



The Corporate Governance principles that guide the operation of Toys"R"Us ANZ Limited ACN 063 886 199 (**Toys"R"Us ANZ, TOY, or Company**) are detailed in this statement. Toys"R"Us ANZ respects and endorses the ASX Corporate Governance Council's Principles and Recommendations. The Board believes that it has been compliant with the spirit of the ASX Corporate Governance Council's principles and recommendations throughout the 2021 financial year.

The ASX principles that have been adopted are outlined below. Where an alternative approach has been adopted, this is outlined within the relevant section. All these practices unless otherwise stated, were in place for the entire year.

This Corporate Governance Statement is current at 15 October 2021 and has been approved by the Board. The Company's corporate governance policies, charters and policies are all available on the corporate governance section of the Company's website at: <https://corporate.toysrus.com.au/investors/corporate-governance>

Principle 1: Lay solid foundations for management and oversight

Role and Responsibility of the Board

The Board of Directors is elected by the shareholders to represent the interests of all shareholders, collectively, and in this regard, its primary purpose is to safeguard the financial security of Toys"R"Us ANZ.

Although responsibility for the operation of the Toys"R"Us ANZ business is delegated to management, the Board remains responsible for, amongst other things:

- establishing, monitoring and modifying Toys"R"Us ANZ corporate strategies;
- ensuring best practice corporate governance;
- appointing the Chief Executive Officer and approving succession plans;
- monitoring the performance of Toys"R"Us ANZ management;
- ensuring that appropriate risk management systems, internal control and reporting systems and compliance frameworks are in place and are operating effectively;
- monitoring financial results;
- ensuring that business is conducted ethically and transparently;
- approving decisions concerning the Toys"R"Us ANZ capital, including capital restructures and dividend policy; and
- ensuring effective external disclosure policies so that the market is fully informed on all matters that may influence the share price.

Board members have complete and open access to management.

The Company has a written agreement with each director and senior executive setting out the terms of their appointment and has an annual process for periodically evaluating the performance of its senior executives.

The Company Secretary provides advice and support to the Board and is responsible for the Company's day to day governance framework. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Chair, on behalf of the Board, undertakes a review of the Chief Executive Officer's performance at least on an annual basis. Objectives are set and aligned to the overall business goals and the Company's requirements of the position. An evaluation of the Chief Executive Officer's performance was undertaken during the year.

The performance of senior management is evaluated by the Chief Executive Officer through formal performance reviews undertaken on an annual basis. The individual performance of each Senior Executive is reviewed against goals set in the previous year and new objectives are established for the following financial year.

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Diversity

Toys"R"Us ANZ is an equal opportunity employer and makes its recruitment decisions based on the best person for the role with no discrimination on the grounds of gender or any other factor. The company is committed to be a business which is an appealing and rewarding place to work for all employees.

Toys"R"Us ANZ has established a Diversity Policy which is published on the company's website. As at 31 July 2021 the group's mix of employees was as follows:

	Female	Male	Total
General employees	19	31	50
Middle managers	1	4	5
Senior managers – C Level	1	1	2
Board	1	4	5
Total	22	40	62

Toys"R"Us ANZ has elected not to establish targets regarding gender mix within its workforce on the grounds that, as a small business, such targets could place unreasonable restrictions on the company's ability to operate effectively.

Director competencies

The Board plans annual self-assessments of its collective performance and its subcommittees. This exercise takes into consideration the collective directors' competency, skills, experience and expertise. Where necessary, Toys"R"Us ANZ will provide the required resources to assist directors in improving their performance. An internal evaluation of the performance of Board members and Committees was undertaken during the year.

New directors are provided with a letter of appointment setting out the Company's expectations, their responsibilities, rights and the terms and conditions of their appointment. All new directors participate in an induction program which covers the operation of the Board and its committees and financial, strategic, operations and risk management issues. The Board provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Principle 2: Structure the Board to add value

Remuneration & Nomination Committee

The current members of the Remuneration & Nomination Committee are Mr Kevin Moore, Mr John Tripodi and Ms Nicki Anderson. The chair of the Committee is Ms Nicki Anderson, a non-executive independent director.

The charter of the Remuneration & Nomination Committee is set out on the Company's website.

The Remuneration & Nomination Committee has oversight of Board succession planning. It is also responsible for identifying suitable candidates to fill Board vacancies as and when they arise, or to identify candidates to complement the existing Board, and to make recommendations to the Board on their appointment. Where appropriate, external consultants are engaged to assist in searching for candidates.

Key focus areas of the Remuneration Committee during the financial year included:

- ensuring that there was a robust and effective process for evaluating the performance of the Board, its committees and individual non-executive directors. In relation to the re-appointment of a non-executive director, the Committee reviewed the performance of the relevant non-executive director during their term of office and made recommendations to the Board.

The committee seeks advice and guidance, as appropriate, from external experts. The Board undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director. Additionally, the Board provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a director or not.

The Board undertakes appropriate checks in relation to the character, experience, education, criminal record and bankruptcy history for each of these candidates. A candidate standing for election as a non-executive Director will be asked to provide the Board, or the Remuneration & Nomination Committee, with the following information, which will be provided to shareholders to enable them to make an informed decision as to whether to elect or re-elect the candidate at the next annual general meeting:

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- biographical details, including the relevant qualifications and experience and the skills the candidate can bring to the Board;
- details of any other material Directorships currently held by the candidate;
- in the case of a candidate standing for election as a Director for the first time:
 - any material adverse information revealed by the checks the Company has performed about the Director;
 - details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their independent judgement;
 - if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect;
- in the case of a candidate standing for re-election as a Director:
 - the term of office currently served by the Director; and
 - if the Board considers the Director to be an independent Director, a statement to that effect; and
 - a statement by the Board as to whether it supports the election or re-election of the candidate.

In determining whether it will support the election or re-election of a Director, the Board will assess the above information and, in the case of Directors standing for re-election, the performance of each Director.

Board Membership

The members of the Board and details regarding their appointment, removal, term of office, attendance at Board meetings and other committee meetings, skills and experience are detailed in the Directors' Report. The Board composition is determined using the following principles:

- the Board should comprise between 3 and 9 directors;
- the Board should comprise directors with a broad range of skills and experience; and
- the term of any appointment is subject to continuing shareholder approval.

The directors believe that limits on tenure may cause loss of experience and expertise that are important contributors to the efficient working of the Board. As a consequence, the Board does not support arbitrary limits on tenure and regards nominations for re-election as not being automatic but based on the needs of Toys"R"Us ANZ. The constitution sets out the rules to which Toys"R"Us ANZ must adhere to and which include rules as to the nomination, appointment and re-election of directors. The constitution provides for one third of the directors (excluding the Managing Director) to retire and stand for re-election each year at the Annual General Meeting. Directors appointed during the year by the Board stand for re-election at the next Annual General Meeting.

Following the acquisition of Hobby Warehouse Group in November 2020 the Board is comprised of three independent non-executive directors and the Managing Director. The details of each director's qualifications, experience and skills are set out in the Director's report within the 2021 Annual Report.

Board Matrix

The Committee has identified particular qualifications, attributes, skills and experience ("Skills") that it believes important to be represented on the Board as a whole, in light of the Company's current and expected future business needs. Each year, on behalf of the Board, the Remuneration & Nomination Committee reviews these skills to ensure that they are still relevant and appropriate in enabling the Board to provide constructive challenge to the Company's strategy, evaluate company performance, execute the required governance functions and assess capital markets risks and opportunities. Each year, the Committee also reviews the capabilities of each current Director against these Skills.

The following chart summarises the identified skill set that the Board believes is relevant, and the compilation of the Directors' self-assessment.



A score of 50% indicates “Proficient”.

The Board is satisfied that it has sufficient skills and experience in place in all critical areas. The skills identified ensure that key components of the Company’s strategy can be supported by the Board. They include:

- high standards of governance, legal & regulatory compliance and financial management;
- expanding the Company’s business both organically and through acquisition;
- continuing to expand and deepen the range of products including growing own brands; and
- providing an innovative and integrated offer to customers and clients.

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Board and Director Independence

The Board has assessed the criteria for independence as outlined in the ASX Corporate Governance Council's best practice recommendation 2.1. Independent directors of Toys"R"Us ANZ are those not involved in the day-to-day management of the company and are free from any real or reasonably perceived business or other relationship that could materially interfere with the exercise of their unfettered and independent judgement.

Currently, three directors are considered to be independent. It is the Board's view that Mr Kevin Moore, Mr John Tripodi and Ms Nicki Anderson are independent directors. Accordingly, a majority of the board are independent directors.

Regardless of whether directors are defined as independent, all directors are expected to bring independent views and judgement to Board deliberations.

The Board strongly believes that the degree of commitment, depth of experience and independence of thought present in the current structure is appropriate and will best serve the company and all its shareholders at this stage of its development. The Board periodically assesses the independence of each director.

Toys"R"Us operates in an entrepreneurial environment and requires, and benefits from, the passionate involvement of directors who have been either instrumental in the business, and or who have specialised knowledge of, and expertise in, this business sector.

The Chair of the Board is a non-executive director and is elected by the Board. The Chair is responsible for the management of the affairs of the Board and represents the Board in periods between Board meetings.

The tenure of service and qualifications for each director is as follows:

Director	Term in Office	Qualifications
Kevin Moore	Independent Director and Chair since 26 November 2020	FAICD, MCIM
John Tripodi	Independent Director since 25 October 2018	B Com, B Bus (Hons)
Nicki Anderson	Independent Director since 25 October 2018	EMBA, B Bus, GAICD

The Board provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Work of Directors

Materials for Board meetings are circulated in advance. The agenda is formulated with input from the Chief Executive Officer and the Chair. Directors are free to nominate matters for inclusion on the agenda for any Board or Board committee meeting.

The Board is provided with reports from management on the financial performance of the business. The reports include details of all key financial results reported against budgets approved by the Board, with regular updates on forecasts for the year. The Chief Executive Officer and Chief Financial Officer attest to the integrity of the financial reports provided to the Board each meeting. Similarly, the written statement provided to the Board, in relation to the Toys"R"Us ANZ full year accounts states that Toys"R"Us ANZ financial reports present a true and fair view, in all material respects. Further, it confirms that Toys"R"Us ANZ financial condition and operational results are in accordance with relevant accounting standards.

Non-executive directors spend approximately thirty days each year on Board business and activities including Board and committee meetings, visits to operations and meeting employees, customers, business associates and other stakeholders.

The Chair regularly meets with the Chief Executive Officer to review key issues and performance trends affecting the business of Toys"R"Us ANZ.

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Conflict of Interest

In accordance with the Corporations Act 2001 and Toys"R"Us ANZ Constitution, directors must keep the Board advised on an ongoing basis, of any interest that could potentially conflict with those of Toys"R"Us ANZ Limited. Where the Board believes that a significant conflict exists, the director concerned does not receive the relevant Board papers and is not present at the meeting while the item is being considered.

Independent Professional Advice

Each director has the right to seek independent professional advice at the expense of Toys"R"Us ANZ. Prior written approval of the Chair is required, which will not be unreasonably withheld. All directors are made aware of the professional advice sought and obtained.

Principle 3: Act ethically and responsibly

Ethical Standards

All directors, officers and employees are expected to perform their duties professionally and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of Toys"R"Us ANZ and its brands. The Board oversees the identification and implementation of procedures and development of policies in respect of the maintenance of appropriate ethical standards. Toys"R"Us ANZ has a Code of Conduct, which sets out the standards as to how directors and employees of Toys"R"Us ANZ are expected to act. Employees are required to read the updated Employee Code of Conduct in the performance of their duties and to sign an acknowledgement stating that they have read and understood this document.

Ethical Compliance

Toys"R"Us ANZ uses its best endeavours through contract negotiations to ensure that all its products are manufactured in accordance with local and internationally accepted labour, environmental and employment laws. Toys"R"Us ANZ is working to ensure that manufacturing occurs under working conditions that meet legal standards and without the use of child, forced or prison labour.

Dealings in Toys"R"Us ANZ shares by Directors, Officers and Employees

The Board permits directors to acquire shares in Toys"R"Us ANZ. It is recommended that all employees do not buy or sell shares in the company at any time they are aware of any material price sensitive information that has not been made public and are reminded of the laws against "insider trading".

Certain "Designated Officers", including all directors and senior executives, are also prohibited from trading during certain "blackout" periods. These blackout periods are:

- a) From the close of the accounts (on 31 January each year) to 2 business days after the publication to the ASX of the half-year financial results; i.e. the Appendix 4D (a 2-business day blackout period would apply from the publication to the ASX of the final half-year financial report in the event that they were materially different from the Appendix 4D results);
- b) From the close of the accounts (on 31 July each year) to 2 business days after the publication to the ASX of the full-year financial results; i.e. the Appendix 4E (a 2-business day blackout period would apply from the publication to the ASX of the final full-year financial report in the event that they were materially different from the Appendix 4E results); and
- c) Forty-eight hours after the public release of any market guidance update.

Exceptions to this prohibition can be approved by the Chair (for other directors) or the Company Secretary (for all other employees) in circumstances of financial hardship. Prohibitions also apply to financial instruments related to Toys"R"Us ANZ shares and to trading in the shares of other entities using information obtained through employment with Toys"R"Us ANZ.

In accordance with provisions of the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange (ASX), directors or their related entities advise the ASX of any transaction conducted by them in buying or selling any shares in Toys"R"Us ANZ.

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Principle 4: Safeguard integrity in corporate reporting

Audit & Risk Committee

Toys"R"Us ANZ has noted the ASX Corporate Governance Council's best practice recommendation that listed companies have an independent director as Chair of the Audit & Risk Committee. This Committee is comprised of three non-executive directors: Mr Kevin Moore, Ms Nicki Anderson and Mr John Tripodi. The Chair of this Committee is non-executive independent director Mr John Tripodi.

The charter of the Audit & Risk Committee is set out on the Company's website.

The members of the Committee are each well credentialed with relevant qualifications and experience to enhance the Committee's purpose and fulfil its objectives.

Charter and Responsibilities

The Committee's key responsibilities and functions are to:

- monitor the company's relationship with the external auditor (including the rotation of external auditor personnel on a regular basis) and the external audit function generally;
- oversee the adequacy of internal control systems in relation to the preparation of financial statements and reports; and
- oversee the process of identification and management of business, financial and commercial risks.

Meetings

The Audit & Risk Committee may have in attendance or by invitation such members of management or others as it may deem necessary to provide appropriate information or explanations.

The Audit & Risk Committee meet at least twice per year and more frequently if required. The External Auditor attends the Audit & Risk Committee meetings when requested by the Audit & Risk Committee Chair.

Reporting by the Audit & Risk Committee

The Chair of the Audit & Risk Committee ordinarily reports to the full Board after committee meetings. The Audit & Risk Committee reports matters regarding its role and responsibilities, including:

- the system of internal control, which management has established to safeguard the company's assets;
- processes are in place such that accounting records are properly maintained in accordance with statutory requirements; and
- processes exist to reasonably guarantee that financial information provided to investors and the Board is reliable and free of material misstatement.

The following are intended to form part of the normal procedures for the Committee's audit responsibility:

- recommending to the Board the appointment and removal of the external auditors and reviewing the terms of engagement;
- approving the audit plan of the internal and external auditors;
- monitoring the effectiveness and independence of the external auditor; obtaining assurances that the audit is conducted in accordance with the Auditing Standards and all other relevant accounting policies and standards;
- providing recommendations to the Board as to the need for and the role of an internal audit function;
- reviewing and appraising the quality of audits conducted by the internal and external auditors and confirming their respective authority and responsibilities;
- monitoring the relationship between management and the external auditors;
- determining the adequacy, effectiveness, reliability, and appropriateness of administrative, operating and internal control systems and policies;
- evaluating compliance with approved policies, controls, and with applicable accounting standards and other requirements relating to the preparation and presentation of financial results;
- overseeing financial reporting and disclosure practice and the resultant information;
- reviewing (in consultation with management and external auditors) the appropriateness of the accounting principles adopted by management in the composition and presentation of financial reports and approving all significant accounting policy changes.
- evaluating the structure and adequacy of business continuity plans;
- determining the appropriateness of insurances on an annual basis;

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- reviewing and making recommendations on the strategic direction, objectives and effectiveness of financial and operational risk management policies;
- overseeing the establishment and maintenance of processes to ensure that there is:
 - an adequate system of internal control, management of business risks and safeguard of assets; and
 - a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.
- evaluating exposure to fraud and monitoring investigations of allegations of fraud or malfeasance;
- reviewing corporate governance practices for completeness and accuracy;
- determining the adequacy and effectiveness of legal compliance systems; and
- providing recommendations as to the reporting of and propriety of related party transactions.

Management Certification

A management certification process operates across the business in relation to the half year and the annual financial reports. The process serves the following purposes:

- provide assurance to the Board to support their approval of the annual financial reports;
- formalise the process by which the executive team sign-off on those areas of risk responsibility delegated to them by the Board; and
- ensure a true and fair view of Toys"R"Us ANZ financial statements.

The key steps in the certification process are as follows:

- completion of a questionnaire by key management covering information that is critical to the financial statements, risk management and internal controls; and
- review by the Audit & Risk Committee of all exceptions and management comments.

Certification by the Chief Executive Officer and Chief Financial Officer to the Board that:

- the financial statements provide a true and fair view, in all material respects of Toys"R"Us ANZ financial condition and operating results;
- the financial statements provide a sound system of risk management and internal compliance and control;
- there is compliance with relevant laws and regulations;
- Toys"R"Us ANZ risk management, internal compliance and control systems are operating efficiently and effectively in all material respects; and
- all material business risks have been identified and communicated to the Board.

The external auditor attends the AGM and is available to answer questions from security holders relevant to the audit.

Principle 5: Make timely and balanced disclosure

Communication and disclosure

The company complies with all relevant disclosure laws and Listing Rules prescribed by the ASX and has policies and procedures designed to ensure accountability at a senior management level for that compliance.

The Company Secretary is accountable to the Board, through the Chair, on compliance and governance matters.

Toys"R"Us ANZ is committed to effective communication with its investors so as to give them ready access to balanced and understandable information.

A copy of Toys"R"Us ANZ Continuous Disclosure Policy and Communication Policy are set out on the Company's website.

Principle 6: Respect the rights of security holders

The company maintains a corporate website which provides information freely and readily to current and potential security holders. Toys"R"Us ANZ has actively designed and implemented an investor relations program to facilitate effective two-way communication with investors. A copy of Toys"R"Us ANZ Communication Policy is set out on the Company's website.

The company actively engages with security holders as well as meeting with security holders upon request and responds to enquiries from time to time.

The company provides the option for security holders to receive communications from, and send communications to, the entity and its security registry electronically.

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Principle 7: Recognise and manage risk

Recognising and managing risk

The responsibility for risk management and oversight is coordinated through the Audit & Risk Committee, in conjunction with management. The committee's specific function with respect to risk management is to review and report to the Board that:

- the company's ongoing risk management program effectively identifies areas of potential risk;
- adequate policies and procedures are designed and implemented to manage identified risks; and
- appropriate remedial action is undertaken to redress areas of weakness.

The following are intended to form part of the normal procedures for the Committee's risk responsibility:

- determine the adequacy and effectiveness of the management reporting and systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of financial risks;
- determine the adequacy and effectiveness of financial and operational risk management systems by reviewing risk registers and reports from management and external auditors;

The Board reviews the Company's risk management framework at least annually to satisfy itself that it continues to be sound and discloses in relation to each reporting period that such a review has taken place. An internal evaluation of the Company's risk management framework was undertaken during the year.

Internal Audit Function

The internal audit function is absorbed within the head office finance function. The finance function is able to conduct internal control reviews and assessments as and when required by the Audit & Risk Committee. The Board received and reviewed the minutes of the meetings of all Board committees including the Audit & Risk Committee.

Economic, Environmental and Social Sustainability risk

The Company is not subject to any particular or significant single economic, environmental and social sustainability risk. The Company is subject to a range of general economic risks, including macro-economic risks, government policy, general business conditions, changes in technology and many other factors.

Principle 8: Remunerate fairly and responsibly

Remuneration & Nomination Committee

The current members of the Remuneration & Nomination Committee are Mr Kevin Moore, Mr John Tripodi and Ms Nicki Anderson. The chair of the Committee is Ms Nicki Anderson, a non-executive independent director.

The charter of the Remuneration & Nomination Committee is set out on the Company's website.

Full details of the remuneration paid to non-executive directors and key management personnel are set out in the remuneration report within the Director's report of the annual report. Annual performance reviews of each member of the Leadership Team, including the CEO, for the financial year have been undertaken.

Key focus areas of the Remuneration Committee during the financial year included reviewing and making recommendations to the Board in relation to the fixed and variable remuneration of the CEO and the executive team.

The Remuneration & Nomination Committee is appointed by the Board primarily to monitor, review, assess, recommend and approve:

- remuneration policies and practices which will serve to attract and retain executives and directors who will create value for shareholders. These policies and practices should fairly and responsibly reward executives and directors, having regard to the performance of the Company, the performance of the individual, and the general remuneration environment;
- succession planning for Senior Executives who report directly to the Chief Executive Officer;
- the remuneration, superannuation and incentive policies for Senior Executives who report directly to the Chief Executive Officer; and
- all equity (short-term and long-term incentive programs) and cash-based remuneration plans.

The Remuneration & Nomination Committee provides additional support for the human resources strategy of Toys"R"Us ANZ. It assists the Board by ensuring that the appropriate people, people related strategies, policies and procedures are in place to support the Toys"R"Us ANZ vision and values and its strategic and financial goals.

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Remuneration & Nomination Committee Charter and Responsibilities

The committee is responsible for monitoring, reviewing, reporting and recommending to the Board with respect to each of the following:

- the company's policy for determining executive and non-executive directors' remuneration, superannuation, and incentives as well as any retention or other compensation payments, and any proposed amendments to the policy;
- remuneration includes base pay, incentive payments, equity awards, retirement rights and service contracts;
- the implementation of the remuneration policy;
- the proposed specific remuneration for each non-executive and executive director, including the Chief Executive Officer, having regard to independent advice and the remuneration policy. The committee will need to determine whether any shareholder approvals are required. The remuneration of individual non-executive directors will ultimately be determined by the Board and approved in aggregate by the shareholders in accordance with the Corporations Act 2001 and the ASX Listing Rules;
- the proposed specific remuneration and other benefits for the direct reports of the Chief Executive Officer and the design of all incentive plans, including performance hurdles; and
- the total proposed payments from any executive incentive plan.

The committee seeks advice and guidance, from external experts, as appropriate.

The review of the performance of the Chief Executive Officer is undertaken by the Remuneration & Nomination Committee, which recommends to the Board any remuneration adjustment or incentive payment.

The review of the performance of senior management is undertaken by the Chief Executive Officer who provides a recommendation to the Remuneration & Nomination Committee on any remuneration adjustments or incentive payments. The committee provides its recommendation to the Board for approval.

Remuneration Policy

Toys"R"Us ANZ remuneration policies and practices in relation to directors and senior management are disclosed in the remuneration report contained in the Directors' Report.

Remuneration Disclosure

The Remuneration Report contained in the Directors' Report discloses the directors', non-executive directors' and key management personnel's remuneration, benefits, incentives and allowances where relevant