

RULES 4.7.3 AND 4.10.3

APPENDIX 4G

KEY TO DISCLOSURES CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS

NAME OF ENTITY:

IncentiaPay Ltd

ABN / ARBN:

43 167 603 992

FINANCIAL YEAR ENDED:

30 June 2019

Our Corporate Governance statement for the above period above can be found at this URL on our website: https://www.incentiapay.com/wp-content/uploads/2019/09/Corporate_Governance_Statement_2019.pdf

The Corporate Governance Statement is accurate and up to date as at 11 September 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 11 September 2019

Name of Director or Secretary authorising lodgement: Ben Newling

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

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 ...

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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: X in our Corporate Governance statement OR at [insert location] and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): X at incentiapay.com/investor-centre/governance	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable

WE HAVE FOLLOWED THE WE HAVE NOT FOLLOWED THE **CORPORATE GOVERNANCE COUNCIL RECOMMENDATION IN FULL FOR** RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. RECOMMENDATION THE WHOLE OF THE PERIOD **WE HAVE DISCLOSED ...** ABOVE. WE HAVE DISCLOSED ... A listed entity should: ... the fact that we have a diversity an explanation why that is so policy that complies with (a) have a diversity policy which in our Corporate Governance paragraph (a): includes requirements for the board statement OR **x** in our Corporate Governance or a relevant committee of the we are an externally board to set measurable objectives statement OR managed entity and this for achieving gender diversity at [insert location] recommendation is therefore and to assess annually both the ... and a copy of our diversity policy not applicable objectives and the entity's progress or a summary of it: in achieving them; at incentiapay.com/investor-(b) disclose that policy or a summary centre/governance of it: and ... and the measurable objectives for (c) disclose as at the end of each achieving gender diversity set by reporting period the measurable the board or a relevant committee objectives for achieving gender of the board in accordance with our diversity set by the board or a diversity policy and our progress 1.5 relevant committee of the board towards achieving them: in accordance with the entity's **X** in our Corporate Governance diversity policy and its progress statement OR towards achieving them and either: at [insert location] (1) the respective proportions of men and women on the board, in senior ... and the information referred to in executive positions and across paragraphs (c)(1) or (2): the whole organisation (including x in our Corporate Governance how the entity has defined "senior statement OR executive" for these purposes); or at [insert location] (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. A listed entity should: ... the evaluation process referred to **x** an explanation why that is so in paragraph (a): (a) have and disclose a process in our Corporate Governance for periodically evaluating the in our Corporate Governance statement OR performance of the board, statement OR we are an externally its committees and individual at [insert location] managed entity and this directors: and 1.6 ... and the information referred to in recommendation is therefore (b) disclose, in relation to each paragraph (b): not applicable reporting period, whether a in our Corporate Governance performance evaluation was statement OR undertaken in the reporting period at [insert location] in accordance with that process. A listed entity should: ... the evaluation process referred to **x** an explanation why that is so in paragraph (a): (a) have and disclose a process in our Corporate Governance for periodically evaluating in our Corporate Governance statement OR the performance of its senior statement OR we are an externally executives; and at [insert location] managed entity and this (b) disclose, in relation to each 1.7 ... and the information referred to in recommendation is therefore reporting period, whether a paragraph (b): not applicable performance evaluation was in our Corporate Governance undertaken in the reporting period statement OR in accordance with that process. at [insert location]

CORPORATE GOVERNANCE COUNCIL RECOMMENDATION

WE HAVE FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. WE HAVE DISCLOSED ...

WE HAVE NOT FOLLOWED THE WE HAVE DISCLOSED ...

PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

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: (3) the charter 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; or (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. 	If the entity complies with paragraph (a): the fact that we have a nomination committee that complies with paragraphs (1) and (2): in our Corporate Governance statement OR at [insert location] and a copy of the charter of the committee: at incentiapay.com/investor-centre/governance and the information referred to in paragraphs (4) and (5): in our Corporate Governance statement OR at [insert location] If the entity complies with paragraph (b): the fact that we do not have a nomination committee and the processes we employ 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: x in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	our board skills matrix: in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable

Ó	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
2.3	 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in 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 (c) the length of service of each director. 	the names of the directors considered by the board to be independent directors: X in our Corporate Governance statement OR at [insert location] and, where applicable, the information referred to in paragraph (b): X in our Corporate Governance statement OR at [insert location] and the length of service of each director: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR
2.4	A majority of the board of a listed entity should be independent directors.	the fact that we follow this recommendation: in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	the fact that we follow this recommendation: in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	the fact that we follow this recommendation: in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable

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 ...

PRINCIPLE 3 - ACT ETHICALLY AND RESPONSIBLY

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.

... our code of conduct or a summary of it:

x in our Corporate Governance statement OR

at [insert location]

an explanation why that is so in our Corporate Governance statement

CORPORATE GOVERNANCE COUNCIL RECOMMENDATION

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PRINCIPLE 4 - SAFEGUARD INTEGRITY IN CORPORATE REPORTING

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.

and disclose:

- (3) the charter of the committee:
- (4) the relevant qualifications and experience of the members of the committee; and
- (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
- (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.

If the entity complies with paragraph

- ... the fact that we have an audit committee that complies with paragraphs (1) and (2):
- in our Corporate Governance statement OR
- at [insert location]
- ... and a copy of the charter of the committee:
- at at incentiapay.com/investorcentre/governance
- ... and the information referred to in paragraphs (4) and (5):
- in our Corporate Governance statement OR
- at [insert location]

[If the entity complies with paragraph

- ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:
- in our Corporate Governance statement OR

at [insert location]

x an explanation why that is so in our Corporate Governance statement

APPENDIX | 4G

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c	ORPORATE 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		
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.	the fact that we follow this recommendation: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement		
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.	the fact that we follow this recommendation: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable		
C	ORPORATE GOVERNANCE COUNCIL RECOMMENDATION	WE HAVE FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE.	WE HAVE NOT FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE.		
	PRINCIPLE	WE HAVE DISCLOSED 5 - MAKE TIMELY AND BALANCED DISC	WE HAVE DISCLOSED		
5.1	A listed entity should: (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.	our continuous disclosure compliance policy or a summary of it: in our Corporate Governance statement OR x at incentiapay.com/investor- centre/governance	an explanation why that is so in our Corporate Governance statement		
C	ORPORATE 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		
	PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS				
6.1	A listed entity should provide information about itself and its governance to investors via its website.	information about us and our governance on our website: X at incentiapay.com/investor-centre/governance	an explanation why that is so in our Corporate Governance statement		
6.2	A listed entity should design and implement an investor relations program to facilitate effective twoway communication with investors.	the fact that we follow this recommendation: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement		

C	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
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.	our policies and processes for facilitating and encouraging participation at meetings of security holders: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	the fact that we follow this recommendation: X in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement
C	CORPORATE GOVERNANCE COUNCIL RECOMMENDATION	WE HAVE FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. WE HAVE DISCLOSED CIPLE 7 - RECOGNISE AND MANAGE RI	WE HAVE NOT FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. WE HAVE DISCLOSED
	PRIN	CIPLE 7 - RECOGNISE AND MANAGE RI	S N
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of 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; or (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.	If the entity complies with paragraph (a): the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): in our Corporate Governance statement OR at [insert location] and a copy of the charter of the committee: at incentiapay.com/investor-centre/governance and the information referred to in paragraphs (4) and (5): in our Corporate Governance statement OR at [insert location] If the entity complies with paragraph (b): the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement

WE HAVE FOLLOWED THE WE HAVE NOT FOLLOWED THE **CORPORATE GOVERNANCE COUNCIL RECOMMENDATION IN FULL FOR RECOMMENDATION IN FULL FOR** THE WHOLE OF THE PERIOD ABOVE. THE WHOLE OF THE PERIOD ABOVE. RECOMMENDATION WE HAVE DISCLOSED ... **WE HAVE DISCLOSED ...** The board or a committee of the ... the fact that board or a committee **x** an explanation why that is so of the board reviews the entity's board should: in our Corporate Governance risk management framework at (a) review the entity's risk statement least annually to satisfy itself that it management framework at least continues to be sound: annually to satisfy itself that it in our Corporate Governance continues to be sound: and statement OR (b) disclose, in relation to each reporting period, whether such a at [insert location] 7.2 review has taken place. ... and that such a review has taken place in the reporting period covered by this Appendix 4G: in our Corporate Governance statement OR at [insert location] A listed entity should disclose: If the entity complies with paragraph \mathbf{x} an explanation why that is so (a) if it has an internal audit in our Corporate Governance function, how the function is ... how our internal audit function is statement structured and what role it structured and what role it performs: performs: or in our Corporate Governance (b) if it does not have an internal statement OR audit function, that fact and at [insert location] the processes it employs for If the entity complies with paragraph evaluating and continually improving the effectiveness of 7.3 ... the fact that we do not have an its risk management and internal internal audit function and the control processes. processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: in our Corporate Governance statement OR at [insert location] A listed entity should disclose ... whether we have any material an explanation why that is so exposure to economic, environmental whether it has any material exposure in our Corporate Governance to economic, environmental and and social sustainability risks and, if statement social sustainability risks and, if it we do, how we manage or intend to does, how it manages or intends to manage those risks: 7.4 manage those risks. in our Corporate Governance statement OR at [insert location]

CORPORATE GOVERNANCE COUNCIL RECOMMENDATION

WE HAVE FOLLOWED THE RECOMMENDATION IN FULL FOR THE WHOLE OF THE PERIOD ABOVE. THE WHOLE OF THE PERIOD ABOVE. WE HAVE DISCLOSED ...

WE HAVE NOT FOLLOWED THE **RECOMMENDATION IN FULL FOR** WE HAVE DISCLOSED ...

PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY

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; or (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. 	If the entity complies with paragraph (a): the fact that we have a remuneration committee that complies with paragraphs (1) and (2): in our Corporate Governance statement OR at [insert location] and a copy of the charter of the committee: at incentiapay.com/investor-centre/governance and the information referred to in paragraphs (4) and (5): in our Corporate Governance statement OR at [insert location] If the entity complies with paragraph (b): the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: in our Corporate Governance	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	statement OR at [insert location] separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: x in our Corporate Governance statement OR at [insert location]	an explanation why that is so in our Corporate Governance statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	our policy on this issue or a summary of it: X in our Corporate Governance statement OR at incentiapay.com/investor-centre/governance	an explanation why that is so in our Corporate Governance statement OR we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR we are an externally managed entity and this recommendation is therefore not applicable