



13 August 2024

The Manager
ASX Market Announcements Office
Australian Securities Exchange

Dear Manager

SEEK Limited – 2024 Corporate Governance Statement

In accordance with the Listing Rules, I enclose SEEK's 2024 Corporate Governance Statement for immediate release to the market.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "R. Agnew".

Rachel Agnew
Company Secretary

Authorised for release by the Board of Directors of SEEK Limited

For further information please contact:

Investors & Analysts

Dan McKenna
SEEK Limited
Phone: 0404 868 465

Media

Daniel Ellis
SEEK Limited
Phone: 0400 587 232

SEEK Limited

60 Cremorne Street, Cremorne, Victoria, 3121 | Tel: +613 8517 4100 | Fax: +613 9510 7244 | ABN 46 080 075 314



SEEK
Corporate Governance
Statement 2024



Corporate Governance Statement



SEEK's Board considers high standards of corporate governance to be a cornerstone of creating long-term, sustainable shareholder value and to ensuring a fair, equitable and respectful workplace for its employees. The Board is committed to fulfilling its corporate governance responsibilities in the best interests of SEEK, whilst also protecting the interests of its stakeholders.

Introduction

This statement describes the principal governance arrangements which operated across SEEK Limited (SEEK) during FY2024 to ensure effective decision making and accountability. The fourth edition of the ASX Corporate Governance Principles and Recommendations (ASX Recommendations) has been fully reflected in SEEK's governance throughout FY2024.

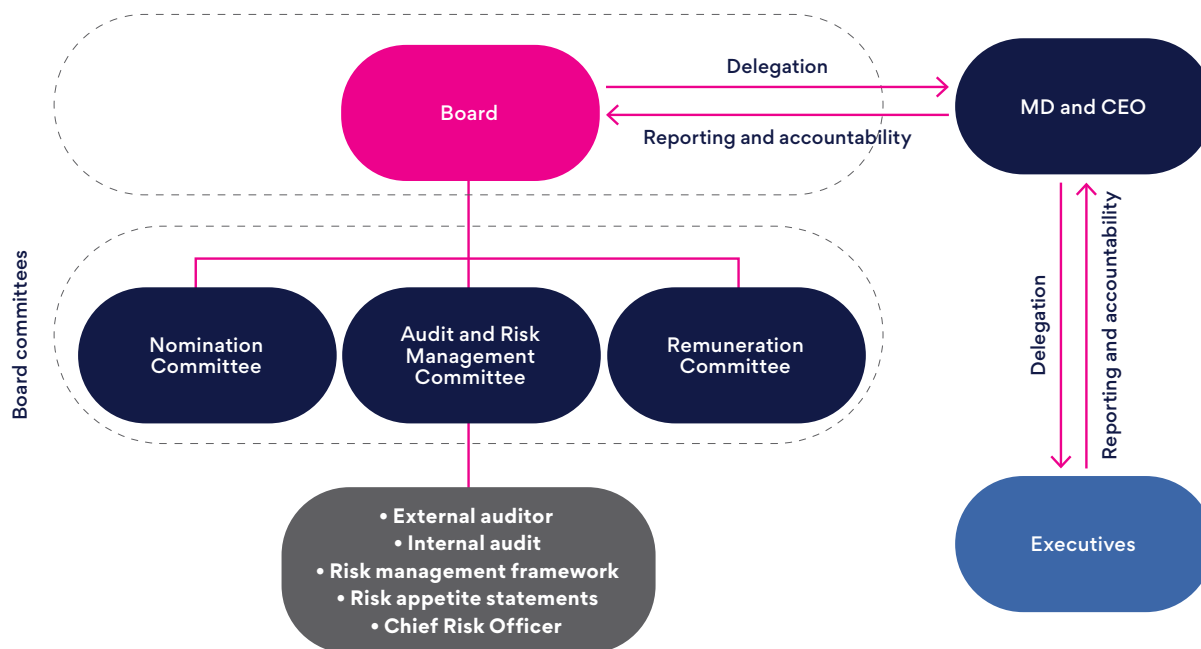
This Corporate Governance Statement has been approved by the Board and is current as at 13 August 2024.

Read more about corporate governance at SEEK at <https://www.seek.com.au/about/investors/corporate-governance/>

Board of Directors

Director	Position and independence	Appointment as director
Graham Goldsmith	Chairman since January 2019 Independent Non-Executive Director	October 2012
Ian Narev	Managing Director and Chief Executive Officer	July 2021
Andrew Bassat	Non-Executive Director (not independent)	Executive Director from September 1997 Non-Executive Director from July 2021
Julie Fahey	Independent Non-Executive Director	July 2014 (retired November 2023)
Jamal Ibrahim	Independent Non-Executive Director	July 2023
Leigh Jasper	Independent Non-Executive Director	April 2019
Linda Kristjanson	Independent Non-Executive Director	October 2020
Rachael Powell	Independent Non-Executive Director	February 2024
Michael Wachtel	Independent Non-Executive Director	September 2018
Vanessa Wallace	Independent Non-Executive Director	March 2017

Board Structure



Role of Board

The Board is accountable to shareholders for SEEK's performance. The Board meets regularly to set strategy, monitor risk and review SEEK's performance and progress against its strategic direction and business plans. It approves and monitors capital management including major capital expenditure. The Board also ensures SEEK has in place appropriate internal controls, corporate reporting systems and risk management practices. The Board is responsible for evaluating the performance of the Managing Director and Chief Executive Officer (MD and CEO), establishing and reviewing their remuneration and ensuring succession plans for key executive roles are in place.

The Board operates in accordance with the SEEK Board Charter (the Charter) which sets out the functions reserved for the Board and its key responsibilities. The Board reviews its Charter periodically to ensure it remains consistent with the Board's objectives.

The Charter delegates authority to the MD and CEO for the management of SEEK, subject to established financial and other limitations. The MD and CEO has overall responsibility for SEEK's operational, financial and business performance and manages the organisation. The Board and management delegations were reviewed during FY2024.

In accordance with its Charter, the Board has established standards encouraging responsible and ethical behaviour for all SEEK employees, officers and directors. These are outlined in various policies, including the Whistleblower Protection Policy, Anti Bribery and Corruption Policy, Conflicts of Interest & Close Personal Relationships Policy and Code of Conduct. The Code of Conduct applies to all SEEK employees, including its directors and executives. The Audit and Risk Management Committee receives periodic reports on conduct, grievances and complaints, and any material breaches and incidents reported under the Code of Conduct, the Anti Bribery and Corruption Policy, the Conflicts of Interest & Close Personal Relationships Policy and the Whistleblower Protection Policy.

Our SEEK is SEEK's culture statement, which articulates our values and applies across the organisation. It aligns SEEK's purpose with a clearly defined set of principles and behaviours to guide decision making and the operation of the business. A summary can be found in SEEK's Sustainability Report 2023. SEEK's 2024 Sustainability Report will be released in late August 2024.

Board structure and composition

In determining the Board's composition, the directors consider the size of the Board by reference to the Constitution and Board Charter, SEEK's needs for director skills and experience, orderly succession planning and diversity. The Board's structure and composition is carefully designed to ensure it is comprised of individuals with appropriate skills, knowledge, experience, independence and diversity to optimise its value and discharge its responsibilities. The Board regularly assesses the balance of skills on the Board and uses a skills matrix to assist with succession planning.

After serving for almost 10 years, Julie Fahey resigned as a non-executive director on 15 November 2023. Having regard to the then current collective skills of the board and after a search process, the Board appointed Rachael Powell in February 2024 as an independent, non-executive director. Rachael brings a fresh perspective and focus given her extensive customer, people and digital experience.

As at the date of this statement, the Board comprises eight non-executive directors and a managing director. Seven of these non-executive directors are independent, and all non-executive directors regularly confer as a group without management present. Ian Narev (as MD and CEO) and Andrew Bassat (as the former MD and CEO) are the only directors not considered independent.

Corporate Governance Statement

Chairman

Graham Goldsmith became Chairman in January 2019 having served for over six years on the Board and as Chairman of the Audit and Risk Management Committee. He is an independent director and devotes significant time to his chairmanship. The Charter describes his responsibilities which involve working closely with the MD and CEO, as the primary link between the Board and management. He leads the Board in discharging its responsibilities and is supported by the Company Secretary in ensuring effective Board governance and meetings.

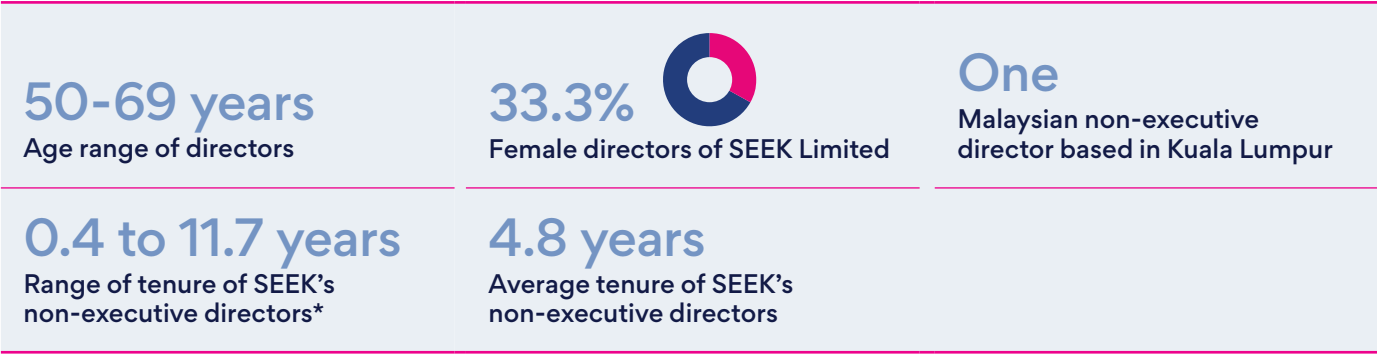
Company Secretary

The Company Secretary is Rachel Agnew, who is accountable directly to the Board, through the Chairman, on all matters to do with corporate governance and the proper functioning of the Board. Each director has access to the advice and support of the Company Secretary.

Board diversity

The Board’s composition reflects: gender balance; a broad tenure and age range; diverse backgrounds; and geographic locations relevant to SEEK’s operations.

SEEK is committed to providing an inclusive culture that values diversity. This is reflected in the Board’s considerations on its composition which includes ensuring the right mix and representation of skills and experience are present, along with diversity of backgrounds and experiences to bring different perspectives and enhance decision making.



*Andrew Bassat’s tenure as a non-executive director is calculated from 1 July 2021.

Measurable objectives

The Board’s measurable objectives – established pursuant to SEEK’s Diversity and Inclusion Policy for achieving gender diversity – and its progress towards achieving those objectives is set out below:

Measurable objective	FY2024 Performance
Maintain at least 30% directors of each gender	33.3% Female directors 66.7% Male directors
Achieve gender balance in hiring	51% Female new hires
Ensure WGEA’s gender pay gap ⁽¹⁾ metric for SEEK remains below industry benchmarks	Median gender pay gap for base salary is 17.8% and total earnings is 16.6%; below median industry benchmarks of 32.5% and 33.3% respectively

(1) The gender pay gap, as defined by the Workplace Gender Equality Agency (WGEA), is the difference between earnings for men and women, expressed as a percentage of men’s earnings. It is calculated as both an average and a median. In 2024 WGEA published the median gender pay gap for base salary and total earnings. Refer to SEEK’s WGEA Report and WGEA Gender Pay Gap Explanatory Statement for 2022-2023 for further details on this gender pay gap metric. The data referenced here includes Australian employees only to align with WGEA’s reporting requirement.

Board Committees

The Board has established three standing committees which provide efficient and effective mechanisms to focus on key areas of Board responsibility. Each committee has a separate charter that sets out the roles and responsibilities of that committee, as well as the membership and any other requirements for the running of the committee. Each committee regularly reports to the Board on matters relevant to the committee's roles and responsibilities. On occasion, the Board has also established ad hoc committees to provide specific oversight of matters.

Committee		Key roles and responsibilities
Audit and Risk Management Committee	Michael Wachtel (Chairman) Graham Goldsmith Rachael Powell Vanessa Wallace	The Committee supports the Board by: • reviewing and recommending the statutory financial reports; • making recommendations in relation to SEEK's accounting and financial controls; • recommending the appointment of the external auditor and assessing the provision of non-audit services and external auditor independence; • reviewing and recommending the Risk Management Framework and Risk Appetite Statements, monitoring SEEK's risk management against the Risk Management Framework and overseeing the insurance program; • reviewing the risk aligned internal audit plan, reports on significant findings, management's actions to remediate findings and the adequacy of SEEK's processes for managing risk; • monitoring management and reporting of SEEK's environmental, social and governance risks; • reviewing and recommending the Compliance Management Framework, and SEEK's core governance compliance policies; and • receiving and reviewing periodic reports from management in relation to conduct and compliance matters, including grievances and complaints, material compliance breaches, incidents and responses reported under the Code of Conduct, the Anti Bribery and Corruption Policy, the Conflicts of Interest & Close Personal Relationships Policy and the Whistleblower Protection Policy.
Remuneration Committee	Leigh Jasper (Chairman) Graham Goldsmith Jamal Ibrahim Linda Kristjanson Vanessa Wallace	The Committee supports the Board by reviewing and recommending: • SEEK's remuneration strategy, framework and design; • allocation of the pool of non-executive director fees; • the remuneration structure, outcomes and termination arrangements for the MD and CEO and the Executive Leadership Team; • the design of equity-based plans; and • SEEK's Diversity and Inclusion Policy, gender pay equity, diversity measurable objectives and annual progress against these objectives.
Nomination Committee	Graham Goldsmith (Chairman) Leigh Jasper Linda Kristjanson Michael Wachtel	The Committee supports the Board by: • reviewing the size and composition of the Board and its committees; • reviewing updates to the Board skills and experience matrix; • reviewing director succession and recommending the selection and appointment of new directors and retirement and re-election; • reviewing the independence of non-executive directors and SEEK's Director Independence Guidelines; • developing and implementing the process for evaluating Board, Committee, Chairman of the Board and individual director performance; • ensuring there is a director induction program and professional development for the Board; and • making recommendations on emerging governance requirements and recommendations.

Committee composition

Members of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee are independent non-executive directors.

All committees have a minimum of three members.

All committees are chaired by an independent non-executive director.

The relevant financial qualifications and experience of the members of the Audit and Risk Management Committee are set out on pages 36 and 37 of the FY2024 Annual Report.

The number of times each committee met during the reporting period and the individual attendances of the members at those meetings is set out on page 38 of the Annual Report.

Corporate Governance Statement

Board skills and experience matrix

The skills and experience of SEEK's directors reflect SEEK's strategy and principal activities globally. In assessing its skills and experience mix, and identifying any gaps in its collective skills, the Board applies a skills matrix and takes into account board diversity. The Board is satisfied that it collectively possesses an appropriate breadth of skills and experience to provide effective leadership.

The Board's skills and experience matrix was last updated in 2023 to reflect organisational changes, harmonisation across APAC and SEEK's revised long-term strategy.

The results of the survey assessing the Board's collective skills and experience against the updated matrix is below. For each individual director to be considered to have the skill, they must be assessed as having extensive or expert experience.

In its ongoing consideration of renewal, the Board will continue to appoint directors, through vacancy or as additional Board members. This will ensure the desired skills or experience are represented and will allow the Board to address existing and emerging business and governance issues relevant to SEEK's operations, markets and strategy. The Board is not currently undertaking a search for new non-executive directors.

Skill area	Description	Number of directors with these skills								
		1	2	3	4	5	6	7	8	9
Technology and digital product	Technology industry, strategy, and infrastructure, digital and marketplace platforms, information monetisation, cyber security, artificial intelligence and digital disruption	●	●	●	●	●				
Higher education and employment	Higher education, online education and education policy, employment policy, recruitment, job markets and employment related industries	●	●	●	●					
Customer and marketing	Understanding of customer base and industry participants, customer marketing strategies, consumer marketing, business development	●	●	●	●					
Executive/Senior management leadership	Senior executive level role in an organisation of similar scale	●	●	●	●	●	●	●	●	
People and culture	Experience in workforce talent and strategies, diversity and inclusion and organisational culture	●	●	●	●	●	●			
Listed company governance	Non-executive director or CEO of a listed company, investor relationships and listed company governance	●	●	●	●	●	●			
Financial acumen	Assessment of financial performance of significant businesses, financial accounting and reporting, audit	●	●	●	●	●	●			
Financial & non-financial risk	Deep understanding of oversight and monitoring risk management frameworks and controls, identifying emerging and existing financial and non-financial risks, including ESG risks to the business	●	●	●	●	●				
Strategy	Developing strategic direction, execution and monitoring performance against the agreed strategy, business transformation, driving long-term growth	●	●	●	●	●	●	●		
Corporate finance and transactions	Management and allocation of capital and debt and equity raising, and corporate transactions	●	●	●	●	●				
Global perspective	Exposure to or responsibility for international operations or global markets or a deep understanding of the international political and economic environment	●	●	●	●	●	●			

Appointment of new directors

The Nomination Committee undertakes Board succession planning. To fill vacancies, or where a need for an additional director has been identified, the Nomination Committee identifies suitable candidates to bring specific skills to complement the existing Board. Where appropriate, external search consultants may be engaged to assist.

The Nomination Committee assesses a candidate against a range of criteria including experience, professional qualifications, personal qualities and cultural fit with the Board and SEEK. It also considers the candidate's other significant time commitments, if any, to ensure that they will have capacity to fulfil their responsibilities as a SEEK director. Where a candidate is recommended by the Nomination Committee, the Company Secretary initiates detailed checks into the candidate's background and experience. An independence

assessment is also conducted using the detailed analysis which is applied annually in respect of each non-executive director.

All newly appointed non-executive directors stand for election at the Annual General Meeting (AGM) following their appointment, as required under the Constitution. The Notice of Meeting contains a biography, including other directorships and significant commitments, and any other material information relevant to a shareholder's decision whether to elect them as a director.

A new director is provided an induction program and materials designed to introduce them to all aspects of SEEK's business and strategy. This includes meetings with the Chairman and the other directors, the MD and CEO, executives and senior management to gain a comprehensive insight into the

Corporate Governance Statement

business. The induction program also incorporates information tailored to the new director's committee work, knowledge, experience and particular area of expertise.

As noted above, Rachael Powell was appointed as a new independent non-executive director in February 2024 and will stand for election at the AGM in November 2024.

Directors' responsibilities and obligations

Written agreement with directors

On appointment, each director is provided a letter of appointment which details the terms of their directorship and the Board's expectations. The letter of appointment is addressed to the director personally, and places specific obligations on them in terms of time commitment, independence, disclosure of material interests and potential conflicts of interest and minimum shareholdings in SEEK. It also requires the director to consult with the Chairman before accepting any appointment which may affect their ability to meet the time commitment to SEEK.

Independence

The Board requires that non-executive directors bring views and judgement to Board deliberations which are: independent of management or any substantial shareholder; and free from interests, positions or other relationships which could interfere with the exercise of independent judgement. The Board's approach to assessing independence is set out in its Director Independence Guidelines, and is also informed by the ASX Recommendations, the *Corporations Act 2001 (Cth)* (Corporations Act) and Australian Accounting Standards.

Each year the Board considers and assesses each non-executive director's independence in light of their position, relationships and interests and the materiality guidelines set out in the Director Independence Guidelines. The Board requires non-executive directors to provide relevant information to enable it to make the assessment.

The Board has reviewed the positions and relationships of all non-executive directors in office as at the date of this statement.

The Board has determined that, except for Andrew Bassat, each of the non-executive directors is independent and free of any interest, position or relationship that could materially interfere with their capacity for independent judgement and to act in the best interests of SEEK as a whole. The Board considers that whilst Andrew Bassat is not considered an independent director, his extensive knowledge of the SEEK business, his leadership of the SEEK Growth Fund and his skills and experience in the markets in which SEEK operates are extremely valuable to retain on the SEEK Board.

The Board also noted that some non-executive directors are involved in other companies or professional firms which may from time to time have immaterial dealings with SEEK, including as customers of SEEK's employment platforms. Details of offices held by directors with other listed companies are detailed on pages 36 and 37 of the FY2024 Annual Report.

Retirement and re-election

Under the Constitution, directors cannot hold office without re-election for more than three years, or past the third AGM after their appointment, whichever is longer. In addition, the Constitution provides that any Board-appointed director holds office until the next AGM when they are eligible for election.

If no director is in a position requiring them to stand for election or re-election in the normal rotation, then one director must retire and stand for re-election at the AGM, as selected under the rules of the Constitution. In the Notice of Meeting, shareholders are provided with all material information relevant to their decision on whether or not to re-elect a director.

Ian Narev is exempt from retirement and re-election while he holds the position of MD and CEO.

Directors standing for election or re-election will be included in the 2024 Notice of Meeting.

Minimum shareholding requirements for directors

To align the Board's experience with that of shareholders, the Board has adopted a minimum shareholding requirement which is described in the Remuneration Report on page 40 of the FY2024 Annual Report.

Arrangements with SEEK Growth Fund

A policy has been put in place to identify and manage any potential conflicts of interest arising as a result of Andrew Bassat's dual role as a non-executive director of SEEK and his involvement in the SEEK Growth Fund.

Directors' development and support

Professional development

In addition to the induction program for new directors, there is a program of presentations and briefings for all directors on matters impacting the strategy and operations of SEEK.

Directors undertake compliance and conduct training on matters such as continuous disclosure, conflicts of interest and anti-bribery and corruption, and briefings on key changes to laws and accounting standards affecting SEEK and external developments and matters relevant to SEEK. Periodically, a review is undertaken to assess whether further professional development is required for directors to assist them to maintain the skills and knowledge necessary to perform their roles effectively. The Board skills and experience matrix is also used to inform the directors' continuing education program, as it provides insight into whether there are any skills or experience gaps that can be addressed through further education. To assist directors in better understanding SEEK's strategic and business objectives, the Board and individual directors visit SEEK's various overseas operations from time to time. During FY2024, the Board visited SEEK's operations in Kuala Lumpur, Malaysia.

Access to information

In addition to comprehensive papers and briefings at Board meetings, directors have access to the MD and CEO, executive and senior management and the Company Secretary to request relevant information.

Directors receive access to all committee papers and the minutes of each committee meeting, subject to any conflicts of interest. In addition, an update is provided at the following Board meeting on the committees' activities. All directors have a standing invitation to, and generally do, attend all committee meetings.

Independent professional advice

Directors are entitled to obtain independent professional advice at SEEK's expense relating to their role as a SEEK Director, subject to prior written approval by the Chairman.

Board performance evaluation

The Board reviews its performance each year, including assessing the operation of the Board and committees, as well as Board reporting and processes. The aim of the Board performance review is to ensure that individual directors and the Board as a whole work effectively in meeting the responsibilities described in the Board and Committee Charters. The Board's performance evaluations are led by the Chairman. For individual directors, structured feedback is sought for each of the non-executive directors and the Chairman discusses the feedback with individual directors.

Corporate Governance Statement

The Chairman of the Audit and Risk Management Committee also provides feedback to the Chairman of the Board. A comprehensive review of individual non-executive directors' performance was undertaken during FY2024.

The Board undertakes externally facilitated performance reviews periodically, with the aim to conduct such reviews every third year. These reviews incorporate feedback from executives and other stakeholders beyond the Board. The Board conducted an externally facilitated Board and committee performance review in FY2022, FY2023 and again in FY2024. The overall outcome of the review in FY2024 is that the Board is functioning and performing well and actions are being implemented in relation to board and management strategy discussions, including consideration of emerging risks.

Risk management and assurance

The Board views effective risk management as essential to achieving its operational and strategic objectives. The Board has overall responsibility for SEEK's risk management and has established the Risk Management Framework, which the Audit and Risk Management Committee reviews annually to ensure it continues to be sound.

Through SEEK's Risk Appetite Statements, the Board determines SEEK's appetite for key risks. It does so, taking into account SEEK's strategic objectives and other factors including regulatory and legal requirements, stakeholder expectations (including shareholders and customers), environmental, social and governance considerations, SEEK's financial position and organisational culture. SEEK's approach to risk management is to identify and minimise the potential for loss and implement appropriate controls, whilst also maximising strategic opportunities for growth.

SEEK monitors its exposure to business risks including operational, financial and non-financial risks. SEEK's Principal Risks are described on pages 32 and 33 of the FY2024 Annual Report. SEEK's Sustainability Report outlines the approach to Environmental, Social and Governance (ESG) risks.

The Audit and Risk Management Committee monitors SEEK's management of risk against the Risk Management Framework, including whether it is operating within the risk appetite set by the Board. The Committee reviewed the Risk Management Framework during FY2024. Risk reporting across SEEK is aggregated for reporting to the Audit and Risk Management Committee.

The Audit and Risk Management Committee approves the Internal Audit Plan and receives regular reporting on internal audit findings and the status of management actions with a focus on findings rated high.

SEEK's Risk and Assurance function incorporates the internal audit function and is responsible for delivering assurance projects including internal audits. Assurance projects are overseen by the Risk and Assurance function and conducted internally or by the relevant member of a panel of external service providers. The Chief Risk Officer reports to the Chief Financial Officer (CFO) and has unrestricted access to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee and attends for the duration of all Audit and Risk Management Committee meetings.

Environmental and social risk exposures

The nature of SEEK's business and operational profile gives rise to environmental and social impacts. These impacts relate to people, customers, employees, suppliers and the environment. SEEK's most significant ESG risks and opportunities are identified through a materiality review, taking into account the impacts on

SEEK and its stakeholders. This materiality assessment approach and the key ESG risks and opportunities are detailed in SEEK's Sustainability Report and in its Modern Slavery Statement.

The Board, through the Audit and Risk Management Committee, is responsible for oversight and management of financial and non-financial risks, including ESG risks. All directors generally attend the Audit and Risk Management Committee meetings and have access to the papers and meeting reports. In addition, the Board receives periodic updates on and considers ESG matters relevant to SEEK. The Board approves SEEK's Risk Appetite Statements and Principal Risks, the Sustainability Report and the Modern Slavery Statement and endorses the ESG reporting topics.

Remuneration of directors and executives

The following matters are discussed in detail in the Remuneration Report on pages 40 to 56 of the Annual Report:

- Executives' contractual arrangements and remuneration structure for FY2024
- Executive performance evaluations
- Malus and clawback policies
- Minimum shareholding requirements
- Prohibitions on executives hedging equity-based remuneration contained in the Share Trading Policy
- Non-executive director Remuneration Policy and structure for FY2024
- Checks undertaken on executives prior to appointment.

Corporate reporting and assurance

SEEK has processes in place to verify the integrity of corporate reporting. The Audit and Risk Management Committee provides the Board with independent oversight of the corporate reporting processes. Its membership includes accounting and financial experts. The committee reviews the financial reports and the related representations provided by management. It meets with the external auditor to discuss the financial reports without management present. The committee recommends to the Board the appointment of the external auditor and the matters associated with the external auditor, including rotation of the audit engagement partner, fees for audit and non-audit services and the scope of the external audit.

The Board receives from the MD and CEO and CFO a declaration for each full year and half year that:

- in their opinion:
 - SEEK's financial records have been properly maintained
 - that the financial statements comply with the Australian Accounting Standards and give a true and fair view of the financial position and performance of SEEK
 - there are reasonable grounds to believe SEEK will be able to pay its debts as and when they become due and payable
 - the Consolidated Entity Disclosure Statement is true and correct
- their opinion has been formed on the basis of a sound system of risk management and internal controls, which is operating effectively.

The MD and CEO and CFO have provided this assurance to the Board for FY2024.

Corporate Governance Statement

SEEK has processes in place to verify the integrity of any unaudited periodic corporate report it releases to the market to be satisfied that the report is materially accurate and balanced. The unaudited corporate reports include this Corporate Governance Statement, the Sustainability Report, the Climate Statement and the Tax Transparency Report. These reports and statements are prepared by the relevant subject matter experts and content sign-off is provided by responsible senior management. The CFO reviews each report and statement in full prior to approval by the Board. All material quantitative and qualitative statements are supported with verifiable evidence. Certain elements receive independent verification, such as the energy consumption and emissions data in the Sustainability Report and Climate Statement. Under its Charter, the Audit and Risk Management Committee provides the Board with independent oversight of this process.

Market disclosure

SEEK is committed to accurate, balanced and timely disclosure to ensure the efficient operation of the securities market and is committed to promoting stakeholder and investor confidence through its continuous disclosure practices. The Continuous Disclosure Policy and the supporting compliance framework aim to ensure that SEEK's management and disclosure of price sensitive information complies with its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Continuous Disclosure Policy sets out SEEK's legal obligations, provides guidance for the identification of material information that may require disclosure to the market and sets out the roles and responsibilities of SEEK's employees.

The Board has ultimate responsibility for ensuring that SEEK complies with its continuous disclosure obligations and is responsible for implementing and overseeing compliance with the Continuous Disclosure Policy. The Board has delegated certain responsibilities relating to SEEK's continuous disclosure obligations to the MD and CEO who has appointed a Disclosure Committee which comprises the CFO, Director Investor Relations and Planning, the Company Secretary and the Chief Risk Officer. The Disclosure Committee is responsible for considering potentially price sensitive information, assessing whether it requires disclosure and making a recommendation to the MD and CEO (including on the form of that disclosure). The MD and CEO approves disclosures to the market, other than on certain matters reserved for the Board's approval. These matters include significant market releases, which are considered and approved by the Board prior to release to the market. When SEEK gives an investor or analyst presentation, this is released to the market ahead of the presentation.

The Board receives copies of all market releases immediately after they are released to the market.

Shareholders and stakeholder engagement

SEEK is committed to transparency and openness in its communication with shareholders. The Board and management work to keep shareholders fully informed regarding developments and important information affecting SEEK.

The channel for shareholders to access information about SEEK is the 'About SEEK' section of the SEEK website which provides information about SEEK generally and includes:

- a dedicated area for investors including the Corporate Governance and Sustainability sections;
- ASX announcements, including the AGM Notice of Meeting, Chairman's address, MD and CEO's presentation and voting results;
- reports and presentations including the Annual Report, the Sustainability Report, the Modern Slavery Statement, the Tax Transparency Report, Financial Results and accompanying presentations to the market;
- information about key dates, the share price and dividends;
- links to and contact details for SEEK's share registry, Computershare;
- election rights in relation to receiving shareholder communications; and
- contact details for enquiries by shareholders, analysts and media.

Shareholders may send and receive communications with SEEK and Computershare electronically. Investors and other stakeholders may sign up on the SEEK website to receive news and investor updates by email. SEEK is committed to dealing with shareholder queries in a respectful and timely manner.

The AGM is a key opportunity for shareholders to hear the Chairman and MD and CEO provide updates on SEEK's performance, ask questions of the Board, and to express a view and vote on various SEEK business matters. Shareholders may also ask questions of the external auditor during the meeting. SEEK encourages its shareholders to attend its AGM. All resolutions at the AGM are decided on a poll.

SEEK has an active investor engagement program that includes scheduled briefings following the reporting of its Half Year and Full Year Results and in the lead up to the AGM period. Other ad hoc briefings are held throughout the year with institutional investors, private investors, analysts and the media. These briefings and presentations provide an opportunity for two-way communication between SEEK and investors. SEEK ensures provision of equal access to material information by observing the following:

- all discussions with investors and analysts are conducted by, or with the approval of, the MD and CEO or the CFO, and are limited to explanation of previously disclosed material;
- where information is likely to be price sensitive then, in line with its legal obligations and Continuous Disclosure Policy, SEEK immediately discloses the information to the market;
- all SEEK investor and analyst presentations are released to the market prior to delivery; and
- meetings with analysts to discuss financial results or business performance are not held in blackout periods, including between 1 January and the release of the Half Year Results, or between 1 July and the release of the Full Year Results.