

SIV Capital Limited

Corporate Governance Statement – 2022

Corporate Governance Principles and Recommendations (4th edition)

This Corporate Governance Statement for the year ended 30 June 2022 should be read in conjunction with Appendix 4G lodged with ASX on 23 August 2022 with such document being available on the Company's website www.sivcapital.com.au

The Company's operations during the year

Following the sale of the Company's Hospitality business (with the effective date of 3 December 2019 and referenced in the Corporate Governance Statement included in the FY20 annual report), the Company's operations continued with the management of the ASIC enforced Remediation Program relating to some of GoGetta's customers in previous years, and management of the current loan book. The Remediation Program was closed by ASIC on 5 October 2021.

Adherence to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition ("Recommendations") during the year ended 30 June 2022

During the period under review, the SIV Capital Board continued to remain mindful of its obligations to comply with the Recommendations but full compliance was not possible due principally to the scaled down corporate activities and it being impractical to follow the Recommendations. With the Go Getta remediation program having closed in October 2021, the arrangements with full time staff were finalised in the December quarter and staff costs since that date now only comprise a part time consultant satisfying operational, accounting and reporting requirements.

The Company released its full suite of Governance Charters on 1 July 2020 which had been adopted to recognise the requirements of the Recommendations (all of which are available on the Company's website). They remained pivotal in the governance practices adopted by the Company.

To reflect the extent of compliance possible with the Recommendations, the Company has completed and lodged with ASX the Form 4G "Key to Disclosures – Corporate Governance Council Principles and Recommendations" (and also included on the Company's website) in which the extent to which its compliance with the Recommendations was practical noting the reasons for not doing so forming part of this Statement.

Principle #	
1.5 (b) and (c)	In relation to gender and diversity objectives, and reporting thereon, due to the few staff members employed, the Board can only affirm its commitment to diversity as is outlined in its Corporate Governance Charter.
1.6	In relation to the process for periodically evaluating the performance of the Board, its committees and individual directors, due to the current scaled down operations and the resultant composition of the Board, the Board can only affirm its commitment in this regard as is outlined in its Corporate Governance Charter.

1.7	In relation to the process for evaluating the performance of its senior executive, due to the current scaled down operations of the Company, the Board can only affirm its commitment in this regard as is outlined in its Corporate Governance Charter.
2.1	The Company, having regard to the Board comprising only three members, the functions of all Board committees (with the exception of the Audit & Risk Management Committee) as determined in their respective Charters, are handled by the full Board.
2.2	The Board's skills matrix is contained in the biographical notes in the directors' report.
4.1	Having regard to the nature of the Company's current operations (together with there being only three Board members) the non-executive Chair of the Board was also the Chair of the Audit and Risk Management Committee.
4.2	Having regard to the nature of the Company's current operations with there being no person appointed as a CEO, the non-executive Chair of the Board assumed the function of CEO and the Consultant assumes the role of CFO for statutory financial accounting reporting purposes with the support of the Company Secretary.
7.3	The Company does not have an internal audit function due to the nature and scale of its current operations, but separation of duties with transaction accounting is carried out by the Consultant under a formal delegation of authority arrangement dealing in operational matters.
7.4	The Company has determined that it does not have a material exposure to environmental or social risks while it continues to rundown the GoGetta business.
8.1	The functions of the Remuneration Committee) were assumed by the full Board and in doing so took account of that Committee's charter especially in respect of setting the level and composition of remuneration for the part time Consultant and Company Secretary. In respect of Director remuneration, this remains unaltered to that in the previous year.