
Corporate Governance Statement

23 September 2020

Plenti Group Limited ACN 643 435 492

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Corporate Governance Statement

This Corporate Governance Statement discloses the extent to which Plenti Group Limited (**Plenti** or **Company**) follows the recommendations set by the ASX Corporate Governance Council in its publication "Corporate Governance Principles and Recommendations (the Fourth Edition)", *ASX Corporate Governance Council*, as revised in February 2019 (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that will not be followed by Plenti have been identified and reasons have been provided for not following them.

This Corporate Governance Statement has been approved by the board of directors (**Board**) of the Company.

References in this Corporate Governance Summary to the "**Prospectus**" are to the prospectus dated 21 August 2020 that was lodged by the Company with the Australian Securities and Investments Commission on that date.

Plenti's corporate governance policies and charters have been posted on Plenti's website at <https://www.plenti.com.au/> (**Website**).

Principle / Recommendations	How Plenti Complies
<p>Principle 1: Lay solid foundations for management and oversight</p> <p><i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>	
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Company complies with this recommendation.</p> <p>The board of directors of the Company (Board) has adopted a charter (Board Charter) which sets out the principles regarding the ongoing operation of the Board. In accordance with the Board Charter, the Board has reserved to itself the following specific responsibilities:</p> <ul style="list-style-type: none"> • appointing the Chair; • overseeing management's implementation of the Company's strategic objectives and its performance generally; • overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; • overseeing the Company's process for making timely and balanced disclosure to the ASX 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 appointment and when necessary replacement of other senior executives of the Company; • with the assistance of the Audit and Risk Committee, ensuring that the Company has in place an appropriate risk framework and setting the risk appetite with which the Board expects management to operate; and • reviewing the performance and effectiveness of the Company's governance practices, policies and procedures. <p>A copy of the Board Charter is available on its Website.</p>

Principle / Recommendations	How Plenti Complies
<p>Recommendation 1.2:</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward 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. 	<p>The Company complies with this recommendation.</p> <p>One of the responsibilities of the Nomination and Remuneration Committee is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.</p> <p>In doing so, the Board intends for appropriate checks to be undertaken in relation to that potential Board candidate. Any material information concerning that Board candidate will subsequently be disclosed to Plenti securityholders as part of the election or re-election process of that Board candidate.</p> <p>The Nomination and Remuneration Committee Charter is available on its Website.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation.</p> <p>Each member of the Board and other senior executives of Plenti have entered into contracts (employment agreements or non-executive director appointment letters), setting out the terms and conditions of their employment or engagement by the Company.</p>
<p>Recommendation 1.4:</p> <p>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.</p>	<p>The Company complies with this recommendation.</p> <p>The Company has appointed Benjamin Milsom and Euh Hwang to act as company secretaries with accountability to the Board. Refer to Section 10 of the Company's Board Charter available on its Website.</p>

Principle / Recommendations	How Plenti Complies
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; (c) disclose in relation to each reporting period; and <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) 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 (B) 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 the 	<p>The Company complies with this recommendation.</p> <p>Plenti has adopted a Diversity Policy, which is available on its Website.</p> <p>In accordance with the Diversity Policy, the Board will:</p> <ul style="list-style-type: none"> (a) oversee Plenti's Diversity Policy including the review of its appropriateness and effectiveness; (b) encourage and promote other initiatives, policies and processes appropriate from time to time to encourage and promote diversity; (c) annually set and review the objectives of Plenti 's Diversity Policy; and (d) annually assess Plenti's progress towards achieving the objectives of Plenti's Diversity Policy. <p>At the time of listing, the Board will include one female director and three male directors. The Board will continue to give consideration to diversity (amongst other factors) in future appointments to the Board and to senior executive positions.</p>

Principle / Recommendations	How Plenti Complies
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (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 the year or in respect of that period. 	<p>The Company complies with this recommendation.</p> <p>In accordance with the Board Charter, the Board will meet at least annually with the advice and assistance of the Nomination and Remuneration Committee, review and evaluate the performance of the Board, each Board committee and each individual director against relevant charters, corporate governance policies, and agreed goals and objectives.</p> <p>In addition, each of the Audit and Risk Committee Charter and Nomination and Remuneration Committee Charter sets out when such reviews are to take place with respect to each Committee. Specifically:</p> <ul style="list-style-type: none"> (a) the Audit and Risk Committee will review its performance annually; and (b) the Nomination and Remuneration Committee will review its performance annually.
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (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 that process during or in respect of that period. 	<p>The Company complies with this recommendation.</p> <p>The performance of the senior executives, including the Chief Executive Officer, will be considered by the Board with the advice and assistance of the Nomination and Remuneration Committee.</p> <p>The Nomination and Remuneration Committee is required to develop and implement processes for the evaluation and performance of the Company's senior executives and regularly review those processes.</p>
<p>Principle 2: Structure the board to be effective and add value</p> <p><i>The Board of a listed entity should be of an appropriate size and collective have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</i></p>	
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director; 	<p>The Company complies with this recommendation.</p> <p>The Board has established a Nomination and Remuneration Committee, which has authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time.</p> <p>The Chairperson of the Committee is Mary Ploughman. The other members of the Remuneration and Nomination Committee are Peter Behrens and Martin Dagleish. At the time of listing, a majority of the members of the Nomination</p>

Principle / Recommendations	How Plenti Complies																								
<p>and disclose</p> <ul style="list-style-type: none"> (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 <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>and Remuneration Committee will be independent directors, and the Chair will be an independent director.</p> <p>In accordance with the Nomination and Remuneration Committee Charter, the Committee will meet at least once per year.</p> <p>Plenti's Nomination and Remuneration Committee Charter is available on its Website.</p>																								
<p>Recommendation 2.2</p> <p>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>The Company complies with this recommendation. The Board has an extensive range of knowledge and skills with relevant experience as detailed in the skills matrix below:</p> <table border="1" data-bbox="1090 775 2033 1203"> <thead> <tr> <th>Skill</th><th>Board</th></tr> </thead> <tbody> <tr> <td>Financial services and investment management</td><td>Yes</td></tr> <tr> <td>Consumer lending</td><td>Yes</td></tr> <tr> <td>Financial technology</td><td>Yes</td></tr> <tr> <td>ASX listed entities</td><td>Yes</td></tr> <tr> <td>Accounting and finance</td><td>Yes</td></tr> <tr> <td>Legal</td><td>Yes</td></tr> <tr> <td>Governance, compliance and regulation</td><td>Yes</td></tr> <tr> <td>Capital and debt raising</td><td>Yes</td></tr> <tr> <td>Corporate strategy</td><td>Yes</td></tr> <tr> <td>Commercial and material transactions</td><td>Yes</td></tr> <tr> <td>Risk management</td><td>Yes</td></tr> </tbody> </table> <p>In addition, the Board is currently made up of members with a broad range of skills, expertise and experience and from a diverse range of backgrounds, which the Board believes is appropriate to achieve the Company's objectives.</p>	Skill	Board	Financial services and investment management	Yes	Consumer lending	Yes	Financial technology	Yes	ASX listed entities	Yes	Accounting and finance	Yes	Legal	Yes	Governance, compliance and regulation	Yes	Capital and debt raising	Yes	Corporate strategy	Yes	Commercial and material transactions	Yes	Risk management	Yes
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<p>Recommendation 2.3</p> <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 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 Company complies with this recommendation.</p> <p>The Company will assess the independence of directors against the requirements for independence set out in the Board Charter and the independence criteria set out in the ASX Corporate Governance Principles and Recommendations.</p> <p>As at the date of the Prospectus, two Board members are considered by the Board to be independent Directors (Mary Ploughman and Martin Dalgleish). Further details regarding the analysis undertaken to determine the independence of these directors is set out in section 6.4.2 of the Prospectus.</p> <p>The remainder of the members of the Board are not considered to be independent due to their respective roles and ownership interests in securities of the Company (including relationship to a previous substantial shareholder, in the case of Peter Behrens). A summary of Director interests has been disclosed to ASX in Appendix 3X forms on Listing.</p> <p>The Board, having regard to the Company's stage of development and the collective experience and expertise of the Directors, considers the current composition of the Board appropriate.</p> <p>The length of service of each director on the Board (including their previous tenure as a director of Plenti Pty Limited) is as follows:</p> <ul style="list-style-type: none"> (a) Mary Ploughman: February 2020 - present (b) Daniel Robert Foggo: November 2012 - present (c) Peter William Edward Behrens: November 2012 - present (d) Martin Peter Dalgleish: May 2014 - present
<p>Recommendation 2.4:</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company does not currently comply with this recommendation.</p> <p>Currently, two out of four Board members are considered to be independent Directors (Mary Ploughman and Martin Peter Dalgleish). The Board, having regard to the Company's stage of development and the collective experience and expertise of the Directors, considers the current composition of the Board appropriate.</p>

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	<p>Having considered the Company's immediate requirements as it transitions to an ASX-listed company, the Board believes that the composition of the Board is an appropriate size and reflects an appropriate range of skills, expertise and experience for the Company on listing.</p>
<p>Recommendation 2.5:</p> <p>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 Company complies with this recommendation.</p> <p>The Chair, Mary Ploughman, is an independent Director and the Chair is a different person to the Chief Executive Officer (Daniel Foggo), as outlined by Recommendation 2.5.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for 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 Company complies with this recommendation.</p> <p>The Nomination and Remuneration Committee is responsible for establishing and facilitating an induction program for new Directors and developing and reviewing the Company's continuous professional development programs for directors.</p>
<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>	
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	<p>The Company complies with this recommendation.</p> <p>The Company's values are included in its Code of Conduct which is available on its Website.</p>
<p>Recommendation 3.2</p> <p>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>The Company complies with this recommendation.</p> <p>The Board has adopted a Code of Conduct, which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of Plenti's business and people, taking into account the Company's legal and other obligations to its stakeholders</p> <p>The Code of Conduct applies to all employees (whether full time, part time or casual), managers, contractors and the Board of the Company.</p>

Principle / Recommendations	How Plenti Complies
	<p>The Code of Conduct applies to all such persons at any time when business is conducted on and/or away from a person's principle place of employment and in all of the Company's workplaces.</p> <p>The Audit and Risk committee has responsibility for monitoring and ensuring compliance with the Code of Conduct.</p> <p>The Code of Conduct is available on its Website.</p>
<p>Recommendation 3.3</p> <p>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 incidents reported under the policy.</p>	<p>The Company complies with this recommendation.</p> <p>The Company's whistleblower policy (Whistleblower Policy) is available on its Website.</p> <p>All reports made under the Whistleblower Policy will be reviewed, and where appropriate will be investigated at the earliest opportunity. Whistleblowers are encouraged to report to eligible recipients including senior executives of the Company and the Board.</p>
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <p>(a) have and disclose an 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>The Company complies with this recommendation.</p> <p>Plenti's Anti-Bribery and Corruption Policy is available on its Website.</p> <p>The Audit and Risk Committee will receive reports from management under the Company's Anti-Bribery and Corruption Policy and oversee related investigations.</p>
<p>Principle 4: Safeguard the integrity of corporate reports</p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p style="padding-left: 40px;">(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(2) is chaired by an independent director, who is not the chair of the board,</p>	<p>The Company complies with this recommendation.</p> <p>The Board has established an Audit and Risk Committee to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities.</p> <p>The Committee is currently comprised of Martin Dalglish (chair), Mary Ploughman and Peter Behrens. A majority of the Directors on the Audit and Risk committee are independent Directors as provided by Recommendation 4.1 and 7.1.</p>

Principle / Recommendations	How Plenti Complies
<p>and disclose:</p> <ul style="list-style-type: none"> (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 <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 qualifications and experience of the members of the Audit and Risk Committee are set out in Section 6.1 of the Prospectus.</p> <p>The Audit and Risk Committee has a formal charter which sets out the Committee's responsibilities and functions. The key roles and of the Committee are also summarised in Section 6.4.4 of the Prospectus. A copy of the Audit and Risk Committee Charter is available on the Website.</p> <p>The Audit and Risk Committee will meet as frequently as required to undertake its role effectively and it is currently intended that the committee will meet at least two times annually.</p>
<p>Recommendation 4.2:</p> <p>The board of a listed entity should, before it approves the entity's financial statements, 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 Company complies with this recommendation.</p> <p>The Audit and Risk Committee Charter provides that prior to approving the Company's financial statements, the Board will ensure it receives from its CEO and CFO a declaration 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.</p>
<p>Recommendation 4.3:</p> <p>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 Company complies with this recommendation.</p> <p>In accordance with the Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for reporting to the Board on the Company's process to verify the integrity of any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor.</p> <p>Plenti's Audit and Risk Committee Charter is available on its Website.</p>

Principle / Recommendations		How Plenti Complies
Principle 5: Make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>		
Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.		The Company complies with this recommendation. The Board has adopted a Continuous Disclosure Policy to ensure that the Company complies with its disclosure obligations under the <i>Corporations Act 2001</i> (Cth) (Act) and the ASX Listing Rules. Plenti's Continuous Disclosure Policy is available on its Website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		The Company complies with this recommendation. Plenti's Continuous Disclosure Policy provides that the Board will receive copies of all material announcements (considered by the CEO as being of such nature that it ought to be reviewed and approved by the Board). Plenti's Continuous Disclosure Policy is available on its Website.
Recommendation 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.		Plenti complies with this recommendation. The Board has adopted a Securityholder Communication Policy which requires that before a new or substantive presentation to analysts or institutional investors, the presentation materials will be released to ASX and posted on the Company's website, regardless of whether the presentation contains material new information required to be disclosed under ASX Listing Rule 3.1. Plenti's Securityholder Communication Policy is available on its Website.
Principle 6: Respect the rights of security holders <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as securityholders effectively.</i>		
Recommendation 6.1:		The Company complies with this recommendation.

Principle / Recommendations	How Plenti Complies
<p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Board has adopted a Securityholder Communication Policy.</p> <p>The Company intends to provide all relevant information about itself and the governance of the Company at the Website as required by the Recommendations, the Listing Rules, and other laws applicable to Plenti.</p> <p>Please also refer to Section 6.4 of the Prospectus for summaries of the various governance policies applicable to Plenti.</p>
<p>Recommendation 6.2:</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company complies with this recommendation.</p> <p>The Board has adopted a Securityholder Communication Policy which supports Plenti's commitment to effective communication with its security holders. In addition, Plenti intends to communicate with its security holders through:</p> <ul style="list-style-type: none"> a) the Company's annual and half-yearly reports; b) market releases to the ASX in accordance with continuous disclosure obligations; c) the investor relations section of the Company's website; and d) the annual general meeting. <p>Plenti's Securityholder Communication Policy is available on its Website.</p>
<p>Recommendation 6.3:</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this recommendation.</p> <p>Plenti's Constitution and its Securityholder Communication Policy are available on its Website and contain the relevant information.</p>
<p>Recommendation 6.4:</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.</p>	<p>The Company currently intends to comply with this recommendation.</p> <p>According to the Company's constitution, every resolution submitted to the meeting may be determined by a poll where a poll is demanded by the Chair, minimum of five securityholders, any securityholder holding more than 5% of voting rights or otherwise by the Act.</p> <p>The Company's Constitution is available on its Website.</p>

Principle / Recommendations	How Plenti Complies
<p>Recommendation 6.5</p> <p>A listed entity should give securityholders the option to receive communications from, and send communications to, the entity and its securities registry electronically.</p>	<p>The Company complies with this recommendation.</p> <p>Plenti's Securityholder Communication Policy is available on its Website. The policy encourages securityholders to receive and send communications electronically by registering their email address with the share registry.</p>
<p>Principle 7: Recognise and manage risk</p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>	
<p>Recommendation 7.1:</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <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 Company complies with this recommendation.</p> <p>The Board has established the Audit and Risk Committee to oversee and review the effectiveness of the Company's risk management framework.</p> <p>The Audit and Risk Committee is currently comprised of Martin Dalglish (chair), Mary Ploughman and Peter Behrens. A majority of the Directors on the Audit and Risk Committee are independent Directors as required by ASX Recommendation 4.1 and 7.1.</p> <p>The Board has adopted a formal charter setting out the main responsibilities and functions of the Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is available on the Website.</p> <p>The Audit and Risk Committee will meet as frequently as required to undertake its role effectively and it is currently intended that the committee will meet at least two times annually.</p>

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<p>Recommendation 7.2</p> <p>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 Company complies with this recommendation.</p> <p>The Audit and Risk Committee will oversee and review the effectiveness of the Company's risk management framework at least annually.</p>
<p>Recommendation 7.3:</p> <p>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 Company complies with this recommendation.</p> <p>Plenti does not at this time, have an internal audit function given its size and stage of its business. However, as set out in the Audit and Risk Committee Charter, the Committee has responsibility to ensure that Plenti has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls.</p> <p>In addition, the Audit and Risk Committee is responsible for preparing a risk profile which describes the material risks facing Plenti, regularly reviewing and updating this risk profile and assessing and ensuring that there are internal controls in place for determining and managing key risks. The Committee continues to assess and develop the Company's risk appetite as part of the Company's strategy going forward.</p>
<p>Recommendation 7.4:</p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company complies with this recommendation.</p> <p>Plenti is exposed to certain economic risks. Refer to Section 5 of the Prospectus for more information in respect of those risks, and risks associated with holding securities generally in Plenti.</p>

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	<p>In this regard, the Audit and Risk Committee assists the Board by overseeing that the Company has an effective risk management system and reviewing the risk management system to ensure that it continues to be sound, to determine whether there have been any changes in the key risks the Company faces and to ensure that such risks remain within the risk appetite considered appropriate by the Company.</p>
<p>Principle 8: Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders and the entity's values and risk appetite.</i></p>	
<p>Recommendation 8.1:</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <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 Company complies with this recommendation.</p> <p>The Board has established a Nomination and Remuneration Committee. The Remuneration and Nomination Committee is currently comprised of Mary Ploughman (chair), Peter Behrens and Martin Dalglish. The majority are independent directors as required by ASX Recommendation 8.1.</p> <p>The Committee is responsible for developing, reviewing and making recommendations to the Board on, amongst other things:</p> <ul style="list-style-type: none"> • the appropriateness of the Company's remuneration policies; • reviewing the composition and performance of the Board and its committees; • the process for recruiting new members of the Board, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board; • ensuring there are plans in place to manage the succession of Board members and senior executives; and • ensuring that programs are in place for the continued professional development of the Board. <p>In accordance with the Committee Charter, the Nomination and Remuneration Committee will meet at least once annually or as frequently as is required to undertake its role effectively.</p> <p>Plenti's Nomination and Remuneration Committee Charter is available on its Website.</p>

Principle / Recommendations	How Plenti Complies
<p>Recommendation 8.2:</p> <p>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>The Company complies with this recommendation.</p> <p>Section 6.3.2 of the Prospectus sets out the fees payable to the executives and other senior management of Plenti. Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives will be disclosed in the annual report of the Company.</p>
<p>Recommendation 8.3:</p> <p>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>The Company complies with this recommendation.</p> <p>In accordance with Plenti's Securities Trading Policy, employees (including officers, directors and senior executives of the Company) are prohibited from entering into margin lending arrangements relating to Plenti's securities, are prohibited from short term or speculative trading in Plenti's securities or in financial products associated with Plenti's securities and are prohibited from dealing in financial products associated with Plenti's securities.</p> <p>Plenti's Securities Trading Policy is available on its Website.</p>