

Global Value Fund Limited (Company) Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory. However, the Company will be required to provide a statement in future annual reports disclosing the extent to which the Company has followed the Recommendations.

	Recommendations	Compliance	Comment
1.	Lay solid foundations for management and oversight		
1.1.	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Complies	The Company's Board Policy and the management agreement between the Company and Metage Capital Limited (Manager) set out the specific responsibilities of the board and those delegated to the Manager.
1.2.	Companies 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.	Will comply	The board is responsible for ensuring it is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and the best standards of governance. This will necessarily include undertaking background and other checks before appointing a person or putting them forward to security holders as a candidate for election as a director, as well as providing all material information relevant to a decision for election as a director.
1.3.	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	The directors received a letter agreement setting out the terms of their appointment.
1.4.	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	The company secretary is accountable directly to the board.
1.5.	Companies 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	Does not comply	The board will determine the appropriate policy concerning diversity. This policy will include a recommendation as to whether it is appropriate for the board to establish measureable objectives for achieving gender diversity for the board to assess annually.

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	<p>them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(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 progress towards achieving them and either:</p> <p>(i) 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</p> <p>(ii) 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.</p>		
1.6.	<p>Companies should disclose:</p> <p>(a) a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Will comply	<p>The performance of directors will be assessed and reviewed by the board. To determine whether it is functioning effectively, the board shall:</p> <ul style="list-style-type: none"> ➤ review its Corporate Governance Charter annually; and ➤ perform an evaluation of the board's performance at intervals considered appropriate <p>The board is responsible for undertaking an annual performance evaluation of itself and its members in light of the Company's Corporate Governance Charter. The board will review its performance by discussion and by individual communication with the Chairman and by reference to generally accepted board performance standards.</p>

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1.7.	Companies should disclose the process for evaluating the performance of senior executives.	N/A	The Company does not have any senior executives. The business of the Company is managed by the Manager.
1.8.	Provide the information indicated in <i>Guide to reporting on Principle 1</i> .	Will comply	The Company will provide an explanation of any departures from Recommendations 1.1 – 1.7 (if any) in future annual reports. The functions of the board are set out in the Company's Board Policy.
2.	Structure the board to add value		
2.1.	<p>The board should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has a 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: <u>OR</u> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Complies with (b)	The board does not have and does not intend to establish such a committee because the formation of such a committee would be inefficient given the Company's size and nature. It would not serve to protect or enhance the interest of shareholders. The board will deal with this issue as a whole. Should the size of the Company change, the board will consider establishing a separate nomination committee.

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2.2.	Companies should have 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	Complies	As set out in the Replacement Prospectus
2.3.	Companies 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.	Complies	(a) The board considers Jonathan Trollip and Chris Cuffe to be independent directors; (b) N/A; (c) all directors were appointed at incorporation on 20 March 2014.
2.4.	A majority of the board should be independent directors.	Does not comply	Two of the four directors are independent.
2.5.	The chair should be an independent director.	Complies	The Chairman is independent. The Company does not have a chief executive officer.
2.6.	Companies 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	Complies	The Company Secretary is responsible for arranging for new directors to undertake an induction program. The Company believes it important for directors to keep up to date with the law and the principles of management and encourages directors to attend relevant conferences and seminars. The Company will reimburse directors their reasonable expenses incurred in such continuing education events
2.7.	Provide the information indicated in <i>Guide to reporting on Principle 2</i> .	Will comply	The Company will provide an explanation of any departures from Recommendations 2.1 - 2.6 in future annual reports.
3.	Act ethically and responsibly		
3.1.	Companies should: (a) have a code of conduct for its directors, senior	Will comply	The Company has adopted a formal code of conduct. This is incorporated into the Company's Corporate Governance Charter. The Company requires all its directors to comply with the standards of behaviour and business ethics in accordance with the law and the code of conduct. These include acting

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	<p>executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>		honestly and with integrity and fairness in all dealings with others and each other, managing conflicts of interests, complying with the laws that govern the Company's business and its operations and acting ethically in their approach to business decisions.
3.2.	Provide the information indicated in <i>Guide to reporting on Principle 3</i> .	Will comply	The Company will provide an explanation of any departures from Recommendation 3 in future annual reports.
4.	Safeguard integrity in corporate reporting		
4.1.	<p>The board should establish an audit committee. The audit committee should be structured so that it:</p> <ul style="list-style-type: none"> ➤ has at least three members ➤ consists only of non-executive directors ➤ consists of a majority of independent directors ➤ is chaired by an independent chair, who is not chair of the board ➤ has at least three members. 	Will comply	<p>The board will establish an audit committee. The audit committee will comprise Chris Cuffe (Chairman and not Chairman of the board), Jonathan Trollip and Miles Staude; all non executive directors and a majority independent.</p> <p>The audit committee will</p> <ul style="list-style-type: none"> ➤ table a charter for adoption at its first meeting; ➤ set out the relevant qualifications and experience of the members of the committee, and the number of times it met throughout the period (and individual attendance of members).
4.2.	The board should, before it approves the 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..	N/A	The Manager is responsible for preparing the declaration pursuant to section 295A of the Corporations Act as the Company does not have a chief executive officer (or equivalent) or a chief financial officer (or equivalent). Accordingly, the board will seek to procure that the Manager puts in place sound systems of risk management and internal controls and ensure that the systems are operating effectively in all material respects in relation to financial reporting risks.
4.3.	Companies that have an AGM should ensure that the external auditor attends the AGM and is available to answer questions from security holders relevant to the audit.	Will comply	The Company's auditor will attend its AGM and be available to answer questions from security holders.

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4.4.	Provide the information indicated in <i>Guide to reporting on Principle 4</i> .	Will comply	The Company will provide the relevant details (including an explanation of any departures from Recommendations 4.1 - 4.3) in future annual reports.
5.	Make timely and balanced disclosure		
5.1.	Companies should establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Will comply	<p>The Company will operate under the continuous disclosure requirements of the ASX Listing Rules as set out in its Continuous Disclosure Policy. The Company will ensure that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company.</p> <p>The Company Secretary has the responsibility for ensuring that all relevant information is released to the market in a timely manner in consultation with the board. The Company considers this to be a satisfactory protocol given the size and nature of the Company.</p> <p>The Company will make this policy publicly available.</p>
5.2.	Provide the information indicated in <i>Guide to reporting on Principle 5</i> .	Will comply	The Company will provide an explanation of any departures from Recommendation 5.1 in future annual reports.
6.	Respect the rights of shareholders		
6.1.	Companies should provide information about themselves and their governance to investors via its website.	Will comply	The Company will make information about itself and its governance available to investors via its website.
6.2.	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Will comply	The board has developed a strategy within its Continuous Disclosure Policy to ensure that shareholders are informed of all major developments affecting the Company's performance, activities and state of affairs. This includes having a website to facilitate communication with shareholders via electronic methods. In addition, the Company publishes regular shareholder communications, such as half yearly and annual reports and provides shareholders with an opportunity to access such reports and other releases electronically.
6.3.	Companies should disclose the policies and processes in place to facilitate and encourage participation at meetings of security holders.	Will comply	The board encourages full participation of shareholders at the Company's annual general meetings and any general meetings to ensure a high level of accountability and identification with the Company's strategy. The external auditor will also be invited to attend the annual general meeting of shareholders and will be available to answer any questions concerning the conduct, preparation and content of the auditor's report.

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6.4.	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Will comply	As above at 6.2
6.5.	Provide the information indicated in <i>Guide to reporting on Principle 6</i> .	Will comply	The Company will provide an explanation of any departures from Recommendations 6.1 - 6.4 in future annual reports.
7.	Recognise and manage risk		
7.1.	<p>The board should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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; <u>OR</u></p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employ for overseeing the entity's risk management framework.</p>	Complies with (b)	Due to the size of the Company, the responsibility for the effectiveness of risk management and internal compliance and control will rest with the board. The board will liaise with and oversee the application by the Manager of the risk management protocols.
7.2.	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be</p>	Will comply	The board will review and oversee the operation of systems of risk management at least annually to ensure that the significant risks facing the Company are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with, and liaise with

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	<p>sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		the Manager to identify and manage risk.
7.3.	<p>Companies should disclose:</p> <p>(a) if they have an internal audit function, how the function is structured and what role it performs; <u>OR</u></p> <p>(b) if they do not have an internal audit function, that fact and the processes employed for evaluation and continually improving the effectiveness of risk management and internal control processes..</p>	Does not comply	As a small company, the Company does not have an internal audit function. The board works closely with the Manager to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives.
7.4.	Companies should disclose whether they have any material exposure to economic, environmental and social sustainability risks and, if so, how they manage or intend to manage those risks.	Will comply	The board will seek to procure that the Manager puts in place sound systems of risk management and internal controls and ensure that the systems are operating effectively in all material respects in relation to reporting risks.
7.5.	Provide the information indicated in <i>Guide to reporting on Principle 7</i> .	Will comply	The Company will provide the relevant details (including an explanation of any departures from Recommendations 7.1 - 7.4) in future annual reports.
8.	Remunerate fairly and responsibly		
8.1.	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the</p>	Does not comply	The board does not have and does not intend to establish such a committee because the formation of such a committee would be inefficient given the Company's size and nature. It would not serve to protect or enhance the interest of shareholders. The board will deal with this issue as a whole. Should the size of the Company change the Company will consider establishing a separate remuneration committee.

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	<p>number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u></p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		
8.2.	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Complies	The Company does not have any executive directors or senior executives. The remuneration of all non-executive directors is disclosed in the Replacement Prospectus.
8.3.	<p>Companies that have an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	N/A	The Company does not have an equity-based remuneration scheme.
8.4.	Provide the information indicated in <i>Guide to reporting on Principle 8</i> .	Will comply	The Company will provide the relevant details (including an explanation of any departures from Recommendations 8.1 - 8.3) in future annual reports.