Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:			
buyMyplace.com.au Limited			
ABN / ARBN:	Financial year ended:		
68 132 204 561	30 June 2017		
Our corporate governance statement² for the a These pages of our annual report: This URL on our website:	bove period above can be found at:3 https://www.buymyplace.com.au/company-profile/corporate-governance-statement/		
The Corporate Governance Statement is accurboard.	rate and up to date as at 30 June 2017 and has been approved by the		
The annexure includes a key to where our corp	porate governance disclosures can be located.		
Date: 31 August 2017 Name of Director or Secretary authorising lodgement: Melanie Leydin - Company Secretary			

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "<u>OR</u>" at the end of the selection and you delete the other options, you can also, if you wish, delete the "<u>OR</u>" at the end of the selection.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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 \dots^4
PRINC	IPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVE	RSIGHT	
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 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): https://www.buymyplace.com.au/company-profile/constitutions-and-charters/	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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: ☑ 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.	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 <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corpo	rate 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 \dots^4
1.5	 A listed entity should: (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; (b) disclose that policy or a summary of it; and (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 its progress towards achieving them and either: (1) 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 (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. 	the fact that we have a diversity policy that complies with paragraph (a): in our Corporate Governance Statement OR at [insert location] and a copy of our diversity policy or a summary of it: https://www.buymyplace.com.au/company-profile/policies_procedures/ and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: in our Corporate Governance Statement OR at [insert location] and the information referred to in paragraphs (c)(1) or (2): in our Corporate Governance Statement OR at [insert location] 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
1.6	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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): ☑ in our Corporate Governance Statement OR ☐ at [insert location] and the information referred to in paragraph (b): ☑ in our Corporate Governance Statement OR ☐ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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 \dots^4
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.	the evaluation process referred to in paragraph (a): ☐ in our Corporate Governance Statement OR ☐ at [insert location] and the information referred to in paragraph (b): ☐ 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

Corpora	te 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 \dots^4
PRINCIP	LE 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; (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 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: □ https://www.buymyplace.com.au/company-profile/constitutions-and-charters/ 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: □ 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
2.2	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 <u>OR</u> □ 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 \ldots^4	
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 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 (c) the length of service of each director.	the names of the directors considered by the board to be independent directors: in our Corporate Governance Statement OR at [insert location] and, where applicable, the information referred to in paragraph (b): in our Corporate Governance Statement OR at [insert location] and the length of service of each director: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement	
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 <u>OR</u> □ 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 <u>OR</u> □ 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 <u>OR</u> □ 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 \dots^4
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
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.	our code of conduct or a summary of it: ☐ in our Corporate Governance Statement OR ☐ at https://www.buymyplace.com.au/company-profile/policies_procedures/	an explanation why that is so in our Corporate Governance Statement

Corpor	ate 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 \dots^4
PRINCI	PLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
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, 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 (a):] 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 https://www.buymyplace.com.au/company-profile/constitutions-and-charters/ 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 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]	an explanation why that is so in our Corporate Governance Statement
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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	an explanation why that is so in our Corporate Governance Statement

		We have followed the recommendation in full for the whole of the period above. We have disclosed	 ave NOT followed the recommendation in full for the whole period above. We have disclosed ⁴
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: ☑ 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
PRINCIPI	LE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
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 at https://www.buymyplace.com.au/company-profile/policies_procedures/	an explanation why that is so in our Corporate Governance Statement
PRINCIPI	E 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: at https://www.buymyplace.com.au/company-profile/	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 two-way communication with investors.	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
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: In our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	an explanation why that is so in our Corporate Governance Statement

Corpora	ate 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
PRINCI	PLE 7 – RECOGNISE AND MANAGE RISK		
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 https://www.buymyplace.com.au/companyprofile/constitutions-and-charters/ 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
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	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: In our Corporate Governance Statement OR	an explanation why that is so 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 \dots^4	
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 evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] how our internal audit function is structured and what role it performs: □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement	
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.	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: in our Corporate Governance Statement OR at https://www.buymyplace.com.au/company-profile/annual-reports/	an explanation why that is so in our Corporate Governance Statement	

Corpora	te 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 \dots^4
PRINCIP	LE 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 https://www.buymyplace.com.au/company-profile/constitutions-and-charters/ 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 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
8.2	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.	separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: In our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

·		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 \dots^4
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: in our Corporate Governance Statement OR at [insert location]	 □ 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



CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDING 30 JUNE 2017

This Corporate Governance Statement is current as at 30 June 2017 and has been approved by the Board of the Company from 30 June 2017.

This Corporate Governance Statement discloses the extent to which the company has followed the recommendations set by the ASX Corporate Governance Council in its publication The ASX Governance Council Principles and Recommendations (3rd edition) ("Recommendations"). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Board committed to achieving and demonstrating the highest standards of corporate governance. As such, buyMyplace.com.au Limited and its controlled entities (the "buyMyplace" or "Group") have adopted a corporate governance framework and practices to ensure they meet the interests of shareholders. This framework provides the written terms of reference for the company's corporate governance duties, which are available on the company's website at www.buyMyplace.com.au



Corporate	e Governance Council recommendation	Compliance	Additional information		
PRINCIPL	PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT				
1.1 A li (a) (b)	management; and	Yes	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, Board processes, Key board functions and continuing improvement. Day to day management of the Group's affairs and the implementation of the corporate strategy and policy initiatives are formally delegated by the Board to the CEO and senior executives as set out in the Group's Delegations of Authority. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Framework, is available on the Company's website. A summary of matters expressly reserved to the Board are: Composition, powers and performance reviews of board and subsidiaries Budgets and strategic plans Lending to subsidiaries Related party transactions Formation, acquisition, restructure, winding up or sale of business entities or subsidiaries Investment decisions Lease, borrowings or commitments Remuneration structure and performance reviews of Executives, CEO and CFO Approval of employee share plans and issue of securities Policies and procedures regarding share trading by employees and officers Litigation initiation or response Terms of engagement of auditors Material changes to corporate governance framework, risk management framework and Matters reserved to Board and Delegations of Authority Entering into guarantees Matters delegated to management Contracts and agreements not requiring Board approval Communications with the media Communication with regulators Internal policies and procedures not requiring Board approval Employment agreements and remuneration arrangements for staff other than members of the Executive.		



Corp	Corporate Governance Council recommendation		Additional information
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	Yes	The Company has adopted a Director Selection Procedure to ensure that there are defined procedures for the selection and appointment of new directors to the Board. This Procedure is available on the Company's website.
	(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.	Yes	Information about a candidate standing for election or re-election as a director is provided to security holders via ASX releases and/or the explanatory section of a Notice of Meeting. This will enable security holders to make an informed decision on whether to elect or re-elect a candidate.
			Prior to appointment or being submitted for re-election, each non-executive director is required to specifically acknowledge that they have and will continue to have the time available to discharge their responsibilities to the company. The commitments of non-executive directors reviewed each year as part of the annual performance assessment.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	All directors and senior directors enter into written agreements with the Company setting out the terms of their appointment. For non-executive directors this generally will take the form of a letter of appointment and a service contract for an executive director or other senior executive.
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.	Yes	As detailed in the Board Charter, the company secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.



Corporate Governance Council recommendation		Additional information
A listed entity should: (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; (b) disclose that policy or a summary of it; and (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 its progress towards achieving them and either: (1) 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 (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.	Yes Yes No Yes	The company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the company has adopted a Diversity Policy, a copy of which can be found on the company website. Due to the size of the company, the Board has not yet introduced any measurable objectives for achieving gender diversity, which is the responsibility of the talent & remuneration committee (or, in its absence, the Board as a whole). The company's objective is to promote a culture which embraces diversity through on-going education, succession planning, director and employee selection, and recognising that skills are not gender specific. As at the date of this report, the company has the following proportion of women appointed: to the Board – 0% to senior executive roles* – 16.66% * Senior executives are defined as members of the executive management team



Corp	prate Governance Council recommendation	Compliance	Additional information
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	Yes	The board undertakes an annual self-assessment of its collective performance, the performance of the committees and the performance of individual directors and key executives. The assessment also considers the adequacy of induction and continuing education, access to information and the support provided by the company secretary.
			The results and any action plans are documented together with specific performance goals which are agreed for the coming year. Descriptions of the process for performance assessment for the board and key executives are available on the company website.
			The Chair undertakes an annual assessment of the performance of individual directors and meets privately with each director to discuss this assessment.
	(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	This evaluation process was conducted in the financial year ended 30 June 2017.
1.7	A listed entity should:		
	(a) have and disclose a process for periodically evaluating the performance of its senior executives; and	No	The board does not currently have a formal process for periodically evaluating the performance of its senior executives, but is aiming to develop and implement a formal process within the next 12 months.
	(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	Individual performance reviews were not undertaken during the financial year ended 30 June 2017.



Corpor	ate Governance Council recommendation	Compliance	Additional information
PRINCI	PLE 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; (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	No	As part of the annual board and committee evaluation process, the board has reviewed the necessity of establishing a talent & remuneration committee and decided that the board as a whole is able to deal efficiently and effectively with board composition and succession issues without establishing a separate committee. The full Board did not convene as a talent & remuneration committee during the financial year, however, talent & remuneration committee related discussions occurred from time to time during the year as required in accordance with the talent & remuneration committee charter which is available on the company website.
	(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.	Yes	
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.	No	As part of the talent & remuneration committee duties, it is the board's role to consider the skills, experience and expertise of existing directors as part of the Director Selection Procedure that is available on our website. The board currently assesses the skills required but has not yet formalised this into a matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership. Details of each Director's relevant skills and experience will be available in the company's Annual report.



Corpor	orporate Governance Council recommendation Complia		Additional information
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 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 (c) the length of service of each director. 	Yes Yes	There are currently two independent directors on the Board. Directors considered by the Board to be independent directors are Mr. Peter Butters and Mr. Paul Spottiswood, both Non-Executive Directors. The other Directors Mr. Matthew Driscoll and Mr. Cameron Fisher are currently considered by the Board to not be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. Mr. Matthew Driscoll was an Executive Director until February 2016 and Mr. Cameron Fisher is a substantial shareholder of the company.
		Yes	The length of service of each director is as follows: Mr. Matthew Driscoll – since February 2011 Mr. Cameron Fisher - since February 2016 Mr. Peter Butterss – since February 2016 Mr. Paul Spottiswood – since April 2016
2.4	A majority of the board of a listed entity should be independent directors.	No	Although the composition of the Board does not satisfy the tests of independence as detailed in Recommendation 2.3, the company believes that the current Board represents the best mix of directors that have an appropriate range of qualifications and expertise, can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of the Company. The Board may seek to appoint additional non-executive directors in the future.
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.	No	The chair of the company does not meet the ASX Principles' criteria for independence as he was an Executive Director until 29 February 2016. However, his experience and knowledge of the Company make his contribution to the Board such that it is appropriate for him to remain as Chair of the Board. The CEO is not the same person as the chair of the company.



Corpor	ate Governance Council recommendation	Compliance	Additional information
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.	Yes	The Board Charter includes details of the director induction process. It is the responsibility of the talent & remuneration committee (currently undertaken by the board as a whole) for ensuring that there is an appropriate induction and orientation program in place, and for developing an appropriate training and development program for Directors. In accordance with the Board Charter, all directors are encouraged to undergo continual professional development, and the Board provides professional development opportunities to address skill gaps where they are identified. The company also provides resources to help develop and maintain its directors' skills and knowledge.
PRINCI	PLE 3 – ACT ETHICALLY AND RESPONSIBLY		
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.	Yes Yes	The company Code of Conduct, which forms part of the Company's Corporate Governance Framework is available on the company's website.



Corporate	Governance Council recommendation	Compliance	Additional information		
PRINCIPLE	PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING				
	ne board of a listed entity should: (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) 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.	Yes n/a	The audit & risk committee charter states that membership should consist of three members, appointed by the Board "where possible" from amongst the non-executive directors, a majority of who "where possible" will also be independent, and that the chair will be an independent director who is not the chair of the board. Following the resignation of Mr. Robert Kipp on 30 May 2017, the committee now consists of two members. A new chair of the committee has yet to be appointed. The audit & risk committee charter is available on the company's website. Mr. Matthew Driscoll (Non-Independent Member) has over 30 years' experience in the financial services industry, having provided advice on all aspects of the securities, derivatives and investment markets. He has a Bachelor of Arts Degree, a Graduate Diploma in Education, a Graduate Diploma of Applied Finance, is a Master of the Stockbrokers Association of Australia, a Graduate Member of the Institute of Company Directors and a Senior Fellow of the Financial Services Institute of Australasia (SFFIN). Mr. Paul Spottiswood (Independent Member) is an experienced corporate and strategic adviser, having assisted clients with acquisitions, divestments, capital raisings, initial public offerings and investments in senior executive roles with 333 Capital, Macquarie, Credit Suisse and Transurban. He holds the Chartered Financial Analyst (CFA) designation and a Bachelor of Commerce / Bachelor of Laws (Hons) degree from the University of Melbourne. Mr. Spottiswood is also a member of the Australian Institute for Company Directors.		



Corpo	rate Governance Council recommendation	Compliance	Additional information
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.	Yes	The CEO and Company Secretary execute a section 295A declaration and submit to the audit & risk committee and Board prior to approving the Annual Report.
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.	Yes	The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.
PRINC	IPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and	Yes	A copy of the Continuous Disclosure policy is available on the company's website.
	(b) disclose that policy or a summary of it.	Yes	
PRINC	IPLE 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.	Yes	Information about the Company and its governance can be found on the Company's website.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	An investor relations program has been developed to facilitate effective two-way communication with investors. This program includes a number of actions including the review and development of policies and procedures, engagement of other stakeholders and establishing criteria to measure the performance of the program. The aim of the program is to provide an opportunity for investors and other financial market participants to express their views to the entity on matters of concern or interest to them.



Corpo	rate Governance Council recommendation	Compliance	Additional information
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.	Yes	In accordance with the Shareholder Communications Policy, shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.
			Security holders who are unable to attend the meetings are able to provide questions or comments ahead of the meeting, and where appropriate, these questions are answered at the meeting.
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.	Yes	Our share registry has an on-line portal for security holders to utilise, and buyMyplace will be using the communications preferences identified to enable electronic communications with security holders. Our website also contains an area where interested security holders can register to receive electronic communications directly from the entity from time to time.
PRINC	IPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should:		
	(a) have a committee or committees to oversee risk, each of which:	Yes	Refer to Recommendation 4.1 above for information relating to the audit & risk committee, the charter of which is available on the company's website.
	 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.	n/a	



Corpor	ate Governance Council recommendation	Compliance	Additional information
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes Yes	The audit & risk committee charter requires that the committee should, at least annually, satisfy itself that the Company's risk management framework continues to be sound. The risk management strategy is currently being reviewed.
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 evaluating and continually improving the effectiveness of its risk management and internal control processes.	n/a Ye s	The Company does not have an internal audit function. The audit & risk committee monitors the need for an internal audit function and identifies any special projects or investigations necessary to assess and ensure the effectiveness of its risk management and internal control processes.
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.	Yes	The company's Corporate Governance framework requires the company to 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. The company discloses this information in its Annual Report and on its ASX website as part of its continuous disclosure obligations.



Corporate Governance Council recommendation		Compliance	Additional information	
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.	No Yes	As part of the annual board and committee evaluation process, the board has reviewed the necessity of establishing a talent & remuneration committee and decided that the board as a whole is able to deal efficiently and effectively with setting the level and composition of remuneration for directors and senior executives and ensuring that remuneration is appropriate and not excessing without establishing a separate remuneration committee. The full Board did not convene as a talent & remuneration committee during the financial year, however, talent & remuneration committee related discussions occurred from time to time during the year as required in accordance with the talent & remuneration Committee Charter which is available on the company website.	
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.	Yes	Non-Executive Directors are paid a fixed annual fee in addition to their statutory superannuation entitlements, and are fully reimbursed for any out of pocket expenses necessarily incurred in carrying out their duties. All Executive Directors and senior executives of the company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their respective employment agreements with the company or its subsidiaries. The remuneration of Executive Directors and senior executives is set in accordance with the Remuneration Policy found on our website. Details of the remuneration of the Directors and other executives are set out in the Remuneration Report (which forms part of the Directors' Report contained in the Company's 2017 Annual Report).	



Corporate Governance Council recommendation		Compliance	Additional information
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	Yes	The Incentive Option Scheme and the Performance Rights Plan prohibit participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.
	(b) disclose that policy or a summary of it.	Yes	A copy of the Option Scheme and Performance Rights Plan can be found on the company's website.