

2022 CORPORATE GOVERNANCE STATEMENT



G8 Education^{ltd}

OUR CORPORATE GOVERNANCE APPROACH

We are pleased to present our 2022 Corporate Governance Statement which outlines the corporate governance framework and practices of G8 Education Limited (G8 Education).

G8 Education's approach to corporate governance goes beyond compliance. We recognise that our governance framework and the way that we do business is critical for us to earn and maintain the trust of our stakeholders. The Board of Directors of G8 Education (**Board**, with each member of the Board being a Director) and G8 Education's Executive Leadership Team (**Management**) are committed to achieving the highest standards of corporate governance and business conduct. We see this commitment as fundamental to our purpose of creating the foundations for learning for life.

This 2022 Corporate Governance Statement is current as at 21 February 2023 and has been approved by the Board of G8 Education and lodged with the ASX, together with its accompanying Appendix 4G.

COMPLIANCE WITH ASX GOVERNANCE RECOMMENDATIONS

Under Listing Rule 4.10.3, G8 Education is required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Governance Recommendations**) in the reporting period. G8 Education confirms that it has complied with the ASX Governance Recommendations for the period commencing 1 January 2022 and expiring on 31 December 2022.

G8 Education's Corporate Governance Statement, which applies to G8 Education Limited and its subsidiaries (Group), is structured with reference to the ASX Governance Recommendations as set out below.

ASX GOVERNANCE RECOMMENDATIONS

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Board guides and monitors the business and affairs of G8 Education on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board is responsible to the shareholders for the performance of the Group and seek to balance sometimes competing objectives in the best interests of the Group as a whole.

The key responsibilities of the Board include:

- demonstrating leadership and the oversight of the effective management and control of G8 Education including the composition, performance and remuneration of Management and ensuring they are aligned with G8 Education's purpose, values and strategic objectives
- defining G8 Education's purpose, vision and values and setting and reviewing its strategic objectives
- monitoring and influencing G8 Education's corporate culture, reputation, ethical standards and legal compliance
- overseeing the corporate governance framework and the key supporting policies governing G8 Education, including its Code of Conduct
- the approval and monitoring of key budgets, business plans, financial statements and financial policies
- overseeing capital management initiatives, including approving dividend payments, share issues, buy-backs and returns of capital
- the approval of all material transactions including major new investments, capital expenditure, acquisitions and divestitures and capital management initiatives as proposed by management
- the establishment, promotion and maintenance of proper processes and controls to maintain the integrity of financial accounting, financial records and reporting

- the development and implementation of key corporate policies, procedures and controls as necessary to establish a risk aware culture and to ensure appropriate standards of accountability, risk management, corporate governance and responsibility and ethical and legal compliance
- the establishment, promotion and maintenance of a proper risk management framework to ensure risks are identified and reported by management to the Board in a timely manner
- the appointment and removal of all Executive Leadership Team and Chair of the Board
- the oversight of the adequacy of managerial resources to ensure there is adequate depth of resources and appropriate succession planning
- monitoring the performance of management and the implementation of strategy and corporate plans, including holding management to account
- ensuring that Shareholders receive high quality, relevant and accurate information in a timely manner and that investors generally are able to trade in G8 Education Limited (ASX:GEM) securities in a market which is efficient, competitive and informed.

The relationship between the Board and Management is critical to the Group's long-term success. Day to day management of the Group's affairs and the implementation of the strategy and policy initiatives are formally delegated by the Board to the Managing Director subject to agreed authority limits and matters expressly reserved to the Board.

All Directors and Managers enter into a written agreement with G8 Education which sets out the terms of their appointment.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT *continued***Chair, Managing Director and Company Secretary**

The Chair is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with G8 Education's Management. In accepting the position, the Chair has acknowledged the significant time commitment that will be required and confirmed that other positions will not hinder their effective performance in the role of Chair. The Chair is an independent Director.

The Managing Director is responsible for executing Board approved strategy and ensuring day-to-day management and operation of the Group is in accordance with policies and procedures adopted by the Board.

The Company Secretary is accountable directly to the Board of Directors through the Chair on all matters relating to the proper functioning of the Board.

Director Appointment and Elections

A newly appointed Director must stand for election at the next Annual General Meeting. Directors must stand for re-election at the third AGM following their election. A recommendation that the Board supports an existing Director standing for re-election is not automatic. Potential candidates for the Board as well as Directors standing for re-election are all assessed considering a number of factors, including but not limited to:

- skills, experience, personal qualities and attributes that will best complement the skill set and characteristics of existing directors and enhance Board effectiveness
- diversity of Board composition
- the capacity to devote the necessary time and commitment to the role
- potential conflicts of interest and independence.

The Notice of Annual General Meeting sets out the Board's assessment of these matters for each Director standing for re-election. Appropriate checks including character, experience, criminal record and bankruptcy checks are also performed before any potential candidate is appointed to the Board, employed as Management or recommended to shareholders as a candidate for election.

Board Performance Assessment

The Board undertakes an annual review for its collective and individual performance and the performance of the Chair and its Committees. The Board uses Board Management Software to improve and facilitate Board and Committee performance reviews, and skills matrix analysis.

The Board completed a Board performance review in December 2022 and the results and any action plans from the review are documented together with agreed performance goals for the coming year.

Management Performance Reviews

The Group has developed a process for annual appraisal of its Management measuring performance, including contribution to the overall success of the business. The appraisal is designed to measure success in achieving objectives set for the past twelve months and to set objectives for the next twelve months. During the period, the Board conducted a performance review of the CEO in January 2022 and a half yearly review in August 2022. The CEO conducted a performance review in respect of Management employed at the time in January 2022.

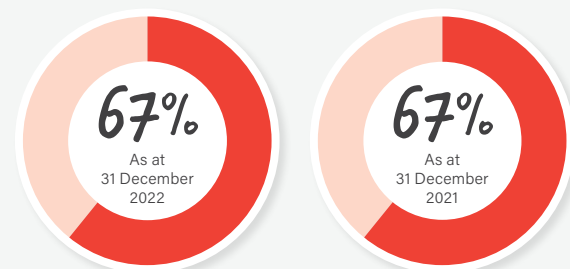
Diversity, Inclusion & Belonging Policy

G8 Education values diversity and equality and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, G8 Education has developed a Diversity, Inclusion & Belonging policy. This policy outlines G8 Education's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity and equity and for the Board to assess annually both the objectives and G8 Education's progress in achieving them.

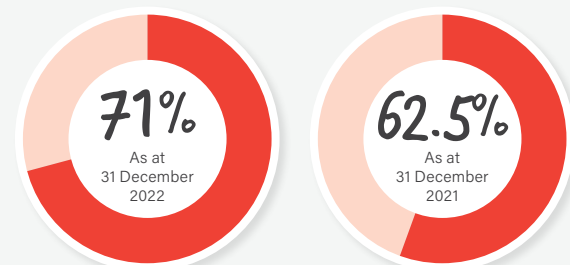
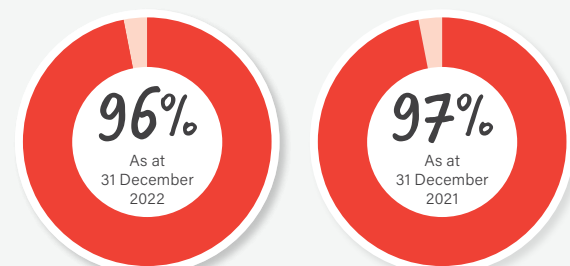
The Diversity, Inclusion & Belonging Policy can be found on G8 Education's Corporate Governance webpage: <https://g8education.edu.au/about-us/sustainability/> or by contacting the registered office.

Diversity of Gender

The table below illustrates the number of female employees as a percentage of the total workforce in the organisation, Management Positions and as Non-Executive Directors. Management Positions are defined as those employees who are part of the Executive Leadership Team.

Equity and Diversity Improvements**Number of female Non-Executive Directors****Number of females in Management Positions**

(excluding the Chief Executive Officer)

**Number of females in the organisation**

PRINCIPLE 2: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT *continued*

Targets and Achievements for 2022

The Board set a measurable objective for achieving gender diversity during 2022. The table below shows G8 Education’s performance against that objective:

To maintain at least as many female to male representation for Non-Executive Directors on the Board

Target: At least 50% female

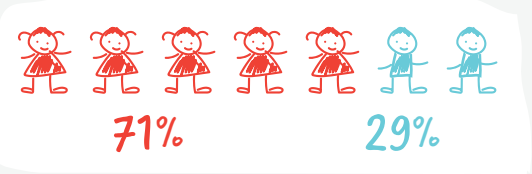
Actual: As at 31 December 2022 (Total #6)



To maintain at least as many female to male representation on the Executive Leadership Team, excluding the CEO

Target: At least 50% female

Actual: As at 31 December 2022 (Total #7)



Targets for 2023

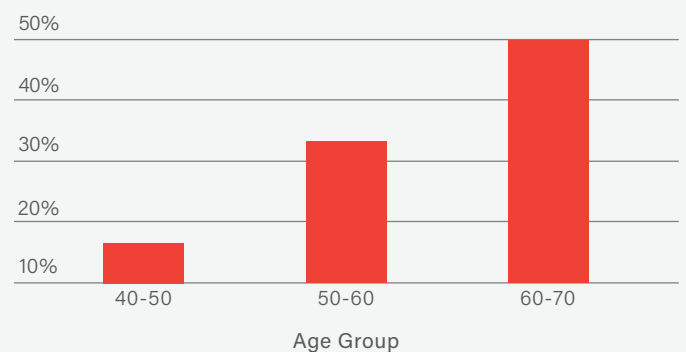
At the end of 2022, the Board set measurable objectives for gender diversity for 2023, which are detailed in the table below:

- To maintain at least equal female to male representation for Non-Executive Directors on the Board
- To maintain at least equal female to male representation on the Executive Leadership Team, excluding the Chief Executive Officer

In accordance with the requirements of the Workplace Gender Equality Act 2012, the G8 Education Group workplace profile for Australia only is set out on our website at: <https://g8education.edu.au/about-us/sustainability/>

Diversity of Age

The diagram below demonstrates the diversity of age of the Board of Directors:



PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

The Board regularly reviews its composition, skills and succession plans to ensure it aligns with G8 Education’s Strategic Plan.

Board Composition

The Board is comprised of both Executive and Non-Executive Directors. On appointment to the Board, all Non-Executive Directors enter into a service agreement with G8 Education. The agreement summarises the Board policies and terms, including remuneration, relevant to the office of Director.

Non-Executive Directors bring perspective to the Board’s consideration of strategic, risk and performance matters and are best placed to exercise independent judgement, review and constructively challenge the performance of management.

The Chair is elected by the full Board and is required to meet regularly with key management. The Board establishes measurable Board gender diversity objectives and assess annually the objectives and progress in achieving them. G8 Education maintains a mix of Directors on the Board from different backgrounds with complementary skills and experience.

The Board is required to undertake an annual Board performance review and consider the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to the Group.

The Board seeks to ensure that:

- at any point in time, its membership represents an appropriate balance between Directors with experience and knowledge of the Group and Directors with an external or fresh perspective; and
- the size of the Board is conducive to effective discussion and efficient decision-making.




The experience and skills held by the Directors on the Board are set out on page 4. The Board is satisfied with the breadth of applicable skills held collectively by the Directors.

Board Skills Matrix



The Nomination Committee maintains a Board skills matrix containing the mix of skills, experience, knowledge and diversity that the Board currently has and is looking to achieve in its composition. The Nomination Committee also oversees the professional development of Directors to ensure that identified skill sets are strengthened and deepened.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE *continued*




Core Business Skills and Knowledge

	Early childhood education & care sector	●○○○○○
	Education theory and practice	●○○
	Customer (family and children's needs in early childhood)	●●○○○○○



Leadership oversight

	CEO and leadership oversight	●●●●○○○
	Talent and remuneration	●●●●○○○




Strategy and transformation

	Strategy and planning	●●●●○○○
	Digital and transformation	●○○○○○○○
	Change and major project delivery	●●○○○○○○









Finance and accounting

	Corporate finance	●●●○○○○
	Accounting and financial reporting	●○○○○○○○

Governance, risk and legal

	Board leadership	●○○○○○○○
	Risk management	●●●●○○○
	Legal & Compliance	●●●●○○○

Functional oversight

	People & Culture	●●●●○○○
	Brand and marketing	●●●○○○
	Operations management and leasing	●●○○○○○
	Technology and data	●○○○○○○○
	Communications and corporate affairs	●○○○○○○○
	Government relations	●○○○
	Safety	●●○○○○○
	Sustainability	○○○○○○○

- **Directors with Primary skills**
Consistent ability to identify complex oversights
- **Directors with Secondary skills**
Broad and general knowledge of subject area

Board Members

Details of the members of the Board, their experience, expertise, qualifications, term of office and independent status are set out in the Directors' Report.

Directors Independence

During 2022 the Board comprised 7 Directors, all of whom are Non-Executive except for the Chief Executive Officer. All Non-Executive Directors (D Foster, J Cogin, D Singh, A Thornton, P Trimble and M Zabel) are considered independent under the principles set out below.



The Board has adopted specific principles in relation to Directors' independence which replicate the ASX Governance Recommendations. In particular, examples of interests, positions and relationships that might raise issues about the independence of a director of an entity include if the Director:

- is, or has been, employed in an executive capacity by the Group and there has not been a period of at least three years between ceasing such employment and serving on the Board
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Group
- is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Group, or is an officer of, or otherwise associated with, someone with such a relationship
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder of G8 Education
- has close personal ties with any person who falls within any of the categories described above
- has been a Director of the entity for such a period that their independence from management and substantial holders may have been compromised

In each case, the materiality of the interest, position or relationship is assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party. Materiality is determined on both a quantitative and qualitative basis.

In addition, a transaction of any amount or a relationship is deemed material if knowledge of it may impact the shareholders' understanding of the Directors' performance.

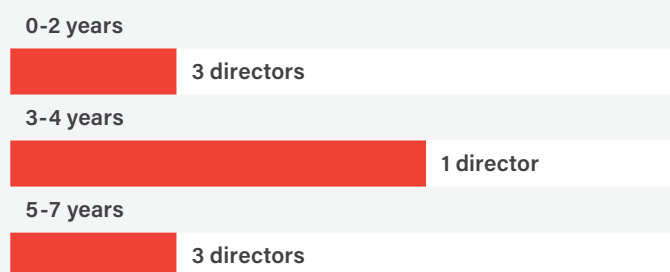
In consideration of the view that a Director's independence may be perceived to be impacted by lengthy service on the Board, the Board has determined that a Director may not be deemed independent if he or she has served on the Board of G8 Education for more than ten years.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE *continued***Term of Office**

In 2017, the Board established a policy that the maximum term of service for a Non-Executive Director should be approximately ten years. However, this term may be extended for reasons such as Board or Committee Chair, providing continuity or a particular capability of a Non-Executive Director.

G8 Education's Constitution specifies that all Directors, other than a Managing Director, must retire from office no later than the third annual general meeting following their last election. Where eligible, a Director may stand for re-election.

The diagram below shows the diversity of Director tenure on the Board:

Director tenure**Induction**

The induction provided to new Directors and Management enables them to actively participate in Board decision making as soon as possible. It ensures that they have a full understanding of G8 Education's financial position, strategies, operations, culture, values and risk management policies.

It also explains the respective rights, duties, responsibilities, interaction and roles of the Board and Management and G8 Education's meeting arrangements.

Commitment

The number of meetings of G8 Education's Board of Directors and of each Board Committee held during the year ended 31 December 2022, and the number of meetings attended by each Director is disclosed on page 39 of the Annual Report.

It has been G8 Education's practice to allow Executive Directors to accept appointments outside G8 Education with approval of the Board. The Executive Director for the period ending 31 December 2022 held the position of Co-Chair of The Early Learning and Care Council of Australia (**ELACCA**), but otherwise had no other outside appointments¹.

The commitments of Non-Executive Directors are considered by the Nomination Committee prior to the Directors' appointment to the Board of G8 Education and are reviewed each year as part of the annual performance assessment.

Prior to appointment or being submitted for re-election, each Non-Executive Director is required to specifically acknowledge that they have and will continue to have the time available to discharge their responsibilities to G8 Education.

Conflict of interests

There were no conflicts of interests during the year ended 31 December 2022.

Independent professional advice

Directors and Board Committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at G8 Education's expense. Prior written approval of the Chair is required, but this will not be unreasonably withheld.

Nomination Committee

The Board established a Remuneration and Nomination Committee in 2014 and established a separate Nomination Committee in 2017.

The Nomination Committee operates under a Charter approved by the Board. The Nomination Committee is chaired by an independent Director.

In 2022 Nomination Committee comprises the following members:

- D Singh (Committee Chair)
- D Foster
- J Cugin
- A Thornton
- P Trimble
- M Zabel

For details of Directors' attendance at meetings of the Nomination Committee, please refer to page 39 of the Directors' Report.

The Nomination Committee Charter is publicly available on G8 Education's website:

www.g8education.edu.au/about-us/corporate-governance



1. The Executive Director retired on 31 December 2022 and their role as Co-Chair of ELACCA ceased at the same time. The new Executive Director who commenced on 3 January 2023 will represent G8 Education at ELACCA moving forward.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE *continued*

The key responsibilities of the Nomination Committee include:

- having regard to the strategic direction of G8 Education, assessing periodically the skill set required to discharge competently the Board's duties including the skills, experience and diversity currently represented on the Board
- regularly reviewing and making recommendations to the Board regarding the structure, size, diversity and composition (including the balance of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole, and keeping under review the leadership needs of G8 Education, both executive and non-executive
- preparing a description of the role and capabilities required for a particular appointment
- identifying suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board having regard to G8 Education's diversity aspirations. This will include any subsequent decisions to extend an appointment
- undertaking appropriate checks on executive and non-executive candidates, including with respect to the person's character, experience, education, criminal record and bankruptcy history, before recommending their appointment to the Board
- ensuring that, on appointment, all Directors receive induction training, including a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment and any responsibilities with respect to Board Committees or in acting in a capacity other than as a Director (e.g. as Chair or as a lead independent director)
- making recommendations to the Board with respect to continuing professional development programs for Directors
- identifying the existing Directors who are due for re-election by rotation at annual general meetings, in accordance with the Constitution
- in carrying out its duties in relation to any re-appointment of a non-executive Director on conclusion of their specified term of office, undertaking a process of review of the retiring non-executive Director's performance during the period in which the non-executive Director has been a member of the Board
- developing a review process and reviewing annually the performance of the Board and the Committees of the Board, including a review of the time required from a non-executive Director and whether Directors are meeting that requirement
- developing a review process and reviewing semi-annually the performance of the CEO
- giving full consideration to appropriate succession planning and satisfying itself that processes and plans are in place in relation to the Board, the CEO and other senior executives
- reviewing disclosures, including a statement in the annual report detailing the Committee's activities and the process used for appointments
- making publicly available the Committee's Charter, explaining its role and the authority delegated to it by the Board.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Code of Conduct

G8 Education has developed a Code of Conduct which has been fully endorsed by the Board and applies to all Directors employees and contractors.

The Code of Conduct sets out G8 Education's values and requires that at all times all team members act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and Company policies, including anti-bribery and corruption. A copy of the Code of Conduct is available on G8 Education's website at www.g8education.edu.au/investor-information/corporate-governance

The Code of Conduct is reviewed annually by the People, Culture & Education Committee and is otherwise updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Group's integrity. Any material breaches of the Code of Conduct must be reported to the Board.

The Code of Conduct is supplemented by the Directors' Code of Conduct, which requires Directors and Management to comply with Directors' duties and G8 Education's Securities Trading Policy. This document is available at: www.g8education.edu.au/investor-information/corporate-governance or by contacting the registered office.

Whistleblower Policy

G8 Education encourages the notification of any suspected misconduct, or improper state of affairs or circumstances involving G8 Education or its business or practices under its Whistleblower Policy which outlines the process for reporting such conduct in strict confidence and without fear of retribution.

G8 Education's Whistleblower Policy is available at: www.g8education.edu.au/investor-information/corporate-governance or by contacting the registered office.

The Board is notified of any Whistleblower notifications on a monthly basis.

Securities Trading Policy

The purchase and sale of G8 Education securities by Directors and employees is only permitted in accordance with G8 Education's Securities Trading Policy.

G8 Education's Securities Trading Policy is available at: www.g8education.edu.au/investor-information/corporate-governance or by contacting the registered office.

The Directors are satisfied that the Directors and employees have complied with its policies on ethical standards, including trading in securities.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit and Risk Management Committee

In 2022 the Audit and Risk Management Committee (ARMC) comprised following Non-Executive, Independent Directors:

- P Trimble (Committee Chair)
- D Foster
- A Thornton

Details of these Director's qualifications, experience and attendance at ARMC meetings are set out in the Directors' Report on pages 34 to 36.

All members of the ARMC are independent Directors, financially literate and have an appropriate understanding of the industry in which the Group operates.

The ARMC operates in accordance with a Charter approved by the Board which is available on G8 Education's website:

<https://g8education.edu.au/investor-information/corporate-governance/>

The key responsibilities of the ARMC include:

Financial Management

- Review regularly with management G8 Education's cash flow forecasts, capital structure, including debt financing and the adherence to bank or other debt covenants and related requirements
- Consider G8 Education's treasury management policies, including hedging of trading, financing or balance sheet exposure

External Financial Reporting

- Consider the appropriateness of G8 Education's accounting policies and principles and any changes to them
- Assess significant estimates and judgements in the financial reports and enquire of the external auditor regarding the reasonableness of those estimates
- Review compliance with accounting standards and other legal requirements
- Review the clarity of disclosures
- Review financial reports and recommend to the Board on their approval or amendment
- Where applicable, review G8 Education's statement on internal control systems prior to endorsement by the Board and review the policies and processes for identifying and assessing business risks and the management of these risks by G8 Education

Related Party Transactions

- Review and monitor the propriety of all related party transactions

External Audit

- Make recommendations to the Board on the appointment and remuneration of the external auditor, including whether an audit tender process is required
- Be satisfied that an effective, comprehensive and complete external audit can be conducted for the set fee
- Approve the external audit plan
- Monitor the effectiveness and independence of the auditor, ensuring that the external auditor's rotation practices, provision of non-audit services and relationships with G8 Education do not impair that independence
- At least annually, obtain a formal written statement of all relationships between the external auditors and G8 Education
- Discuss with the external auditor, before the audit commences, the nature and scope of the audit and review the auditors' quality control procedures and steps taken by the auditors to respond to changes in regulatory and other requirements
- Review the external auditors' management letter and management's response and ensure that information provided is complete and appropriate
- Give consideration to any other matter communicated by the external auditors, in particular serious difficulties or disputes with management encountered during the course of audits
- Invite the external auditor to attend audit committee meetings to review the audit plan, discuss audit results and consider the implications of the external audit findings for the risk management and control environment
- Approve the provision of non-audit services to G8 Education, where such services are to be provided by the external auditors of G8 Education

Internal Audit

Determine if there is a need for a formal internal audit function¹, including an internal auditor for Company ("Group Internal Auditor") and, if so:

- draft an Internal Audit Charter for adoption by the Board which includes an obligation for the internal auditor to report to the Chair of the Committee with day to day reporting through the Managing Director
- ensure that the internal audit function is adequately resourced and has appropriate standing within G8 Education
- make recommendations to the Board regarding the appointment or dismissal of the Internal Auditor
- review and approve the scope of the internal audit plan and work program
- monitor the progress of the internal audit work program and consider the implications of the findings for the control environment
- monitor and critique management's response to internal audit findings and recommendations
- evaluate the process G8 Education has in place for monitoring and assessing the effectiveness of the internal audit function



1. The ARMC has determined there is a need for an internal audit function and an internal auditor has been appointed. See Principle 7: Recognise and Manage Risk on page 9.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS *continued***Risk Management**

In conjunction with Management, monitor and review the policies and control systems established by Management to identify and manage enterprise risks. These risks may include but are not limited to operational, environmental, sustainability, compliance, strategic, ethical conduct, reputation or brand, technological, product or service quality, human capital, financial reporting and market related risks.

Further information on the ARMC's role with respect to Risk Management is set out under Principle 7: Recognise and Manage Risk.

Cyber security and practices

- Review and monitor the framework for identifying, mitigating and managing cyber security and privacy practices of G8 Education
- Consider the effectiveness of G8 Education's cyber resilience risk control systems

General responsibilities

- Review and propose any changes to the ARMC Charter
- Approve minutes of the previous ARMC Meeting
- Oversee that the external auditors and internal auditors meet regularly and maintain a good working relationship
- Oversee the adequacy of G8 Education's capital expenditure procedures
- Review and regularly evaluate the Fraud Policy, Continuous Disclosure & Shareholder Communications policy, Securities Trading Policy, Dividend Policy, Dividend Reinvestment Plan Rules, Risk Management Policy and Framework, Tax Governance Framework, Delegation of Authority, Environmental Sustainability Policy and Strategy, Treasury Policy, Business Continuity Plans, Accounting Policy and Whistleblower Policy
- Review and assess impact of changes to accounting standards
- Review tax reports and practices for managing impact of taxation

The ARMC has authority to obtain, at the expense of G8 Education, independent expert advice and to arrange for attendance at meetings of outside parties with relevant experience and expertise if it considers necessary to assist the Committee; and to seek any information it requires from any employee (who are directed to cooperate with any request made by the ARMC), or from external parties.

Before the Board approves G8 Education's financial statements for a financial period it receives from its Managing Director and Chief Financial Officer a declaration that, in their opinion, the financial records of G8 Education 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 G8 Education and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Corporate Reporting

In complying with recommendation 4.2, the Managing Director and Chief Financial Officer make the following certifications to the Board:

- G8 Education's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of G8 Education and Group and are in accordance with relevant accounting standards
- the above statement is founded on a system of risk management and internal compliance and control which implements the policies adopted by the Board
- the Group's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects in relation to financial reporting risks.

External Auditors

G8 Education policy is to appoint external auditors who clearly demonstrate quality and independence.

The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

Following a tender in late 2015, Ernst & Young were appointed as G8 Education's external auditor, effective from 1 January 2016. In accordance with the Corporations Act 2001, a rotation of the lead auditor / Audit Partner for G8 Education took place in 2021.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in the Directors' Report and in note 32 of the financial statements. The external auditors provide an annual declaration of their independence to the ARMC in accordance with the requirements of the Corporations Act 2001.

The external auditor attends the Annual General Meeting to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Verification of Periodic Reports

G8 Education undertakes a verification process in respect of any periodic corporate reports that are not audited or reviewed by an external auditor. The Chief Legal, Quality & Risk Officer is responsible for ensuring the verification process confirms and verifies each fact or statement made within the periodic report against a source document or reference point.

The Chief Legal, Quality & Risk Officer reports to the Board on the process undertaken prior to the Board approving the release of those documents to the market.



PRINCIPLE 5 AND 6: MAKE TIMELY AND BALANCED DISCLOSURE AND RESPECT THE RIGHTS OF SECURITY HOLDERS**Continuous Disclosure**

G8 Education has policies and procedures on information disclosure that focus on the continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material impact on the price of G8 Education's securities.

The Company Secretary has been nominated as the person responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All information disclosed to the ASX is posted on G8 Education's website as soon as it is disclosed to the ASX. When analysts are briefed on aspects of the Group's operations, the material used in the presentation is released to the ASX and posted on G8 Education's website. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently disclosed and, if so, this information is also immediately released to the market.

Shareholder Engagement

Shareholders and other stakeholders are informed of all material matters affecting G8 Education through ASX announcements and periodic communications, which are available on G8 Education's website.

Other information available to shareholders on G8 Education's website includes G8 Education's ASX Announcements, Annual Reports and Financial Statements, dividend history, presentations, investor call transcripts and webcasts, shareholder meeting details and other key dates and FAQs.

G8 Education has policies and procedures regarding arrangements to promote communication with shareholders and encourage effective participation at general meetings. A copy of G8 Education's Constitution and key Corporate Governance documents (including the Continuous Disclosure and Shareholder Communication Policy), are also available on G8 Education's website <https://g8education.edu.au/investor-information/corporate-governance/>

G8 Education also has an investor relations program designed to facilitate two-way communications with analysts, investors, proxy advisors and the media. The Chair and the People, Culture and Education Committee Chair meet at least annually with proxy advisors and the Chair also meets or communicates with shareholders to allow them to provide Board-level feedback on the Group's governance and performance.

G8 Education provided all shareholders the option to receive communications from and send communications to G8 Education and its security registry electronically.

Annual General Meetings

The Annual General Meeting provides shareholders with an opportunity to engage with the Board and the Management of G8 Education. In complying with recommendation 6.4, all resolutions put at G8 Education's Annual General Meeting and any other meeting of its shareholders are decided by a poll rather than by a show of hands. G8 Education held a hybrid Annual General Meeting in 2022 allowing shareholders to attend its Annual General Meeting virtually and in person.



PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Risk assessment and management

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Management Committee (ARMC) and reviewed by the full Board.

The members of the ARMC are set out under Principle 4 above.

The ARMC is responsible in conjunction with management for monitoring and reviewing the policies and control systems established by management to identify and manage business risks. These risks may include but are not limited to operational, environmental, sustainability, compliance, strategic, ethical conduct, reputation or brand, technological, product or service quality, human capital, financial reporting and market related risks.

In providing this oversight, the ARMC:

- maintains an enterprise risk management framework and industry appropriate operational risk management frameworks
- reviews G8 Education's risk appetite and risk tolerance (as determined by the Board) on a Company wide basis with respect to relevant categories or operational risk
- monitors, reviews and reports on risks which may impact on G8 Education achieving its goals and objectives or the G8 Education's performance generally
- assesses the adequacy of the Safety, Health, Environment and Quality management system and performance, including with respect to employees, customers, visitors and others in relation to G8 Education's operations
- assess risks which threaten compliance with G8 Education's regulatory and legal operations
- assesses internal processes for determining and managing litigation and claims, related to both quality and non-quality issues
- reviews the impact of changes in Safety, Health, Environment and Quality legislation, community expectations, research findings and technology
- reviews and monitors the Safety, Health, Environment and Quality audit plan and auditing processes
- receives and considers the results of Safety, Health, Environment and Quality external and internal audits
- assesses risks which may impact on G8 Education's reputation
- reviews of actions taken by management to reduce risk exposure in the key areas of compliance with the legislation, information technology, cyber security and people and culture risks.

The ARMC regularly reports to and makes appropriate recommendations to the Board.

Responsibility for risk management and internal control is delegated to the appropriate level of management within the Group, with the Managing Director having ultimate responsibility to the Board for the risk management and internal control framework.

The Group has a Risk Management Policy and Risk Management Framework to formally document the policies and procedures already in place to manage risk. G8 Education's Risk Management Policy and Risk Management Framework is available at: <https://g8education.edu.au/investor-information/corporate-governance/> or by contacting the registered office.

The ARMC and the Board last reviewed the Enterprise Risk Management Policy and framework and the Group's annual risk workshop in November 2022. The strategic risk register, and actions for high and emerging risks are reviewed by the Board monthly.

Internal Audit

On the recommendation of the ARMC, the Board appointed RSM Australia Pty Ltd in 2021 as its outsourced internal auditor (**Internal Auditor**) with a reporting line to both the Chief Legal, Quality & Risk Officer and Chair of the ARMC. The internal auditor function assists the Group in accomplishing its objectives by bringing a systematic, disciplined approach to evaluating and continually improving the effectiveness of its risk management and internal control processes. The ARMC reviews and endorses the Internal Audit Charter for approval by the Board, and an Internal Auditor report is provided to the ARMC on a quarterly basis.

The Internal Auditor works to support the Group by:

- reviewing the Group's achievement of objectives
- assessing if decisions are properly authorised
- evaluating the reliability and integrity of information
- ensuring assets are safeguarded
- assessing compliance with laws, regulations, policies and contracts
- considering the efficiency, effectiveness, economy and ethics of business activities
- reviewing opportunities for fraud and corruption
- following-up previous audits to assess if remedial action has been effectively implemented
- identifying efficiencies and sharing these insights with other areas within the organisation.

Environmental and Social Risks

G8 Education is exposed to a range of strategic, operational, compliance and finance related risks associated with operating early learning and care businesses. A summary of G8 Education's material business risks and their mitigation plans are set out on pages 10 to 13 of the 2022 Annual Report and the 2022 Directors' Report discloses any environmental or social risks and how G8 Education intends to manage those risks (if any) on page 39.

The Board's annual risk workshop included a session on climate risk to identify and assess the physical and transition risks and opportunities that could potentially impact the operational and/or financial performance of the business. G8 Education's approach to climate risk and the primary risks identified are set out in page 32 of the Annual Report.



PRINCIPLE 8: REMUNERATION FAIRLY AND RESPONSIBLY

People, Culture & Education Committee

The Board established a People & Culture Committee in August 2014 which was renamed in November 2022 to the People, Culture & Education Committee (PCEC) following the expanded scope of the PCEC to oversee the establishment and operation of the Group's Education Advisory Board. The PCEC operates under a charter approved by the Board.

In 2022 the PCEC comprised the following members:

- J Cogin (Committee Chair)
- D Foster
- M Zabel
- D Singh

For details of Directors' attendance at meetings of the PCEC, please refer to page 39 of the Directors' Report.

The PCEC Charter is publicly available on G8 Education's website:

<https://g8education.edu.au/investor-information/corporate-governance/>

The key responsibilities of the PCEC include reviewing, advising and making recommendations to the Board on:

- people and culture strategy;
- remuneration strategy and incentives schemes
- executive leadership team and key management personnel remuneration
- Chair and Non- Executive Director fees
- attraction, retention and development of talent (including performance management, workforce planning, succession management and leadership and development training)
- reviewing, approving and assessing measurable objectives for achieving diversity
- remuneration disclosure and reporting
- review and endorsement of education strategy

- review and monitoring of the Company's strategy and framework for compliance with work health and safety obligations
- oversight and establishment of the Group's Education Advisory Board
- oversight of whistleblower complaints that are reported directly to the Board.

The PCEC also assumes responsibility for performance management, development planning and succession management programs to attract, motivate and retain high quality people and to enable and develop appropriate skills, experience and capability to deliver on G8 Education' strategy. This includes overseeing processes in relation to meeting diversity objectives for executives and employees other than the Board.

Employment contracts

Each member of the Management team signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The contract includes a specific formal job description.

Compliance with Securities Trading Policy

G8 Education's Securities Trading Policy provides that Directors and Management must not enter into any options, derivatives or other arrangements which operate to limit the economic risk of either unvested or vested holding in G8 Education's securities, including those held under G8 Education's executive and employee share plans.

Further information on Directors' and Management remuneration, including principles used to determine remuneration, is set out in the Directors' Report under the heading "Remuneration Report", which is disclosed on pages 41 to 58.

Non-Executive Directors do not receive options or bonus payments and are not provided with retirement benefits other than superannuation.



