

# Global Value Fund Limited

ACN 168 653 521

## CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Global Value Fund Limited (the Company) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Global Value Fund Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. The table below summarises the Company's current compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

	Recommendations	Compliance	Comment
<b>1.</b>	<b>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.	Complies	The Company's Board Policy and the Management Agreement between the Company and Mirabella Financial Services LLP (Manager) set out the specific responsibilities of the Board and those delegated to the Manager. Subject, at all times, to any written guidelines issued by the Board of Directors of Global Value Fund Limited, the day-to-day management and investment of funds is carried out by Mirabella Financial Services LLP pursuant to a management agreement. Mirabella Financial Services LLP has seconded the investment team at Staude Capital to manage the Global Value Fund.
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	Complies	The Board is responsible for ensuring it is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and the best standards of governance.  This will necessarily include undertaking background and other checks before appointing a person or putting them forward to security holders as a candidate



	Recommendations	Compliance	Comment
	(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.		for election as a Director, as well as providing all material information relevant to a decision for election as a Director.
1.3.	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	Upon appointment, a Director receives a formal letter of appointment which sets out their roles and responsibilities and the terms of their appointment.
1.4.	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	The Company Secretary is accountable directly to the Board.
1.5.	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and progress towards achieving them and either:</p> <ol style="list-style-type: none"> <li>the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</li> <li>if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality</li> </ol>	Does not comply	The Board has adopted a Diversity Statement which is included in its Corporate Governance Charter. The Board's composition is reviewed on an annual basis. In the event a vacancy arises, the Board will consider diversity in its nomination process. The Company is not a relevant employer under the Workplace Gender Equality Act.



	Recommendations	Compliance	Comment
	Indicators”, as defined in and published under that Act.		
1.6.	A listed entity should disclose: (a) a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Complies	The performance of Directors will be assessed and reviewed by the Board. To determine whether it is functioning effectively, the Board shall: a) review its Corporate Governance Charter annually; and b) perform an evaluation of the Board's performance at intervals considered appropriate.  The Board is responsible for undertaking a performance evaluation of itself and its members at regular intervals, in light of the Company's Corporate Governance Charter. The Board will review its performance by discussion and by individual communication with the Chairman and by reference to generally accepted Board performance standards. It will seek external advice where it considers it necessary.  During 2019, the Board undertook an informal assessment.
1.7.	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Not Applicable	The Company does not have any senior executives. The business of the Company is managed by the Manager.
<b>2.</b>	<b>Structure the board to add value</b>		
2.1.	The board of a listed entity should: (a) have a nomination committee which: 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose the charter of the committee, the members of the committee; and	Does not comply	Given the size of the Board and the nature of the Company's operations, a Nomination Committee has not been formed.



	Recommendations	Compliance	Comment
	<p>3. 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>	Complies	The Board as a whole considers the composition of the Board and appointment of new Directors. The Board identifies suitable candidates to fill vacancies as they arise with consideration given to the optimal mix of skills and diversity required.
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.	Does not comply	The Company supports the appointment of Directors who bring a wide range of business and professional skills and experience. While the Company does not have or disclose a formal skills matrix it considers Director's skills and experience and that of the Board, prior to any appointment. The qualifications, skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report and their attendance at board meetings is included in the Annual Report.
2.3.	<p>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 of the ASX Corporate Governance Principles and Recommendations 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>	Complies	<p>(a) The Board considers Jonathan Trollip and Chris Cuffe to be Independent Directors;</p> <p>(b) Not Applicable;</p> <p>(c) All Directors were appointed at incorporation on 20 March 2014 as set out in the Director's Report contained in the Annual Report. Mr Wilson was re-elected at the 2018 Annual General Meeting (AGM).</p>



	Recommendations	Compliance	Comment
2.4.	A majority of the board of a listed entity should be independent directors.	Does not comply	Two of the four Directors are independent as assessed against the relevant factors to assessing the independence of a Director (Box 2.3 Recommendations).
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.	Complies	The Chairman is independent. The Company does not have a CEO.
2.6.	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Does not comply	Due to the nature of the Company's operations, its size, and the fact that Directors are chosen for their specialist knowledge of their sector, the Board induction process is of an informal nature. New Directors are fully briefed about the nature of the business, current issues, the corporate strategy and the expectations of the Company concerning performance of Directors. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.
<b>3.</b>	<b>Act ethically and responsibly</b>		
3.1.	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Complies	The Company has adopted a formal code of conduct. This is incorporated into the Company's Corporate Governance Charter. The Company requires all its directors to comply with the standards of behaviour and business ethics in accordance with the law and the code of conduct. These include acting honestly and with integrity and fairness in all dealings.  The Company has made its Corporate Governance Charter publicly available on its website.
<b>4.</b>	<b>Safeguard integrity in corporate reporting</b>		
4.1.	The board of a listed entity should: (a) have an audit committee which: 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board;	Does not comply	At the current stage of the Company's development, the Board considers the establishment of such a committee is not warranted, also given the Board's size and the current nature of the Company's operations. In the Board's opinion, an audit committee would not serve to protect or enhance the interest of shareholders beyond that which the Board currently provides in terms of



	Recommendations	Compliance	Comment
	<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; <b>OR</b></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>	Complies	<p>oversight. If circumstances change, Directors will consider establishing a separate audit committee.</p> <p>The Board deals with the integrity of financial reporting as a whole, including the appointment and review of the external auditor.</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.	Complies	The Company does not have a chief executive officer (or equivalent) or a chief financial officer (or equivalent). The Board procures the Manager to put in place sound systems of risk management and internal controls and ensure that the systems are operating effectively in all material respects in relation to financial reporting risks. The Company, before approving the Company's financial statements for each financial period receives a declaration pursuant to section 295A of the Corporations Act, from the Company's Accounting Services Provider.
4.3.	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Complies	The external auditors are requested to attend the AGM and are available to answer shareholders' questions regarding the conduct of the audit and preparation of the Auditor's Report.
<b>5.</b>	<b>Make timely and balanced disclosure</b>		
5.1.	A listed entity should:	Complies	The Company operates under the continuous disclosure requirements of the ASX Listing Rules as set out in its Continuous Disclosure Policy. The Company



	Recommendations	Compliance	Comment
	(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.		ensures that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company.  The Company Secretary has the responsibility for ensuring that all relevant information is released to the market in a timely manner in consultation with the Board. The Company considers this to be a satisfactory protocol given the size and nature of the Company's operations.  The policy can be located within the Corporate Governance Policy available on the Company's website: <a href="http://www.globalvaluefund.com.au">www.globalvaluefund.com.au</a> .
<b>6.</b>	<b>Respect the rights of shareholders</b>		
6.1.	A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company makes information about itself, its announcements to the market and its governance available to investors via its website at <a href="http://www.globalvaluefund.com.au">www.globalvaluefund.com.au</a> .
6.2.	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complies	The Company is committed to: <ul style="list-style-type: none"> <li>ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way through the annual and half yearly reports, Investor Presentations, ASX releases, general meetings and the Company's website;</li> <li>complying with continuous disclosure obligations contained in the applicable ASX Listing Rules and the other obligations in the Corporations Act 2001 (Cth) in Australia; and</li> <li>encouraging shareholder participation at General Meetings.</li> </ul>
6.3.	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies	The Board encourages full participation of shareholders at the Company's AGM and any general meetings to ensure a high level of accountability and identification with the Company's strategy. The external auditor is invited to attend the AGM of shareholders and will be available to answer any questions concerning the conduct, preparation and content of the auditor's report.









	Recommendations	Compliance	Comment
	(b) disclose, in relation to each reporting period, whether such a review has taken place.		
7.3.	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; OR (b) if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its risk management and internal control processes.	Does not comply	As a listed investment company managing a single portfolio of investments with limited operational complexity, the Company does not believe it requires an internal audit function. The Board works closely with the Manager and external auditor to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives.
7.4.	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Complies	The Board has procured the Manager to initiate sound systems of risk management and internal controls and ensure that the systems are operating effectively in all material respects in relation to reporting risks.
<b>8.</b>	<b>Remunerate fairly and responsibly</b>		
8.1.	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <b>OR</b>	Does not comply	The Board does not have and does not intend to establish a remuneration committee because the formation of such would not create any additional oversight given the Company's size and nature of its activities. The Board believes a committee would not serve to protect or enhance the interest of shareholders beyond that which the Board already provides.



	Recommendations	Compliance	Comment
	(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.	Complies	The Board deals with Director remuneration as a whole taking into consideration a peer review of remuneration levels and resulting market rates paid. The Company does not have senior executives, Should the nature of the Company or its activities change, the Board may consider establishing a separate remuneration committee.
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.	Complies	The details of the remuneration paid to Directors and the Company's practices are set out in the Remuneration Report contained in the Annual Report.
8.3.	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Not Applicable	The Company does not have an equity-based remuneration scheme.

The Company was admitted to the official List of the ASX on Friday 18 July 2014. The Company's corporate governance practices were in place for the year ended 30 June 2019 and for the period to date.

Various corporate governance practices are discussed within this statement. For further information on corporate governance policies adopted by the Company, refer to our website: [www.globalvaluefund.com.au](http://www.globalvaluefund.com.au)

Stauder Capital Limited is an appointed representative of Mirabella Advisers LLP, which is authorised and regulated by the Financial Conduct Authority. Mirabella Financial Services LLP is the investment manager of the Global Value Fund and has seconded the investment team at Stauder Capital to manage the Global Value Fund. This information is not an offer to buy or sell, or solicitation of an offer to buy or sell, any security or investment. Investors should read the Company prospectus before making a decision to invest. Past performance is not an indicator of future returns.