

# Generation Development Group Limited

## Corporate Governance Statement

In accordance with ASX Listing Rule 4.10.3, set out below are the ASX Corporate Governance Council's eight principles of good corporate governance (4<sup>th</sup> edition) and the extent to which Generation Development Group (the "Company") has sought to comply with the recommendations for each. This statement has been approved by the Board of the Company and is current as at 20 August 2021.

### Principle 1: Lay solid foundations for management and oversight

This Principle requires the Company to establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

ASX recommendation / disclosure obligation	Company's response
<b>1.1 Maintain and disclose a Board Charter setting out the respective roles and responsibilities of its board and management and those matters expressly reserved to the Board and those delegated to management</b>	<p>The Board has clear policies and processes to delineate the respective functions, roles and responsibilities of the Board and Management.</p> <p>The Board has adopted a Board Charter that sets out the role, composition and responsibilities reserved by the Board and those specific to the Chairman. The conduct of the Board is also governed by the Constitution of the Company. The Board has also adopted a Delegations Policy which formalises and discloses the financial authorities delegated from the Board to the Chairman, Chief Financial Officer ("CFO") and the Chief Executive Officer ("CEO") / Managing Director of the Group and its main operating subsidiary Generation Life Limited, as applicable.</p> <p>In fulfilling their duties, each Director may obtain independent professional advice at the expense of the Company, subject to prior approval of the Chairman, whose approval will not be unreasonably withheld.</p> <p>A copy of the Board Charter and Constitution is available on the Company's website.</p>
<b>1.2(a) Undertake appropriate checks before appointing a person as a director or putting them forward to shareholders as a candidate for election</b>	<p>A range of background checks are conducted upon the appointment of new directors to the Board of Generation Development Group and its subsidiaries. These include criminal record, bankruptcy, disqualified persons, education, character and reference checks.</p>
<b>1.2(b) Provide shareholders with material information relevant to a decision whether or not to elect or re-elect a director</b>	<p>With regards to candidates standing for election or re-election as a director at the Company's annual general meeting, the Company will include in its notice of meeting, information which it considers relevant to a decision whether or not to elect or re-elect the person. This includes biographical details, details of other directorships held, independence status and a statement by the Board as to whether it supports the candidate's election or re-election. Any material adverse information revealed by a background check would also be provided.</p>
<b>1.3 Have a written agreement with each director and senior executive setting out terms of their appointment</b>	<p>The Company has entered into a comprehensive letter of appointment with each of its non-executive directors. Service contracts have also been entered into with senior executives.</p>

<b>1.4 Company secretary should be accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board</b>	<p>The Company Secretary has been appointed to this position by a resolution of the Board. The Company Secretary oversees all board and governance matters and is directly accountable to the Board on matters relating to the proper functioning of the Board.</p>										
<b>1.5(a) Maintain and disclose a Diversity Policy</b>	<p>The Board has adopted a Diversity Policy, a copy of which is available on the Company's website.</p>										
<b>1.5(b) and (c) Set and disclose measurable objectives for achieving gender diversity and progress towards achieving them</b>	<p>The Board has not set any measurable objectives for achieving gender diversity however as Board and employee vacancies are filled, attention is given to identifying opportunities for improving gender diversity across the organisation.</p>										
<b>1.5(c)(3)(A) Disclose respective proportions of men and women on the board, in senior executive positions and across the whole organisation</b>	<p>The Company provides the following information in relation to the proportion of women employed by Generation Development Group and its subsidiaries:</p> <table data-bbox="408 775 1129 1037"> <tr> <td>Women in organisation:</td> <td>50%</td> </tr> <tr> <td>Women on Generation Development Group Executive Team:</td> <td>0%</td> </tr> <tr> <td>Women on Generation Life Senior Management Team:</td> <td>30%</td> </tr> <tr> <td>Women on Generation Development Group Board:</td> <td>0%</td> </tr> <tr> <td>Women on Generation Life Board:</td> <td>20%</td> </tr> </table>	Women in organisation:	50%	Women on Generation Development Group Executive Team:	0%	Women on Generation Life Senior Management Team:	30%	Women on Generation Development Group Board:	0%	Women on Generation Life Board:	20%
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<b>1.6 Maintain and disclose process for periodically evaluating the performance of the board, committees and individual directors and disclose whether performance evaluation undertaken during the period</b>	<p>The Board has adopted a Board and Committee Performance Evaluation Policy, a copy of which is available on the Company's website. This Policy outlines the process for evaluating the performance of the Board, its committees and individual directors.</p> <p>A performance evaluation was not undertaken during the financial year of the Generation Development Group directors, however the directors of Generation Life were subject to a performance review.</p>										
<b>1.7 Maintain and disclose process for periodically evaluating the performance of senior executives and disclose whether performance evaluation undertaken during the period</b>	<p>There are 4 components to evaluating the performance of senior executives.</p> <p>Prior to the commencement of the financial year, a Budget/strategy session is held involving the Chairman, CFO and CEO of the Group and Generation Life as applicable and a business plan for the forthcoming year is agreed.</p> <p>Annual performance appraisals of the CFO and the CEO and their direct reports are conducted in June/ July against agreed KPIs. Biannual reviews are conducted to provide formal feedback to the CFO and the CEO and their direct reports regarding their individual and team's performance and to plan for the next 6 months. Performance is regularly reviewed at meetings between the Chairman, CFO and CEO.</p> <p>Adopting this process, the performance of senior executives was evaluated during the financial year.</p>										

## Principle 2: Structure the board to be effective and add value

This Principle requires the Company to have a board of an appropriate size and collectively have the skills, commitment and knowledge to enable it to discharge its duties effectively and to add value.

ASX recommendation / disclosure obligation	Company's response				
2.1 (a) Maintain a Nomination Committee	The Company does not presently have a Nomination Committee. Having regard to the current size and composition of the Board a separate Committee structure is considered to be unnecessary.				
2.1(b) Disclose processes it employs to address board succession issues and ensure board has appropriate balance to enable it to discharge its duties and responsibilities effectively	The Board has adopted a Selection and Appointment of Non-Executive Directors' Policy, a copy of which is available on the Company's website. This Policy outlines the procedure for selecting and appointing non-executive directors and for re-appointing incumbent non-executive directors.				
2.2 Maintain and disclose a board skills matrix setting out the mix of skills that the board has or is looking to achieve in its membership	<p>The Board considers that collectively its directors have a level of skill, knowledge and experience that enables the Board to effectively discharge its responsibilities and duties. The directors have extensive experience spanning a diverse range of activities and industries, as set out below.</p> <table border="1" data-bbox="408 1016 1471 1339"> <thead> <tr> <th data-bbox="408 1016 963 1055">Expertise</th> <th data-bbox="971 1016 1471 1055">Industry Experience</th> </tr> </thead> <tbody> <tr> <td data-bbox="408 1061 963 1339"> <ul style="list-style-type: none"> <li>• Financial</li> <li>• Legal</li> <li>• Risk management</li> <li>• Strategy</li> <li>• Corporate advisory and business recovery</li> <li>• Product development</li> <li>• Executive leadership</li> <li>• Commercial acumen</li> </ul> </td> <td data-bbox="971 1061 1471 1339"> <ul style="list-style-type: none"> <li>• Financial services</li> <li>• Funds management</li> <li>• Superannuation</li> <li>• Financial planning</li> <li>• Life companies and friendly societies</li> </ul> </td> </tr> </tbody> </table>	Expertise	Industry Experience	<ul style="list-style-type: none"> <li>• Financial</li> <li>• Legal</li> <li>• Risk management</li> <li>• Strategy</li> <li>• Corporate advisory and business recovery</li> <li>• Product development</li> <li>• Executive leadership</li> <li>• Commercial acumen</li> </ul>	<ul style="list-style-type: none"> <li>• Financial services</li> <li>• Funds management</li> <li>• Superannuation</li> <li>• Financial planning</li> <li>• Life companies and friendly societies</li> </ul>
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2.3 Disclose independence of directors, their interests and associations and their length of service	<p>The Board comprises four directors as follows:</p> <p><b>Rob Coombe</b>  <i>Non-Executive Chairman</i>  Rob is not regarded as independent as he was an executive until 30 June 2020 and is a substantial shareholder of the Company. He has been a director and Chairman since July 2017.</p> <p><b>Bill Bessemer</b>  <i>Non-Executive Director</i>  Bill is not regarded as independent as he is an associate of a substantial shareholder of the Company. He was a director of the Group from 1999-2009 and more recently from February 2012 to the present time.</p> <p><b>Jonathan Tooth</b>  <i>Non-Executive Director</i>  Jonathan is not regarded as independent as he is a substantial shareholder of the Company. He has been a director of the Company since May 2012 and prior to that was an employee of the business for over 10 years.</p> <p><b>John Wheeler</b>  <i>Non-Executive Director</i>  John is not regarded as independent as he is a substantial shareholder of the Company. He has been a director of the Company since March 2017 and prior to that was CEO of the Group from 1998-2007.</p>				

<b>2.4 Majority of Board should be independent directors</b>	The majority of the Board are not independent directors (see 2.3 above). However, the Board is of the opinion that there is an adequate and broad mix of skills and experience amongst the directors such that each is capable of acting in an independent manner and in the best interests of the Company and its shareholders.
<b>2.5 Chair should be an independent director and not the CEO</b>	Mr Rob Coombe assumed the position of Executive Chairman on 18 July 2017 and became Non-Executive Chairman on 1 July 2020. He is not considered independent. The role of Generation Development Group CEO was held by Grant Hackett until 31 January 2020, when he then became CEO and Managing Director of Generation Life. There is presently no CEO of Generation Development Group.
<b>2.6 Maintain a program for inducting new directors and for reviewing the need to provide professional development opportunities</b>	The Company does not presently have a formal induction or professional development program for directors. To date, such programs have been considered unnecessary as the current directors are experienced and skilled and well-acquainted with the Generation Development Group.

### Principle 3: Instil a culture of acting lawfully, ethically and responsibly

This Principle requires the Company to instil and continually reinforce a culture of acting lawfully, ethically and responsibly.

<b>ASX recommendation / disclosure obligation</b>	<b>Company's response</b>
<b>3.1 Articulate and disclose Company values</b>	<p>The Company itself has not adopted a Statement of Values however those of its main operating subsidiary Generation Life, to which all employees of the Group are expected to adhere, are as follows:</p> <p><i>Policyholder</i> - I do what is right for the policyholder. I always consider them when making decisions in my role. I bring the voice of the policyholder to my meetings and decisions and champion them. I am aware of my obligations to the policyholder and operate within these at all times. I think ahead and consider any risks or issues that may emerge for the policyholder. I uphold our desire as a company to deliver on our promises to the policyholder.</p> <p><i>Optimism</i> - I have a positive attitude. I plan to ensure our success. I think of innovative ways to delight our advisers and clients. I try new things. I set goals and achieve them. I resolve issues quickly without blame. I celebrate success.</p> <p><i>Clarity</i> - I communicate clearly to everyone. I avoid jargon and seek to make our products and services as simple and understandable as possible. I make explicit what I need from others. I proactively resolve any miscommunication with my colleagues and clients/advisers before it becomes an issue.</p> <p><i>Forward thinking</i> - I ensure I'm up to date with the latest thinking in my field. I set aside time to think about the future. I consider the long term financial soundness of Generation Life as well as the short term. I learn from my mistakes.</p> <p><i>Proactivity</i> - I take responsibility for my own success and my own development. I plan ahead. I make things happen. I challenge everything we do and remove/reduce any tasks that add no value. I improve myself. I organize my work so that I have time to seize opportunities rather than be reactive. I anticipate problems and find solutions. I am self-motivated.</p> <p><i>Integrity</i> - I do what is right. I think 'should we' not 'could we' . I challenge when I see someone acting out of line with our values. If I feel something is wrong, I speak up.</p> <p><i>Respect and support others</i> – I support my colleagues and we work as one team. I care for others' wellbeing. I am a leader to all team members regardless of if they are my direct reports . I respect, support and constructively challenge my colleagues. I negotiate and agree deadlines that I stick to. I don't over commit. I don't let anyone down.</p>
<b>3.2(a) and (b) Maintain and disclose a Code of Conduct</b>	The Board believes that the success of the Company will be enhanced by a strong ethical culture within the organisation. To this end, the Board has adopted a Code of Conduct, a copy of which is

<b>and ensure that the Board is informed of any material breaches</b>	available on the Company's website.  Incidents of material non-compliance with the Code of Conduct are reported to the Board
<b>3.3(a) and (b) Maintain and disclose a Whistleblower Policy and ensure that the Board is informed of any material incidents reported</b>	The Board has adopted a Whistleblower Policy, a copy of which is available on the Company's website.  The Board is informed of any material incidents reported under the Whistleblower Policy.
<b>3.4(a) and (b) Maintain and disclose an Anti-Bribery and Corruption Policy and ensure that the Board is informed of any material breaches</b>	The Company itself has not adopted an anti-bribery and corruption policy. However, the Company's main operating subsidiary Generation Life maintains a Fraud and Corruption Policy to which all employees of the Group are bound.  The Board is informed of any material breaches of Generation Life's Fraud and Corruption Policy.

#### **Principle 4: Safeguard the integrity of corporate reports**

This Principle requires the Company to have appropriate responses to verify the integrity of its corporate reports.

<b>ASX recommendation / disclosure obligation</b>	<b>Company's response</b>
<b>4.1(a) Maintain an Audit Committee</b>	The Company does not presently have an Audit Committee. Having regard to the current size and composition of the Board, a separate Committee structure is considered to be unnecessary. In addition, the Company's main operating subsidiary Generation Life has its own audit committee which exercises financial oversight over that business. It is comprised of three Generation Life non-executive directors, all of whom are considered independent, and its Chairman Eric Barr is an independent director.
<b>4.1(b) Disclose 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</b>	In the absence of an Audit Committee, the Board is responsible for verifying and safeguarding the integrity of corporate reporting. Rigorous processes are employed to ensure Generation Development Group's financial reports present a true and fair view and that its accounting methods are relevant, comprehensive and comply with applicable accounting rules and policies.  The Board is responsible for appointing the external auditor, subject to confirmation by shareholders at the Company's annual general meeting. In selecting an auditor, the Board will implement a selection and assessment process, which takes into account a number of key criteria, including audit approach and methodology, internal quality control procedures, resources, key personnel and cost. The Board will annually review the external auditor's performance and independence.  In line with current professional standards, the external auditor is required to rotate the Generation Development Group audit lead engagement partner at least once every 5 years.
<b>4.2 Receive a declaration from the CEO and CFO as to the financial statements</b>	Prior to approving the annual and interim financial statements, the Board receives a declaration from the CEO (or equivalent) and CFO that in their opinion the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standard and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<b>4.3 Disclose process to verify the integrity of any periodic corporate report released to the</b>	Where available, unaudited data used in reports released to the market is sourced from the same sources as those used to generate audited financial statements. These data sources are typically reviewed or audited by the auditors as part of their audit of the annual financial statements.

market that is not audited or reviewed by an external auditor	
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### Principle 5: Make timely and balanced disclosure

This Principle requires the Company to make timely and balanced disclosure on all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its shares.

ASX recommendation / disclosure obligation	Company's response
<b>5.1 Maintain and disclose a continuous disclosure policy</b>	The Board has adopted a Continuous Disclosure Policy, a copy of which is available on the Company's website. This Policy reflects the Board's commitment to ensuring that information that is expected to have a material effect on the price or value of the Company's securities is immediately notified to the ASX for dissemination to the market in accordance with the continuous disclosure requirements of the Corporations Act 2001 and ASX Listing Rules.
<b>5.2 Ensure that the Board receives copies of all material market announcements promptly after they have been made</b>	Copies of all ASX announcements are provided to the Board immediately following release to the market.
<b>5.3 Release copies of new and substantive investor or analyst presentations ahead of them being made</b>	New and substantive investor and analyst presentations are released on the ASX Market Announcements Platform prior to the presentations being made.

### Principle 6: Respect the rights of shareholders

This Principle requires the Company to provide shareholders with appropriate information and facilities to allow them to exercise their rights as shareholders effectively.

ASX recommendation / disclosure obligation	Company's response
<b>6.1 Maintain a website with information about itself and its governance</b>	The Company maintains a website with a dedicated governance section.
<b>6.2 Maintain an investor relations program that facilitates effective two way communication with investors</b>	Having regard to the number and nature of its shareholders, the Company does not consider it necessary to have a formal investor relations program. The Company's CFO is the Company's primary investor relations contact and actively engages with shareholders to facilitate effective two-way communication with them. The views of shareholders are regularly conveyed to the Board.
<b>6.3 Disclose how it facilitates and encourages participation at shareholder meetings</b>	The Company typically holds its annual general meeting in Melbourne however in 2020, due to COVID-19 restrictions, it held the meeting virtually via the LUMI platform. Going forward, consideration will be given to continuing to hold shareholder meetings virtually as a means of facilitating greater shareholder participation in meetings.  Shareholders may ask questions about or make comments on the management of the Company ahead of any annual general meeting. These questions or comments will be addressed at the

	meeting.
<b>6.4 Ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands</b>	The Company adopted the practice at its last annual general meeting of deciding all resolutions by poll rather than by a show of hands.
<b>6.5 Give shareholders the option to give and receive communications electronically</b>	Through the Company's share registry Boardroom Pty Ltd, shareholders may elect to receive certain communications electronically.

## Principle 7: Recognise and manage risk

This Principle requires the Company to establish a sound risk management framework and periodically review the effectiveness of that framework.

<b>ASX recommendation / disclosure obligation</b>	<b>Company's response</b>
<b>7.1 (a) Maintain a Risk Committee</b>	The Company does not presently have a Risk Committee. Having regard to the current size and composition of the Board, a separate committee structure is considered to be unnecessary. In addition, the Company's main operating subsidiary, Generation Life, has its own risk committee. It is comprised of three Generation Life non-executive directors, all of whom are considered independent, and its Chairman Eric Barr is an independent director.
<b>7.1(b) Disclose the processes it employs for overseeing the Company's risk management framework</b>	<p>To comply with APRA Prudential Standards, Generation Life has appointed a Chief Risk Officer to oversee its risk management framework. In this role, the Chief Risk Officer also oversees Generation Development Group's risk management framework.</p> <p>A key element of the risk management framework is the identification and prioritisation of material business risks. These risks are documented in a Risk Register and, where the level of risk is considered to be above the desired level, an action plan is developed to address and mitigate the risk.</p> <p>Risks, the effectiveness of mitigation strategies and the overall management system are regularly reviewed by Management to ensure changing circumstances do not alter the risk priorities. Management reports to the Board on the effectiveness of the Company's management of its material business risks.</p>
<b>7.2 Review the risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether a review has taken place during the period</b>	<p>The Group's risk management framework is subject to continuous enhancement and the Board are satisfied that it continues to be sound.</p> <p>The Generation Life framework is reviewed by Generation Life's internal auditor every year. A review was completed by the internal auditor during the period.</p>
<b>7.3(a) Disclose whether the Company has an internal audit function, how it is structured and what role it performs</b>	<p>The Company itself does not have an internal audit function.</p> <p>However, Generation Life maintains an independent internal audit function. The role of internal auditor is fulfilled by Mr George Sutton of Grant Thornton who reports directly to the Generation Life Audit Committee. The internal auditor provides services in accordance with an internal audit plan approved by the Audit Committee each year.</p>
<b>7.3(b) Disclose the processes it employs for improving the</b>	The Group's risk management and governance frameworks are subject to continuous enhancement, monitoring and independent review.

effectiveness of its governance, risk management and internal control processes	
7.4 Disclose whether the Company has any material exposure to environmental and social risks and how it manages those risks	<p>Given the nature and size of the Group's business and operations, it does not have material exposure to environmental risks.</p> <p>Exposure to social risks is managed as follows:</p> <p><i>Unethical conduct</i> – loss of confidence by investors, regulators and shareholders through conduct of Group officers or employees which is inconsistent with the Group's values to act with integrity in its dealings with other parties. Managed through Code of Conduct, ongoing compliance training and internal compliance program.</p> <p><i>Dependency on key personnel</i> – loss of key personnel which may lead to an adverse effect on business growth. Managed through succession planning and appropriate remuneration structures.</p> <p><i>Attraction and retention of talent</i> – risk of being unable to hire or retain skilled employees contributing to a significant loss of expertise and corporate knowledge. Managed through talent hiring, training, succession planning and appropriate remuneration structures.</p>

### Principle 8: Remunerate fairly and responsibly

This Principle requires that the Company to 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 shareholders and with the Company's values and risk appetite.

ASX recommendation / disclosure obligation	Company's response
8.1(a) Maintain a Remuneration Committee	The Company does not presently have a Remuneration Committee. Having regard to the current size and composition of the Board, a separate Committee structure is considered to be unnecessary. In addition, the Company's main operating division Generation Life has its own remuneration committee which makes recommendations in relation to the remuneration of the directors and employees of that business. It is comprised of three Generation Life non-executive directors, all of whom are considered independent, and its Chairman Eric Barr is an independent director.
8.1(b) Disclose the processes it employs for setting level and composition of remuneration for directors and senior executives and ensuring that it is appropriate and not excessive	A Remuneration Report, which sets out information about the remuneration of the Company's directors and senior executives for the financial year is included in the Directors' Report.
8.2 Disclose policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives	<p>The Company distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. Non-executive directors are remunerated by way of fees in the form of cash, non-cash benefits and superannuation contributions. Typically, they do not receive options, bonus payments or shares from the Company. Non-executive directors do not normally participate in schemes designed solely for the remuneration of executives.</p> <p>Executive directors and senior executives' packages generally comprise both a fixed and variable remuneration component comprising short term incentives (STI) and long term incentives (LTI). The STI is paid in cash to eligible executives upon the achievement of financial and non-financial targets as determined by the Board. In addition, executives who are able to influence the generation of shareholder wealth and have a direct impact on the Group's performance are eligible to participate in the LTI Plan, known as the GDG Performance Rights Plan. A Performance Right confers on the holder an entitlement, upon vesting and exercise, to the value of a fully paid ordinary share in the Company which may be settled in the form of a share or in cash at the discretion of the Board. Performance rights vest and exercise for nil consideration on satisfaction</p>

	<p>of vesting conditions, subject to the Board's discretion to determine otherwise in certain circumstances.</p> <p>A Remuneration Report, which sets out information about the remuneration of the Company's directors and key management personnel for the financial year is included in the Directors' Report.</p>
<p><b>8.3 Disclose, if it has an equity-based remuneration scheme, its policy on participants entering into transactions which limit the economic risk of participating in the scheme</b></p>	<p>The Company's equity-based remuneration scheme, the GDG Performance Rights Plan, restricts participants from entering into any arrangements which would have the effect of limiting their exposure to risk in relation to Performance Rights (vested or unvested).</p> <p>A Remuneration Report, which sets out information about the remuneration of the Company's directors and key management personnel for the financial year is included in the Directors' Report.</p>
<p><b>9.1 Where there is a director who does not speak the language in which board or shareholder meetings are held or key corporate documents are written, disclose the process for ensuring the director understands and can contribute to the discussions at the meetings and understands and can discharge their obligations in relation to the documents</b></p>	<p>Not applicable</p>
<p><b>9.2 Where the entity is established outside Australia, ensure shareholder meetings are held at a reasonable time and place</b></p>	<p>Not applicable</p>
<p><b>9.3 Where the entity is established outside Australia, it should ensure that its external auditor attends the AGM and is available to answer questions from shareholders that are relevant to the audit</b></p>	<p>Not applicable</p>