

Corporate Governance Statement

The Board of Janison Education Group Limited (Janison or the Company) recognises the importance of maintaining high standards of corporate governance, compliance and the need to operate in a transparent, ethical and accountable manner. These, we believe, are fundamental to delivering the Company's overarching objective to create valuable and sustainable outcomes for our shareholders, customers and the communities in which we operate.

This Corporate Governance Statement outlines the key governance principles and practices in place at Janison and how they align with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition).

Janison's Board has overall responsibility for the governance and operation of the Company and has implemented a governance framework to ensure that Janison is properly managed to protect and enhance all stakeholders' interests. The governance framework is designed to ensure that Janison's entire team, including its board, directors, officers and employees, fully comprehend and operate in an appropriate environment of corporate governance and compliance.

Janison is an Australian owned, ASX-listed education technology company that delivers more than six million assessments annually. Founded in Australia in 1998 by teachers Wayne and Jacqui Houlden, the Company now delivers tests in more than 117 countries.

Janison works with schools, government, employers, students and professional accreditation bodies to achieve meaningful educational outcomes by effectively measuring knowledge and progress.

ASX Principles and Recommendations

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Principle 1: Lay solid foundations for management and oversight

Board Charter

Janison's Board is responsible for providing leadership and overseeing the management of the Company. The Board's has adopted a Board Charter which clearly articulates its roles and responsibilities, a copy of which is available on the Company's website at the following URL (www.janison.com/about/investor-relations/#corporate-governance).

In achieving its primary role of protecting and enhancing long-term shareholder value the Board fully assumes responsibility for: setting the Company's strategic direction; approving the annual budget and financial statements; monitoring the Company's financial performance and risk management; ensuring effective communication with shareholders; and appointing and evaluating the performance of the Company's CEO and Executive Leadership Team (ELT).

Board Composition and Selection

The Board Charter specifies that the Board comprises of a minimum of five directors and that the majority of the Board are to be independent directors. Currently, all but one of the Company's five board directors are independent. In addition, the Chairs of the Company's People and Remuneration Committee (PRC) and Audit and Risk Committee (ARC) are both independent. A list of Janison's Directors and their biographies can be found at www.janison.com/about/our-people/#board-of-directors

The Company undertakes comprehensive background checks ahead of the selection of a director, as it does with the appointment of any of the Company's ELT, all of whom have comprehensive contracts in place. This material, plus any other pertinent information the Board has about a candidate's election as a director is made available to shareholders ahead of seeking approval.

Janison selects and appoints its non-executive directors to ensure that the Board is balanced in its gender as well as diverse in its skills, experience and expertise. As of FY24 the Company's Board comprises of three women and two men. The Board's composition is reviewed regularly to ensure it remains appropriate and sufficiently comprehensive for the Company's needs.

The Board assesses the independence of each director on appointment and annually. Factors considered in this assessment include relationships with the Company, significant shareholders and other relevant stakeholders. All directors are required to continually disclose any conflicts of interest and abstain from participating in discussions where a conflict may arise. A register of directors' interests is kept current, to facilitate an ongoing assessment throughout the year. Based on its latest annual assessment, the Board considers the majority of its directors to be independent, including its Chair and the Chairs of its sub-committees.

Board Performance and Evaluation

Janison regularly evaluates the performance of the Board, its sub-committees (PRC, NOM and ARC) as well as the performance its individual directors including the Chair. The Board's most recent evaluation was completed in August 2024.

Company Secretary

The Board has appointed an independent Company Secretary who is accountable to the Board. The Board charter and constitution set out the role and responsibilities of the Company Secretary.

Diversity and Inclusion

Janison's Board and ELT consider creating a gender diverse, equitable and inclusive workplace fundamental to the achievement of the Company's goals. Janison has a range of policies in place to ensure a diverse and inclusive workplace including strategies to regular review and ensure gender pay equity, reduce any gender pay gaps, increase the number of women in senior and key management positions and have a gender balanced governing body.

The Company's gender balance for FY 24 across the Company remains consistent with the prior year being equally distributed 50% male and 50% female full time equivalent (FTE) employees as well as across our ELT and our Board.

A copy of Janison's Diversity Strategy is available at www.janison.com/about/investor-relations/#corporate-governance and as part of our participation in the WGEA reporting additional information can be found at www.wgea.gov.au/data-statistics/data-explorer

Induction Program for Non-Executive Directors and Ongoing Training

All new directors are provided with an induction program to help familiarise them with the Company, its operations, policies and procedures.

As part of Janison's performance review process, individual training needs are also identified and accommodated. This includes regular management presentations on key business activities, relevant industry trends in addition to other issues pertinent to Janison's business. To further enhance their individual understanding of Janison's products and services, non-executive directors also engage with and receive presentations from employees below the ELT level, as well as external experts, where deemed appropriate and/or necessary.

Directors are also expected to supplement their own understanding beyond that provided by Janison's ELT and staff on pertinent trends and issues.

Board Renewal

Where the Board has identified the need for a new director, whether as part of its skills matrix review or its ongoing succession planning, the Board Nomination Committee will assist with a candidate search and make a recommendation to the Board. The Board may use an external consultant to assist with this search process if deemed necessary.

A new director is only appointed once the appropriate checks have been completed to ensure that they are of good standing and that they possess the necessary competence, character, diligence, experience and judgement to fulfil their role. Any new non-executive director that is appointed by the Board seeks election by the Company's shareholders at the AGM following their appointment (consistent with the Corporations Act and the ASX Listing Rules). Janison discloses all relevant information regarding the election of a new non-executive director in the AGM Notice of Meeting.

Principle 2: Structure the Board to be Effective and Add Value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Overview

Janison's Board has been selected to ensure that it is diverse, sufficiently independent and that it collectively possesses the required skills, expertise and experience to fulfill its obligations as directors and provide the necessary support to ELT in developing and delivering the Company's strategic goals. Currently, most of the board, four of its five members, are considered to be independent as outlined in the criteria for consideration of independence by the ASX. The Board assesses the independence of any new directors upon appointment and regularly reviews the independence of its directors.

Additional information about the Board members, their experience and length of service is summarised in Table below and can also be found at <https://www.janison.com/about/our-people/#board-of-directors>. The interests of these directors are disclosed in the Company's annual report.

Board Directors	Additional Role	Appointment	Independent
Ms Kathleen Bailey Lord	Company Chair Member of ARC, NOM & PRC	23 February 2022 16 October 2024	Yes
Mr Mike Hill	Chair of ARC Committee Member of NOM & PRC	7 July 2014	Yes
Mr Wayne Houlden	Founder Member of ARC, NOM & PRC	15 December 2017	No
Mr Allison Doorbar	Chair of PRC Committee Member of ARC & NOM	20 June 2018	Yes
Ms Vicki Aristidopoulos	Member of ARC, NOM & PRC	11 November 2021	Yes
Mr David Caspari	CEO to November 2023	24 September 2021 Resigned 10 November 2023	No

The board annually reviews the skills of its members to ensure that collectively it has the necessary expertise, skills and experience to be successful in its role and ensure an appropriate a balance between longer-serving directors with established experience and

knowledge of Janison’s business and new directors who bring fresh perspectives – their tenure is summarised in the table above.

This Board Skills Matrix sets out the key skills, expertise and qualities that the Board believes are necessary for the effective governance of Janison. During FY 24 the Board reviewed and updated the matrix categories to ensure that they remain pertinent and reflect the skills and experience required to successfully realise the Board’s obligations. This matrix is reported in the Company’s Annual Report and can also be found at www.janison.com/about/investor-relations/#corporate-governance.

Each director completes an annual self-assessment against the skills matrix categories in addition to completing a comprehensive performance questionnaire. The findings from both are subsequently aggregated and reviewed by the Board to confirm that the Company has the necessary skills required across the Board for the successful operation of Janison.

The Board also has three sub-committees designed to provide support to the Board in specific areas of responsibility – Audit and Risk (ARC), People and Remuneration (PRC) and Nominations (NOM). Additional information about the roles and responsibilities of these committees is summarised in the subsequent table. Both Committees are chaired by independent directors and the majority of the directors on each Committee are independent.

Roles and Responsibilities of the ARC, PRC and NOM Committees

	Audit & Risk Committee (ARC)	People and Remuneration Committee	Nominations Committee
Role	Assists the Board in fulfilling its oversight responsibilities for financial reporting, internal control, and risk management. It comprises independent directors with relevant financial and industry experience.	Assists the Board in ensuring Janison’s people and remuneration frameworks support the achievement of the Company’s strategic objectives; are aligned with performance and shareholder interests; and are fair, transparent and responsible.	Assists the Board in reviewing its composition, performance and renewal. Comprised of the full board. Meets as required.
Key Responsibilities	<ul style="list-style-type: none"> • Reviewing financial statements and external audit reports • Overseeing the internal audit function • Monitoring the effectiveness of risk management systems • Overseeing the integrity of half-year and annual financial statements 	<ul style="list-style-type: none"> • Reviewing the Company’s remuneration framework • Evaluating the ELT’s performance and remuneration • Ensuring succession planning for key leadership roles • Managing the structure and operation of equity-based plans including performance measures and outcomes in relation to both short term 	<ul style="list-style-type: none"> • Evaluating the Board’s performance and remuneration • Ensuring an appropriate skills matrix is in place • Ensuring appropriate board renewal and succession plans are in place.

		and long-term incentive programs	
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Principle 3: Instill a Culture of Acting Lawfully, Ethically and Responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Code of Conduct

Janison is committed to conducting its business in an ethical and responsible manner and considers these values as fundamental: something every employee at Janison should feel accountable for and enabled to do. To facilitate this Janison has adopted a Code of Conduct that establishes the standards of behaviour expected by of all its stakeholders - directors, employees, and contractors. Key principles of this include:

- Acting honourably, with integrity, confidentially, ethically and honestly
- Complying with all applicable laws and regulations
- Respecting the rights and interests of all stakeholders

We also appreciate that while all our actions must be lawful, mere lawfulness may not be an adequate test of integrity. We believe that the highest standards of professionalism must always guide the actions of all those involved in Janson - our staff, contractors and our Board.

A copy of the Company's code of conduct can be found at www.janison.com/about/investor-relations/.

Whistleblower Protection Policy and Anti-bribery and Corruption Policy

Janison promotes and supports a culture where our people can report instances of wrongdoing, these are outlined in our Whistleblower Policy. This policy describes the protection and support available to people in situations where the nature of the reportable conduct necessitates it.

In addition to the Whistleblower Policy, Janison also has in place another policy designed to instil and enforce a culture of acting lawfully, ethically and responsibly –an Anti-bribery and Corruption Policy. Janison has zero tolerance for illegal activity and requires compliance with anti-bribery and corruption laws in all the markets and jurisdictions in which the Company operates. Any material breach of this Policy would be reported to the Board and if any evidence of illegal behaviour was to be confirmed, the matter would also be referred to the relevant law enforcement agency.

We regularly monitor and test both these policies to ensure that our commitments remain relevant, effective and consistent with our stakeholders' expectations and that the mechanisms in place to support our staff should such an event materialise are appropriate. A copy of both is available at www.janison.com/about/investor-relations/.

Trading in Janison securities

The Corporations Act as well as Janison's own policies prevent directors and employees from trading in Janison shares at any time while in possession of price sensitive information. In addition, the Company's directors and prescribed persons are prohibited from trading in Janison shares at certain times including prior to the release of the Company's half-year and full-year results to the ASX and the AGM.

Principle 4: Safeguard the Integrity of Corporate Reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Audit and Risk Committee

Janison has a separately constituted Audit and Risk Committee (ARC) to assist the Board to:

- ensure the integrity of the Company's financial reporting;
- ensure the effectiveness of the Company's systems of financial risk management and internal control; and
- monitor the Company's external audit functions.

The ARC comprises of five board directors, of which four are deemed independent.

A copy of the Audit and Risk Charter is available on the Company's website at www.janison.com/about/investor-relations/#corporate-governance.

The Committee officially meets every quarter, with supplementary meetings arranged as required. A full list of these meetings is included in the Company's Annual Report.

CEO and CFO Review

As is standard protocol the Board receives a declaration from both Janison's CEO and CFO that in their opinion the Company's financial records have been properly maintained, comply with appropriate accounting standards and give a true and fair view of the Company's financial performance. This declaration also confirms that their opinion has been formed based on a sound system of risk management and effective internal controls.

Corporate Reporting

Janison is committed to delivering clear, concise and effective disclosure in all its corporate reports to provide investors with accurate and timely information to be able to make informed investment decisions.

The Company releases Half Year Financial and Full Year Reports both of which are reviewed by the Company's external auditor, Stantons.

The Board ensures that any periodic corporate reporting that the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content which is as follows:

- reports are prepared by or under the supervision of subject matter experts;
- material statements in the reports are reviewed for accuracy and material requirements and appropriately interrogated; and
- other than administrative announcements all the announcements must be approved by the Board.

This process is intended to ensure that all applicable laws, regulations and company policies have been complied with and that the source of the information is able to be verified and that appropriate approvals have been obtained before a report is released to the market.

Principle 5: Make Timely and Balanced Disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Continuous Disclosure Policy

Janison's has adopted a Continuous Disclosure and Security Holder Communication Policy to ensure that it fully complies with the ASX Listing Rules and obligations under the Corporations Act 2001 regarding our legal continuous disclosure requirements. The policy also details Janison's procedures to ensure that all directors, officers, employees, contractors and consultants are aware of and fulfil their obligations in relation to providing shareholders with equal and timely access to any material information about the Company.

A copy of the Company's Continuous Disclosure Policy is available at www.janison.com/about/investor-relations/#corporate-governance

As part of this policy ahead of any new and substantive investor or analyst presentation Janison releases a copy of the presentation materials to ASX.

Material Announcements

Janison's Board reviews and approves all material announcements before they are released to the market. Once released, each Janison director receives an immediate notification from the ASX of any Janison ASX announcement.

Principle 6: Respect the Rights of Shareholders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

The Janison Board and its ELT fully appreciate the importance of providing the Company's shareholders with inclusive and timely information in addition to providing opportunities for two-way communication with institutional investors, retail shareholders, market analysts and proxy advisors. To facilitate this the Company has in place multiple communication channels with its shareholders including:

- A comprehensive and regularly updated, dedicated section for investor relations on the Company's website, additional information about which can be found at www.janison.com/about/investor-relations/. This is frequently updated with all Company ASX announcements, the Company's annual and half-yearly reports and other pertinent information. In addition to information about Janison's corporate governance, policies and procedures.
- A formal investor and media relations plan to facilitate regular, timely and pertinent information is communicated to shareholders and media with opportunities for two-way engagement.
- The Company has a formal Shareholder Communications Policy, a copy of which is available on the Company's website at www.janison.com/about/investor-relations/#corporate-governance. This details how Janison facilitates and encourages shareholder engagement including:
 - making directors of the Company, members of the ELT and the external auditor available to shareholders at any shareholders' meetings;
 - allowing shareholders in attendance a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report; and
 - allowing shareholders to lodge proxies electronically.
- The Company facilitates electronic communication channels with shareholders and actively encourages all its shareholders to register for receipt of registry communications, annual reports, announcements and updates electronically.

Janison's AGM

The AGM is a key two-way engagement opportunity for the Board of Janison, its ELT and our shareholders.

An accompanying Notice of Meeting is made available to our shareholders at least 28 days prior to each AGM. This Notice clearly outlines:

- The ways in which shareholders can participate in the AGM
- The business to be considered and voted on during the AGM
- That voting on each proposed resolution is conducted by poll rather than a show of hands

The Company provides a variety of mechanisms through which shareholders can vote and ask questions both ahead of and during the Company's AGM as well as observe the meeting's proceedings. Janison held its first AGM in a hybrid format in 2022 and continues to do so allowing attendance both virtually and in person.

For those shareholders who are unable to participate in the AGM, a webcast recording is made and is available at the Investor Relations section of our website.

Principle 7: Recognise and Manage Risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

The Board of Janison recognises the fundamental importance of both identifying and effectively managing risk and have, therefore, put in place a number of mechanisms to do this, summarised in the subsequent paragraphs.

Audit and Risk Committee

Janison has a separately constituted Audit and Risk Committee (ARC) to assist the Board in fulfilling its corporate governance and oversight responsibilities as they relate to the Company's: risk profile and risk policy; the effectiveness of the Company's risk management framework; and its supporting risk management systems.

Specifically, the purpose of this Committee is to assist the Board in discharging its oversight responsibilities in relation to:

- The Company's financial statements and reports, as well as Janison's annual and half year

reports;

- The integrity of Janison's corporate and financial reporting systems including the role, independence and performance of the external auditor's role;
- The Company's international audit and control framework;
- The Company's risk management program for both financial and non-financial risks;
- Janison's compliance management framework to ensure that legal, regulatory and operational requirements are satisfied; and
- Compliance with the Corporation's Act.

This Committee consists of five directors, four of which are deemed independent directors, as is the Chair.

A copy of the Audit and Risk Charter is available on the Company's website at www.janison.com/about/investor-relations/#corporate-governance.

The Committee officially meets every quarter, with supplementary meetings arranged as required. A full list of these meetings is included in the Company's Annual Report.

Risk Management Framework

The Company has in place a Risk Management Framework which is regularly reviewed throughout the year by the Company's ELT as well as the ARC. The Committee's specific functions regarding risk management are to:

- Review and monitor the adequacy and effectiveness of Janison's risk management framework and internal controls and recommend updates to the Board;
- Review and monitor the performance of the Company's management in the application of Janison's risk management framework, including whether it is operating within the risk appetite set by the Board;
- Regularly consider the key risks Janison is facing, both those already identified, as well as emerging risks and ensure appropriate actions are taken to mitigate;
- Review any material risk incidents or issues involving a breakdown or breach of Janison's risk controls, including the actions taken as a consequence and the insights gained;
- Review and approve any pertinent risk disclosures required under Janison's reporting obligations;
- Approve and monitor Janison's internal audit program; and
- Oversee Janison's insurances to ensure that they provide appropriate cover.

As part of the Strategic Review being undertaken by the business at the end of FY 24 and subsequent planned restructure of the Company in FY 25, the Risk Framework is being

reviewed to ensure that it remains both 'fit for purpose' and effective. The Board anticipates that this will include a more enterprise approach to risk that more effectively encompasses strategic as well as operational risks and the appointment of a dedicated Risk Officer.

Internal Audit

Janison does not have an internal audit function. The ARC periodically reviews the Company's operations to evaluate the effectiveness of its risk management and internal control processes. In addition, the ARC is kept regularly updated by the CFO of any material risks the Company is facing.

For each reporting period the Company's external auditor also conducts a control review to consider and report on the risks facing the Company and the controls the Company has in place to mitigate these.

External Audit

Stantons is Janison's external auditor and has acted in that role throughout FY 24.

Stantons role is to provide an independent opinion that Janison's financial reports are true, fair and comply with the applicable accounting standards and regulations.

The external auditor will be invited to attend the ARC meetings and the Annual General Meeting, and the ARC has direct access to the external auditor.

It is the Company's Policy to have the audit Partner responsible for the Financial Statement audit attend the AGM every year and be available for any questions from shareholders. Furthermore, the auditors are invited to ARC meetings when they are presenting audit plans and audit reports annually to the Board: this process is also repeated at the half year audit review. The ARC offers a closed session with the auditors to discuss any particular audit concerns and receive comments on the effectiveness of the Company with the audit preparations and the internal controls of the Company.

Environmental and Social Risks

All material risks to economic, environmental and social sustainability risks will be announced to the market, in accordance with the requirements of the ASX Listing Rules and otherwise within the Annual Report.

Principle 8: Remunerate Fairly and Responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Janison recognises that its greatest asset is its people and therefore the importance of having an effective reward and recognition strategy: a strategy that is sufficiently compelling to attract and retain high quality directors and senior executives whilst simultaneously being aligned to the creation of shareholder value.

People and Remuneration Committee (PRC)

Janison has established a separately constituted People and Remuneration Committee (PRC) to assist the Board in overseeing the Company's people and reward frameworks and to ensure that the Company meets its corporate governance responsibilities in relation to compensation.

A copy of the Committee Charter is available on the Company's website at www.janison.com/about/investor-relations/#corporate-governance. The PRC is responsible for reviewing and making recommendations to the Board in relation to:

- Janison's remuneration framework, including an assessment of the framework's effectiveness and its compliance with any applicable legal and regulatory requirements;
- Janison's CEO and ELT remuneration arrangements;
- the structure and operation of equity-based plans, including performance measures and outcomes in relation to short and long-term incentive grants for the CEO, ELT and other included senior executive;
- the size of the annual short-term incentive and fixed pay increase pools for the Company
- succession planning for the CEO and ELT;
- reviewing management's employee engagement and overall talent strategies including culture, diversity and inclusion initiatives;
- the remuneration of the Board and recommendations regarding the fee pool cap for the Board; and
- measurable objectives for achieving diversity across the organisation including the Board, ELT and wider workforce.

The Committee comprises of five directors, all but one of whom is independent including the Chair, who is not the Chair of the Board.

The PRC Committee meets quarterly and on additional occasions as is required. These dates and attendance are provided in the Company's Annual Report.

The structure and details of Directors' and the Senior Executive's remuneration is disclosed in the 2024 Annual Report.

The Board has set a fee pool cap for the non-executive directors and any proposed increase of that fee pool will be put to the vote by Janison shareholders at the Company's Annual General Meeting.