

THE MARKET HERALD LIMITED
ACN 611 717 036
(Company)

**CORPORATE GOVERNANCE STATEMENT FOR
THE FINANCIAL YEAR ENDING 30 JUNE 2020**

This Corporate Governance Statement is current as at 28 August 2020 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2020, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**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 Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Policies are available on the Company's website at <http://investors.hotcopper.com.au/>.

RECOMMENDATIONS (4th Edition)	COMPLY	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company has adopted Corporate Governance Policies that set out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Corporate Governance Policies set out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Corporate Governance Policies is available on the Company's website.

Recommendation 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 relevant to a decision on whether or not to elect or re-elect a Director.	YES	(a) The Company has guidelines for the appointment and selection of the Board in its Corporate Governance Policies. The Company's Corporate Governance Policies requires that prior to appointing a director or recommending a new candidate for election as a director that appropriate checks are undertaken as to the persons character, experience, education, criminal record and bankruptcy history. The Company will continue undertake these checks in the future prior to appointing a director or recommending a new candidate for election as a director. (b) Under the Corporate Governance Policies, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director. The Board will ensure this material information is included in the related Company Notice of Annual General Meeting for such an appointment.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Company's Corporate Governance Policies require the Company to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has had written agreements with each of its Directors and senior executives for the past financial year.
Recommendation 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	The Corporate Governance Policies outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary reports to the Board through the Chairman and is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and dispatch of Board agenda and briefing material. All directors have access to the Company Secretary.
Recommendation 1.5 A listed entity should:	PARTIALLY	(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable

(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: (i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and (ii) either: (A) 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 (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 the Workplace Gender Equality Act.		diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives if any have been set and the Company's progress in achieving them. (b) The Diversity Policy is available, as part of the Corporate Governance Policies, on the Company's website. (c) The Board did not set measurable gender diversity objectives for the past financial year because the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles would, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit. The respective proportions of men and women on the Board, across the whole organisation for the past financial year is disclosed below – <table data-bbox="1249 785 1751 912"> <thead> <tr> <th></th><th>Female</th><th>Male</th></tr> </thead> <tbody> <tr> <td>Board</td><td>0%</td><td>100%</td></tr> <tr> <td>Whole organization</td><td>50%</td><td>50%</td></tr> </tbody> </table>		Female	Male	Board	0%	100%	Whole organization	50%	50%
	Female	Male									
Board	0%	100%									
Whole organization	50%	50%									
Recommendation 1.6 A listed entity should:	YES	(a) The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board on an annual basis. In addition, each Board sub-committee, if applicable, is required to undertake an annual performance review of its own activities annually. The Chairman									

(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.		shall review each Director at least once every calendar year. The process for this is set out in the Company's Corporate Governance Policies, which is available on the Company's website. (b) The Company's Corporate Governance Policies requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Board completed to it's satisfaction a review of performance during the financial year.
Recommendation 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.	YES	(a) The Chairman is responsible for evaluating the performance of the Company's Managing Director on an annual basis. The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for approving changes to remuneration or contract terms of the Managing Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Policies, which are available on the Company's website. (b) The Company has completed an informal performance evaluation in respect of the Managing Director during the year.
Principle 2: Structure the Board to add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee;	PARTIALLY	(a) The Company's Corporate Governance Policies provide for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on the Company's website. (b) Given the size of the Company, the Board carries out the duties

(iv) the members of the committee; and (v) 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.		that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively and (i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules. Mr Pismiris, Mr Argyle and Mr Chenu are deemed to be independent.
Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	YES	Under the Corporate Governance Policies, the Board is required to prepare a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. The Company has a Board skill matrix. A copy is available on the Company's website. The Corporate Governance Policies require the disclosure of each Board member's qualifications and expertise. Full details of each Director's and senior executive's relevant skills and experience is available in the Company's 30 June 2020 Annual Report.

Recommendation 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 of the ASX Corporate Governance Principles and Recommendation, 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	(a) The Corporate Governance Policies require the disclosure of the names of Directors considered by the Board to be independent. The Company's Chairman Alec Pismiris and Non-executive Director Colin Chenu are considered to be independent. Managing Director, Jag Sanger is not considered independent due to his management responsibility for the business. (b) Non-executive Director Gavin Argyle is considered to be independent despite his family's substantial shareholding in the Company, as the Board believes this does not compromise his independence. (c) The Company's Annual Report discloses the length of service of each Director.
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	YES	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board had an independent majority during the period. The Board considers the composition of the Board is appropriate in the context of the size of the Board and the Company and the scope and scale of the Company's operations.
Recommendation 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.	YES	The Corporate Governance Policies provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO. The current Chairman, Alec Pismiris, is independent and is not the CEO/Managing Director of the Company.

Recommendation 2.6 A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.	YES	In accordance with the Company's Corporate Governance Policies the Board is responsible for implementing an induction program for new Directors to ensure that they gain an understanding of the Company and that they can effectively discharge their responsibilities. The Company Secretary assists in the facilitation of inductions and professional development. The Company Secretary regularly provides information to the Directors which may assist in their ongoing professional development.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Company's Values are available on the Company's website.
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and (2) any other material breaches of that code that	YES	a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Policies) is available on the Company's website.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	YES	a) The Company has adopted a whistleblower policy which is available on the Company's website. b) The Board are advised of all material incident

Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and; (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	YES	a) The Company has adopted an anti-bribery policy which is available on the Company's website. b) The Board are advised of all material incident
Principle 4: Safeguard integrity in financial reporting		

Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	PARTIALLY	(a) The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair. The Charter is available on the Company's website. The Company did not have an Audit and Risk Committee for the past financial year as the Board did not consider the Company would benefit from its establishment, and does not currently have one. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. (b) As noted above, the Company did not have a separate Audit and Risk Management Committee for the past financial year as the Board did not consider the Company would benefit from its establishment. The Board carries out the duties that would ordinarily be carried out by the Audit and Risk Management Committee including the following processes to oversee the entity's risk management framework: • 'Risk' is a standing agenda item at each Board meeting whereby any changes to the risk profile of the Company from prior period
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		are noted by the Managing Director. The Board are encouraged to update and challenge the matters disclosed in the area of risk at each Board meeting; and • prior to approval of the Company's statutory financial statements, the Board had the opportunity to meet with the Company's auditors as appropriate.
Recommendation 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 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 Company's Audit and Risk Management Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company has obtained a sign off on these terms for each of its financial statements during the financial year.
Recommendation 4.3 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.	YES	The Company has a process where the reports are prepared by the financial controller, reviewed by the Managing Director / Chairman before the Board approves the release to the ASX.
Principle 5: Make timely and balanced disclosure		
Recommendation 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.	YES	(a) The Company's Corporate Governance Policies details the Company's Disclosure policy. (b) The Corporate Governance Policies, which incorporates the Disclosure policy, is available on the Company's 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.	YES	Any announcement is drafted by the appropriate department then reviewed by the Company Secretary and Managing Director before board approval. The announcement is then released to the ASX.
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.	YES	All investor presentations are released to the ASX ahead of any meeting.
Principle 6: Respect the rights of security holders		
Recommendation 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 including the Corporate Governance Policies, Board Skills Matrix and the Corporate Governance Statement is available in the Corporate Governance page on the Company's website at http://investors.hotcopper.com.au/ .
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	The Company's Corporate Governance Policies states that the Board is committed to open and accessible communication with holders of the Company's securities. Disclosure of information and other communication is made as appropriate by mail or email. Security holders are given the option to receive communication from, and send communications to, the Board and its security registry electronically. The Company's security holder communications strategy aims to promote and facilitate effective two-way communication with investors. The Corporate Governance Policies outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.
Recommendation 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	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the dispatch 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.

Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	All resolutions dealing with ASX Listing Rule issues are decided based on a poll.
Recommendation 6.5 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	The security holder communication strategy provides security holders with the option to receive communication from, and send communications to, the Board and its security registry electronically. All information provided to the ASX is immediately posted to the Company's website. Shareholder queries are referred to the Company Secretary in the first instance.

Principle 7: Recognise and manage risk		
Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 process it employs for overseeing the entity's risk management framework.	PARTIALLY	(a) The Company's Corporate Governance Policies provides, where practical, for the creation of an Audit and Risk Management Committee with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Company's Corporate Governance Policies contains an Audit and Risk Management Committee Charter which is available on the Company's website. The Company does not have a separate Audit and Risk Committee given the size of the Board and the fact the Board does not consider the Company would benefit from its establishment. However, Mr Pismiris, Chenu and Argyle are deemed to be independent. (b) As noted above, the Company does not have a separate Audit and Risk Management Committee given the size of the Board and the fact the Board does not consider the Company would benefit from its establishment. The Board carries out the duties that would ordinarily be carried out by the Audit and Risk Management Committee including the following processes to oversee the entity's risk management framework. 'Risk' is a standing agenda item at each Board meeting whereby any changes to the risk profile of the Company from prior period is noted by the Managing Director. The Board are encouraged to update and challenge the matters disclosed with respect to the Company's risk at and between each Board meeting and raise any material risks that they believe are not adequately dealt with.
Recommendation 7.2 The Board or a committee of the Board should: (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and	YES	(a) The Audit and Risk Management Committee Charter requires that the Audit and Risk Management Committee, or the Board, should, at least annually, satisfy itself that the Company's risk management framework continues to be sound. (b) The Company's Board and Audit and Risk Management Committee, if established, is focused on the management of risk.

RECOMMENDATIONS (4th Edition)	COMPLY	EXPLANATION
(b) disclose in relation to each reporting period, whether such a review has taken place.		The Company's Board reviews the Company's risks at each Board meeting. The Managing Director is required to report on the management of risk as a standing agenda item at each Board meeting. In addition, the Company's Board or the Audit and Risk Management Committee also reviews the Company's risk management framework at least annually.
Recommendation 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.	YES	(a) The Board believes it is not of a size to justify having an internal audit function for efficiency purposes but will monitor the need for an internal audit function as the size of the Company and its operations grow having regard to the size, location and complexity of the Company's operations. (b) The Company did not have an internal audit function for the past financial year. The Board as a whole is ultimately responsible for establishing and reviewing the Company's policies on risk profile, oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control. In addition, the Board or the Company's Audit and Risk Management Committee, if established, reviews the Company's risk management framework including in relation to internal controls, economic, environmental and social sustainability risk at least annually and monitors the quality of the accounting function. This review was undertaken by the Audit and Risk Management Committee during the financial year.
Recommendation 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 Policies states the risk management policies and procedures shall include a procedure to determine whether the Company has a material exposure to economic, environmental and social sustainability risks and if it does, a policy to manage those risks. The Audit and Risk Management Committee Charter requires the Audit and Risk Management Committee or the full Board is acting as the Audit and Risk Management Committee to assist management determine whether the Company 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

RECOMMENDATIONS (4th Edition)	COMPLY	EXPLANATION
		discloses this information in its Annual Report and on its ASX website as part of its continuous disclosure obligations.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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.	PARTIALLY	(a) The Company's Corporate Governance Policies provides for the creation of a Remuneration and Nomination Committee (if it is considered it will benefit the Company and if practical), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available in the Corporate Governance Policies on the Company's website. The Company does not have a separate Remuneration Committee given the size of the Board and the fact the Board does not consider the Company would benefit from its establishment. However, Mr Pismiris, Chenu and Argyle are deemed to be independent. (b) As noted above, the Company did not have a separate Remuneration Committee for all of the past financial year given the size of the Board and as the Board did not consider the Company would benefit from its establishment. The Board currently carries out the duties that would ordinarily be carried out by the Remuneration and Nomination Committee. The Board undertakes this role with the assistance of any external advice which may be required from time to time. Remuneration levels are competitively set to attract suitably qualified and experienced Directors and senior Executives, having regard for Company performance.
Recommendation 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 and ensure that the different roles and responsibilities of non-executive Directors compared to	YES	The Company's Corporate Governance Policies requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the remuneration report contained in the Company's 30 June 2019 Annual Report as well as being disclosed on the Company's website.

RECOMMENDATIONS (4th Edition)	COMPLY	EXPLANATION
executive Directors and other senior executives are reflected in the level and composition of their remuneration.		
Recommendation 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.	N/A	(a) The Company does not have an equity based remuneration scheme for directors during the past financial year. Under the Company's Corporate Governance Policies, participants are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme unless specifically approved by the Board. This does not stop directors being offered equity from time to time. (b) The employee equity scheme for employees other than directors was approved at the 2018 Annual General Meeting.