

Pureprofile Ltd. (ACN 167 522 901) (Company) Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the ASX Corporate Governance Council's 3rd edition Corporate Governance Principles and Recommendations (**Recommendations**) as at 18 September 2015.

For purposes of lodging the Appendix 4G in compliance with Listing Rule 4.7.3, it should be noted that the Company was admitted to the official list of the ASX on 27 July 2015. Accordingly, the Recommendations have only been recently adopted (where applicable) and the Company did not comply with them for the whole period of the financial year ending 30 June 2015.

	Recommendations	Compliance (Yes / No)	Comment
1.	Lay solid foundations for management and oversight		
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.	Yes	<p>The role and responsibilities of the Board and management is defined in the Board Charter.</p> <p>The matters expressly reserved to the Board and those delegated to management are also defined in the Board Charter.</p> <p>A copy of the Company's Board Charter is available on its website at: http://businesses.pureprofile.com/investors/corporate-governance </p>
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.	Yes	<p>In respect of all directors, both a police check and insolvency check was performed to re-confirm their appointment (in the case of directors who were directors prior to listing) and before they were appointed (in the case of directors who were appointed prior to listing).</p> <p>All material information relevant to a decision on whether or not to elect or re-elect a director will be provided in the notice of meeting to the AGM.</p>

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1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>Under the Company's Board Charter, directors must be appointed in accordance with the ASX Listing Rules.</p> <p>To comply with the ASX Listing Rules, each Non-Executive Director has been provided with a letter of appointment. In the case of executive directors, all terms of their appointment are included in their written employment contracts.</p> <p>In the case of senior executives, under the Nomination and Remuneration Committee Charter, all terms of their appointment are required to be included in their written employment contracts.</p>
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	<p>The responsibilities of the company secretary are outlined in the Board Charter. Under 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.</p> <p>A copy of the Board Charter is available on its website at http://businesses.pureprofile.com/investors/corporate-governance</p>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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 	Yes / No	<p>The Company adopted a Diversity Policy as recommended by LR1.5 towards the end of the previous reporting period. This Policy is available on the Company's website at http://businesses.pureprofile.com/investors/corporate-governance.</p> <p>As the policy was only adopted late in the previous</p>

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	<p>towards achieving them, and either:</p> <p>(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</p> <p>(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.</p>		<p>reporting period, the Board has yet to adopt measurable objectives for achieving gender diversity in accordance with the diversity policy.</p> <p>Currently, there are no women on the Board and 14% of the senior executive team comprises women. ‘Senior executive’ is defined as individuals directly reporting to the CEO.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes / No	<p>Performance evaluation will be undertaken by the Chairperson against agreed key performance indicators. In the case of the Chairperson, performance evaluation will be undertaken by the Board against agreed key performance indicators, with the Chairperson excusing himself from such discussion.</p> <p>No performance evaluation was undertaken for the FY15 reporting period as the majority of directors were only appointed during FY15 and the key focus of the directors during this period has been to ensure preparations have been made for the Company to proceed to listing.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes / No	<p>The Board and/or the Nomination and Remuneration Committee will periodically evaluate the performance of the Company’s senior executives against agreed key performance indicators.</p> <p>For the FY15 reporting period, a performance evaluation was not undertaken. This is primarily due to the fact that the majority of the members of the current senior executive team were hired by the Company in the second half of the financial year and the Nomination and Remuneration Committee was</p>

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			only established towards the end of the financial year.
2.	Structure of the Board to add value		
2.1	<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, 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 <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>	Yes	<p>The Nomination and Remuneration Committee members are:</p> <ul style="list-style-type: none"> • Clifford Rosenberg (Non-Executive and independent Director) – Chairman of Committee; • Fredrick Swaab (Non-Executive Chairman / not independent) – Member of Committee; • Andrew Edwards (Non-Executive and independent Director) – Member of Committee. <p>The Charter of the Nomination and Remuneration Committee is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p> <p>The number of times the Committee met throughout the FY15 reporting period and the individual attendances of the members at those meetings is contained in the Directors' Report of the Annual Report.</p>
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	<p>Under the Nomination and Remuneration Committee Charter, it is the responsibility of the Committee to develop and disclose a Board skills matrix and the Annual Report will disclose these matters.</p> <p>The Nomination and Remuneration Committee was established towards the end of the previous reporting period and has yet to adopt a Board skills matrix. It is intended that the Nomination and Remuneration</p>

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			Committee will adopt a Board skills matrix.
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Corporate Governance Principles and Recommendations but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<ul style="list-style-type: none"> • Fredrick Swaab (non-independent) – 15 years, 3 months • Paul Chan (non-independent) – 15 years, 3 months • Geoffrey Nesbitt (non-independent) – 11 months • Clifford Rosenberg (independent) – 3 months • Andrew Edwards (independent) – 3 months <p>Additional information regarding each director is available on the Company's website at http://businesses.pureprofile.com/investors/corporate-governance as well as in the Annual Report.</p>
2.4	A majority of the Board of a listed entity should be independent directors.	No	<p>Owing to the size of the Board, the majority of the Board is not independent.</p> <p>The Board has determined that the size of the Board is appropriate given the size of the Company. Further, it is also appropriate for the time being to have each of the three non-independent Directors as members of the Board as they understand the history of the Company and have an intimate knowledge of the Company to oversee the operations of the business in its transition into a listed company. The Board believes that each of these non-independent Directors bring objective and independent judgment to the Board's deliberations.</p>
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	While the Chairman of the Board (Fredrick Swaab) and the CEO (Paul Chan) are different persons, the Chairman is not considered to be independent.

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			Given the length of tenure of Fredrick Swaab as Chairman and his intimate knowledge and experience of the Company's business, the Board believes it is appropriate for the time being to have him continue as Chairman as the Company transitions to a listed company. The Board is also of the opinion that Fredrick Swaab is able to and does bring quality and independent judgment to all relevant issues falling within the scope of the role of Chairman.
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	<p>Newly appointed directors are provided the following information about the Company:</p> <ul style="list-style-type: none"> • the Company's operations and the industry sectors in which it operates; • the Company's financial, strategic, operational and risk management position; • governance matters, policies and procedures; and • the director or Committee member's rights, duties and responsibilities. <p>The Company maintains an open-door training policy for all staff. Any professional development opportunities that a director requests and considers to be appropriate and relevant will be provided to them, subject to the approval of the Chairperson.</p>
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	<p>The Company has a Code of Conduct. The Code respectively are available at the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p>

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4.	Safeguard integrity in corporate reporting		
4.1	<p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the Board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Yes / No	<p>The Audit Committee members are:</p> <ul style="list-style-type: none"> • Fredrick Swaab (Non-Executive Chairman / not independent) – Chairman of Committee; • Clifford Rosenberg (Non-Executive and independent Director) – Member of Committee; • Andrew Edwards (Non-Executive and independent Director) – Member of Committee. <p>The Audit Committee comprises two non-executive directors and the non-executive chairman of the Board. However, the Audit Committee is chaired by Fredrick Swaab, who is not an independent director and who is the chairman of the Board.</p> <p>Since the appointments of the two independent Non-Executive Directors are recent (appointed in June 2015), the Board has determined that it is more appropriate for the time being to have a Director who understands the history and has an intimate knowledge of the Company to oversee the Audit Committee.</p> <p>However, the Board believes that the experience and industry knowledge of the two independent Non-Executive Directors will ensure objective and independent judgment in carrying out their responsibilities on the Audit Committee. The Board will review the composition of the Audit Committee at an appropriate time in the future.</p> <p>The Charter of the Committee is available on the</p>

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			<p>Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p> <p>The relevant qualifications and experience of the members of the Committee and the number of times the Committee met throughout the FY15 reporting period and the individual attendances of the members at those meetings is contained in the Directors' Report of the Annual Report.</p>
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 Company has received 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 Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
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 Company will ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.
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.	Yes	<p>The Company has adopted a Continuous Disclosure and Communication Policy, which complies with the ASX Listing Rules.</p> <p>A copy of the Policy is available on the Company's website at http://businesses.pureprofile.com/investors/corporate-governance</p>

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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	The Company's website contains information about its corporate governance policies on its website.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has a Continuous Disclosure and Communication Policy. The Policy is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance
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	The Company and its Board encourage shareholders to actively participate at AGMs. The Company's Continuous Disclosure and Communication Policy is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance
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	<p>Security holders have the option of receiving communications from the Company electronically by making such an election and providing their email address to the share registry. Security holders may also send electronic communications to the Company via its investor contact web page at http://businesses.pureprofile.com/investors</p> <p>Security holders have the option of receiving communications from the share registry electronically by making such an election and providing their email address to the share registry. They can also communicate to the share registry electronically via email, enquiries@boardroomlimited.com.au.</p> <p>These contact details are provided on the Company's website at http://businesses.pureprofile.com/investors</p>

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7.	Recognise and manage risk		
7.1	<p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, 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 <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes / No	<p>This task is undertaken by the Audit Committee in accordance with its Charter. The Audit Committee members are:</p> <ul style="list-style-type: none"> • Fredrick Swaab (Non-Executive Chairman / not independent) – Chairman of Committee; • Clifford Rosenberg (Non-Executive and independent Director) – Member of Committee; • Andrew Edwards (Non-Executive and independent Director) – Member of Committee. <p>The Audit Committee comprises two non-executive directors and the non-executive chairman of the Board. However, the Audit Committee is chaired by Fredrick Swaab, who is not an independent director and who is the chairman of the Board.</p> <p>Since the appointments of the two independent Non-Executive Directors are recent (appointed in June 2015), the Board has determined that it is more appropriate for the time being to have a Director who understands the history and has an intimate knowledge of the Company to oversee the Audit Committee, and in particular the risk management aspects of the Committee's function.</p> <p>However, the Board believes that the experience and industry knowledge of the two independent Non-Executive Directors will ensure objective and independent judgment in carrying out their responsibilities on the Audit Committee. The Board will review the composition of the Audit Committee at</p>

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			<p>an appropriate time in the future.</p> <p>The charter of the Committee is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p> <p>The number of times the Committee met throughout the FY15 reporting period and the individual attendances of the members at those meetings is contained in the Directors' Report of the Annual Report.</p>
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 sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company's risk management framework was initially reviewed and adopted by the Board in June 2015 as part of the risk management policy.</p> <p>Under its Charter, the Audit Committee is responsible for reviewing the Company's risk management framework at least annually.</p> <p>The Audit Committee Charter is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function. The process for evaluating and continually improving the effectiveness of its risk management and internal control processes is overseen by the Audit Committee in accordance with its Charter.</p> <p>Under the terms of its risk management policy, the</p>

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			<p>Company has also adopted a risk management model. Under this model, members of the senior management team are responsible for implementing risk management measures and monitoring identified risks.</p> <p>The Company's Audit Committee Charter and risk management policy are available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p>
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 economic, environmental and social sustainability risks to which the Company has any material exposure and how they will be managed are disclosed in the Company's prospectus. Any new information will be announced to the market in accordance with the requirements of the ASX listing rules.
8.	Remunerate fairly and responsibly		
8.1	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, 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 <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</p>	Yes	<p>The Nomination and Remuneration Committee members are:</p> <ul style="list-style-type: none"> • Clifford Rosenberg (Non-Executive and independent Director) – Chairman of Committee; • Fredrick Swaab (Non-Executive Chairman / not independent) – Member of Committee; • Andrew Edwards (Non-Executive and independent Director) – Member of Committee. <p>The Charter of the Nomination and Remuneration Committee is available at the Company's website: http://businesses.pureprofile.com/investors/corporate-governance</p>

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	remuneration is appropriate and not excessive.		The number of times the Committee met during each reporting period and the individual attendances of the members at those meetings are contained in its Annual Report.
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	This information is available on the Company's remuneration report, included in its Annual Report.
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.	Yes	Under the Securities Trading Policy, participants are prohibited from dealing in derivatives, hedging or other similar arrangements in securities that: <ul style="list-style-type: none"> • have not vested; • have not been released to the participant; or • have vested but are subject to trading restrictions. This Policy is available on the Company's website: http://businesses.pureprofile.com/investors/corporate-governance