

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

REDBUBBLE LIMITED

ABN

11 119 200 592

Financial year ended:

30 JUNE 2021

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://shareholders.redbubble.com/site/investor-information/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 27 September 2021 and has been approved by the board.

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

Date: 27 September 2021

Name of authorised officer
authorising lodgement:

Martin Bede, Company Secretary

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. | <input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

| 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 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://shareholders.redbubble.com/site/investor-information/corporate-governance and we have disclosed the information referred to in paragraph (c) at: https://shareholders.redbubble.com/site/investor-information/corporate-governance</p> <p>We were not included in the S&P / ASX 300 Index at the commencement of the reporting period, however on our board we had representation of greater than 30% of each gender at all times within the reporting period.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process on page 7 of our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process on page 7 of our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://shareholders.redbubble.com/site/investor-information/corporate-governance and the information referred to in paragraphs (4) and (5) in our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 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. | <p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix on page 9 of our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors on page 8 of our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) on page 8 of our Corporate Governance Statement and the length of service of each director in our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| 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 |
|---|---|---|--|
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> and we have disclosed our values in our Board Charter at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 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. | <input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |

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|---|---|--|--|
| 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. | <input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |

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|---|--|--|--|
| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://shareholders.redbubble.com/site/investor-information/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) in our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|--|
| 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. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://shareholders.redbubble.com and https://shareholders.redbubble.com/site/investor-information/corporate-governance | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders on page 16 of our Corporate Governance Statement | <input type="checkbox"/> set out in our Corporate Governance Statement |

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|--|--|---|--|
| 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://shareholders.redbubble.com/site/investor-information/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) in our Directors' Report for the reporting period</p> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period on page 13 of our Corporate Governance Statement</p> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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 |
|---|--|--|--|
| 7.3 | 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. | <input checked="" type="checkbox"/> 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 on page 18 of our Corporate Governance Statement | <input checked="" type="checkbox"/> 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. | <input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Directors' Report for the reporting period and, if we do, how we manage or intend to manage those risks in our Directors' Report for the reporting period | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| 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 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://shareholders.redbubble.com/site/investor-information/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) in our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 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. | <p><input checked="" type="checkbox"/> 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 in the Remuneration Report section of our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in the Remuneration Report section of our Directors' Report for the reporting period</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |



Corporate Governance Statement

FY2021

Redbubble Limited (ACN 119 200 592)

Definitions:

In this Corporate Governance Statement, the following definitions apply:

- **“ASX Principles and Recommendations”** means the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations – 4th Edition - published in February 2019;
- **“Board”** or **“Redbubble Board”** means the board of directors of Redbubble Limited;
- **“Director”** means a member of the Board;
- **“CEO”** means Redbubble’s Chief Executive Officer;
- **“CFO”** means Redbubble’s Chief Financial Officer;
- **“Company”** or **“Redbubble”** means Redbubble Limited (ACN 119 200 592) (ASX:RBL);
- **“FY21”** means Redbubble’s financial year ended 30 June 2021;
- **“Interested Director”** and **“Relevant Matter”** are defined on page 11;
- **“Redbubble Group”** or **“Group”** means Redbubble and its subsidiaries;
- **“Redbubble Investor Centre”** means Redbubble’s corporate website at shareholders.redbubble.com; and
- **“Statement”** means this Corporate Governance Statement.



Spring Desert Night,
Tropical Rising Pink and Green Plant
Designed and sold by
moderntropical



Redbubble Ltd - Corporate Governance Statement - FY2021

The Redbubble Board is committed to promoting a culture of integrity, ethical behaviour and respect. The Board strives for the highest governance and risk management standards. To succeed in the Group's mission and purpose – to bring more creativity into the world in a fair and ethical way, the Group relies on strong governance practices to help it navigate rapidly evolving regulations and stakeholder expectations.

This Corporate Governance Statement reports on the Redbubble Group's key governance principles and practices, which are reviewed regularly and revised as appropriate to reflect developments in corporate governance and changes in law. During FY21, the Group undertook a number of initiatives to ensure compliance with the ASX Principles and Recommendations. This Statement explains how Redbubble complies with those Principles and Recommendations.

The charters and corporate governance policies referred to in this Statement are contained in the [Corporate Governance section of the Redbubble Investor Centre](#) (alongside this Statement). This Statement contains hyperlinks to the charters and policies referred herein (the first time the relevant charter or principle is referred to).

This Statement was adopted by the Redbubble Limited Board on 27 September 2021.



Anne Ward
Board Chair
27 September 2021



Michael Ilczynski
Chief Executive Officer
27 September 2021

Doctor
Designed and sold
by Obinsun



ASX Principle 1: Lay solid foundations for management and oversight

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

Roles and Responsibilities of Board and Management

Redbubble's Constitution requires the business and operations of Redbubble to be managed by or under the direction of the Board.

The Board Charter sets out the Board's role, powers, duties and functions and specifies the matters expressly reserved to the Board.

Under the Board Charter the Board is responsible for:

- defining the Company's purpose;
- approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- overseeing management in its instilling of the Company's values;
- approving the appointment and replacement of the company secretary;
- satisfying itself that the Company has in place an appropriate risk management framework that covers both financial and non-financial risks;
- satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- whenever required, challenging management and holding it to account; and
- satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite.

The Charter also sets out the roles and responsibilities of management and provides for the delegation to management. The Board reviewed the Board Charter during FY21, and approved amendments to the Charter for alignment with the 4th Edition of the ASX Principles and Recommendations.

The Board has approved a Delegations Register that further delineates the authority limits of senior management. The Delegations Register was reviewed by the Board in FY21.



ASX Principle 1 (continued) : Lay solid foundations for management and oversight

Board meeting process

The Chair sets the agenda for each Board meeting in conjunction with the CEO, CFO and the Company Secretary. Any Director may request additional matters be added to the agenda. The Board usually includes a session in its Board meetings for Non-executive Directors to meet without management present. The CEO and the CFO attend Board meetings by standing invitation and report on the Group's business performance, financial position and operating activities. A standing invitation is also extended to the Chief Legal Officer. Other executives and senior management attend meetings of the Board by invitation.

Appointment and removal of directors

Non-executive Directors must retire and stand for re-election no later than the third AGM following their election or most recent re-election. Any Director appointed to fill a casual vacancy since the date of the previous AGM must submit themselves for election at the next AGM. The Board's support for a Director's re-election is subject to satisfactory performance of that Director.

Terms of engagement of directors and executives

In addition to being set out in the Board Charter, the roles and responsibilities of Directors are also formalised in letters of appointment which each Director receives and commits to on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to duties attaching to the position, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations and insurance, access and indemnity entitlements. Each executive enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.

Redbubble's recruitment practices require appropriate background checks before engaging an executive.

The contract details of executives who are Key Management Personnel at the date of this Statement can be found in the Company's 2021 Remuneration Report. Details of the experience and qualifications of Key Management Personnel and other executives are set out in the Redbubble Investor Centre.



ASX Principle 1 (continued) : Lay solid foundations for management and oversight

Company secretaries

The Company has two Company Secretaries – the Chief Legal Officer located in the United States and an Australian-resident Company Secretary. The Company Secretaries are accountable to the Board for facilitating the Group's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretaries. The appointment and removal of a Company Secretary is a matter for decision by the Board.

Diversity

The People and Nomination Committee, under its Charter, is responsible for governance and oversight of diversity matters. The Group has programs and strategies in place to promote diversity and inclusion. These programs and strategies enable the Group to achieve its diversity objectives and commitments and deliver an inclusive workplace environment.

The Board considers that diversity refers to the identities and characteristics, visible and not visible, and ways of thinking that result in a person being recognised and valued as unique and individual. These definitions include a person's protected characteristics, regularly defined as, but not limited to race, ethnicity, gender, age, disability, sexual orientation, marital status, parenting responsibilities, physical features, spoken languages, and political or religious beliefs and affiliations.

A new Redbubble Group Diversity Policy was adopted on 21 April 2021 and sets out Redbubble Group's commitment to demonstrating the Group's continuing dedication to its ideals of proudly celebrating diversity and commitment to establishing and maintaining systems, practices and working behaviours that are fair and equitable and to building a workforce reflective of the communities that the Group serves.

The Group has identified the following diversity objectives:

- achieving and maintaining 30% or greater representation of female directors and 30% or greater representation of male directors;
- achieving and maintaining 40% or greater representation of females and 40% or greater representation of males in senior leadership ; and
- maintaining a real and continued commitment to increasing representation of persons who identify as non-binary in leadership positions.

The Company has lodged its Workplace Gender Report with the Workplace Gender Equality Agency for the 2020-21 reporting year.



ASX Principle 1 (continued) : Lay solid foundations for management and oversight

Board and Executive Performance Review Processes

The People and Nomination Committee, under its Charter, is responsible for reviewing the processes for the evaluation of the performance of the Board, Board committees and individual Directors, including the Board Chair.

For the Board, Board committees and individual Directors, the review process is managed by the Board Chair. The Chair meets with each Director to gather their comments about the Board's performance, Committees' performance and their own performance. Having collated the comments from those first meetings, the Chair meets again with each Director to discuss the collated comments. In parallel, an assessment / self-assessment questionnaire is distributed to the Board members and Redbubble executives – and the questionnaire data is reviewed by the Board Chair and Company Secretary. The combined data and comments are then produced to the People and Nomination Committee and the Board for discussion.

The current performance review process for the Board Chair involves the People and Nomination Committee Chair interviewing each Director for feedback on the Chair's performance (including interviewing the Chair herself). The People and Nomination Committee Chair then reports back to the Board and Board Chair with a summary of the feedback.

Each year the Board sets company and individual objectives for the CEO and other executives. Performance against these objectives is assessed periodically. Performance reviews for all executives were carried out during the year.



Two Comets
by Pikaole

ASX 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.

Redbubble's People and Nomination Committee has responsibility for ensuring that the Board can properly carry out its responsibilities in relation to:

- Director selection and appointment practices;
- Director and Board performance evaluation processes and criteria;
- Board composition; and
- succession planning for the Board and executives.

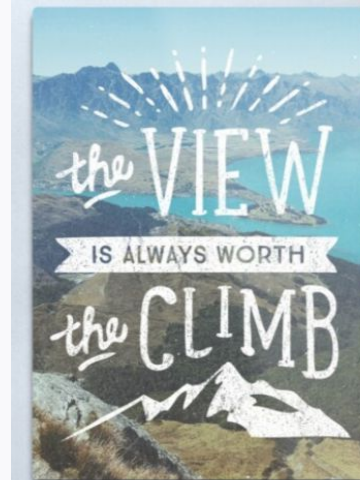
The People and Nomination Committee is required to have a minimum of three members and be composed of a majority of Non-executive Directors. The People and Nomination Committee currently consists of four Directors, three of whom are independent. The members are Mr Ben Heap (Committee Chair), Ms Jenny Macdonald, Mr Martin Hosking and Ms Anne Ward who is a member of the Committee ex-officio by virtue of her position as Board Chair. Mr Hosking is the only Committee member who is not an independent director.

The Directors who are not members of the People and Nomination Committee are invited to attend Committee meetings at the discretion of the Committee.

The number of Committee meetings that were held during the reporting period and the attendance of the Committee members at those meetings are set out in the 2021 Directors' Report.

The People and Nomination Committee Charter governs the conduct of the Committee. The Charter is reviewed annually.

All papers considered by the People and Nomination Committee are available on request to Directors who are not on the Committee. Following each Committee meeting, generally at the next Board meeting, the Board is given a verbal update by the Chair of the Committee. In addition, minutes of all Committee meetings are available to all Directors.



Worth the Climb
Designed and sold
by **cabinsupplyco**

ASX Principle 2 (continued) : Structure the board to be effective and add value

Board skills

The directors on the Redbubble Board collectively have has a broad range of experience, skills and expertise, including the skills and areas of experience below that have been identified by the Board as the most important for the Group's business and governance:

- Executive Management Experience
- Entrepreneurship and Creative Experience
- Technology and Innovation
- Risk Frameworks / Risk Management Stakeholder Management
- Corporate Finance and M&A
- Legal and Compliance
- People and Culture
- Performance Oversight
- Marketing Experience

The Board considers that each Director has sufficient time available to undertake their responsibilities and that they each demonstrate the following personal attributes:

- strategic mindset;
- financial acumen, honesty and integrity;
- an understanding of and willingness to commit to the highest standards of public company governance; and
- an ability and preparedness to constructively question and challenge executives and deal with complex issues.

Further details of the Directors' experience, knowledge and skills are set out in the Redbubble Investor Centre.

All Directors are expected to maintain the skills required to discharge their obligations. A program is in place to ensure periodic review of the professional development needs of existing directors. Directors are encouraged to undertake continuing professional education. Redbubble covers the costs of industry seminars and approved education courses to the extent appropriate. The Board will continue to assess whether its collective levels of skills and experience remain appropriate having regard to the Company's business and strategic plans. To the extent that any relevant skills are not directly represented on the Board, the Board considers that such skills are able to be augmented through management and external advisers.



ASX Principle 2 (continued) : Structure the board to be effective and add value

Independence of directors

In assessing the independence of each Director, the Board considers, amongst other things, whether the Director:

- is, or has been, employed in an executive capacity within Redbubble Group and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- is, or has been within the last three years, a partner, director or senior employee of a provider of material professional services to any Redbubble Group entity;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with any Redbubble Group entity, or an officer of, or otherwise associated with, someone with such a relationship;
- is a substantial shareholder or an officer of, or otherwise associated with, a substantial security holder of Redbubble;
- has a material contractual relationship with any Redbubble Group entity other than as a Director;
- has close family ties with any person who falls within any of the categories described above; or
- has been a director of any Redbubble Group entity for such a period that his or her independence may have been compromised.

Applying the above criteria, the Board has determined that Anne Ward, Jenny Macdonald, Mr Greg Lockwood and Ben Heap are independent Directors. Mr Martin Hosking, is not considered independent, by virtue of his substantial shareholding in Redbubble and because he was engaged as the Company's CEO between February 2020 and January 2021.

Designed and sold by LittleClyde



ASX Principle 2 (continued) : Structure the board to be effective and add value

Management of conflicts

Directors are required to disclose any actual or potential conflict or material personal interests on appointment as a Director and are required to keep these disclosures up to date. In the event that there is, or may be, a conflict between the personal or other interests of a Director ("**Interested Director**") in relation to a matter ("**Relevant Matter**"), then the Board shall determine if the Interested Director shall or shall not participate in the conversation in relation to the Relevant Matter. An Interested Director shall not be entitled to vote on the Relevant Matter. Redbubble has established a conflict of interest register which is updated on an ongoing basis. Review of the conflict of interest register is a standing agenda item for all Board meetings.

Directors may, in carrying out their Redbubble-related duties, seek external professional advice. If external professional advice is sought, a Director is entitled to reimbursement of all reasonable costs where such a request for advice is approved by the Chair. In the case of a request made by the Chair, approval is required by the Chair of the Audit and Risk Committee.

Board composition

In respect to the composition of the Board, the Directors have regard to the following policies under the Board Charter:

- the Board should include a majority of independent Non-executive Directors;
- the Chair should be a Non-executive Director;
- the role of the Chair and CEO should not be filled by the same person;
- the CEO should be a full-time employee of Redbubble; and
- the Board should represent a broad range of qualifications, diversity, experience and expertise considered of benefit to the Group.

Where a casual vacancy arises, the Board will seek to appoint a director with the appropriate skills and experience to fill any potential expertise gaps.

Anne Ward, as Chair of the Board, is responsible for leadership and effective performance of the Board. The responsibilities of the Chair are set out in more detail in the Board Charter.

Induction for new directors

Induction is provided to all new Directors. It includes comprehensive meetings with the CEO, executives and other senior management, information on Redbubble Group's strategy, operations, policies and risk framework. This induction process has been formally documented and is subject to annual review by the People and Nomination Committee.

ASX Principle 3: Instil 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

The Board supports the need for Directors and employees to observe the highest standards of behaviour and business ethics. All Directors, managers and employees are expected to act with integrity, striving at all times to enhance the reputation and performance of Redbubble.

The Board established a Code of Conduct for Directors, executives and other employees that incorporates these principles and expectations. The Code of Conduct articulates and discloses the Group's values.

The Company has adopted a Whistleblower Policy that enables any staff member to report suspected illegal, unethical or otherwise improper conduct relating to a Group Company, director, executive or other employee within the Group. The Whistleblower Policy is disclosed in the Redbubble Investor Centre. The Policy was reviewed by the Audit and Risk Committee during FY21.

The Code of Conduct requires material breaches of the Code of Conduct, material incidents under the Whistleblower Policy and material breaches of the Anti-Bribery and Anti-Corruption Policy to be reported to the Board or a Committee of the Board.

The Code of Conduct was reviewed by the Board during FY21 and amended to align with the ASX Principles and Recommendations.

The Board has established written guidelines, set out in its Share Trading Policy, that restrict dealings by Directors and relevant employees in the Company's shares. The Share Trading Policy identifies certain periods when Directors and relevant employees are prohibited from trading in the Company's shares. Outside of these periods, in the absence of knowledge of unpublished price-sensitive information, Directors and relevant employees may buy or sell shares in the Company.

The Share Trading Policy is reviewed by the Board annually and most recently amended on 10 February 2021. The Policy conforms with the ASX Principles and Recommendations.



ASX Principle 4: Safeguard integrity in corporate reports

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

The Audit and Risk Committee's objectives under its Charter are to ensure the Board can properly carry out its accounting, auditing, financial reporting and risk management responsibilities, including:

- maintaining and continually improving the quality, accuracy and integrity of the Group's external financial reporting and financial statements;
- overseeing the appointment, remuneration, independence and effective performance of the external auditors;
- ensuring that the Group applies and maintains appropriate accounting and business policies and procedures;
- ensuring the effectiveness of the Group's risk management framework and internal controls; and
- ensuring the effectiveness of the Group's legal and regulatory compliance framework.

The Audit and Risk Committee Charter is reviewed annually.

The Audit and Risk Committee is required to have a minimum of three members and be composed of all Non-executive Directors, a majority of whom must be independent. The Chair of the Audit and Risk Committee must not be the Chair of the Board and must be an independent Director. Details of the membership of the Audit and Risk Committee, including the names and qualifications of the Committee members, are set out in the Redbubble Investor Centre. The number of meetings held and attended by each member of the Audit and Risk Committee during the financial year is set out in the 2021 Directors' Report. Key activities undertaken by the Audit and Risk Committee during the year included:

- approval of the scope, plan and fees for the 2021 external audit;
- review of the independence and performance of the external auditor;
- review of significant accounting policies and practices;
- review of tax compliance and developments in taxation matters;
- monitoring developments in accounting and financial reporting relevant to Redbubble;
- review and recommendation to the Board for the adoption of Redbubble's annual financial statements;
- assessment of the risk management system and internal controls of the Group including the process of identification of key risk areas and the system used to monitor and deal with key risks;
- review and recommendation to the Board for the adoption of Redbubble's Modern Slavery Statement for FY2020.

ASX Principle 4 (continued) : Safeguard integrity in corporate reports

All papers considered by the Audit and Risk Committee are available on request to Directors who are not on the Committee. Following each Audit and Risk Committee meeting, generally at the next Board meeting, the Board is given a verbal update by the Chair of the Audit and Risk Committee. In addition, minutes of all Audit and Risk Committee meetings are available to all Directors.

The external auditor, the CEO and the CFO are all invited to attend Audit and Risk Committee meetings. Other Directors who are not members of the Audit and Risk Committee are invited to attend Audit and Risk Committee meetings at the discretion of the Committee Chair. The Company Secretary provides secretariat services for the Audit and Risk Committee.

The Board has adopted a policy regarding the services that Redbubble may obtain from its external auditor:

- the external auditor firm must be independent of Redbubble Group, the Directors and executives. To ensure this, the Group will require a formal confirmation for independence from its external auditor on an annual basis; and
- the external auditor may not provide services to any Group entity that are perceived to be materially in conflict with the role of the external auditor. Services, which involve the external auditor acting in a managerial or decision-making capacity, or processing or originating transactions, are not appropriate. However, the external auditor may be permitted to provide additional services, which are not perceived to be materially in conflict with the role of the external auditor, if the Board or Audit and Risk Committee has approved those additional services or they fall within the terms of any approved policy. Such additional services may include financial audits, audits or reviews undertaken for regulatory purposes, procedures performed as part of completing funding agreements, completion audits, tax compliance, advice on accounting standards, and due diligence on certain acquisition or sale transactions.

In addition to the oversight of the Audit and Risk Committee, the Board receives weekly reporting on the financial condition and operational results of Redbubble and its controlled entities.

The Board has obtained a written assurance from the CEO and CFO that the declaration provided under section 295A of the Corporations Act is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting and material business risks.

Redbubble's external audit function is performed by Ernst & Young. Representatives of Ernst & Young attend the Annual General Meeting (AGM) and are available to answer shareholder questions regarding the audit. During FY21, Ms Kylie Bodenham retired as Redbubble's Ernst & Young audit partner by rotation in line with Ernst & Young's policy and Mr Ashley Butler of Ernst & Young was appointed the new audit partner.

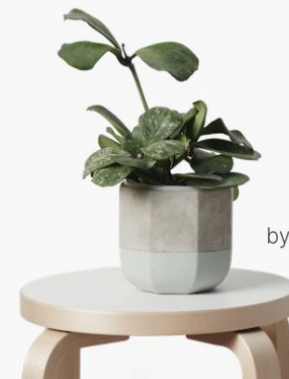
ASX Principle 5: Make timely and balanced disclosure

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

The Board reviews the Redbubble Group Continuous Disclosure and Communications Policy annually. The Policy was reviewed by the Audit and Risk Committee during FY21 and last amended by the Board on 30 March 2021. The Policy sets out the processes and practices that ensure Redbubble's compliance with the continuous disclosure requirements under the ASX Listing Rules and the Corporations Act. The Policy also discloses the processes to verify the integrity of any periodic corporate report released to the market that is not audited or reviewed by the external auditor. The Policy conforms with the ASX Principles and Recommendations.

The Redbubble Disclosure Committee has responsibility for reviewing, and approving for release, any announcement which relates to a matter which is both material and strategically important for the Group (including major acquisitions or divestments) or which includes disclosure of a profit projection or forecast, in accordance with the Continuous Disclosure and Communications Policy. If the Committee considers appropriate and there is opportunity to do so, the announcements referred to above shall be referred to the full Board for review and approval before release.

The Disclosure Committee consists of the Chairs of the Board and Audit and Risk Committee, the CEO and an additional Redbubble Non-Executive Director nominated by the Board. For 2021 the additional Non-Executive Director nominated by the Board was Mr Greg Lockwood. The Disclosure Committee's responsibilities, objectives, membership and other procedural matters are set out in its Charter. The Board reviews the Disclosure Committee Charter annually. It was last amended on 30 March 2021. The Charter is published on the Redbubble Investor Centre.



Stars and rainbow
by Audrey Herbertson

ASX Principle 6: Respect the rights of security holders

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

Redbubble keeps investors informed of its corporate governance, financial performance and prospects via the Redbubble Investor Centre.

Investors can access copies of all announcements to ASX, notices of meeting, annual reports and investor presentations webcasts and/or transcripts of those presentations and a key events calendar via the 'Investor Information' tab and can access general information regarding Redbubble and the structure of its business under the 'Our Story', 'Our Mission' and 'Our Business' tabs.

The Board recognises that shareholders, as the ultimate owners of Redbubble, are entitled to receive timely and relevant high quality information about their investment. Similarly, prospective investors are entitled to be able to make informed investment decisions when considering the purchase of shares.

Redbubble aims to communicate all major activities affecting operations to investors through releases to the market through the ASX platform and the Redbubble Investor Centre, including annual reports, half year and full year results announcements, business updates, investor presentation documents and at the AGM. The AGM also provides an important opportunity for investors to ask questions and express views to the Board. Periodic reviews of communication systems to take advantage of new technologies may further enhance Redbubble's ability to communicate effectively with its investors.

Redbubble aims to provide advance notification of public briefings and make them widely accessible, including the use of webcasting or conference calls where possible. Redbubble also keeps, for internal use, a summary record of the issues discussed at briefings as well as a record of those present, and the time and place of the briefing.

Redbubble uses technology to facilitate the participation of security holders in meetings including, in 2020 and 2021, the operation of a virtual AGM. Shareholders are encouraged to participate and are given an opportunity to ask questions of the Company and its auditor at the AGM. Redbubble provides its investors the option to receive communications from and send communications to, the Company and the share registry electronically. In accordance with the ASX Principles and Recommendations, all substantive AGM or other shareholder meeting resolutions are required to be decided by a poll.

ASX 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 Group's aim is to ensure that risk management is embedded in all aspects of Redbubble's operations, by aligning strategy, processes, people, technology and knowledge to evaluate and manage uncertainties.

Management is responsible for designing, implementing, reviewing and providing assurance as to the effectiveness of the risk management policy. This responsibility includes developing business risk identification processes, implementing appropriate risk treatment, strategies and controls, monitoring effectiveness of controls and reporting on risk management capability and performance.

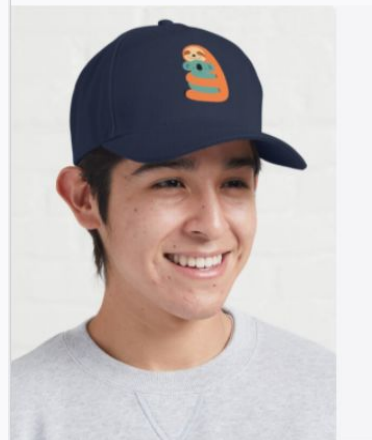
The Audit and Risk Committee oversees that the process is suitable to Redbubble and that it is working appropriately.

Redbubble Group aims to produce positive outcomes for all stakeholders in managing its business and to maximise financial and social value from its activities. The outcome of this commitment to transparency, fair dealing, responsible treatment of employees and customers and positive links into the community. Redbubble's Audit and Risk Committee oversees the process for identifying and managing material risks in the Group in accordance with the Risk Management Policy. The Board reviews the Risk Management Policy annually and last amended it on 30 March 2021.

In relation to risk management, the Audit and Risk Committee's responsibilities include:

- monitoring management's performance against the risk management framework, including whether it is operating within the risk appetite set by the Board;
- reviewing any material incident involving fraud or a break-down of risk controls;
- receiving reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks; and
- making recommendations to the Board in relation to changes that should be made to the Group's risk management framework or to the risk appetite set by the Board.

Designed and sold by Andy Westface and Chestify



ASX Principle 7 (continued) : Recognise and manage risk

Group management are required to provide assurance on the effectiveness of risk management practices and report their findings to the Audit and Risk Committee for review. The purpose of the review is to confirm the Group's governance processes and practices continue to be sound and that the Group is operating with due regard to the risk appetite set by the Board. This review was conducted during FY21 and management provided assurance to the Board that the controls over risk management processes were adequate and effective, including assurance that the risk management framework deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

Redbubble Group does not have an internal audit function, nor is it considered necessary at present to do so, as the risk management system and internal controls are periodically evaluated to ensure financial information flow is accurate and effective.

Environmental and Social Governance (ESG)

Redbubble Group identifies and manages material exposures to environmental and social sustainability risks in accordance with its enterprise risk management framework incorporating the Board-approved risk appetite. Sustainable and responsible business practices within the Group are viewed as an important long-term driver of performance and shareholder value. By doing this, the Group seeks to reduce operational and reputational risk and enhance operational efficiency. The ESG landscape is ever-evolving, with increasing stakeholder expectations, a more stringent regulatory environment, a push for greater inclusivity in our workforce and through our marketplace.

Redbubble Group is currently developing its inaugural ESG strategy. The strategy will help the Group identify and prioritise the areas where it can have the greatest positive impact across its value chain. Redbubble is conducting a materiality assessment to identify the key impact areas and to get a better understanding of stakeholders' needs and expectations. These material topics will inform the Group's broader strategic objectives, goals and future disclosure. Further information on the Group's ESG Strategy is provided in our FY21 Annual Report. Greater transparency and collaboration across the marketplace supply chain will help the Group to continue to mitigate associated risks and promote responsible working practices.

The Group maintains social standards that all third-party fulfillers must meet in order to use the Group's marketplaces. The marketplace fulfillers are expected to ensure that their employees have safe working conditions and to treat their employees with respect and dignity, in line with the Australian Modern Slavery Act, the California Transparency in Supply Chains Act and the Fair Labor Association Code of Conduct.

ASX 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.

The purposes of the People and Nomination Committee in relation to remuneration include ensuring that:

- Redbubble Group implements appropriate remuneration and retention strategies to enable it to execute the Group's mission and purpose;
- the Group's remuneration structure, policies and practices:
 - o are fair and appropriate;
 - o are designed to enable the Group to attract, retain and motivate directors, executives and employees who will create enduring value for shareholders;
 - o are consistent with the Group's core values; and
 - o are aligned with the Group's diversity and gender pay equity policies.

The People and Nomination Committee is required to have a minimum of three members and have a majority of Non-executive Directors who are independent.

Apart from Greg Lockwood and Martin Hosking, Redbubble's Non-executive Directors receive fees as remuneration for acting as a Director of Redbubble. Mr Lockwood is a partner with Piton Capital, a private equity firm with a shareholding in Redbubble. Mr Lockwood receives no remuneration from Redbubble, in accordance with Piton Capital's policy that their partners do not accept remuneration for external board positions. Mr Hosking has declined to accept remuneration for his director role with Redbubble.



ASX Principle 8 (continued) : Remunerate fairly and responsibly

Key activities undertaken by the People and Nomination Committee in the remuneration area during FY21 include:

- reviewing the Group's remuneration policies and practices;
- reviewing the Group's recruitment and retention strategies;
- recommendation of remuneration packages of executives reporting directly to the CEO; and
- reviewing and making recommendations to the Board on remuneration for the CEO and the criteria for the evaluation of the performance of the CEO.

The number of People and Nomination Committee meetings that were held during the reporting period and the attendance of the Committee members at those meetings are set out in the Company's 2021 Directors' Report. The Committee's Charter is reviewed annually and most recently amended on 18 May 2021. All papers considered by the People and Nomination Committee are available on request to Directors who are not members of the Committee. Following each People and Nomination Committee meeting, generally at the next Board meeting, the Board is given a verbal update by the Chair of the People and Nomination Committee. In addition, minutes of all People and Nomination Committee meetings are available to all Directors. The CEO, CFO and Chief People and Culture Officer are invited to attend all People and Nomination Committee meetings. Other Directors who are not members of the People and Nomination Committee are invited to Committee meetings at the discretion of the Committee Chair.

Redbubble seeks to attract and retain high performance directors and executives with appropriate skills, qualifications and experience to add value to the Group and fulfil the roles and responsibilities required. It reviews requirements for additional capabilities at least annually. Remuneration for the Group's executives consists of elements of fixed salary and equity-based incentives that are based on company and personal performance and other benefits including superannuation. Non-executive Directors are paid fees for their services in accordance with the Company's Non-executive Director Remuneration Policy. No other retirement benefits schemes are in place in respect to Non-executive Directors.

Further details regarding remuneration policies and the remuneration of Executive and Non-executive Directors, are set out in the Remuneration Report section of the 2021 Directors' Report.

Under the Redbubble Share Trading Policy, the Directors, executives and other staff who participate in Redbubble's equity incentive schemes are prohibited from entering into transactions in products associated with Redbubble securities under scheme which operate to limit the economic risk of the security holding in Redbubble over unvested entitlements (e.g. hedging arrangements).

End of Statement

About Redbubble Group

Founded in 2006, the Redbubble Group incorporates Redbubble Limited and its subsidiaries, including TP Apparel LLC (TeePublic). The Redbubble Group owns and operates the leading global online marketplaces, Redbubble.com and TeePublic.com, powered by independent artists. The Redbubble community of passionate creatives sell uncommon designs on high-quality, everyday products such as apparel, stationery, housewares, bags, wall art and so on. Through the Redbubble and TeePublic marketplaces, independent artists are able to profit from their creativity and reach a new universe of adoring fans. For customers, it's the ultimate in self-expression. A simple but meaningful way to show the world who they are and what they care about.



Hummingbirds and Bees
Designed and sold
by **Cecilia Mok**