

**corporate  
governance  
statement FY19**

**amaysim Australia Ltd**

**amaysim**

# Corporate Governance Statement

The Board of Directors of amaysim is responsible for the overall governance of the Company and its subsidiaries.

To promote stakeholder confidence and protect shareholder value, amaysim is committed to ensuring it maintains a corporate governance system reflective of best practice. Accordingly, amaysim has established a framework for overseeing the Group's corporate governance which is designed to comply with regulatory requirements applicable to entities listed on the ASX.

This Corporate Governance Statement is structured with reference to the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Edition) (the "Principles").

## ASX Corporate Governance Principles and Recommendations

Principle 1	Lay solid foundations for management and oversight
Principle 2	Structure the Board to be effective and add value
Principle 3	Instil a culture of acting lawfully, ethically and responsibly
Principle 4	Safeguard integrity in corporate reports
Principle 5	Make timely and balanced disclosure
Principle 6	Respect the rights of security holders
Principle 7	Recognise and manage risk
Principle 8	Remunerate fairly and responsibly

This Corporate Governance Statement reports amaysim's implementation of its corporate governance framework and practices. We intend to regularly review our governance arrangements as well as developments in market practice, expectations and regulation. This statement, together with our ASX Appendix 4G, have both been lodged with the ASX.

More information on specific matters to note in relation to our current corporate governance arrangements, including policies and charters, can be found on the Company's investor website at <https://investor.amaysim.com.au>.

This statement provides an outline of the main corporate governance policies and practices amaysim had in place during the financial year and how the Company's framework aligns with the Principles (unless otherwise noted).

This statement was approved by the Board of Directors of the Company on 26 August 2019.

## Lay solid foundations for management and oversight

The Board Charter governs the operations of the Board and sets out the responsibilities of the Board and management, as well as the Board's composition, roles and responsibilities, structure and membership requirements.

Shareholders should refer to the Corporate Governance section of the Company's investor website at <https://investor.amaysim.com.au> for a comprehensive list of governance documents.

## Responsibilities of the Board and management

The role of the Board in respect of strategy includes:

- providing input to, and approval of, the Company's strategic direction and budgets as developed by management;
- directing, monitoring and assessing the Company's performance against strategic and business plans, to determine if appropriate resources are available; and
- approving and monitoring capital management and major capital expenditure, acquisitions and divestments.

The role of the Board in respect of establishing acceptable levels of risk within which the Board expects management of the Company to operate, risk management and reporting includes:

- ensuring the Company has in place an appropriate risk management framework and establishing the acceptable levels

of risk within which the Board expects the management of the Company to operate which may include economic, environmental and social sustainability risks, as well as operational, financial and strategic risks;

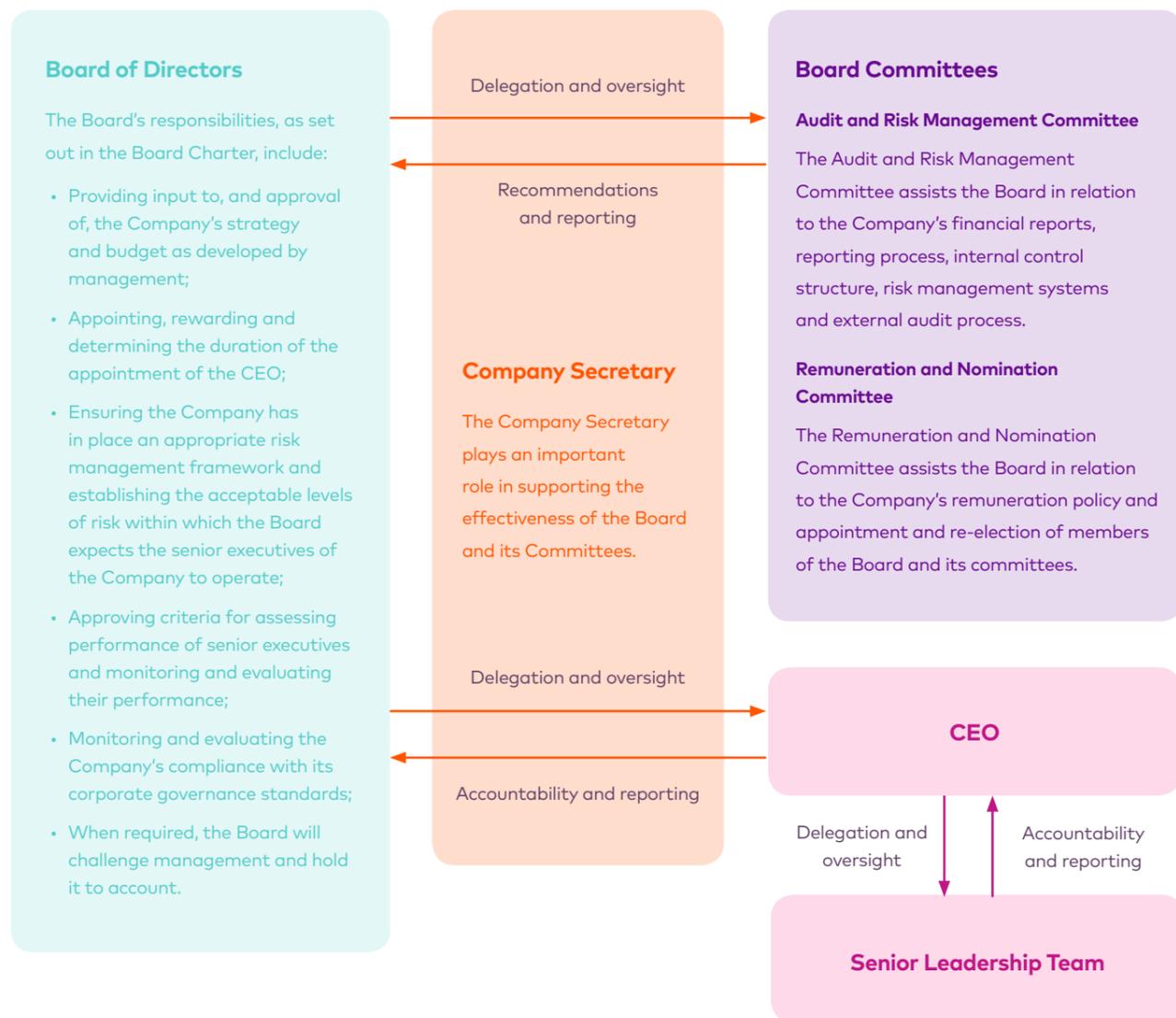
- reviewing and ratifying the Company's systems of internal compliance and control, risk management frameworks and legal compliance systems, to determine the integrity and effectiveness of those systems; and
- approving and monitoring material internal and external financial and other reporting, including:
  - periodic reporting to shareholders, the ASX and other stakeholders; and
  - overseeing the Company's processes for making timely and appropriate disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The role of the Board in relation to management includes:

- appointment and removal of the Chief Executive Officer (or equivalent) and the Company Secretary;
- ratifying the appointment and removal of senior executives (which includes all executives who report directly to the Chief Executive Officer);
- approving the Company's remuneration policies and framework and determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework;
- establishing and monitoring executive succession planning;
- delegating the day to day decision making and implementation of Board approved strategy to the Chief Executive Officer; and
- setting specific limits of authority for management.

The Board has delegated certain responsibilities and authorities to the CEO and management team to enable them to conduct the Company's day-to-day activities. The management team's role is to support the CEO and to implement the running of the general operations and financial business of the Company. This includes developing business plans, budgets and strategies and operating the business within the parameters set by the Board.

The Company Secretary is accountable to the Board through the Chairman and will be responsible for the proper functioning of the Board and the Board Committees. The decision to appoint and remove the Company Secretary is the decision of the Board.



### Appointment

Directors receive formal letters of engagement setting out the key terms, conditions and expectations of their engagement. This includes disclosure of:

- Director interests;
- compliance with corporate policies;
- requirements when accepting a new role;
- indemnity and insurance arrangements;
- policy on seeking independent professional advice at the expense of the entity;
- access to corporate information; and
- confidentiality obligations.

Appropriate checks are undertaken before the appointment of a director or when putting someone forward for election as director. This includes checks of the person's character, experience, education, criminal record and bankruptcy. For candidates standing for election or re-election as a Director, all material information is disclosed within the Notice of Meeting, relevant to a decision on whether or not to elect or re-elect a Director.

### Performance evaluation

The Company is committed to carrying out periodic Board performance evaluations. The Remuneration and Nomination Committee has been established to assist the Board in reviewing the performance of senior executives and members of the Board at least annually.

This process includes undertaking an evaluation of the performance of the Board, each Board Committee and individual Directors, comparing their performance with the requirements of the Board Charter, relevant Board Committee Charters and the reasonable expectations of individual Directors.

In the 2019 financial year, the Company conducted an independent external review which consisted of peer-assessments, where each individual Director assesses the performance of each other Director and the Chair, both in their roles as Directors and Committee members. The Chair also assessed the performance of individual Directors and of the overall Board.

In addition to evaluating the performance of the Board, the Remuneration and Nomination Committee is also responsible for developing and implementing a plan for identifying, assessing and enhancing competencies of senior executives and non-executive Directors.

The Company undertakes 360-degree reviews of all staff, including its senior executives. In addition, the Board and its Committees regularly include time without management as an agenda item, allowing for discussion and consideration of senior executive and Board and Committee performance. The Company regularly undertook these informal reviews during the 2019 financial year.

In addition, the remuneration structure (including long term and short term incentives) focuses on retaining talent and rewarding performance over and above expectations and various performance indicators (refer to the Remuneration Report as applicable).

### Diversity

The Company is proud of its diverse and inclusive workplace and team which is made up of individuals with diverse skills, values, experiences, backgrounds and attributes. The Company is committed to developing measurable objectives to further promote gender diversity and inclusion in its workplace.

The Company has implemented the Diversity Policy which is overseen by the Remuneration and Nomination Committee and which aligns the Company's management systems with its commitment to develop a culture and business model that values and achieves diversity in its workforce and on its Board.

In order to transform its diversity goals into achievable outcomes, the Company intends to consider the implementation of measurable objectives for achieving gender diversity across the organisation moving forward. It is intended that these objectives will complement policies already in place which facilitate the development of a diverse workforce.

The Company is aware of the Australian Council of Superannuation Investors' proposal for companies to achieve a gender balance of 40:40:20 on boards and will endeavour to work towards achieving gender balance across the workforce.

Gender Diversity statistics as at 30 June 2019 are outlined in the following table.

Level	Number of Directors/employees at 30 June 2019	Number of women at 30 June 2019	Percentage of women at 30 June 2019
Board composition (NEDs)	5	1	20%
Senior Leadership Team (SLT) (inc. CEO)	6	1	16%
Manager/Team Leaders	72	31	43%
Non-management	591	322	54%
All employees (excl. Board)	669	354	53%

The above table includes all amaysim Group employees, including our offices in Sydney, Melbourne and Manila.

We are required by the Workplace Gender Equality Act 2012 (WGEA) to report our workforce gender profile as at 31 March each year. Our latest report was lodged with the WGEA and is available on the Corporate Governance page of our online Investor Centre.

## Structure the board to be effective and add value

### Board composition and Director independence

Two Non-executive Directors were appointed in 2018, being Craig Jackson on 27 November and Goetz Maeuser on 26 October. Both fill the retirement of Non-executive Directors, Maria Martin and Rolf Hansen.

On 1 July 2018, amaysim co-founder Peter O'Connell assumed the position of Chief Executive Officer and Managing Director, succeeding Julian Ogrin who left the Company after five years. Peter was Executive Chairman of amaysim from inception until June 2015, spent three years on the Board as a Non-executive Director and brings a wealth of industry, business and management experience to the Company.

With the exception of Peter O'Connell, the Board is comprised of independent, Non-executive Directors. This view is formed on the basis of information made available to the Board by its Directors. The roles of Chairman and CEO are not exercised by the same individual.

The Board considers the independence of each Director in light of the interests disclosed by them from time to time. That assessment is made at least annually at, or around the time, the Board considers the composition of the Board, and each Director is required to provide the Board with all relevant information for this purpose.

If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market. The Company is of the opinion that currently there is no independent Director that has an interest, position, association or relationship of the type as described in the 4th Edition ASX Corporate Governance Principles and Recommendations, that would compromise the independence of that Director.

The following outlines the composition of the Board at 30 June 2019:

Name	Independent	Position	Appointed
Andrew Reitzer	Yes	Non-executive Chair	22 June 2015
Peter O'Connell	No	Managing Director and Chief Executive Officer	1 July 2018
Craig Jackson	Yes	Non-executive Director	27 November 2018
Jodie Sangster	Yes	Non-executive Director	26 June 2015
Thorsten Kraemer	Yes	Non-executive Director	6 August 2010
Goetz Maeuser	Yes	Non-executive Director	26 October 2018

### Induction and training

In accordance with the Board Charter and the Remuneration and Nomination Committee Charter, the Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. All Directors receive briefings on material developments in laws, regulations and accounting standards relevant to amaysim.

The Company organises and facilitates the induction and professional development of Directors from time to time.

### Director succession planning

The Board, together with the Remuneration and Nomination Committee, plans for its own succession by:

- considering the skills, background, knowledge and experience, and gender diversity necessary to allow it to meet the Group's objectives;
- assessing the skills, backgrounds, knowledge, experience and diversity currently represented;
- identifying any inadequate representation of the above attributes and establishing a process necessary to ensure a candidate is selected who brings them to the Board;
- assessing how Board performance could be enhanced; and
- for candidates standing for election or re-election as a Director, all material information is disclosed within the Notice of Meeting, relevant to a decision on whether or not to elect or re-elect a Director.

The Remuneration and Nomination Committee will continue to ensure the Board monitors its succession requirements and implements an approach to Board renewal through a regular cycle of Director elections.

### Composition and responsibilities of Committees

As at the date of this statement, the following standing Committees have been established to assist the Board in carrying out its responsibilities:

- Audit and Risk Management Committee; and
- Remuneration and Nomination Committee.

Each Committee is governed by a formal charter approved by the Board documenting composition and responsibilities. Copies of these Charters are available on the Company's investor website.

The table below outlines the composition and responsibilities of each of these Committees:

	Audit and Risk Management Committee	Remuneration and Nomination Committee
Roles and responsibilities	The Committee assists the Board in carrying out its corporate governance and oversight responsibilities. Specifically, this is in relation to the Company's financial reports, financial reporting process, internal control structure, risk management systems (financial and non-financial) and the external audit process.  The Committee is to review and make recommendations to the Board regarding their view of the risk culture within the Company and oversee the steps taken to address any desirable changes to risk culture.	The main role of the Committee is to assist the Board with a view to establish an effective composition, size, diversity and expertise on the Board, to adequately discharge its responsibilities and duties.  Its other role is to assist the Board with a view to discharging its responsibilities to Shareholders and other stakeholders.
Membership as at 30 June 2019	Craig Jackson (Chair); Jodie Sangster; Thorsten Kraemer	Andrew Reitzer (Chair); Thorsten Kraemer; Goetz Maeuser
Composition	During the relevant reporting period, the Committee was comprised of three Non-executive Directors, a majority of whom are independent Directors (including an independent Director as Chair).  Certain members of management, external advisors and the external auditor may attend meetings of the Committee by invitation of the Committee Chair.	During the relevant reporting period, the Committee was comprised of two Non-executive Directors, a majority of whom are independent Directors (including an independent Director as Chair).  Certain members of management and external advisors may attend meetings of the Committee by invitation of the Committee Chair.

## Board skills matrix

The Board and its Remuneration and Nomination Committee focus on ensuring the Board maintains the appropriate balance of experience, skills, independence and knowledge which is needed to meet its responsibilities in accordance with recognised governance standards. It also endeavours to ensure the composition of skills and experiences align with achieving amaysim's strategic goals which are set out in the letter to shareholders on page 8 of this report.

The following table outlines the experience and skills represented by the current composition of the Board, and of those desirable by the Board. This revised matrix has been consolidated and reconfigured, and more detailed descriptions have been provided of each skill and experience. The matrix now includes 'energy industry experience' and 'sustainability'. The Company is continually updating the matrix to reflect its strategy and direction and will consider periodic enhancements.

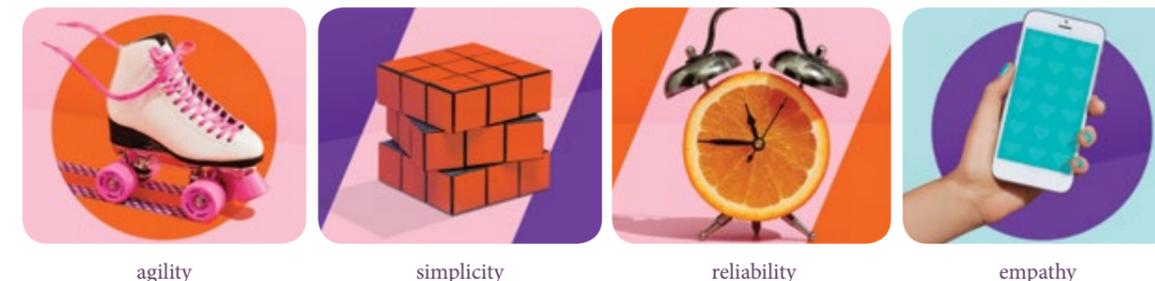
Skills and experience	Requirements Overview
Leadership	<ul style="list-style-type: none"> <li>Non-executive Director and Board Committee and/or senior executive experience in a publicly listed company</li> <li>Experience and involvement in organisational change and transformation</li> </ul>
Technology and innovation	<ul style="list-style-type: none"> <li>Knowledge of privacy, data management and security</li> <li>Experience in innovation, digital disruption and an understanding of cyber threat</li> </ul>
Commercial capability	<ul style="list-style-type: none"> <li>Expertise in financial accounting and reporting and internal financial controls</li> <li>Proven experience of developing and implementing successful strategy</li> </ul>
Capital markets	<ul style="list-style-type: none"> <li>Experience in acquisitions and post-acquisition integration</li> <li>Knowledge and experience with debt facilities, hedging and capital raisings</li> </ul>
International experience	<ul style="list-style-type: none"> <li>Global business experience</li> <li>Exposure to multiple cultural, regulatory and business environments</li> </ul>
Risk and compliance	<ul style="list-style-type: none"> <li>Experience in identifying and managing risks and regulatory compliance, especially in the telecommunications sector</li> <li>Understanding of geo-political risks and global economic disruption in relation to the supply chain</li> </ul>
Sales and marketing	<ul style="list-style-type: none"> <li>Possess a broad range of skills across communications, marketing and business operations</li> <li>Deep understanding of customer behaviour</li> </ul>
People	<ul style="list-style-type: none"> <li>Experience in managing human capital, remuneration and reward, industrial relations and strategic workforce planning</li> <li>Understanding, implementation and monitoring good organisational culture</li> </ul>
Telecommunications industry experience	<ul style="list-style-type: none"> <li>Understanding of the Australian telecommunications market</li> </ul>
Energy industry experience	<ul style="list-style-type: none"> <li>Understanding of the Australian energy market</li> </ul>
Sustainability	<ul style="list-style-type: none"> <li>Understanding of risks and opportunities regarding the environment</li> <li>Former or current role with direct accountability for health and safety practices and environmental management</li> </ul>

## Instil a culture of acting lawfully, ethically and responsibly

### Values

We practise our values of agility, simplicity, reliability and empathy on a daily basis, in our internal interactions, in our business relationships, through our products and with our customers. They are at the core of everything that we do.

A great company culture is key to the success of any business and we have spent many years investing in developing ours.



agility

simplicity

reliability

empathy

### Code of conduct

The Board is committed to a high level of integrity and ethical standards in all business practices. Our values of empathy, agility, reliability and simplicity underpin amaysim's culture. Accordingly, the Board has adopted a formal Code of Conduct which outlines how amaysim expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

All employees of amaysim (including temporary employees, contractors and Directors) must comply with the Code of Conduct. The Chair of the Audit and Risk Management Committee, the Company Secretary or the Company auditors may be contacted for any suspected fraudulent or unethical behaviour or breach of applicable law or Code of Conduct.

The Code of Conduct is available on the Company's investor website on the Corporate Governance page.

### Whistleblowing policy

amaysim is committed to a culture of respect and ethical conduct. amaysim does not tolerate corrupt, illegal or other undesirable conduct nor condone victimisation of anyone who intends to disclose or has disclosed misconduct. The Board continues to endorse the Whistleblowing Policy and has engaged an independent whistleblower service provider to encourage and assist with disclosure. This provides further anonymity and confidentiality of reportable conduct.

The Whistleblowing Policy is available on the Company's website on the Corporate Governance page.

### Safeguard the integrity of corporate reporting

The Audit and Risk Management Committee is responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing internal control systems and the operational effectiveness of the policies and procedures related to risk and control.

The Audit and Risk Management Committee will ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner and will be responsible for engaging external parties to provide internal audit services to the Company (if required).

amaysim does not publish any periodic reports that are not audited or formally reviewed by its auditors.

Relevant governance documents:

- Communications Policy; and
- Continuous Disclosure Policy.

These policies can be found on the Corporate Governance page of our online Investor website.

## CEO and CFO declarations

Before the Board approves the Company's financial statements for a financial period, the CEO and CFO are required to issue a written declaration to the Audit and Risk Management Committee that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## External audit

Under the Audit and Risk Management Committee Charter, the Committee will make recommendations to the Board on the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditors and resolution of disagreements between management and the auditor regarding financial reporting. The Committee will also consider the scope and adequacy of the external audit.

The Audit and Risk Management Committee Charter contains a requirement for the external auditor to attend the AGM and to be available to answer questions relevant to the audit.

## Make timely and balanced disclosure

amaysim is committed to observing its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act. The Company has adopted a Continuous Disclosure Policy, which establishes procedures aimed at ensuring Directors and executive management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. The Board receives copies of all material market announcements promptly after they have been made.

amaysim complies with its continuous disclosure obligations by ensuring that price sensitive information is identified, reviewed by management and disclosed to the ASX and any applicable regulators in a timely manner and that all such information is posted on the Company's website as soon as possible after disclosure.

The Company Secretary manages compliance with the Company's continuous disclosure obligations and communications with applicable regulators.

amaysim releases a copy of any new and substantive investor or analyst presentations on the ASX Market Announcements Platform ahead of the presentation.

## Respect the rights of security holders

The Company has designed and implemented an investor relations function which facilitates effective two way communication with investors. The Company communicates with its shareholders by making timely market announcements, by posting relevant information on to its website, by inviting shareholders to make direct inquiries to the Company via its website and through the use of general meetings which shareholders are encouraged to attend.

amaysim respects the environment and has a policy of communicating electronically with shareholders. However, shareholders may still elect to receive certain information from the Company and its registry by post. The Company encourages all shareholders to receive information electronically as this reduces costs, waste and is better for the environment. All substantive resolutions at a meeting of shareholders are decided by poll.

amaysim's investor website, located at <https://investor.amaysim.com.au> provides all the relevant information for shareholders, including financial reports, ASX announcements, presentations and corporate governance documents.

## Recognise and manage risk

### Risk

Proper management of the Company's risks is an important priority of the Board. The Board has adopted a Risk Management Policy appropriate for its business which includes that the Board or Committee of the Board will review the entity's risk management framework at least annually.

This policy highlights the Company's commitment to designing and implementing systems and methods appropriate to identify, minimise and control its risks.

Relevant governance documents:

- Audit and Risk Management Committee Charter
- Risk Management Policy

The Board is responsible for establishing risk parameters, overseeing and approving the risk management system and monitoring its effectiveness. The Board may delegate these functions to the Audit and Risk Management Committee or a separate risk committee in the future. The Board will periodically undertake reviews of its risk management procedures to ensure that they comply with its legal obligations. The Board has in place a system whereby management is required to report as to its adherence to policies and guidelines approved by the Board for the management of risks.

The Company's risk management framework includes various internal controls and written policies, such as a hedging policy and other policies regarding authority levels for expenditure, commitments and general decision making and procedures relating to health and safety to ensure a high standard of performance and regulatory compliance.

Communication to investors of any material changes to the Company's risk profile is covered by amaysim's Continuous Disclosure Policy.

Additional information on the Company's risk management framework is described in the Risks section of this report.

Given the size of the Company, it does not have an internal audit function. However, this position will be reviewed from time to time and may change if the size of the Company materially changes.

## Sustainability

For additional information on the Company's exposure to material risks and, how it manages or intends to manage these risks, please refer to the Risks section of this report.

The Company has a set of key values: simplicity, empathy, agility and reliability.

These values drive the Company's strong culture. The pillars and our remuneration practices enable us to attract and retain high quality Directors and senior executives while aligning the interests of these individuals with the creation of value for shareholders.

We regularly review skills, offer training programs to fill perceived gaps, and foster continuous improvement of our people.

## Remunerate fairly and responsibly

Relevant governance documents:

- Remuneration and Nomination Committee Charter; and
- Remuneration Policy

### Remuneration for Non-executive Directors

The Board maintains a Remuneration and Nomination Committee responsible for making recommendations to the Board regarding remuneration. The Remuneration and Nomination Committee Charter is available on the Company's investor website.

The Remuneration and Nomination Committee Charter forms the basis for the Company's remuneration policies and procedures. The policies regarding remuneration of Non-executive Directors and the remuneration and employment arrangements of Executive Directors are disclosed separately in this Report.

### Equity-based remuneration scheme

Under the Company's Remuneration Policy, the entry into transactions which limit the economic risks of participating in an equity based remuneration scheme is not permitted unless the contemplated transaction is permitted under the Securities Trading Policy.

The Securities Trading Policy expressly prohibits Directors and all employees from using, or allowing to be used, any derivatives or other products which operate to limit the economic risk of unvested Company securities.

Furthermore, no Director or employee may enter into a margin loan or similar funding arrangement to acquire any Company securities, or grant lenders any rights over their Company securities without first obtaining prior written approval.

## Further information

This Corporate Governance Statement has been approved by the Board of amaysim Australia Limited and the information contained in it is current as at 26 August 2019, unless stated otherwise.

This statement, together with our 2019 ASX Appendix 4G (which is a checklist cross-referencing the ASX Recommendations to the relevant disclosures in this statement and our website (our ASX Appendix 4G)), have both been lodged with the ASX and can be found on the Corporate Governance page of our online Investor Centre. More information on our governance arrangements, including our Board and Board Committee Charters and key policies, can also be found on our Investor Centre.

## Risks

The amaysim Group operates in a highly competitive and rapidly changing environment, characterised by profound change in the way people interact with their service providers, connect and communicate.

### Risk management

The Company operates within a highly competitive, technology-based industry and is exposed to a range of risks that have the potential to impact on our financial, operational and strategic business performance. Risk recognition and management are viewed by the Company as integral to its objectives of creating and maintaining shareholder value, and to the successful execution of the Company's strategies.

### Board responsibility

The Board is responsible for establishing acceptable levels of risk within which the Board expects management of the Company to operate and report on. This includes ensuring the Company has in place an appropriate risk management framework, reviewing and ratifying the Company's systems of internal compliance and approving and monitoring material internal and external financial and other reporting.

### Audit and Risk Management Committee

The Audit and Risk Management Committee has been established to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the audit process.

Accordingly, the Committee meets on a regular basis to:

- review and approve external audit plans;
- review and approve financial reports; and
- review the effectiveness of the Company's compliance and risk management functions.

### Risk management framework

The risk management framework enables the strategy by establishing the processes, structures and culture to identify, assess, treat and monitor various risks. The key elements of this framework include:

- The Board and CEO who provide ultimate oversight and accountability for risk management and set the risk parameters through an agreed "Risk Appetite Statement". This statement is a process through which the Board has identified and agreed on the material areas of business risk and has determined its appetite in respect of each of these material business risks (as set out in more detail on this page).

- The Audit and Risk Committee assists the Board in fulfilling its corporate governance and oversight responsibilities.
- Responsible managers who operationalise and work within the agreed risk parameters.
- The Company's disciplined staff who are empowered to identify and manage risk on a day-to-day basis.

One of the core components of our framework is periodic reporting to the Audit and Risk Management Committee. These reports identify how the business is tracking against the Risk Appetite Statement and are inclusive of many types of risks from internal and external sources, including strategic, operational, financial and regulatory.

Any new risks that are identified are brought to the attention of the management team, the CEO and the Audit and Risk Management Committee on an ongoing basis. Material risks are escalated to the Board.

### Material business risks

The Company is committed to the proactive identification and management of material risks. The following information represents a summary of material risks and the applicable management strategies in respect of each risk. It should be read in conjunction with any other risk statements published by the Company from time to time, including those contained in the Capital Raising Investor Presentation dated 26 February 2019. These risks are not all encompassing, nor listed in any order of significance.

Material Business Risks	Management Strategy
<p><b>Industry, market and structure</b></p> <p>Inability to keep pace with changes in industry (including regulatory change) or that market disruption (including through increased competition or the entry of new competitors) may reduce the Group's ability to compete and profitably grow subscribers.</p>	<p>We manage our exposure to this risk by proactively monitoring changes in our industries, new participants and products and changes to regulations. We manage this risk through investment in new products (e.g. subscription energy plans), our wholesale contracts and by continuing to invest in data-analytics and platforms that help us understand our current and potential customers better, as well as our competitors' behaviours.</p>
<p><b>People, culture and change management</b></p> <p>Inability to maintain or develop the culture and people capability to enable and facilitate effective business growth.</p>	<p>We have a strong emphasis on our values-led culture, which we strive to live everyday with our staff, our customers and our business partners. We invest considerable resources each year into our people and culture.</p>
<p><b>Business critical systems (internal and external)</b></p> <p>Failure to adequately respond to business-critical system issues impacting internal and external reporting, service delivery and informed decision making, which may have an adverse financial, brand perception, or customer experience impact.</p>	<p>As an online business, we are reliant on our distribution and network service providers to work with us to quickly identify and remediate any issues. For our internal systems, we continue to invest in our systems' resilience and capabilities, business continuity plan and disaster recovery plan.</p>
<p><b>Investor confidence and corporate image</b></p> <p>Not maintaining shareholder (current or prospective) and broader investment community confidence in the Company, Board and/or management team.</p>	<p>We understand that maintaining confidence in our Company, Board and/or management team is very important. We have an investor relations team who manage an active calendar of events and market communications to engage with our shareholders and the broader investor community. We also understand the importance of frank and regular communication, as well as articulating clear goals and reporting our performance against these goals.</p>
<p><b>Data security and integrity</b></p> <p>Actual or perceived lack of integrity and/or security in our sensitive data and critical software infrastructure which adversely impacts brand equity.</p>	<p>Our customers' privacy and data security are very important to us, and we are continually working to develop and refine our security systems. We recently hired additional security expertise and implemented new protocols for managing certain online risks. As part of our compliance with stringent Payment Card Industry Data Security Standard requirements, we maintain and continuously improve advanced security and monitoring measures across all IT platforms.</p>
<p><b>Innovation, disruption, diversification capabilities</b></p> <p>Inability to innovate, disrupt or diversify the products and services offered to the market which adversely impacts the ability to maintain or increase market share.</p>	<p>We cultivate a culture in our people which supports ongoing innovation and product development. With agility as a core value of our Company, our people have the freedom to be creative and regularly challenge ourselves. Our ability to explore new opportunities is expected to be greatly aided by new investment in the technology stack.</p>
<p><b>Business partner relationships</b></p> <p>Ineffective management of business partner relationships which may impact the extent and pricing of services and therefore profitability of operations.</p>	<p>We work closely with all of our major business partners and network service providers. Our goal is to ensure that our culture and values are fulfilled and adhered to in all of our relationships.</p>
<p><b>Brand</b></p> <p>Reducing brand equity and relevance in the market which may adversely impact the ability to maintain or increase market share.</p>	<p>We manage this risk through active monitoring of our brand metrics, targeted marketing budgets, strong retail products and leading customer experience.</p>
<p><b>Customer experience</b></p> <p>Failure to deliver on customer expectations for services and products which reduces the ability to maintain or increase market share.</p>	<p>We maintain a strong focus on customer experience and closely monitor key metrics such as social media sentiment, net promoter score, customer service satisfaction levels and ombudsman complaints. We mitigate this risk by making customer experience a focus of our strategy, and a key differentiator for us in the market.</p>

## Corporate Social Responsibility

The amaysim Group is powered by a team of innovators who strive to make a difference to its customers and the wider communities in which it operates.

### Our communities

We have a highly engaged employee base that is passionate and supportive of community activity. Supported by the Company across a variety of causes, the amaysim Group provides ongoing leadership and coordination to bring initiatives to life. This year, the amaysim Group and its employees:

- donated blood as part of the Australian Red Cross Red25 group donation program every quarter;
- brought the joy of Christmas to under-privileged Australian children by donating toys to the Salvation Army Christmas Appeal;
- participated in and raised funds for Wear Orange to Work Day in support of State Emergency Services;
- participated in Share the Dignity #itsinthebag drive which collected thousands of personal hygiene products for women experiencing homelessness and poverty; and
- built solar powered lights for disadvantaged children in Papua New Guinea to acknowledge and celebrate Earth Hour.

This year amaysim Philippines and its employees participated in the following activities:

- a Fund drive for Philippines National Red Cross for typhoon victims. amaysim matched the funds collected from the employees, dollar for dollar;
- employees volunteered their time to help in the repacking of relief goods by the Department of Social Welfare at the National headquarters;
- last December the 'amaysim cares club' sponsored a Christmas party at a children's rescue center in Taguig;
- donated 100 food packs for Aeta communities; and
- marched in the Manila Pride Parade supporting the LGBTQI+ communities.



Our core values  
**empathy, agility, reliability  
and simplicity** – are at the  
heart of everything we do.





## Our people

The amaysim Group places emphasis on recognising individuals and their identities as an inherent part of our culture. These values start with recruiting the right talent, motivating and retaining a high calibre of staff and rewarding and recognising the work of those who go above and beyond. In all employee matters, we act in compliance with national regulatory requirements and our obligations under relevant national laws.

### Equal opportunity

As an Australian business, we pride ourselves on cultivating an inclusive workplace made up of individuals with diverse skills, background, experience and heritage. We celebrate the diversity of the country and truly reflect Australia's multiculturalism.

To nurture and foster its diverse and inclusive workplace, the amaysim Group has a strong diversity policy and ethical code. As an example, we provide:

- paid Parental leave for primary and secondary carers, and a Positive Parental Leave Program on offer for new parents;
- a parents' room at the Sydney headquarters and 'Keeping in touch' days to ease the transition back to work;
- flexible working arrangements; and
- paid domestic violence leave.

### Employee wellbeing

The amaysim Group understands the importance of both physical and mental wellbeing, and we support our employees with weekly complimentary F45 classes, yoga and Pilates. You will also find our team on the basketball court or football field as part of 'Lunchtime Legends', as well as taking part in the annual City2Surf run.

We also understand that in order to maintain a healthy and positive staff, we need to find ways to improve employee work life balance. Some of our activities include:

- flexibility in leave entitlements towards study programs;
- rewarding those who model the amaysim values, this includes a quarterly values reward lunch; and
- access to a quality Employee Assistance Program for employees and their families, including a free, third party, confidential counselling service.

### Performance and reward

Our aim is to ensure all employees are remunerated fairly and competitively. Remuneration includes competitive base salaries, a bonus scheme (STI & LTI), extra annual leave to celebrate birthdays, an attractive employee mobile phone plan, and access to subsidised devices.

### Health and safety

The amaysim Group conducts its business in accordance with all workplace health and safety laws, standards and codes of practice to protect the health and safety of its employees, contractors and visitors.

## Business conduct

### Treatment of customers

The amaysim Group believes all Australians should have access to telecommunications and energy services that represent fairness and good value. As well as providing our customers with award winning service and great products, we also have Financial Hardship Policies ready to protect and assist all customers that fall on hard times.

We understand that customers will receive better service and experience when its staff are happy and motivated. To foster and nurture a mentally and physically supportive workplace, the amaysim Group has a wellbeing program which is broken down into the five following pillars – Career, Financial, Personal, Community and Social.

### Competition

We always aim to compete vigorously with our competitors, but in a fair and responsible way. We strive to ensure our success is built on excellence. Employees are encouraged to act with integrity and are prohibited from entering into any arrangements or engaging in practices that may conflict with codes or laws applicable to the conduct of our business.

### Bribery and corruption

The amaysim Group is committed to promoting and supporting a culture of corporate compliance and ethical behaviour. As such, amaysim has updated its whistleblowers' policy, and introduced a third-party that specialises in whistleblower handling to further increase anonymity and confidentiality of Reportable Conduct.

### Relations with suppliers

We ensure that we treat all our suppliers in the same way as we treat our customers and staff. We ensure that our suppliers are treated fairly and responsibly and in accordance with our core values of empathy, agility, reliability and simplicity.



## Environment

The amaysim Group is a technology-led business that is not involved in the manufacture or distribution of goods, extraction of resources, or generation of electricity or gas.

The Group conducts its operations over three locations – Sydney, Melbourne and Manila – and our staff primarily comprise of office-based employees. The amaysim Group is committed to minimising its environmental footprint and continually improving our sustainability practices. We do this, where practical, by:

- partnering with suppliers that have high quality sustainability practices; and
- minimising waste and the consumption of materials, energy and water.

### Partnering with suppliers that have high quality sustainability practices

amaysim does not own any mobile network infrastructure. It gains access to a mobile network operators' infrastructure (currently Optus) to deliver mobile services to its subscribers.

Optus is focused on reducing energy use and carbon emissions with an environmental strategy that aims to minimise the carbon emissions generated through electricity use in the network. It has in place Science Based Targets, that are aligned with the Paris COP21 to keep global warming below 2°C, to reduce its Greenhouse Gas Emissions.

A key focus for Optus is to better understand how to minimise its environmental footprint across its value chain. Its Sustainable Supply Chain strategy commits it to collaborating with transparent, ethically, socially and environmentally responsible suppliers and continuously seeking new ways to reduce its impact on the environment.

It is signed up to the Australian Packaging Covenant Organisation (APCO) and in 2017 was awarded the Australian Packaging Covenant (APC) Communications and Electronics Sector Award for packaging reductions. It also currently recycles 98.5% of its e-waste (electronic devices, computers, printers, servers) and has introduced bags made from 90% recyclables.

95% of Optus' carbon emissions come from electricity use and as it grows its network coverage in Australia it is seeking new ways to minimise its impact. It is upgrading and converting base stations to become more energy efficient and has improved efficiencies during low data traffic times with preliminary results indicating a potential annual reduction of up to 7,200GJ.

amaysim also uses the Amazon web services (AWS) scalable cloud-based computing and server platform.

The platform allows us to develop new environments (to immediately conduct testing, production or development of programming and code) and eliminates a requirement for our own data centre that helps to reduce our energy requirements and subsequently our climate impact.

AWS is committed to achieving 100% renewable energy usage for its global infrastructure and in 2018 it achieved 50% renewable energy usage.

To do this, it is focused on energy efficiency, continuous innovation, advocacy and renewable energy. It has nine solar and wind farms located throughout the United States and has three new wind projects in development, one in the United States, one in Ireland and one in Sweden. Once complete, AWS's projects are expected to generate more than 2,700,000 MWh per annum

### Minimising waste and the consumption of materials, energy and water

amaysim's approach to environmental impact reduction includes:

- investing in Zoom video conferencing facilities to connect amaysim Group sites and reduce the need for air travel;
- using recycling bins throughout our offices with a clear explanation on how to correctly recycle;
- implementing timed lights in all meeting rooms;
- reducing bottled water consumables by installing filtered water taps;
- using crockery and steel cutlery to minimise disposable utensils;
- investing in low-power ENERGY STAR certified printers and recycling all toner cartridges; and
- utilising zoned air conditioning to reduce power or switch off outside office hours.

Rules 4.7.3 and 4.10.3

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

#### Name of entity:

amaysim Australia Limited

#### ABN/ARBN:

65 143 613 478

#### Financial year ended:

30 June 2019

Our corporate governance statement<sup>1</sup> for the financial year ended 30 June 2019 is set out above and can also be found at:

- ✓ These pages of our annual report: **12-28**
- ✓ This URL on our website: <https://investor.amaysim.com.au/irm/content/corporate-governance.aspx>

The Corporate Governance Statement is accurate and up to date as at 24 August 2018 and has been approved by the Board. The annexure includes a key to where our corporate governance disclosures can be located.

Date: **26 August 2019**

Name of Secretary authorising lodgement: **Alex Feldman**

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed...
<b>PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
1.1 A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: ✔ in our Corporate Governance Statement; and ✔ at this location: Board Charter which is available at <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a>	
1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: ✔ undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and ✔ at this location: All material information relevant to a decision on whether or not to elect or re-elect a director will be provided in amaysim's AGM Notice of Meeting.	
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: ✔ in our Corporate Governance Statement	
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: ✔ in our Corporate Governance Statement	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed...
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measureable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measureable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (d) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (e) if the entity is a "relevant employee" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the evaluation process referred to in paragraph (a): ✔ in our Corporate Governance Statement ... and a copy of our diversity policy or a summary of it: ✔ at this location: Diversity Policy which is available at <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a> ... and the information referred to in paragraph (c): ✔ in our Corporate Governance Statement	
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	... the evaluation process referred to in paragraph (a): ✔ in our Corporate Governance Statement	
1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with the process during or in respect of that period.	... the evaluation process referred to in paragraph (a): ✔ in our Corporate Governance Statement ... and the information referred to in paragraph (b): ✔ in our Corporate Governance Statement	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed...
<b>PRINCIPLE 2 - STRUCTURE THE BOARD BE EFFECTIVE AND ADD VALUE</b>		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p>✔ in our Corporate Governance Statement AND</p> <p>... and a copy of the charter of the committee:</p> <p>✔ at this location: Remuneration and Nomination Committee Charter which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p>	
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p>✔ in our Corporate Governance Statement</p>	
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p>✔ in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p>✔ in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p>✔ at this location: The Directors' Report and the "Information on Directors" section within the Company's Annual Report</p>	
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed...
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>	
<p>2.6 A listed entity should have a program for inducting new directors and periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>	
<b>PRINCIPLE 3 - INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
<p>3.1 A listed entity should articulate and disclose its values.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>	
<p>3.2 A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>... our code of conduct or a summary of it:</p> <p>✔ in our Corporate Governance Statement AND</p> <p>✔ at this location: Code of Conduct which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance">https://investor.amaysim.com.au/irm/content/corporate-governance</a></p>	
<p>3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches reported under that policy.</p>	<p>... our whistleblower policy or a summary of it:</p> <p>✔ in our Corporate Governance Statement AND</p> <p>✔ at this location: Whiteblower Policy which is available at: <a href="https://investor.amaysim.com.au/irm/content/whistleblowerpolicy">https://investor.amaysim.com.au/irm/content/whistleblowerpolicy</a></p>	
<p>3.3 A listed entity should:</p> <p>(a) have and disclose anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>... our position on anti-bribery and corruption is set out:</p> <p>✔ at this location: Code of Conduct which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance">https://investor.amaysim.com.au/irm/content/corporate-governance</a></p>	

**PRINCIPLE 4 - SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS**

<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p>✔ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✔ at this location: Audit and Risk Committee Charter which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✔ in our Corporate Governance Statement</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>
<p>4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>

**PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE**

<p>5.1 A listed entity should disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule 3.1.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p>✔ in our Corporate Governance Statement and</p> <p>✔ at this location: Continuous Disclosure Policy which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p>✔ in our Corporate Governance Statement and</p> <p>✔ at this location: Continuous Disclosure Policy which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p>
<p>5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements platform ahead of the presentation.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p>✔ in our Corporate Governance Statement and</p> <p>✔ at this location: Continuous Disclosure Policy which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p>

**PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS**

<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>... information about us and our governance on our website:</p> <p>✔ at this location: Corporate Governance landing page which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p>
<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>
<p>6.3 A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.</p>	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p>✔ in our Corporate Governance Statement</p>
<p>6.4 A listed entity should ensure that that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>✔ ...all resolutions during the 2018 AGM were decided by a poll</p>
<p>6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>... the fact that we follow this recommendation:</p> <p>✔ in our Corporate Governance Statement</p>

PRINCIPLE 7 - RECOGNISE AND MANAGE RISK

<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p>✔ in our Corporate Governance Statement AND</p> <p>✔ at this location: Risk Management Policy which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p> <p>... and a copy of the charter of the committee:</p> <p>✔ at this location: Audit and Risk Committee Charter which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✔ in our Corporate Governance Statement</p>
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p>✔ in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p>✔ at this location: The "Risk" section of amaysim's Annual Report available at: <a href="https://investor.amaysim.com.au/irm/content/financial-reports1.aspx?RID=376">https://investor.amaysim.com.au/irm/content/financial-reports1.aspx?RID=376</a></p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p>✔ in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p>✔ in our Corporate Governance Statement</p>

PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY

<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p>✔ in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p>✔ at this location: Remuneration and Nomination Committee Charter which is available at: <a href="https://investor.amaysim.com.au/irm/content/corporate-governance.aspx">https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✔ in our Corporate Governance Statement</p>
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>✔ at this location: Remuneration Report (which forms part of the Directors' Report)</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p>✔ in our Corporate Governance Statement</p>

**amaysim**

ABN 65 143 613 478

[amaysim.com.au](http://amaysim.com.au)