

CORPORATE GOVERNANCE STATEMENT

This statement summarises our key corporate governance practices. It is current as at 20 February 2019 and has been approved by the board. We followed all recommendations of the ASX Corporate Governance Council throughout 2018 (“year under review”) except as referred to below.

Principle 1 Lay solid foundations for management and oversight

Roles of Board and Management

We have a dynamic board which has developed and implemented policies and practices, over many years, designed to promote a culture of good corporate governance.

The board's role and responsibilities are detailed in our board charter, which is available on our Corporate Governance webpage located at <http://www.apeagers.com.au/shareholders/corporate-governance/>.

The board has primary responsibility to shareholders for the welfare of the Company by guiding and monitoring its business and affairs. The board must at all times act honestly, fairly and diligently in accordance with applicable laws and policies. Each Director must act in the best interests of the Company as a whole.

Under the charter, the board's key responsibilities include to:

- develop and review the Company's strategic direction.
- set the risk appetite within which management is expected to operate.
- ensure that effective audit, risk management and compliance systems are in place.
- oversee management's implementation of the Company's strategic objectives and performance generally.
- appoint (and, if appropriate, remove), appraise and determine the remuneration of the Chief Executive Officer.
- oversee the integrity of the Company's accounting and corporate reporting systems.
- approve the Company's financial statements and monitor the financial results.
- approve:
 - the operating budget and major capital expenditure.
 - the acquisition or disposal of significant assets.
 - the issue of any shares or other securities.
 - the Company's remuneration framework.
- oversee the Company's process for making timely and balanced disclosures.
- delegate powers to the Chief Executive Officer for day-to-day business.

The charter also provides that the Chief Executive Officer is responsible for:

- implementing the strategic objectives and carrying on day-to-day business.
- in consultation with the Board, reviewing the performance and reward framework of other senior management.
- providing the Board with accurate, timely and clear information.

Agreements with Directors and Senior Executives

A letter of appointment sets out the terms of appointment for each non-executive Director appointed since 2007. It was not standard practice to issue letters of appointment for Directors prior to 2007. A written employment agreement is also in place with the Chief Executive Officer and other senior executives setting out their employment terms. This ensures a clear understanding of their respective roles and responsibilities and of the Company's expectations.

Board Evaluation

Under the board charter, the Chairman is responsible for ensuring that board meetings are conducted competently and ethically and that Directors individually and as a group have opportunities to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the board and Company. In this context, the Chairman undertakes a continuous review of the performance and contribution of individual Directors, whilst the board, as a whole, conducts an ongoing self-assessment of its collective performance and assessment of its committee and of the Chairman. This process was followed during the year under review and has assisted the Board to operate efficiently and effectively over many years.

Executive Evaluation

The board (excluding the Chief Executive Officer) undertakes a continuous review of the Chief Executive Officer's performance. Whilst the Chief Executive Officer in consultation with the Chairman reviews the performance of other senior executives on an ongoing basis. This process was followed during the reporting period.

Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the board. Each director is able to communicate directly with the Company Secretary and vice versa.

Diversity

We recognise the inherent benefits in having a diverse workforce and value the differences between people and the contribution these differences can make to our business. To encourage and foster the move towards a more diverse work force is not only the right thing to do, it also makes good business sense. It provides opportunity to attract and retain the most talented and engaged people whose diversity reflects the communities in which we operate. We believe this helps to encourage greater innovation within our business.

In order to achieve optimum diversity in our workforce, it is essential that recruitment, selection, training, promotion and career management decisions are based on merit and are non-discriminatory. Our managers are charged with responsibility for ensuring employees are treated fairly and with respect and dignity.

Within our policy of appointing or promoting the best person for the job on a non-discriminatory basis, we endorse the objectives of equal opportunity so that all candidates are given equal consideration.

These principles are reflected in our Diversity Policy which is available on our Corporate Governance webpage.

In accordance with our diversity policy, the board has set the following measurable objectives for achieving gender diversity and these are assessed annually:

- *Establishment of a Female Employee Network to support the professional development of women and discuss how more women might be attracted into our workforce.*

We have established employee networks to develop and mentor female talent and to ensure our recruitment and work practices make us an attractive place to work. These networks focus on increasing awareness of, and ability to address, unconscious bias in the workplace. They facilitate mentoring of employees and result in recommendations to senior management on measures to increase diversity and inclusion across the group.

- *Review of payroll system to determine whether there is equity in pay for men and women doing similar roles in similar circumstances.*

Each year we participate in the Women's Gender Equity Agency's annual survey. This includes an annual review to ensure our employees are paid equitably based on role and skillset and in line with the market.

- *Provision of diversity training for managers.*

We have expanded our diversity training programs to include diversity and inclusion topics in a new people leadership development program currently being rolled out to all managers. This raises awareness of our commitment to our diversity policy, thereby assisting managers to recruit for diversity through the removal of unconscious bias and enabling them to engage a more diverse workforce.

- *Demonstrate our commitment to the diversity policy by widely communicating its content and these objectives.*

Our diversity policy and objectives are covered in our diversity training. The policy is also included in our Policy Manual for all employees and is available on our intranet and internet sites. This helps to establish expectations required of employees in their dealings with each other and others.

To assist with these measurable objectives and improve gender diversity in our workforce, we undertake various additional initiatives, including:

- *Accelerate Program* – This important gender diversity initiative has been running since 2015 in partnership with the Inkling Group, an organisation with experience and expertise in delivering leadership and development programs in this area. We created the program to:
 - assist our leadership team develop solutions to help attract and retain more female employees and improve our training and mentoring programs for them.
 - assist in developing a group of high-potential female employees with the confidence and capability to move into more senior roles, while also assisting to identify and remove any barriers to improving the diversity of our workforce.

In 2018 we expanded the Accelerate Program to assist with the development of some of our high-potential male leaders by growing their recognition of, and ability to address, potential unconscious bias in the industry.

- *Diversity Survey* – Our annual employee survey includes a diversity component. This gives all employees an opportunity to notify senior management of any inequitable treatment of staff and to provide suggestions for increasing diversity and inclusion.

Our most recent “Gender Equality Indicators” are available on our Corporate Governance webpage in accordance with the Workplace Gender Equality Act.

Principle 2 Structure the board to add value

Independence

Our board consists of seven Directors, including five non-executive Directors. The Chief Executive Officer, Mr Ward, and the Chief Financial Officer, Ms Sophie Moore, are the only executive Directors.

Two Directors are regarded as being independent - Mr Crommelin (Chairman) and Mr Cowper. The board believes them to be free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and act in the best interests of the Company and its shareholders generally.

Mr Crommelin is Chairman of Morgans Holdings (Australia) Limited and brings extensive knowledge and expertise to our board in areas such as corporate finance, risk management and acquisitions. Our board considers that the relationship between the Company and Morgans is not material to Mr Crommelin’s independence and that his role with Morgans does not interfere with his capacity to bring independent judgement to bear on issues affecting the Company. On average, we have paid less than \$40,000 per annum to Morgans for corporate advisory services during the last four years.

Mr Cowper brings a wealth of industry knowledge to the board, having previously specialised in providing audit, financial and taxation services to companies in the motor industry, chaired the motor industry specialisation unit of Horwath Chartered Accountants for six years and been the Company’s lead audit partner for seven years while at Horwath and Deloitte Touche Tohmatsu until 2008.

In addition to the independent Directors, the board derives significant benefit from the expertise and experience of Mr Politis, Mr Ryan and Mr Birrell. Mr Politis has vast automotive retail industry experience and is a Director and controlling shareholder of the Company’s largest shareholder, WFM Motors Pty Ltd. Mr Ryan has significant management experience in the automotive retail and other industries and is a Director and Chief Executive Officer of WFM Motors Pty Ltd. Mr Birrell has led a distinguished career in the automotive industry, including 38 years at manufacturer, financier and retail level and 21 years as Executive Chairman of Birrell Motors Group.

This combination of Directors provides appropriate balance on the board given the Company’s size and operational requirements and notwithstanding that a majority of Directors are not regarded as independent.

Details of each Director’s term in office, qualifications, professional skills, experience, expertise and responsibilities are set out in our Directors’ Report.

Nomination Committee

The board as a whole acts as a nomination committee. Given the size of the board and the expertise and other attributes of Directors, this is believed to be an efficient and effective mechanism to bring the focus and judgement needed to address succession and board composition issues, rather than having a separate Nomination Committee.

When board vacancies arise the board will identify potential candidates with a view to ensuring it will have an

appropriate balance of qualities so it may continue to discharge its duties and responsibilities effectively for the benefit of all shareholders. These qualities are described in the Skills Matrix referred to below.

Potential candidates require a disposition enabling them to offer and resolve differing views and ask discerning questions of management and Directors. They are made aware of the time commitments on our board members and appropriate due diligence checks are undertaken before any new member is appointed. Appointments are made on a non-discriminatory basis.

Skills Matrix

It is important that the Board has a diverse range of qualities enabling Directors individually and collectively to effectively challenge management, provide strategic input and discharge their obligations and responsibilities.

The board is satisfied its current members have an appropriate mix of skills, knowledge, expertise, experience and other qualities, including:

- industry and operational (including automotive retail, finance and insurance, real estate, capital markets, mergers and acquisitions).
- executive management, public company directorships and chairmanship.
- commercial acumen (including business management, business development, innovation and strategy).
- professional skills (including accounting, audit, finance, risk management and regulatory compliance).
- interpersonal qualities (including integrity, standing in the market, ability to identify and communicate ideas and issues, and the degree to which one's skill set complements the skill sets of other board members).
- geographic diversity (including the main regions in which we operate).
- independence.

Importantly, these qualities enable us to pursue the three pillars of our corporate strategy (ie. *business optimisation, growth by selective acquisition and development of proprietary brands via innovation and complementary services*).

To complement the Skills Matrix, Directors are also entitled to obtain independent professional advice to assist in the proper discharge of their duties, at the Company's expense with the Chairman's prior approval.

Inductions and Professional Development

New Directors are provided an induction program aimed at broadening their understanding of the Company, as appropriate, including site visits and meeting key management. This allows them to participate fully and effectively in board decision-making at the earliest opportunity.

Directors are also given professional development opportunities to maintain and develop the skills and knowledge needed to perform their roles effectively, and site visits are available periodically to maintain familiarity with our operating environment.

Principle 3 Act ethically and responsibly

Our Whistleblower & Ethics Policy is our code of conduct. It is promoted within the Company as a meaningful statement of our core values and is supported by a range of other policies and procedures, including our Compliance, Behaviour Management, Discrimination, Sexual Harassment & Workplace Bullying, Diversity, Affirmative Action, Grievance & Complaint, and Disciplinary Policies. These are all incorporated into an Information and Policy Manual which governs the conduct of all employees and Directors, and is available on our intranet. A printed copy is given to all new employees and Directors.

This policy framework clearly articulates acceptable business practices. It helps to foster a culture of compliance and maintain investor and employee confidence in the integrity of the Company. It expresses our commitment to a culture of honesty and integrity, recognises the need to observe the highest standards of behaviour and ethics, and promotes and encourages:

- ethical and responsible decision-making.
- compliance with legal obligations.

- putting the interests of the Company ahead of personal gain.
- reporting of suspected violations of laws and unethical business practices.
- the fair, prompt and confidential consideration of any complaints.

Principle 4 Safeguard integrity in corporate reporting

Audit, Risk & Remuneration Committee

Our Audit, Risk & Remuneration Committee is comprised of Mr Cowper (Committee Chairman), Mr Crommelin and Mr Birrell. Committee members' qualifications, experience and attendance at committee meetings are detailed in our Directors' Report.

The Chairman may invite any member of management, the external or internal auditor or any other person to attend committee meetings. The committee may also meet with any person without management in attendance.

As set out in the committee charter (which is available on our Corporate Governance webpage), the committee reviews and makes recommendations to the board in relation to:

- Accounting Practices and Tax - annual and half yearly financial reports, significant accounting policy changes, the adequacy and effectiveness of reporting and accounting controls and practices and material taxation matters.
- External Audit - the external auditor's appointment, fees, audit plan, performance, independence and management letters.
- Internal Audit - the internal audit charter, plan, reports and independence, and any restrictions on the auditor.
- Risk Management - the adequacy and effectiveness of risk management and internal control systems and the standard of corporate conduct in arms-length dealings and likely conflicts of interest.
- Remuneration matters.

The committee provides an efficient mechanism for bringing focus and independent judgement in overseeing these matters, whilst the full board retains ultimate responsibility for them.

CEO & CFO Declaration

Before the board approved the half yearly and annual financial statements, the Chief Executive Officer and Chief Financial Officer gave a declaration that in their opinion:

- our financial records were properly maintained.
- our financial statements comply with the accounting standards and give a true and fair view of our financial position and performance.

Auditor Attends AGM

Our external auditor attends our annual general meeting to answer shareholder questions. This is an important safeguard for the integrity of our corporate reporting process.

Principle 5 Make timely and balanced disclosure

We understand and respect that prompt disclosure of price-sensitive information is central to the efficient operation of the ASX securities market.

Our policy for complying with continuous disclosure obligations under the ASX listing rules is available on our Corporate Governance webpage. The Company Secretary oversees disclosure to the ASX.

To further reinforce the importance of our disclosure obligations, the board considers continuous disclosure obligations and share transactions by Directors as standing agenda items at scheduled board meetings. Directors have also entered into agreements with the Company requiring that they provide all information necessary to enable the Company to comply with its disclosure obligations.

Principle 6 **Respect the rights of security holders**

We are committed to effective communication with investors as a means of providing a greater understanding of our business, governance, financial performance and prospects.

Detailed information about our Company and governance is included on our website, including our Investor Relations Policy which is on our Corporate Governance webpage. This policy details arrangements designed to facilitate effective two-way communications with investors and encourage participation at shareholder meetings and confirms that shareholders may communicate with us and our share registry electronically.

Principle 7 **Recognise and manage risk**

Risk Management Framework

We place a high priority on the identification of material risks and opportunities. By understanding and managing risk, greater certainty and confidence can be provided to shareholders, employees, customers, business partners and other stakeholders.

Our Risk Management Policy is available on our Corporate Governance webpage. In accordance with the policy, the board is responsible for:

- overseeing our risk management function.
- ensuring a sound system of risk oversight, management and internal control is in place.
- ensuring material business risks are effectively managed.
- monitoring and reporting on any material changes to our risk profile.

Within this framework, the Chief Financial Officer (assisted by internal audit) is responsible for the establishment, implementation and maintenance of our risk management system. The system includes a group risk register methodology within which material business risks are identified and prioritised so they can be managed appropriately.

Management reports to the Audit, Risk & Remuneration Committee on the effectiveness of our risk management system and is satisfied that it enables material risks to be appropriately identified, prioritised, monitored and managed.

The committee monitors, assesses and reports to the board on the effectiveness of the risk management system, reviewing it at least annually to check that it remains sound. Such a review has taken place during the year under review.

These controls are intended to assist in managing risk at acceptable levels taking into account our objectives, business model, industry, market environment, ownership structure and risk appetite set by the board.

Internal Audit

The board has established our internal audit function as a key component of our governance framework. The internal audit function includes a team of internal auditors who operate independently of, but in consultation with, the external auditor.

Internal audit brings a systematic, disciplined approach to evaluating and continually improving the effectiveness of our risk management and internal control processes. It is an independent and objective review which provides assurance to the board that our controls are designed and working effectively to manage key risks. This also helps management to improve business performance.

A direct reporting line to the Audit, Risk & Remuneration Committee and direct access to the Board Chairman, Committee Chairman and Chief Executive Officer assist to maintain internal audit's independence and objectivity.

In conducting its activities, internal audit plays an active role in:

- developing and maintaining a culture of accountability and integrity.
- facilitating the integration of risk management into day-to-day business activities.
- promoting a culture of cost-consciousness, self-assessment and adherence to high ethical standards.

Sustainability Risks

Sustainability risk are monitored, assessed and prioritised through our risk management framework, as described above. Whilst we do not believe the Company faces any material exposure to environmental sustainability risks, the following mitigation strategies have been developed for addressing material economic and social sustainability risks:

- *Downturn in general economic activity or individual brands* – Mitigate through franchise business model, brand and geographic diversification, portfolio management, individual business departments providing natural hedge against each other (eg. service/parts and sales), growing size and scale of our business, property investment, monitoring macroeconomic environment and business planning.
- *Cyber risk* – Mitigate through improved alignment of IT security, operations and management, employment of high calibre IT managers, updated policies and procedures, employee training and education, and improved awareness and practices.
- *Workplace health and safety* – Mitigate through employee consultation, training and education, safety advisers, improved reporting structures, updated policies and procedures, and improved awareness and practices.
- *Payroll* - Mitigate through centralised systems and oversight of key payroll functions, employment of high calibre managers, implementation of automated time and attendance system, updated policies and improved IT security measures.

Principle 8 Remunerate fairly and responsibly

As referred to above, whilst the board retains ultimate responsibility for approving our remuneration framework, the Audit, Risk & Remuneration Committee provides an efficient mechanism for bringing focus and independent judgement to remuneration matters.

Full details of the remuneration arrangements of our Directors and senior executives are set out in our Remuneration Report. This shows a clear distinction between the remuneration structure of non-executive Directors' and that of the Chief Executive Officer and other senior executives.