Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

hipages Group Holdings Limited

ABN/ARBN	Financial year ended:
67 644 430 839	30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	https://investors.hipagesgroup.com.au/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 24 August 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date: 24 August 2026

Name of authorised officer authorising lodgement: Kylie Quinlivan, General Counsel & Company Secretary

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://investors.hipagesgroup.com.au/corporate-governance and we have disclosed the information referred to in paragraph (c) at: Our Corporate Governance Statement 2026. and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Our Corporate Governance Statement 2026. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Our Corporate Governance Statement 2026. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination 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 nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.hipagesgroup.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: Our Corporate Governance Statement 2026. and, where applicable, the information referred to in paragraph (b) at: Our Corporate Governance Statement 2026. and the length of service of each director at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://hipagesgroup.com.au/our-team/company-culture/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: in our Code of Conduct at https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement
PRINCIPLE 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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.hipagesgroup.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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.	☒	☐ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 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 listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 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.	☒ and we have disclosed information about us and our governance on our website at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 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: (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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.hipagesgroup.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role 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 and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement
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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Our Corporate Governance Statement 2026. and, if we do, how we manage or intend to manage those risks at: paragraph 7.3 of our Corporate Governance Statement 2026.	☐ set out in our Corporate Governance Statement
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.hipagesgroup.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Our Director's Report in hipages' Annual Report 2026.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 the 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.	☒ and we have disclosed our policy on this issue or a summary of it at: https://investors.hipagesgroup.com.au/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Statement 2026



hipages Group Holdings Ltd
ABN 67 644 430 839

Corporate Governance Statement

The Board of hipages Group Holdings Ltd (**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 24 August 2026.

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://investors.hipagesgroup.com.au/corporate-governance. 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.

Principle 1: lay solid foundations for management and oversight

1.1 Board responsibilities

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.

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 Director checks

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.

1.3 Terms of appointment

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.

1.4 Company Secretary

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.

1.5 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 FY26 gender diversity measurable objectives set by the Board. The progress during FY26 against the measurable objectives is summarised below.

FY26 Gender diversity measurable objectives	Progress (as at 30 June 2026)
Gender pay gap:	
Eliminate the gender pay gap by same role	0 gaps. hipages has met its target. This excludes justifiable pay gaps due to experience or performance.
Target less than 10% average 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.	7% average salary gap. hipages average pay gap decreased by 2% YoY. Our current median total remuneration pay gap is 2.9%, significantly lower than the national median which is 16.4%*. * Based on FY 24/25 data as more recent WGEA data has not been released https://www.wgea.gov.au/Data-Explorer/National
Female representation:	
Target 30% female representation in technology roles (comprising engineering, product and technical marketing).	33% female representation. hipages continues to work to achieve this ambitious target and is very pleased with our results. 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 remains committed to achieving this objective through internal promotions, targeted recruitment, succession planning and our accelerated women's leadership development 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 each vacant position.	98% of technology and management roles had at least one female candidate on the shortlist. hipages has increased the number of female candidates in its shortlist for technology and management roles YoY and continues to implement targeted programs and initiatives.

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.

1.5 Diversity continued

The proportion of female employees at hipages is summarised below:

hipages workforce	% of women (as at 30 June 2026)	
Board	**50%**	
Senior executives	**25%**	
Overall workforce*	**43%**	

* This represents a 1% decrease year-on-year.

The Company defines 'Senior executives' as being the Chief Executive Officer, Chief Finance and Operations Officer, Chief People and Culture Officer, Chief Product Officer, Chief Technology Officer, Chief Revenue Officer, Chief Marketing Officer and General Counsel & Company Secretary.

hipages will continue to measure its progress against the same Gender Diversity Measurable Objectives in FY27.

1.6 Performance evaluation

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

During FY26, performance evaluation of the Board, its committees, individual directors 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 be effective and add value

2.1 Board composition

During the reporting period, the Board consisted of six directors comprising 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 Director's 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:

(as at 30 June 2026)

Experience, skills and diversity	Skills Rating
1. Technology, marketplace & product Board or executive experience in technology, marketplaces or SaaS businesses. Current knowledge of digital platform and subscription business models, product, and the ANZ trades and SME operating environment.	
2. AI, data & digital transformation Experience leading the transformation of operations and product through AI and data, including AI strategy, governance and responsible use of data, and an understanding of the disruption and opportunity AI presents to marketplace models.	
3. M&A, capital allocation & capital markets Experience identifying, evaluating and executing transactions, acquisitions and partnerships, with disciplined capital allocation and credibility among the Australian institutional investor community and equity markets.	
4. Financial reporting & commercial acumen Highly experienced in evaluating financial statements, and financial risk, and internal controls in applying commercial acumen to identify risks and opportunities. Able to satisfy the ARC's financial expertise requirements.	
5. Risk management & cybersecurity Direct experience managing enterprise and operational risk, risk appetite and governance processes, including cybersecurity, data protection and technology resilience given the personal data hipages holds.	
6. Legal, regulatory & compliance Experience with the regulatory environment of a digital business serving consumers, including Australian Consumer Law, privacy and data, and awareness of financial services and AFSL obligations relevant to hipages' insurance distribution interest (VIZ).	
7. Listed-company governance & executive leadership Experience as a director of other entities listed on the ASX, preferably in technology and with a market capitalisation below $1 billion, and as a CEO or managing director of an organisation of similar nature and scale, bringing public company governance and leadership judgement.	
8. People & culture Experience in people, culture and remuneration, including talent, leadership and succession, executive remuneration and incentive design, employee engagement, and diversity, equity and belonging, consistent with the emphasis hipages places on its people and values.	
9. Commercial acumen, sales & marketing Experience leading sales, marketing and brand strategy at executive or Board level, including customer acquisition and retention, pricing and monetisation, and building trusted brands across the consumer and/or trade audiences. Able to challenge management on go-to-market strategy and marketing effectiveness.	

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, Kate Mills, Adir Shiffman and Kate Hill are independent directors.

Nicholas Gray is the Managing Director and Publisher of State and Communities at 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.

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, Kate Mills (Chair), Inese Kingsmill, Nicholas Gray, and Adir Shiffman 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 and reviews company diversity.

2.6 Director induction and professional development

New directors undertake an induction program to familiarise themselves with the Company's business, strategy and governance and risk frameworks. The Board periodically reviews whether directors would benefit from professional development to maintain skills and knowledge needed to perform their roles effectively, and directors have access to such opportunities.

Principle 3: act ethically and responsibly

3.1 Values

Our purpose at hipages is to transform the home improvement industry, building better lives for everyone. 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, 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:

OUR VALUES AND DNA – Define who we are and how we act		
 **Service** We enjoy exceeding expectations	 **Innovation** We constantly challenge the way things are done	 **Being Genuine** We are real people who breathe life into the brand
 **Value** We don't hold back in adding value	 **Collaboration** We bounce ideas around, listen and respect each other	 **Make it Happen** And always 'Make it Happen' by acting quickly to make hipages great

3.2 Code of Conduct

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.

3.3 Whistle-blower Policy

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

3.4 Anti-bribery and corruption Policy

The Company's anti-bribery and corruption policy is set out in its code of conduct, which requires the 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.

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 three members, Kate Hill (Chair), Inese Kingsmill and Kate Mills, of which all are independent non-executive directors. The Chair, Kate Hill, 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

For periodic corporate reports that are not audited or reviewed by the external auditor (such as the narrative sections of the annual report, this statement and investor presentations), the Company verifies their integrity through review of the underlying data by management and review and approval by the audit and risk committee and/or Board prior to release.

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 Market Announcements Platform ahead of the presentation.

Principle 6: respect the rights of shareholders

hipages maintains an investor hub on its website which contains information for investors about itself and its governance. The investor hub 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 hub also contains contact details and links to access our share registry, managed by MUFG Corporate Markets a division of MUFG Pension and Market Services, previously known as Link Market Services.

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, and can send communications to the Company and its share registry 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 in 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.

During the reporting period, the Board, through the audit and risk committee, reviewed the Company's risk management framework and satisfied itself that it continues to be sound and that the Company is operating with due regard to its risk appetite.

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 home improvement industry, building better lives for everyone, hipages believes that good environmental, social and governance (ESG) performance helps a business sustain purposeful commercial activity.

In the reporting period, hipages has continued to develop ESG strategies and initiatives for FY27. The Board does not consider the Company to have a material exposure to environmental risks. The Company's material social risks (including data privacy and cybersecurity) are managed through the risk management framework described above.

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.

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