

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

IVE Group Limited

ABN/ARBN

62 606 252 644

Financial year ended:

30 June 2026

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 26 August 2026 and has been approved by the board.

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

Date: 26 August 2026

Name of authorised officer authorising lodgement: Sarah Prince

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

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
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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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	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at: in the Directors' Report contained within the 2026 Annual Financial Report located at http://investors.ivegroup.com.au/Investor-Centre/?page=financial-results	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement and the length of service of each director in the Corporate Governance Statement	☐ 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
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance	☐ 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.	☒ and we have disclosed our whistleblower policy at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance	☐ 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
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy, which forms part of the Company's Code of Conduct at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance	☐ 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 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) at: in the Directors' Report contained within the 2026 Annual Financial Report located at http://investors.ivegroup.com.au/Investor-Centre/?page=financial-results	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

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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.	☒ and we have disclosed our continuous disclosure compliance policy at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) in the Directors' Report contained within the 2026 Annual Financial Report located at http://investors.ivegroup.com.au/Investor-Centre/?page=financial-results	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement	☐ 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.	☒ 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 in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement.	☐ 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	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) in the Directors' Report contained within the 2026 Annual Financial Report located at http://investors.ivegroup.com.au/Investor-Centre/?page=financial-results	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

ABN 62 606 252 644

CORPORATE GOVERNANCE STATEMENT

30 JUNE 2026

The Board is responsible for the overall corporate governance of IVE Group Limited (**IVE**, the **IVE Group**, or the **Company**), including adopting appropriate policies and procedures designed to ensure that IVE is properly managed to protect and enhance Shareholder interests.

The Board monitors the operational and financial position and performance of IVE and oversees its business strategy, including approving the strategic goals of IVE. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of IVE.

In conducting business with these objectives, the Board is committed to ensuring that IVE is properly managed to protect and enhance Shareholder interests, and that IVE, its Directors, officers and employees operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing IVE, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes are appropriate for IVE's business and that are designed to promote the responsible management and conduct of IVE.

Details of IVE's key governance policies and the charters for the Board and each of its committees are available on IVE's website at <http://investors.ivegroup.com.au/investor-centre/?page=corporate-governance>.

This Corporate Governance Statement reports against the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) and the practices detailed in this Corporate Governance Statement are current as at 26 August 2026. This Corporate Governance Statement has been approved by the Board and is available on the IVE website under 'Investors – Corporate Governance' at <https://www.ivegroup.com.au/>.

Principle 1: The Board lays solid foundations for management and oversight

Role and responsibilities of the Board and management

The Board is responsible for the overall direction of IVE with oversight and review of the management, administration and overall governance of IVE.

The Board Charter provides a framework for the effective operation of the Board. The Board Charter sets out (among other things) the:

- > Board's composition and process;
- > Board's role and responsibilities;
- > relationship and interaction between the Board and management; and
- > authority delegated by the Board to management and Board committees.

The Board's role is to, among other things:

- > represent and serve the interests of Shareholders by overseeing and appraising IVE's strategies, policies and performance;
- > protect and optimise IVE's performance and build sustainable value for Shareholders in accordance with any duties and obligations imposed on the Board by law and the Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- > set, review and ensure compliance with IVE's values and governance framework and risk appetite (including establishing and observing high ethical standards); and
- > ensure Shareholders are kept informed of IVE's performance and major developments affecting its state of affairs.

Matters that are specifically reserved for the Board or its committees include:

- > appointment of the Chair and/or the 'senior independent director';
- > appointment and replacement of the Company Secretary/ies and overview of the appointment and replacement of senior executives;
- > appointment and removal of the Chief Executive Officer (**CEO**);
- > appointment of Directors to fill a vacancy or as an additional Director;
- > establishment of Board committees, their membership and delegated authorities;
- > approval of dividends and distributions;
- > approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;
- > setting measurable objectives of the Company to achieve gender and broader diversity in the composition of the Board, senior executives and the workforce generally;
- > calling of meetings of Shareholders; and
- > any other specific matters nominated by the Board from time to time.

The Board has established the following committees to assist it in discharging its functions:

- > Audit, Risk and Compliance Committee (**ARCC**); and
- > Nomination and Remuneration Committee (**NRC**).

The Board's responsibilities are set out in the Board Charter, which is available on the IVE website under 'Investors – Corporate Governance': <https://www.ivegroup.com.au/>.

Access to information and independent professional advice

Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time they consider it appropriate.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or the Board as a whole.

Board meetings

The Board holds regular meetings and meets as frequently as required.

For details of the current Directors, their qualifications, skills and experience, refer to 'Information on Directors' in the Directors' Report contained within the 2026 Annual Financial Report. For details of Directors' attendance at Board and committee meetings for the year ended 30 June 2026, refer to 'Meetings of Directors' in the Directors' Report contained within the 2026 Annual Financial Report.

Appointment and re-election of Directors

The Board, together with the NRC, determines the size and composition of the Board, subject to the terms of the Constitution.

The Board comprises Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. When appointing new Directors, the Board, together with the NRC, will review the skills represented by Directors on the Board and determine whether the composition and mix of those skills remain appropriate for IVE's strategy, subject to limits imposed by the Company's Constitution and the terms served by existing Non-executive Directors.

As part of the Director selection process, IVE undertakes appropriate checks on potential candidates to consider their suitability. All such checks were undertaken prior to the appointment of Mark Bayliss.

In addition, Shareholders will be provided with details about each Director for election or re-election in the notice of meeting for the Annual General Meeting (**AGM**) to enable Shareholders to make a decision on election/re-election.

Pre-employment checks for Senior Executives

As with Directors, IVE undertakes appropriate checks on potential candidates to consider their suitability.

Written Agreements with Directors and Senior Executives

IVE enters into a written agreement with each Director and senior executive setting out the terms of the appointment.

Company Secretaries

All Directors have direct access to the Company Secretaries who are responsible to the Board on all matters relating to the conduct and functions of the Board and committees. The Company Secretaries responsibilities are set out in the Board Charter, which is available on the IVE website under 'Investors – Corporate Governance': <https://www.ivegroup.com.au/>.

IVE has two Company Secretaries, Darren Dunkley and Sarah Prince. For details of their qualifications, skills and experience, refer to 'Information on Directors' in the Directors' Report contained within the 2026 Annual Financial Report.

The Company Secretaries are accountable directly to the Board.

Diversity, Equity and inclusion

IVE recognises that a diverse workforce and inclusive workplace support effective governance, better decision-making, innovation and long-term business performance. Diversity, equity and inclusion are considered important enablers of the Group's ability to attract, retain and develop talent, strengthen leadership capability and create sustainable value for shareholders.

The IVE Board (**Board**) has adopted a Diversity, Equity and Inclusion Policy (**Policy**), which establishes the Group's governance framework for promoting diversity and inclusion across the organisation. The Policy outlines IVE's approach to diversity, equitable employment practices, inclusive leadership, equal opportunity and the prevention of unlawful discrimination, harassment and bullying. The Policy is available on the IVE Group website.

During FY26, the Policy was reviewed and updated to reflect changes in legislative requirements, evolving better practice and the Group's expanding governance framework. The review also aligned the Policy with IVE's broader People & Culture Strategy and reinforced the Group's approach to diversity, equity and inclusion across the employee lifecycle.

The Board is responsible for approving measurable gender diversity objectives and overseeing the effectiveness of the Policy. The NRC assists the Board by reviewing the effectiveness of the Policy at least annually, recommending measurable gender diversity objectives for Board approval, monitoring progress against those objectives during the reporting period, reviewing workforce diversity metrics and emerging workforce trends, and reporting its findings and recommendations to the Board.

FY26 Measurable Gender Diversity Objectives

The Board recognises that improving gender representation and reducing the gender pay gap are long-term priorities that require sustained action over multiple years.

During FY26, IVE continued to make progress against its diversity objectives, with female representation in senior management remaining on a slight upward trajectory and further reductions achieved in both the median base salary and median total remuneration gender pay gaps.

While the Group has not yet reached its long-term aspiration of a 40/40/20 gender balance across senior management, current performance indicates continued positive momentum, supported by initiatives focused on inclusive recruitment, leadership development, succession planning and equitable people practices.

FY26 Objective	FY26 Measure	FY26 Progress	Status
40/40/20 gender ratio across senior management	% females in senior management	From 33% → 33.3%	On track
Year on year reduction of the gender pay gap	% reduction in gender pay gap - median base salary	From 11.9% → 9%	On track
	% reduction in gender pay gap - median total remuneration	From 16.4% → 15.3%	On track

WGEA Mandatory Gender Quality Targets

During FY26, IVE established its implementation approach to the Workplace Gender Equality Agency's (WGEA) mandatory gender equality targets introduced under the Workplace Gender Equality Act 2012 (Cth). The Board noted that these multi-year targets will be delivered progressively over the coming reporting periods and considered their implementation alongside the Group's broader approach to gender diversity and workforce inclusion.

Target	Objective	Timing
Parental Leave	Removal of the primary/secondary carer distinction in paid parental leave	From 1 July 2026
Family & Domestic Violence Leave	Increasing paid FDV leave from 10 to 20 days per year; strengthening support	From 1 July 2026
Female Representation	Increasing female representation in Professional roles* from 24.6% to 28-30% by 2028	FY27-FY28

* 'Professional roles' for the purposes of this target includes Designers, IT professionals, Finance professionals, IT Project Managers, Email Specialists, Producers and Developers.

During FY26, IVE progressed the implementation of a new Group-wide Human Resources Information System (**HRIS**), with implementation scheduled to commence in the first quarter of FY27. The new platform is expected to strengthen the Group's people governance by improving the quality, consistency and accessibility of workforce data, supporting enhanced reporting, workforce planning and succession management, and providing greater visibility of key people metrics, including those relevant to diversity, equity and inclusion. The platform will also support more consistent people processes across the Group and enable more informed decision-making through improved data integrity and reporting capability.

In addition to the Board-approved measurable gender diversity objectives, IVE continued to implement broader workforce initiatives designed to strengthen employee experience, leadership capability and workplace inclusion. While these initiatives support the Group's broader People & Culture Strategy, they are not themselves measurable gender diversity objectives for the purposes of ASX Corporate Governance Recommendation 1.5.

Workforce Gender Diversity

IVE is a relevant employer under the Workplace Gender Equality Act 2012 (Cth) and reports annually to WGEA. The Group's most recent WGEA public report is available via the WGEA website.

For the purposes of ASX Corporate Governance Recommendation 1.5(c)(3)(A), IVE has elected to disclose consolidated Group gender representation in step with its WGEA reporting, noting that any variation between the two cycles would be negligible to the overall results presented.

For the purposes of this Statement, Senior Management are defined as those employees reported as managers within our annual WGEA reporting. This excludes all directors who are included in the Board's statistics.

	Female			Male		
	30 June 2024	30 June 2025	30 June 2026	30 June 2024	30 June 2025	30 June 2026
Board ¹	28.6%	28.6%	25%	71.4%	71.4%	75%
Non-executive Board Directors	40%	33.3%	28.6%	60%	66.7%	71.4%
Senior Management	28.3%	33%	33.5%	71.7%	67%	66.5%
Overall for IVE Group	36%	36%	35.3%	64%	64%	64.7%

The Board considers these metrics together with recruitment, promotion, retention and succession planning outcomes when reviewing progress against the Group's measurable gender diversity objectives.

¹ FY26 Board statistics current as at 30 June 2026.

Governance and Oversight

Responsibility for implementing the Policy sits with management, with oversight provided by the Board through the Nomination and Remuneration Committee.

The Chief People & Sustainability Officer presents to the NRC quarterly providing a detailed overview and update on progress against the Group's People & Culture initiatives. The Board is also provided with a monthly People & Culture Report which includes progress against the Group's measurable gender diversity objectives, workforce composition, succession planning, gender pay gap metrics, implementation of the WGEA mandatory gender equality targets and any material legislative or regulatory developments relevant to diversity, equity and inclusion. This reporting supports the Group's ongoing oversight of the effectiveness of the Policy and underlying program of work, and informs recommendations made by the NRC and Board.

The Board considers that the Group's governance framework provides an appropriate basis for overseeing diversity, equity and inclusion across the organisation and supporting continuous improvement over time.

Performance review of the Board

The NRC is responsible for establishing the processes for reviewing the performance of the Board, the Board's committees and individual Directors.

During FY26 the Board undertook an independent, externally managed Board performance review process. The results were considered and discussed by the NRC and the Board and feedback, including recommendations and areas for focus in future, was provided.

The Board also considered a review of Directors seeking re-election at the AGM to enable a recommendation to be made by the Board to Shareholders.

Performance review of executive management

The NRC is responsible for reviewing and recommending arrangements for the executive Directors (including the Managing Director), and the executives reporting to the Managing Director, including contract terms, annual remuneration and participation in IVE's short and long-term incentive plans. In doing so, the NRC considers the implications for IVE's reputation and standing in the community if it was seen to pay excessive remuneration to Directors and senior executives.

During the period the performance of executives was monitored regularly by the Managing Director (and Chair in the case of the Managing Director) at business performance review meetings and performance was measured through a combination of both individual and Group financial and non-financial key performance indicators. The Board as a whole also monitored the performance of the Managing Director in his executive role through reviewing the business performance at each Board meeting and the performance against key financial and non-financial performance indicators.

The processes outlined above were followed throughout the year for all executives, including the Managing Director.

Further detail on performance indicators for long term incentive plans is provided in the Remuneration Report contained within the 2026 Annual Financial Report.

Principle 2: The Board is structured to add value

Nomination and Remuneration Committee (NRC)

The NRC:

- > has three members, all independent Non-executive Directors;
- > is chaired by Sandra Hook, who is an independent Non-executive Director. The other current members are Gavin Bell and James Todd, each independent Non-executive Directors;
- > has a charter which is available on the IVE website under 'Investors – Corporate Governance': <https://www.ivegroup.com.au/>.
- > assists the Board in fulfilling its corporate governance responsibilities in regard to:
 - reviewing and updating the Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership to ensure that the Board has the necessary skills to discharge its obligations effectively and to add value;
 - reviewing and recommending to the Board:
 - the size and composition of the Board, including review of Board succession plans and the succession of the Chair and Managing Director and/or CEO;
 - the criteria for Board membership;
 - the composition and membership of the Board;
 - facilitating performance evaluation of the Board, its committees and individual Directors and developing and implementing plans for identifying, assessing and enhancing Director competencies and considering if a Director's performance has been impacted by other commitments;
 - reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time;
 - implementing and periodically reviewing the effectiveness of the Director induction process and whether there is a need for existing Directors to undertake appropriate professional development opportunities;
 - annually reviewing the Diversity Policy and reporting to the Board in accordance with the Diversity Policy; and
 - review and make recommendations to the Board in relation to the development and implementation of strategies relating to people and culture.

The NRC may obtain information from, and consult with, management and external advisers, as it considers appropriate.

For details of the number of NRC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' report contained within the 2026 Annual Financial Report.

Non-executive Directors inform the Chair before accepting any new appointment as a Director of another listed entity, any other material directorship or other position that may bring with it a significant time commitment.

Board skills matrix

The Board seeks to ensure that it has the appropriate mix of skills, knowledge and experience to guide IVE and assist management achieve the strategic objectives set by the Board.

The Board skills matrix looks at the current skills and diversity of the Board and its needs going forward. The Board considers that there is currently an appropriate mix of skills, diversity and experience on the Board, taking into account the size of IVE and the nature of IVE's operations.

The Board considered the Board skills matrix in 2025 as part of its annual review process, and the matrix assisted the NRC and Board identify the skills and experience required in appointing Mark Bayliss. The Board skills matrix has also been reviewed and updated following the appointment of Mark Bayliss.

The mix of skills and experience in the current Board, and that the Board would look to maintain, and build on, includes:

- > Marketing services industry experience
- > Strategy oversight
- > CEO experience
- > Risk management oversight
- > Accounting and financial reporting oversight
- > Innovation and disruption oversight
- > Investor engagement oversight

The extent to which these skills and experience is present amongst the current Directors is shown below:

Skill Area	Directors with Primary skills	Directors with Secondary skills
Marketing services industry experience	6	3
Strategy oversight	8	0
CEO experience	8	0
Risk management oversight	7	1
Accounting and financial reporting oversight	7	1
Innovation and disruption oversight	7	1
Investor engagement oversight	7	1

Key:

- > *Primary skills* – consistent ability to identify complex oversights
- > *Secondary skills* – broad and general knowledge of the subject area

The skills matrix was reviewed and updated during the year and the NRC agreed it remains appropriate with the combined skills, diversity and experience to discharge its responsibilities as a publicly listed entity and execute its strategic objectives over the short, medium and long term. This includes:

- > enhancing IVE's value proposition through continuous diversification and innovation and the addition of new products;
- > strengthening market position including through new customer origination and cross selling initiatives; and
- > building on previous capital investment, acquisition integration and targeted productivity investment programs on existing operational platforms.

The Board has identified the following areas that it agrees could be enhanced further when considering future appointments to the Board:

- > **Diversity** – The Board currently comprises 25% female directors (28.57% prior to the appointment of Mark Bayliss). The Board will also consider other diversity contributions including age, ethnicity and backgrounds when considering future appointments to the Board. It is noted that as part of a planned refreshment of the Board, four current directors (3 male, 1 female) are planned to step down from their role on the Board which will further adjust the gender diversity of the Board.
- > **Disruption, digital, cyber security** – The digital world is constantly evolving and at a heightened pace. The Board is cognisant that keeping up-to-date with advancements in technology is imperative to not only protecting IVE but also recognising growth opportunities both for itself, its customers and clients. The current Directors recognise the importance of further training and development in this ever-changing area to enhance their understanding of the risks and opportunities for the Company. The Board also recognises that such expertise is a desirable skill set of any candidates considered for future election to the Board.

The Board will continue to monitor and update the skills matrix at least annually and continue to focus on Board education, to ensure that as IVE develops the Board comprises the appropriate mix of skills and experience.

The Board recognises the importance of succession and renewal. As indicated at the 2025 AGM, the Board has embarked on a renewal process. As an initial step in refreshing the Board, Mark Bayliss was appointed as an independent Non-Executive Director on 1 March 2026. The Board will continue to implement its succession plan in a staged manner to ensure an orderly transition over the next two years, providing continuity of governance and an effective transfer of corporate knowledge throughout the transition period. Four longstanding directors will step down progressively over the next two years to ensure the experience and skillset of the Board aligns with the next phase of development consistent with the Group's 'Now to 2030' strategic ambition.

The planned timeline for these changes is as follows:

- > Paul Selig will retire from the Board at the 2026 Annual General Meeting;
- > Sandra Hook will step down from the Board in May 2027;
- > James Todd will retire from the Board at the 2027 Annual General Meeting; and
- > Gavin Bell will step down from the Board in May 2028.

This staged approach reflects the Board's commitment to preserving strong governance and ensuring that incoming directors have the benefit of working alongside experienced colleagues during the transition, including as the role of Chair transitions to another director. As the transition progresses, the Board will consider further appointments as appropriate to ensure it maintains the right balance of skills, experience, and diversity of perspective to support the Company's long-term strategy.

Independence

During the reporting period, the Board comprised a majority of independent Directors. As at the date of this Statement, the Board comprises eight Directors, including six independent Non-executive Directors (including the Chair), a Managing Director and a Non-executive Director who is not considered independent (Paul Selig, who was an Executive Director until 31 January 2025).

The Board considers an independent Director to be a Non-executive Director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the Director's ability to act in the best interests of IVE. The Board considers the materiality of any relationship on a case by case basis and has adopted materiality guidelines in this regard. The Board regularly reviews the independence of Directors against the criteria for assessing independence as is suggested by the ASX Corporate Governance Council's Principles and Recommendations (4th ed). A full explanation of the criteria used to determine independence of Directors can be found in the Board charter, available on the IVE website under 'Investors – Corporate Governance': <https://www.ivegroup.com.au/>.

Currently, six of the eight Directors are independent as detailed in the table below, allowing for a majority of independent Directors. The independent Directors meet separately as a group if necessary.

Director	Independence status	Appointment date
James Todd*	Independent	June 2015
Gavin Bell	Independent	November 2015
Cathy Aston	Independent	December 2020
Sandra Hook	Independent	June 2016
Paul Selig*	Not independent as an Executive Director until 31 January 2025 and a Director of Caxton Print Holdings, a substantial shareholder in IVE until November 2023	June 2015
Andrew Bird	Independent	April 2022
Matt Aitken	Not independent as Managing Director	June 2024
Mark Bayliss	Independent	March 2026

** Note each of these Directors were Directors of IVE Group from 2012, although they were not appointed to IVE Group Limited until its incorporation in 2015.*

Recommendation 2.5 of the ASX Principles recommends that the chairman should be an independent Non-executive Director.

James Todd was appointed as independent non-executive Chair effective 1 June 2024. It is noted that as part of the Board's planned renewal, a new Chair will be appointed in 2027. The new Chair will also be an independent non-executive director, maintaining the current traditional governance structure.

For details of the current Directors, their qualifications, skills and experience refer to 'Information on Directors' in the Directors' Report.

Induction and education

The NRC is responsible for implementing an induction program for all new Directors and ensuring that IVE provides appropriate professional development opportunities for continuing Directors.

A detailed induction is provided to all new Directors to enable new appointees to gain a sound understanding of the Company's business and strategy.

A new director is provided an induction program and materials designed to introduce the director to all aspects of the Company's business and strategy. The induction of Mark Bayliss included meetings with the Chairman and the other directors, the CEO and senior management to gain insight into the business. In addition, Mark Bayliss' induction also included site visits, access to materials to assist with his understanding of the Company's strategy, culture, values and financial, operational and risk management position.

To achieve continuing improvement in Board performance, all Directors are encouraged to undergo regular professional development to ensure that they maintain the skills and knowledge required to carry out their role as Directors effectively. In practice, areas of professional development are considered as part of the annual Board evaluation progress and mapped out through the annual Board calendar. Activities include regular site visits, presentations by external parties on various topics and 'deep-dives' and presentations by senior executives to provide the Board with a better understanding of the operations of the business and to discuss the business with key staff.

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

IVE Vision, Purpose and Values

The vision and purpose of IVE is to maintain and grow a highly respected, strong and sustainable business for all key stakeholders – our staff, our clients and our Shareholders. Core to this is ensuring a value proposition that maintains its relevance to our clients' ever evolving communications needs.

IVE unlocks value for our stakeholders through the powerful combination of our brand values that are the guiding principles of our behaviour – core to this is our 'one company philosophy'.

IVE's values are outlined overleaf:

Our purpose and principles

Our brand principles are what unite us as Team IVE.
They underpin everything we do.

We are **connected**

At IVE, we believe in the power of connection. Our entire business is founded on it. From our very first newspaper in 1921, 'The Link', to now being Australia's largest diversified marketing company, we exist to create connections: Connections between our clients and their customers, connections within our teams, across our business and in the industries in which we operate. We're here to make those connections count. Because we believe living in a world where we feel connected and understood is what it's all about.

We are **change makers**

We're not here to do it the way it's always been done. Unless that's awesome. But even if it is, we'll keep challenging and asking the question, how we can do this better? And if it hasn't been done before, let's try it! Only by adopting this mindset, can we help our clients go further, be first to market and set new standards. From the technology and materials we use, to our processes and partners, we strive to lead the way by removing complacency and throwing in a whole lot of creative thinking.

We **care**

So much so, part of our business is dedicated to it. IVE Care exists to ensure the well-being of our people, the safety of our operations and the quality of our work. We want to leave a positive impact in all we do. And in order to do this, we believe we need to start with empathy, compassion and respect – both for others and for the communities in which we operate.

We are a **collective**

Put simply, we are better together. Every day we are blown away by the talent, expertise and amazingness that exists across our teams and the clients we partner with. We love nothing more than seeing that come together to create something truly unique and beyond the realms of anything we could have ever created solo. We believe our strength comes from truly collaborating, respecting our disciplines and not being afraid to throw 'that' idea into the mix. Because with the right team around you, you never know where it might go.

We are **Team IVE**

Code of Conduct (including IVE's policy on anti-bribery and corruption)

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Underpinned by IVE's core values, the Board has adopted the Code of Conduct, which outlines how IVE expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards and anti-bribery and corruption. All employees of IVE (including temporary employees, contractors and IVE's Directors) must comply with the Code of Conduct.

The Code of Conduct is designed to:

- > provide a benchmark for professional behaviour throughout IVE;
- > support IVE's business reputation and corporate image within the community; and
- > make Directors and employees aware of the consequences if they breach the Code of Conduct.

Material breaches of the Code of Conduct, including the anti-bribery and corruption policy, are required to be reported to the ARCC and where appropriate, the Board.

The Code of Conduct is available on the IVE website under 'Investors - Corporate Governance' at: <https://www.ivegroup.com.au/>.

Whistleblower Policy

The Company is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation.

The Company is committed to providing an environment where its employees and others are encouraged to raise issues of legitimate concern, including any unacceptable behaviours and business practices, without fear of victimisation, detriment or other retribution.

The Whistleblower Policy describes the process for making protected disclosures under the *Corporations Act 2001* (Cth) (**Corporations Act**) and how any disclosures will be handled.

Material incidents reported under the Whistleblower Policy are required to be reported to the ARCC and where appropriate, the Board.

The Whistleblower Policy is available on the IVE website under 'Investors - Corporate Governance' at: <https://www.ivegroup.com.au/>.

Principle 4: Safeguard the integrity of corporate reports

Audit, Risk and Compliance Committee (ARCC)

The ARCC:

- > has three members, all Independent Non-executive Directors;
- > is chaired by Cathy Aston, who is an independent Non-executive Director. Other current members are Gavin Bell and Andrew Bird, each Independent Non-executive Directors; and
- > has a charter that is available on the IVE website under 'Investors – Corporate Governance' at: <https://www.ivegroup.com.au/>.

In accordance with its charter, all members of the ARCC are financially literate and have familiarity with financial management. For further details regarding the qualifications of the members of the ARCC, refer to the Directors' Report contained within the 2026 Annual Financial Report.

The primary roles of the ARCC includes:

- > overseeing the process of financial reporting (including to assist the Managing Director and/or CEO and CFO to provide the declaration under section 295A of the Corporations Act and satisfy itself as to the processes used to verify the integrity of financial reports that are not audited or reviewed by the external auditor), internal control, continuous disclosure, financial and non-financial risk management and compliance and external audit;
- > monitoring IVE's compliance with laws and regulations and IVE's own policies;
- > encouraging effective relationships with, and communication between, the Board, management and IVE's external auditor; and
- > evaluating and making recommendations in relation to the adequacy and effectiveness of IVE's risk management and internal control processes established to identify and manage areas of current, potential and emerging sources of risk and to seek to safeguard the assets of IVE, noting that IVE does not have a formal internal audit function.

The ARCC's roles in relation to audit include reviewing and making recommendations to the Board in relation to the:

- > reporting of financial information;
- > appropriate application and amendment of accounting policies; and
- > appointment, independence and remuneration of the external auditor.

Under the ARCC charter, it is the policy of IVE that its external auditing firm must be independent of it. The ARCC will review and assess the independence of the external auditor on an annual basis. In addition, the Company has in place a policy on non-audit services provided by the auditor which requires written ARCC approval prior to the commencement of any non-audit services by the auditor, and outlines specific prohibited non-audit services which cannot be provided by the Company's auditor.

The ARCC may obtain information from, and consult with, management, the external auditor and external advisers, as it considers appropriate. The ARCC also has access to the external auditor to discuss matters without management being present.

For details regarding the number of ARCC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' Report contained within the 2026 Annual Financial Report.

Selection and rotation of the external auditor

The ARCC is responsible for recommending to the Board the appointment, removal or replacement of the external auditor and its signing partner, the terms of appointment, any re-appointment and audit fees, and any fees for non-audit services.

Chief Executive Officer and CFO declaration

Prior to Board approval of IVE's half year and annual financial reports, the Managing Director and CFO provide the Board with declarations required under section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles.

For the half year ended 31 December 2025 and the financial year ended 30 June 2026, the Managing Director and CFO made a declaration in accordance with section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles. The declaration was formed on the basis of a sound system of risk management and internal control which is operating effectively.

Process to verify the integrity of non-audited periodic corporate reports

All periodic corporate reports that are not otherwise subject to audit or review by an external auditor are reviewed in accordance with an internal verification procedure to ensure the integrity and accuracy of the information included in those reports. This verification procedure involves a systematic checking and sign-off procedure. Where possible, each statement or number is linked back to an independent external or internal source document.

Principle 5: Make timely and balanced disclosure

The Board's aim is to ensure that Shareholders are kept informed of all major developments affecting the state of affairs of the IVE Group.

IVE has adopted the Continuous Disclosure Policy to ensure compliance with the explicit requirements and the spirit and intent of its disclosure obligations under the Corporations Act and ASX Listing Rules.

Under the Continuous Disclosure Policy, a Disclosure Committee has responsibility for compliance with IVE's continuous disclosure obligations. The Disclosure Committee is comprised of the Chair, Managing Director and/or CEO and CFO (or their delegates) and meets as required to assess disclosure matters. The Disclosure Committee is responsible for:

- > overseeing and co-ordinating disclosure of information to ASX, analysts, brokers, Shareholders, the media and the public; and
- > obtaining approval from the CEO / MD, CFO and Chair (or the Board where required) for disclosure.

When IVE gives a new or substantive investor or analyst presentation, a copy is released to the ASX prior to giving that presentation.

Directors receive a copy of all announcements promptly after they have been released to the ASX.

Sarah Prince, one of the Company Secretaries has primary responsibility for all communication with ASX in relation to ASX Listing Rule matters.

The Continuous Disclosure Policy is available on the IVE website under 'Investors – Corporate Governance' at: <https://www.ivegroup.com.au/>.

Principle 6: Respect the rights of security holders

IVE respects the rights of its Shareholders and to facilitate the effective exercise of those rights, IVE has adopted the Communication Strategy. The Communication Strategy is available on the IVE website under 'Investors – Corporate Governance' at: <https://www.ivegroup.com.au/>.

This strategy facilitates effective two-way communication with investors through information provided on the website, Shareholder meetings, ability to contact IVE or its share registry with any questions and ability to sign up for investor updates via email.

IVE operates with an in-house investor relations department. Investors and potential investors, whether institutional or retail, buy and sell side analysts, proxy advisors and financial media are encouraged to contact IVE's Investor Relations department directly, the contact details are available on the IVE website at:

<http://investors.ivegroup.com.au/Investor-Centre/?page=contacts>. Information gathered from these meetings with investors, including significant comments or concerns raised, will be raised with senior executives and the Board.

Throughout the reporting period, the Company has actively engaged with its shareholders through investor updates, face-to-face meetings and the Company's annual general meeting.

Company website

IVE encourages its investors and potential investors to visit its new website which articulates IVE's business, products and services and value proposition to its customers and clients. IVE's website, <https://www.ivegroup.com.au/>, is regularly kept up-to-date to maintain effective communication with Shareholders and stakeholders.

The following information is available on the website:

- > all ASX announcements made to the market since listing on the ASX, including annual and half year financial results, are posted on IVE's website at <https://www.ivegroup.com.au/> as soon as they have been released by the ASX;
- > notices of meetings and explanatory material, IVE's financial reports and copies of all investor presentations made to analysts and media briefings;
- > Company profile and brands;
- > members of the Board and senior leadership team;
- > corporate governance charters and policies;
- > details of IVE's sustainability strategy; and
- > contact details.

In addition, Company announcements can be accessed from the 'announcements' section of the ASX website (ASX code: IGL).

Shareholder engagement and participation

The contact details of IVE and its share registry (see below under 'Electronic communications') are available to Shareholders to address and facilitate any Shareholder-related enquiries.

IVE will be holding its 2026 AGM in Sydney and full details will be set out in the notice of meeting which will be lodged on the ASX. Shareholders have the opportunity to attend the AGM, ask questions, participate in voting and meet the Board and executive management in person.

Shareholders who are unable to attend the AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form accompanying the notice of meeting or online through the share registry's website. Shareholders also have the opportunity to submit written questions to IVE and its external auditor, or make comments on the management of IVE and access AGM presentations and speeches made by the Chair and Managing Director prior to the commencement of the meeting. IVE will publish results of the meeting to the ASX and on its website following the conclusion of the AGM.

All substantial resolutions considered at the Company's AGM will be decided by poll.

Electronic communications

IVE's contact details are available on the IVE website under 'contact'. Shareholders can also contact its share registry, Automic Registry Services at hello@automicgroup.com.au

Shareholders may elect to receive all Shareholder communications (including notification that the 2026 Annual Financial Report is available to view, notices of meeting and payment statements) by email. Electronic communications have the added advantage of being more timely and cost effective, which benefits all Shareholders. Shareholders should contact the Company's share registry if they would like to elect to receive electronic communications.

Principle 7: Recognise and manage risk***Audit, Risk and Compliance Committee (ARCC)***

In its function as a risk committee, the ARCC assists the Board in fulfilling its corporate governance responsibilities with regard to oversight of IVE's risk management system and internal control systems.

Details of the ARCC and its membership are contained in the disclosure under Principle 4. For details regarding the number of ARCC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' Report contained within the 2026 Annual Financial Report.

Risk management policy

IVE's ARCC Charter sets out the requirements, roles and responsibilities for managing risks across the IVE Group. The ARCC charter is available on the IVE website under 'Investors - Corporate Governance' at: <https://www.ivegroup.com.au/>.

The ARCC's primary role with respect to financial and non-financial risk management and compliance are to review and report to the Board that:

- > the ARCC has, at least biannually, reviewed IVE's risk management framework to satisfy itself that it continues to be sound and is operating in due regard to the risk appetite set by the Board;
- > adequate policies and processes have been designed and implemented to manage identified risks;
- > a review by management or the Board is undertaken to test the adequacy of and compliance with prescribed policies; and
- > proper remedial action is undertaken to redress areas of weakness.

During the reporting period, the Board (through the ARCC) conducted an annual review of IVE's material risks and the relevant controls as identified on the risk register. In addition, the Risk Management Framework Policy which clearly documents the risk management framework and Board approved risk appetite, was reviewed during the reporting period. The Committee is satisfied that the risk management framework continues to be sound and that the Company is operating in due regard to the risk appetite set by the Board.

IVE has in place a risk management system designed to ensure that it explicitly identifies the risks it faces, including emerging risks, and has measures in place to keep those risks to an acceptable minimum. The approach is based on the ISO 31000:2018 Risk management standard and distinguishes risk that presents both threats and opportunities to IVE.

Risk owners have been assigned responsibility for the identified risks in the Risk Register. It is their responsibility to ensure the controls in respect of the risk are adequate and appropriately implemented.

IVE's Risk Assessment Matrix is used as the benchmark in planning and implementing the risk management measures. It takes into consideration the nature, scale and complexity of the business.

The risk management systems for IVE:

- > ensure that processes to identify, assess and treat risks are clearly documented;
- > ensure these processes are suitable for IVE's objectives and operations; and
- > enable regular review, on at least an annual basis for currency, appropriateness, effectiveness and relevance to the business.

The risk management system is dynamic and is designed to adapt to IVE's developments and any changes in the risk profile over time. Compliance measures are used as a tool to address identified risks.

The risk management system is based on a structured and systemic process which takes into account IVE's internal and external risks.

IVE's risks may come from any internal or external event which, if it occurs, may affect the ability to efficiently and effectively operate:

- > **Internal risks** – those risks that specifically relate to IVE's business itself and as such are generally within its control. They include risks such as employee related risks, strategic risks, and financial risks.
- > **External risks** – those risks that are outside the control of IVE. They include risks such as market conditions, cyber security and legislative change.

Risks are managed by IVE through the effective implementation of various controls, which include:

- > Board approved risk management framework;
- > maintenance of a risk register; and
- > regular review of risks and controls, particularly as the business changes.

Senior management has reported to the Board (through the ARCC) on the effectiveness of the management of the material risks faced by IVE during the financial year ended 30 June 2026.

IVE's Financial Controller oversees the enhanced risk management framework and to ensure its ongoing reporting requirements to support senior management and the ARCC.

In the last review, conducted in June 2026, the following key risks were identified as being the most relevant to the business achieving its operational and financial targets:

Key Risk	Description	Risk Appetite	Mitigation
Macro Environment	Macro-economic and Geopolitical Risk Geopolitical developments and macro-economic volatility including inflation, interest rate movements, trade disputes, sanctions and political instability that may adversely affect IVE's ability to achieve its strategic and financial objectives.	IVE will take a balanced approach to the risks associated with changes in the macro-economic environment. The level of risk taken will be planned for each risk event. This will be measured by monitoring the revenue to budget in customer sectors, increased debtor days, forward bookings and economic indicators.	• Ability to pass costs on to customers • Strategic long-term planning • Indicators in day-to-day figures i.e. increased debt or days • MGM and margin decreases • Sourcing better pricing for long term, e.g. energy and gas
Customer	Changing Customer & Client expectations Failure to adapt to changing customer and client expectations including potential AI impacts and shift toward digital media or lower carbon alternatives that may reduce demand for print product and services.	When adapting to the expectations of clients and customers in the changing external environment IVE will take risk to drive value for money. This will be measured by customer retention, number of services per customer and customer feedback.	• Customer feedback • Board and SLT constantly review products and services sustainability • Acquire and invest in new products and services • SLT constantly stay abreast or new technologies available in the market • Continue to diversify revenue streams • Road Map for emerging technologies • Developing products and services that support client sustainability and decarbonisation goals
IT, Systems & Security	Cybersecurity Failure to protect the business from ransomware, phishing, data leakage, hacking or insider threat.	IVE has minimal appetite and will aim to minimise risks associated with cyber security. This will be measured by data breaches or incidents, client audit failures or negative public relations.	• ISO 27001 certified • External penetration testing conducted annually • Quarterly vulnerability scans • Restricted firewalls • Appropriate level of cyber insurance • Information security policies • Improved technologies and software • Ongoing Investment in cyber security

Key Risk	Description	Risk Appetite	Mitigation
IT, Systems & Security	Data Protection Breach Significant (notifiable) loss of confidential data (i.e. customer or employee records) or Intellectual Property.	IVE has minimal appetite and will aim to minimise risks associated with data protection. This will be measured by data breaches or incidents, client audit failures or negative public relations.	• Internal processes / firewall • ISO 27001/I certification • Multiple back-ups (offsite storage) • Awareness training • Continue to review and purge old data
Supply Chain	Supply Chain Volatility Disruption to the availability of key inputs and/or sustained price increases. This includes disruption from geopolitical events and climate related impacts arising from acute climate hazards such as extreme weather events as well as transition impacts such as carbon pricing passed on from suppliers.	IVE will execute caution when working with suppliers of key inputs. There is low risk appetite for non-supply or cost increases. This is measured by lead times, cost increases and supplier noncompliance with SLAs.	• Inputs readily available through multitude of suppliers • Ability to pass costs on to customers • Plan production in advance • Use of larger, reputable suppliers • Sourcing from alternative countries to avoid regional tensions in S.E.Asia • Increase inventory holdings • Increase prices in other areas of business to offset • Absorb some increases to protect channel • Work with supply chain logistics providers that are incorporating real time climate hazard monitoring to reroute shipments to avoid delays • Manage costs through efficiency within eg supersite multifunction equipment • Change supply chain to green providers • Drive innovation – low carbon product and services • Fixed electricity contract until 2030 with price increase limited to 3% pa

The Board (through the ARCC) has reviewed the Company's risk management framework and is satisfied that it is sound.

Environmental and social risks

IVE has identified exposure to environmental and social risks arising from its operations and value chain. These risks are identified, assessed and managed through the Group's Risk Management Framework, with oversight by the Board and its relevant committees and accountability assigned to management.

Climate-related risks and opportunities are addressed in IVE Group's FY26 Sustainability Report (Sustainability Report), which forms part of the Group's FY26 annual reporting and is the Group's first climate report prepared in accordance with Australian Sustainability Reporting Standard (AASB) S2 Climate-related Disclosures and the Corporations Act 2001.

Based on the climate-related scenario analysis and supporting quantitative assessment completed during FY26, the Group did not identify any material current financial effects arising from its climate-related risks or opportunities, nor any material impact on the resilience of its business model or strategy - whether considered individually or in combination. Detailed information on the Group's climate-related governance, strategy, risk management, metrics and targets, including the scenario analysis, quantitative assessment and climate resilience conclusions, is set out in the Sustainability Report, particularly Sections 3.5, 3.6 and 4.

Non-climate environmental risks include those associated with resource use, waste, pollution and responsible sourcing. These risks are managed through IVE's environmental management systems, legal compliance processes, responsible sourcing requirements and relevant third-party certifications.

Social risks include worker health, safety, wellbeing and psychosocial harm; employment and workforce practices; human rights and modern slavery in IVE's operations and supply chain; and potential impacts on customers, suppliers and communities. These risks are managed through Group policies, safety and people systems, supplier risk assessment and due diligence, training, grievance and whistleblower mechanisms, and management and Board reporting.

Internal audit

Due to the size and current stage of development of IVE, IVE does not have an independent internal audit function however internal audits of accounting processes are undertaken on an annual basis. Oversight of the effectiveness of IVE's risk management and internal control processes currently form part of the responsibilities of management and continues to develop. ARCC will continue to monitor and consider establishing an independent internal audit function if appropriate in future.

Principle 8: Remunerate fairly and responsibly

Nomination and Remuneration Committee (NRC)

In its function as a remuneration committee, the NRC assists the Board in fulfilling its corporate governance responsibilities in regard to:

- > engaging remuneration consultants (if any);
- > reviewing and making recommendations regarding Non-executive Director arrangements including remuneration contract terms;
- > reviewing and making recommendations in respect of executive remuneration policies and remuneration for senior executives (including for executive Directors);
- > consider the implications for IVE's reputation and standing in the community if it was seen to pay excessive remuneration to Directors and senior executives;
- > ensuring that no individual Director or senior executive is involved in deciding his or her own remuneration;
- > reviewing and facilitating shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices;
- > reviewing and approving short-term incentive strategy, performance targets and bonus payments;
- > reviewing and making recommendations to the Board major changes and developments to IVE's equity based incentive plans.

Details of the NRC and its members are contained in the disclosure under Principle 2. Details of the number of NRC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' Report contained within the 2026 Annual Financial Report.

Remuneration report and remuneration policies

In relation to remuneration issues, the Board (with the assistance of the NRC) has established a remuneration philosophy to ensure that it remunerates fairly and responsibly. The remuneration philosophy of the Board is designed to ensure that the level and composition of remuneration is competitive, reasonable and appropriate for the results delivered and able to attract and maintain talented and motivated Directors and employees.

Details about IVE's remuneration philosophy, policies and practices are provided within the Remuneration Report, which is part of the Directors' Report contained within the 2026 Annual Financial Report. As detailed in the Remuneration Report, the structure of Non-executive Directors' remuneration and that of executives is clearly distinguished. Non-executive Directors receive fees, which do not include any incentive payments. Executives participate in incentive plans as detailed in the Remuneration Report contained within the 2026 Annual Financial Report. There are also no retirement schemes for Non-executive Directors, other than superannuation.

Equity-based remuneration scheme

IVE has established the IVE Group Equity Incentive Plan, under which eligible participants receive Performance Rights which are an entitlement to receive a Share for no consideration on satisfaction of specified conditions.

The Board uses equity-based remuneration to reward, motivate and retain management. The Board's objective is to implement a remuneration framework that aligns the interests of participants with IVE's strategic objectives in order to maximise shareholder value.

Under the IVE Group Equity Incentive Plan and Securities Dealing Policy, participants are prohibited from entering into any arrangement, including any financial product that operates to limit the economic risk of the Options, Performance Rights and Restricted Shares, prior to vesting or becoming exercisable (as relevant).

The terms and conditions of the IVE Group Equity Incentive Plan and the Securities Dealing Policy are available on the IVE website under 'Investors - Corporate Governance' at: **<https://www.ivegroup.com.au/>**.

Further detail is available in the Remuneration Report contained within the 2026 Annual Financial Report.