Risk Committee Charter is available on the Company's website at: <a href="https://ipdgroup.com.au/investors/corporate-governance/">https://ipdgroup.com.au/investors/corporate-governance/</a>

A review of the Company's Risk Management Policy and Framework was conducted during the reporting period in accordance with its Charter.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
7.3 A listed entity should disclose:  a. if it has an internal audit function, how the function is structured and what role	Yes	At this stage, due to the current size and stage of the Company's operations, the Company does not have an internal audit function.
it performs; or  b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management		Adequate processes are in place to ensure that the Company has appropriate risk management and internal control processes are in place. The Audit and Risk Committee is responsible for evaluating the effectiveness of its risk management systems and internal control processes, and it reports directly to the Board.
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.	Yes	Pursuant to the Company's Audit and Risk Committee Charter, the risk register detailed within the Risk Management Policy and Framework reports the key risk areas facing the Company and its business as well as the risk controls and mitigation in place.
		The Company would report whether it has any material exposures to environmental and social risks and how it manages or intends to manage these risks annually in its Annual Report.
		The Company reported no material exposure to environmental or social risks in its Annual Report for FY2023.
		General information in relation to the Company's environmental and social impact are detailed in the Annual Report.

- 8.1 The board of a listed entity should:
  - a. have a remuneration committee which:
    - 1. has at least three members, a majority of whom are independent directors; and
    - 2. is chaired by an independent director; and disclose:
    - 3. the charter of the committee;
    - 4. the members of the committee; and
    - 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
  - 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.

The Company has established a Nomination and Remuneration Committee which comprises of two members, who are:

David Rafter	Independent Non-Executive Chair of the ARC
Andrew Moffat	Independent Non-Executive Director

The Nomination and Remuneration Committee is chaired by David Rafter, an independent director.

The composition of the Nomination and Remuneration Committee does not comply with the ASX Principles and Recommendations in that it does not comprises of at least three members.

However, the Board considers this departure to be reasonable having regard to the current Board composition and the fact that all Board members who are not on the Nomination and Remuneration Committee are Executive Directors.

The Company will continually evaluate the performance and function of the Nomination and Remuneration Committee and determine whether it will be appropriate to appoint additional directors to the Nomination and Remuneration Committee as the business evolves and expands.

The attendance of each member at committee meetings will be disclosed in the Company's Annual Report.

A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	The Company's policies and practices regarding the remuneration of Non-Executive and Executive Directors and other senior employees are set out in the Directors Report of the 2023 Annual Report
		The Company will continue to disclose such policies and practices in the Company's Annual Report for each reporting period.
8.3 A listed entity which has an equity-based remuneration scheme should:  a. have a policy on whether participants are permitted to enter into transactions (whether through use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and b. disclose that policy or a summary of it.	Yes	The Company has a Trading Policy that prohibits directors, officers, key management personnel, senior management and their closely related parties from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration scheme.  A copy of the Trading Policy is available on the Company's website at: https://ipdgroup.com.au/investors/corporate-governance/

