Corporate Governance Statement

FY2021

Redbubble Limited (ACN 119 200 592)
Definitions:

In this Corporate Governance Statement, the following definitions apply:

- “Board” or “Redbubble Board” means the board of directors of Redbubble Limited;
- “Director” means a member of the Board;
- “CEO” means Redbubble’s Chief Executive Officer;
- “CFO” means Redbubble’s Chief Financial Officer;
- “Company” or “Redbubble” means Redbubble Limited (ACN 119 200 592) (ASX:RBL);
- “FY21” means Redbubble’s financial year ended 30 June 2021;
- “Interested Director” and “Relevant Matter” are defined on page 11;
- “Redbubble Group” or “Group” means Redbubble and its subsidiaries;
- “Redbubble Investor Centre” means Redbubble’s corporate website at shareholders.redbubble.com; and
- “Statement” means this Corporate Governance Statement.
**Redbubble Ltd - Corporate Governance Statement - FY2021**

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

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

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

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

Anne Ward  
Board Chair  
27 September 2021

Michael Ilczynski  
Chief Executive Officer  
27 September 2021
ASX Principle 1: Lay solid foundations for management and oversight

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

Roles and Responsibilities of Board and Management

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

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

Under the Board Charter the Board is responsible for:

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

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

The Board has approved a Delegations Register that further delineates the authority limits of senior management. The Delegations Register was reviewed by the Board in FY21.
ASX Principle 1 (continued) : Lay solid foundations for management and oversight

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

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

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

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

The contract details of executives who are Key Management Personnel at the date of this Statement can be found in the Company’s 2021 Remuneration Report. Details of the experience and qualifications of Key Management Personnel and other executives are set out in the Redbubble Investor Centre.
ASX Principle 1 (continued) : Lay solid foundations for management and oversight

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

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

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

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

The Group has identified the following diversity objectives:

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

The Company has lodged its Workplace Gender Report with the Workplace Gender Equality Agency for the 2020-21 reporting year.
ASX Principle 1 (continued) : Lay solid foundations for management and oversight

**Board and Executive Performance Review Processes**

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

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

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

Each year the Board sets company and individual objectives for the CEO and other executives. Performance against these objectives is assessed periodically. Performance reviews for all executives were carried out during the year.
ASX Principle 2: Structure the board to be effective and add value

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

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

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

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

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

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

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

All papers considered by the People and Nomination Committee are available on request to Directors who are not on the Committee. Following each Committee meeting, generally at the next Board meeting, the Board is given a verbal update by the Chair of the Committee. In addition, minutes of all Committee meetings are available to all Directors.
ASX Principle 2 (continued) : Structure the board to be effective and add value

**Board skills**

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

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

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

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

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

All Directors are expected to maintain the skills required to discharge their obligations. A program is in place to ensure periodic review of the professional development needs of existing directors. Directors are encouraged to undertake continuing professional education. Redbubble covers the costs of industry seminars and approved education courses to the extent appropriate. The Board will continue to assess whether its collective levels of skills and experience remain appropriate having regard to the Company’s business and strategic plans. To the extent that any relevant skills are not directly represented on the Board, the Board considers that such skills are able to be augmented through management and external advisers.
ASX Principle 2 (continued) : Structure the board to be effective and add value

Independence of directors

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

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

Applying the above criteria, the Board has determined that Anne Ward, Jenny Macdonald, Mr Greg Lockwood and Ben Heap are independent Directors. Mr Martin Hosking, is not considered independent, by virtue of his substantial shareholding in Redbubble and because he was engaged as the Company’s CEO between February 2020 and January 2021.
**ASX Principle 2 (continued) : Structure the board to be effective and add value**

*Management of conflicts*

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

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

*Board composition*

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

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

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

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

*Induction for new directors*

Induction is provided to all new Directors. It includes comprehensive meetings with the CEO, executives and other senior management, information on Redbubble Group’s strategy, operations, policies and risk framework. This induction process has been formally documented and is subject to annual review by the People and Nomination Committee.
ASX Principle 3: Instil a culture of acting lawfully, ethically and responsibly

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

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

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

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

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

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

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

The Share Trading Policy is reviewed by the Board annually and most recently amended on 10 February 2021. The Policy conforms with the ASX Principles and Recommendations.
ASX Principle 4: Safeguard integrity in corporate reports

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

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

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

The Audit and Risk Committee Charter is reviewed annually.

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

- approval of the scope, plan and fees for the 2021 external audit;
- review of the independence and performance of the external auditor;
- review of significant accounting policies and practices;
- review of tax compliance and developments in taxation matters;
- monitoring developments in accounting and financial reporting relevant to Redbubble;
- review and recommendation to the Board for the adoption of Redbubble’s annual financial statements;
- assessment of the risk management system and internal controls of the Group including the process of identification of key risk areas and the system used to monitor and deal with key risks;
- review and recommendation to the Board for the adoption of Redbubble’s Modern Slavery Statement for FY2020.
ASX Principle 4 (continued) : Safeguard integrity in corporate reports

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

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

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

● the external auditor firm must be independent of Redbubble Group, the Directors and executives. To ensure this, the Group will require a formal confirmation for independence from its external auditor on an annual basis; and

● the external auditor may not provide services to any Group entity that are perceived to be materially in conflict with the role of the external auditor. Services, which involve the external auditor acting in a managerial or decision-making capacity, or processing or originating transactions, are not appropriate. However, the external auditor may be permitted to provide additional services, which are not perceived to be materially in conflict with the role of the external auditor, if the Board or Audit and Risk Committee has approved those additional services or they fall within the terms of any approved policy. Such additional services may include financial audits, audits or reviews undertaken for regulatory purposes, procedures performed as part of completing funding agreements, completion audits, tax compliance, advice on accounting standards, and due diligence on certain acquisition or sale transactions.

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

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

Redbubble’s external audit function is performed by Ernst & Young. Representatives of Ernst & Young attend the Annual General Meeting (AGM) and are available to answer shareholder questions regarding the audit. During FY21, Ms Kylie Bodenham retired as Redbubble’s Ernst & Young audit partner by rotation in line with Ernst & Young’s policy and Mr Ashley Butler of Ernst & Young was appointed the new audit partner.
**ASX Principle 5: Make timely and balanced disclosure**

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

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

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

The Disclosure Committee consists of the Chairs of the Board and Audit and Risk Committee, the CEO and an additional Redbubble Non-Executive Director nominated by the Board. For 2021 the additional Non-Executive Director nominated by the Board was Mr Greg Lockwood. The Disclosure Committee’s responsibilities, objectives, membership and other procedural matters are set out in its Charter. The Board reviews the Disclosure Committee Charter annually. It was last amended on 30 March 2021. The Charter is published on the Redbubble Investor Centre.
ASX Principle 6: Respect the rights of security holders

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

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

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

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

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

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

Redbubble uses technology to facilitate the participation of security holders in meetings including, in 2020 and 2021, the operation of a virtual AGM. Shareholders are encouraged to participate and are given an opportunity to ask questions of the Company and its auditor at the AGM. Redbubble provides its investors the option to receive communications from and send communications to, the Company and the share registry electronically. In accordance with the ASX Principles and Recommendations, all substantive AGM or other shareholder meeting resolutions are required to be decided by a poll.
ASX Principle 7: Recognise and manage risk

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

The Group’s aim is to ensure that risk management is embedded in all aspects of Redbubble’s operations, by aligning strategy, processes, people, technology and knowledge to evaluate and manage uncertainties. Management is responsible for designing, implementing, reviewing and providing assurance as to the effectiveness of the risk management policy. This responsibility includes developing business risk identification processes, implementing appropriate risk treatment, strategies and controls, monitoring effectiveness of controls and reporting on risk management capability and performance.

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

Redbubble Group aims to produce positive outcomes for all stakeholders in managing its business and to maximise financial and social value from its activities. The outcome of this commitment to transparency, fair dealing, responsible treatment of employees and customers and positive links into the community.

Redbubble’s Audit and Risk Committee oversees the process for identifying and managing material risks in the Group in accordance with the Risk Management Policy. The Board reviews the Risk Management Policy annually and last amended it on 30 March 2021.

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

● monitoring management’s performance against the risk management framework, including whether it is operating within the risk appetite set by the Board;

● reviewing any material incident involving fraud or a break-down of risk controls;

● receiving reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks; and

● making recommendations to the Board in relation to changes that should be made to the Group’s risk management framework or to the risk appetite set by the Board.
ASX Principle 7 (continued) : Recognise and manage risk

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

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

Environmental and Social Governance (ESG)

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

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

The Group maintains social standards that all third-party fulfills must meet in order to use the Group’s marketplaces. The marketplace fullfills are expected to ensure that their employees have safe working conditions and to treat their employees with respect and dignity, in line with the Australian Modern Slavery Act, the California Transparency in Supply Chains Act and the Fair Labor Association Code of Conduct.
ASX Principle 8: Remunerate fairly and responsibly

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

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

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

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

Apart from Greg Lockwood and Martin Hosking, Redbubble’s Non-executive Directors receive fees as remuneration for acting as a Director of Redbubble. Mr Lockwood is a partner with Piton Capital, a private equity firm with a shareholding in Redbubble. Mr Lockwood receives no remuneration from Redbubble, in accordance with Piton Capital’s policy that their partners do not accept remuneration for external board positions. Mr Hosking has declined to accept remuneration for his director role with Redbubble.
ASX Principle 8 (continued) : Remunerate fairly and responsibly

Key activities undertaken by the People and Nomination Committee in the remuneration area during FY21 include:
● reviewing the Group’s remuneration policies and practices;
● reviewing the Group’s recruitment and retention strategies;
● recommendation of remuneration packages of executives reporting directly to the CEO; and
● reviewing and making recommendations to the Board on remuneration for the CEO and the criteria for the evaluation of the performance of the CEO.

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

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

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

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

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