

Corporate Governance  
Statement **2023**



The Board of hipages Group Holdings Limited (**hipages** or **Company**) is committed to effective corporate governance.

The Board regularly reviews its policies and practices to reflect changes in governance standards and practice

The Corporate Governance Statement was approved by the Board on 23 August 2023.

A description of the Company's main corporate governance practices is set out below. The Company's corporate governance policies are available in the Corporate Governance section of the Company's website at <https://hipagesgroup.com.au/investor-centre/corporategovernance/>. All these practices, unless otherwise stated, were in place for the full financial year. They comply with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition, except where noted in the ASX Appendix 4G.

# Corporate Governance Statement

## Principle 1: Lay Solid Foundations for Management and Oversight

The Board Charter sets out the Company's commitment to effective corporate governance. The charter is available in the Corporate Governance section of the Company's website.

The Board is responsible for the overall performance of the Company and accordingly takes accountability for monitoring the Company's business and affairs and setting its strategic direction, establishing policies and overseeing the Company's financial position and performance.

### 1.1 Board Responsibilities

The Board is responsible for:

- demonstrating leadership;
- approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
- approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- overseeing and monitoring the implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- overseeing and monitoring the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures (including policies relating to health, safety and injury management) and systems of internal controls; and
- monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

Within the Board approved delegations framework, the Board delegates to the CEO and management the responsibility for implementing the Company's strategy and achieving the Company's business performance objectives and financial objectives, and for carrying out the day-to-day management and control of the Company's affairs.

### 1.2 Terms of appointment

hipages undertakes a broad review of the talent market to identify director candidates with the right skills, experience and cultural fit for the hipages Board. It does not rely simply on referrals. Appropriate checks are undertaken before appointing a director or senior executive or putting someone forward for election as a director. The Company commits to provide all material information relevant to a shareholder's decision on whether to elect or re-elect a director at a meeting of shareholders.

Directors and senior executives have a clear understanding of their roles and responsibilities within the Company and of the Company's expectations of them. The Company has a written agreement with each director and senior executive setting out the terms of their appointment. The Director's Report contains the key terms of agreements with Key Management Personnel.

The company secretary is regarded by the Board as carrying out an important role in supporting the effectiveness of the Board and its committees. The company secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Director's Report contains details of the company secretary.

# Corporate Governance Statement continued

## 1.3 Diversity

hipages is committed to an inclusive workplace that embraces and promotes diversity at all levels of the Company. The Company's diversity policy is available in the Corporate Governance section of the Company's website.

hipages recognises a commitment to diversity can broaden the pool for recruitment of high quality employees, improve employee retention, foster a closer connection with and better understanding of customers, and improve the Company's image and reputation.

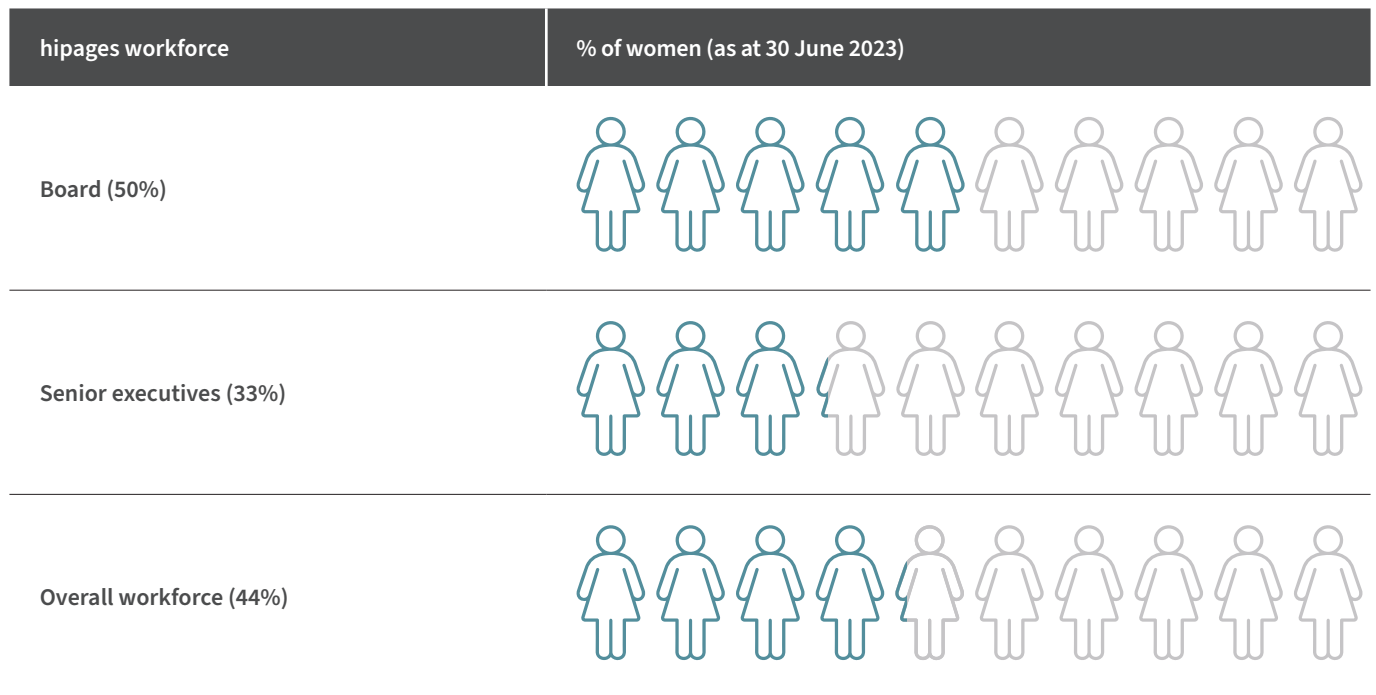
hipages values and respects the unique contributions of people with diverse backgrounds, experiences and perspectives. The Company recognises that team members will assume changing domestic responsibilities throughout their careers. The Company is committed to adopting flexible work practices that will assist team members to meet those domestic responsibilities.

In the past financial year, the Company continued its commitment to promoting gender diversity by working towards the FY23 gender diversity measurable objectives set by the Board. The progress during FY23 against the measurable objectives is summarised below.

FY23 Gender diversity measurable objectives	Progress (as at 30 June 23)
<b>Gender pay gap:</b>	
Eliminate the gender pay gap by role	0 gaps.  hipages has met its target. This excludes justifiable pay gaps due to experience or performance.
Target 10% overall gender pay gap across the organisation. Overall gender pay gap refers to the aggregate gap between male and female pay across the entire organisation, irrespective of role. At hipages, an overall gender pay gap arises as a result of men holding higher paid roles within the organisation.	12% gap.  hipages had a jump in YOY results due to the replacement of the CFOO with a male candidate, the majority of higher paid technology roles being male (88%) and a drop in female representation in management. This is still below the national average of 22.8%* and the Australian technology industry 15%**  * Refer <a href="https://www.wgea.gov.au/pay-and-gender/gender-pay-gap-data">https://www.wgea.gov.au/pay-and-gender/gender-pay-gap-data</a> ** Refer <a href="https://www.industry.gov.au/publications/stem-equity-monitor/workforce-data/gender-pay-gaps-stem-and-other-industries">https://www.industry.gov.au/publications/stem-equity-monitor/workforce-data/gender-pay-gaps-stem-and-other-industries</a>
<b>Female representation:</b>	
Target 30% female representation in technology roles (comprising engineering, product and technical marketing)	27% female representation.  hipages continues to work to achieve this target. Female representation amongst computer science graduates from university remains low and this is reflected in our recruitment experience.
Target 45% female representation in management roles.	43% female representation.  hipages continues to work towards its target through a mix of internal promotions, new hires and a dedicated women in leadership program.
Focus on female representation in recruitment for technology and management roles with a target of at least one female candidate on the shortlist for a role	65% of technology and management roles had at least one female candidate on the shortlist.  hipages increased female candidates in its shortlist for technology and management roles in the reporting period, but is still working to achieve its target.

hipages tracks and reports gender statistics to the Workplace Gender Equality Agency (**WGEA**). A copy of these reports can be obtained at the WGEA website.

The proportion of female employees at hipages is summarised below:



\* Despite changes to the Board composition after 30 June 2023, as at the date of this statement the percentage of women on the Board remains 50%.  
 \*\* During the reporting period Jaco Jonker succeeded Melissa Fahey as CFOO. After 30 June 2023, the Company appointed a new Chief Technology Officer, Jeremy Burton, to the executive team. As a result, as at the date of this statement the percentage of women on the executive team is 29%.  
 \*\*\* This represents a 4% year-on-year improvement.

The Company defines “senior executives” as being the CEO, Chief Financial and Operating Officer, Chief People and Culture Officer, Chief Product Officer, Chief Technology Officer, Chief Customer Officer and General Counsel & Company Secretary.

hipages will continue to measure its progress against the same Gender Diversity Measurable Objectives in FY24.

### 1.4 Performance evaluation

The Board reviews its own performance and the performance of the Board Committees annually. The Remuneration and Nomination Committee also undertakes an annual review of the performance of senior executives.

During FY23, performance evaluation of the Board and senior executives was undertaken. Performance was assessed having regard to a variety of key performance indicators which are aligned to hipages’ strategic objectives, individual performance and behaviours which are assessed against the hipages values and leadership charter. The results of these reviews are used in determining succession planning, performance and development plans and remuneration in consultation with the Remuneration and Nomination Committee.

## Principle 2: structure the board to add value

### **2.1 Board composition**

During the reporting period, the Board increased to six directors including five non-executive directors and one executive director (CEO Roby Sharon-Zipser). A majority of directors on the Board are assessed to be independent. The Chair, Inese Kingsmill, is an independent director and not the same person as the hipages CEO. The Company's Constitution requires that the Board have a minimum of three directors and a maximum of 10. All directors are required to seek re-election at the third annual general meeting following their appointment and thereafter may not retain office without re-election for more than three years, except for the CEO.

### **2.2 Directors' appointments and resignations**

The Board renewal process is overseen by the Remuneration and Nomination Committee and involves reviewing the Board composition to ensure that the Board has an appropriate mixture of experience, skills and diversity to fulfil its responsibilities effectively.

### 2.3 Board capabilities

The Board considers that collectively it has the range of experience, skills, knowledge and diversity necessary to direct the Company, but acknowledges that the needs of a board are dynamic and the relevant experience, skills and diversity may change over time.

The Directors Report contains details of hipages’ directors, their qualifications and experience and their term in office. A summary of the hipages Board skills matrix is set out below:

● FY23 (as at 30 June 2023)    ● FY24 (after changes to Board effective 25 August 2023)

Experience, skills and diversity	hipages Board representation (out of 6 directors)
<p><b>Technology/e-commerce experience</b> Board or executive experience in the technology sector. Current knowledge of technology trends, technology business models and best practices.</p>	
<p><b>Financial markets experiences</b> Experience in identifying and evaluating transactional corporate development opportunities, familiarity and credibility among Australian institutional investor community and experience managing capital and company assets.</p>	
<p><b>Financial acumen</b> Highly experienced in evaluating financial statements and applying commercial acumen to identify risks and opportunities.</p>	
<p><b>Experience as a director of other ASX-listed entities</b> Experience as a director of other ASX-listed entities, preferably in the technology sector and in companies with a market capitalisation of less than \$1 billion.</p>	
<p><b>Held CEO or similar position in a similar organisation</b> Experience as a CEO or managing director of an organisation of a similar nature and scale as hipages.</p>	
<p><b>Risk management experience</b> Hands-on experience in managing business risks, good knowledge of risk analysis and management techniques and familiarity with risk governance processes.</p>	

# Corporate Governance Statement continued

## **2.4 Directors' Independence**

The Board considers an independent director to be a non-executive director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

During the financial year, the Board has assessed the independence of each non-executive director on the Board and considers that Inese Kingsmill, Chris Knoblanche, Kate Mills (appointed on 1 December 2022) and Stacey Brown are independent directors. The Board acknowledges that Stacey Brown was Chief Financial Officer of News Corp Australia until March 2020 and accepted a role (but did not commence) as Chief Financial Officer of the Foxtel Group (NXE Australia Pty Ltd), during the financial year. The Board is confident that these circumstances did not interfere with her capacity to bring independent judgement to bear on issues before the Board in the relevant period.

Nicholas Gray is the Managing Director, Tech Networks and New Channel Partnerships for News Corp Australia and has been nominated as a director on the hipages Board by his employer. The Board has assessed Nicholas as a non-independent director.

After the end of the financial year, Dr Adir Shiffman was appointed to the hipages Board as a non-executive director. Kate Hill will also be appointed to the hipages Board as a non-executive director effective 25 August 2023. In each case, the Board has assessed the new non-executive directors to be independent. Chris Knoblanche and Stacey Brown will retire from the Board on 25 August 2023.

Each directors' independence is assessed by the Board on an individual basis and directors are required to make prompt disclosure of any information relating to their independence. The Director's Report contains a listing of directors' shareholdings.

## **2.5 Remuneration and Nomination committee**

The Board has established a remuneration and nomination committee. During the financial year, the committee had four members, Inese Kingsmill (Chair until 1 December 2022), Kate Mills (Chair from 1 December 2022), Chris Knoblanche (stepped down from the Committee on 1 December 2022) and Nicholas Gray, of which all are non-executive directors and a majority are independent. The committee charter is available in the Corporate Governance section of the Company's website. The Director's Report contains details of the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings.

The purpose of the remuneration and nomination committee is to assist the Board by making recommendations in respect of the composition, performance and effectiveness of the Board and senior executives and the Company's remuneration policy. The committee also considers and makes recommendations to the Board regarding Board and senior executive team succession planning.








## Principle 3: act ethically and responsibly

### 3.1 Values

Our purpose at hipages is to transform the trade industry, building better lives for everyone. Our vision is to be the most trusted partner in the trade industry. We have a strong culture which is guided by our DNA to make it happen and values of being genuine, providing high levels of service, always being innovative, collaborating and delivering value to our customers.

hipages leadership team are responsible for instilling and continually reinforcing these values across hipages' workplace. Relevantly, the performance of all hipages employees is evaluated against our values.

These are the hipages values:

 <p><b>Service</b> We enjoy exceeding expectations</p>	 <p><b>Innovation</b> We constantly challenge the way things are done</p>	 <p><b>Being genuine</b> We are real people who breathe life into the brand</p>
<p>As the company drives towards its purpose, team members are motivated to live by its values.</p> <p>Underpinned by the hipages Group's DNA to 'Make it happen', the company's values are used to assess value-alignment in the recruitment process, guide decision making, assess individual and team performance, and be the cornerstone of its reward and recognition programs.</p>	 <p><b>Value</b> We don't hold back in adding value</p>	 <p><b>Collaboration</b> We bounce ideas around and respect each other</p>

### 3.2 Code of Conduct and Whistle-blower Policy

hipages has in place a code of conduct for its directors, senior executives and employees and sets a clear expectation across the organisation of acting lawfully, ethically and responsibly. Whilst the Company does not have a stand-alone anti-bribery and corruption policy, our code of conduct sets out the Company's requirement for its workforce to act professionally, fairly and with integrity in all business dealings and relationships. hipages code of conduct is available in the Corporate Governance section of the Company's website.

hipages also has in place a whistle-blower policy, which is available in the Corporate Governance section of the Company's website.

## Principle 4: safeguard integrity in corporate reporting

### 4.1 *Audit and Risk Committee*

The Board has established an audit and risk committee. During the financial year, the committee had four members, Stacey Brown (Chair), Chris Knoblanche, Inese Kingsmill and Kate Mills (joined the committee on 1 December 2022), of which all are independent non-executive directors. The Chair, Stacey Brown, is an independent director who is not the Chair of the Board. The committee charter is available in the Corporate Governance section of the Company's website. The Director's Report contains details of the relevant qualifications and experience of the members of the committee, the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings.

The purpose of the audit and risk committee is to assist the Board in the effective discharge of its responsibilities for risk management and compliance, financial and corporate reporting and audit matters. The committee also makes recommendations to the Board regarding the appointment and removal of the external auditor and rotation of the audit engagement partner.

### 4.2 *Financial integrity*

In the reporting period, the Board received written certifications from the CEO and the CFOO in relation to hipages' financial reporting processes for the half and full year. The Board requires the CEO and CFOO to provide a declaration in accordance with section 295A of the Corporations Act 2001 that, in their opinion, the financial records of the Company 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 Company and that this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

### 4.3 *Other periodic reporting*

During the reporting period, the Company ceased to be required to make ASX quarterly reports. The Company undertakes a thorough review of its financial reporting including the estimates and judgements underlying its accounts. These reports are reviewed by the audit and risk committee, which makes recommendations to the Board for approval.

## Principle 5: make timely and balanced disclosure

hipages understands the importance of the production of accurate, balanced and clearly and objectively expressed market announcements which allow investors to appropriately assess the impact of the information when making investment decisions. hipages has in place a continuous disclosure policy which is available in the Corporate Governance section of the Company's website.

The purpose of this policy is to:

- ensure that hipages' employees are aware of their obligations to disclose information in accordance with the continuous disclosure requirements of the ASX Listing Rules;
- set out the procedures for identifying and assessing information for disclosure to the ASX in accordance with the Company's continuous disclosure obligations;
- set out the procedures designed to ensure the Company complies with its continuous disclosure obligations; and
- set out the requirements for protecting confidential information of the Company from unauthorised disclosure.

hipages has a procedure in place to ensure that the Board receives copies of all material market announcements promptly after they have been made, and for new and substantive investor or analyst presentations to be disclosed on the ASX Markets Announcements Platform ahead of the presentation.

## Principle 6: respect the rights of shareholders

hipages maintains an investor centre on its website which contains information for investors about itself and its governance. The investor centre provides details of hipages' directors and senior leadership team, key corporate governance documents including hipages' constitution and charters for the Board and Board committees, as well as other key corporate governance policies. Our periodic reports, investor presentations and ASX announcements are also available. For shareholders, the investor centre also contains contact details and links to access our share registry, managed by Automic.

hipages has an investor relations program that facilitates two-way communication with investors. The Company holds investor presentations after release of its half-year and full year results each year, in respect of which retail or institutional investors are welcomed to ask questions about the entity's business, governance, financial performance and prospects. Directors and senior executives also interact with key institutional investors from time to time which provide an opportunity for these investors to express their views to the entity on matters of concern or interest to them.

hipages encourages all shareholders to attend the Annual General Meeting (**AGM**) which is usually held in November each year. Shareholders can receive the meeting materials (and other shareholder communications) by mail or elect to receive the documents electronically. The AGM provides shareholders with an insight into the operations of hipages for the last financial year. At the AGM, shareholders are given the opportunity to ask questions about the management of the Company and questions of the external auditor about the conduct of the audit and the preparation and content of the auditor's report. Shareholders who are not able to attend the AGM may vote by appointing a proxy using the form included with the notice of meeting. Voting at hipages' AGM is conducted by a poll.

## Principle 7: recognise and manage risk

### 7.1 *Audit and Risk Committee*

The audit and risk committee has been established by the Board and is responsible for overseeing the establishment of the Company's risk management framework and monitoring the effectiveness of the systems of risk management, operational risk policies, procedures and systems internal controls. Details of the Audit and Risk Committee are set out earlier in this statement under Principle 4: Safeguard integrity of corporate reporting. The Company's risk management framework is available in the Corporate Governance section of the Company's website.

### 7.2 *Risk management process*

hipages' management identifies, assesses and evaluates risks having regard to the Company's risk appetite, which are reported to the audit and risk committee on a regular basis. The risk management framework is implemented by management and communicated to the Company generally by way of risk management control systems and delegation frameworks.

The Board, with the assistance of the audit and risk committee, is responsible for overseeing the implementation of the Company's risk management framework and ensuring that internal compliance and control systems are in place. These systems require management to be responsible for identifying and managing the risks which may have a material impact on hipages' strategic objectives.

hipages does not have an internal audit function. The audit and risk committee identifies areas of key concern for the business driven by material risk reporting, for example, cybersecurity or data privacy, and instructs management to undertake a specific deep-dive in these areas. In this way, the effectiveness of the governance, risk management and internal control processes of the Company are continually improving.

### 7.3 *Environmental or social risks*

Hand-in-hand with our purpose at hipages to transform the trade industry, building better lives for everyone and our vision to be the most trusted partner in the trade industry, hipages believes that good environmental, social and governance (**ESG**) performance helps a business sustain purposeful commercial activity.

In the reporting period, hipages engaged an independent consultant to assist the Company to progress a short to medium term ESG strategy and underlying initiatives.

The Company will be providing a snapshot of the ESG related issues that are both material to the business and important to stakeholders in the hipages 2023 annual report. We will also be describing our progress against the future ambitions we set for ourselves in FY22.

## Principle 8: remunerate fairly and responsibly

### **8.1 Remuneration and Nomination committee**

The remuneration and nomination committee has been established by the Board and is responsible for overseeing the Company's remuneration policy. Details of the remuneration and nomination committee are set out earlier in this statement under Principle 2: Structure the board to be effective and add value.

The Remuneration Report, as set out in hipages annual report every year, includes the Company's remuneration principles and strategy, executive remuneration framework and remuneration for non-executive directors.

hipages has separate frameworks for the remuneration of executives and non-executive directors. The Company's Securities Trading Policy, which is available in the Corporate Governance section of the Company's website, does not permit Restricted Persons (including the senior leadership team) to enter into transactions designed to hedge their exposure to the Company's securities.



