

CORPORATE GOVERNANCE STATEMENT

This document discloses the extent to which OM Group Holdings Ltd ACN 164 521 395 (to be renamed TopBetta Holdings Ltd) (**Company**) will follow, as at the date of its admission to the official list of ASX Limited (**ASX**), the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). Capitalised terms used in this Corporate Governance Statement are defined in the prospectus issued by the Company in connection with the initial public offer of the Company's securities on the ASX (**Prospectus**).

Corporate Governance Council recommendation		Will the Company comply with the Corporate Governance Council recommendation from listing on ASX?	Additional comments
PRINCIPLE 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	Please refer to Section 6.9 of the Prospectus and the Board Charter (available via the Company's website, www.topbetta.com).
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	Please refer to Section 6.9 of the Prospectus and the Nomination and Remuneration Committee Charter (available via the Company's website, www.topbetta.com).
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Please refer to Section 6.9 of the Prospectus and the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy (available via the Company's website, www.topbetta.com). The Company has entered into a written agreement with each director and 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	Please refer to Section 6.9 of the Prospectus and the Board Charter (available via the Company's website, www.topbetta.com).

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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 towards achieving them and either: <ul style="list-style-type: none"> (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	<p>Please refer to Section 6.9 of the Prospectus and the Company's Diversity Policy (available via the Company's website, www.topbetta.com) for further detail.</p> <p>The Diversity Policy requires the Board to establish measurable objectives for achieving gender diversity within the Company's business and will require senior management to report annually on the achievement of those objectives.</p> <p>The Board intends to disclose these matters in its future annual reports as required under ASX Recommendation 1.5.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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. 	Yes	<p>Please refer to Section 6.9 of the Prospectus and the Company's Nomination and Remuneration Committee Charter (available via the Company's website, www.topbetta.com) for further detail.</p> <p>As required under ASX Recommendation 1.6, the Board intends to disclose these matters in its future annual reports.</p>
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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	<p>Please refer to Section 6.9 of the Prospectus and the Company's Nomination and Remuneration Committee Charter (available via the Company's website, www.topbetta.com) for further detail.</p> <p>As required under ASX Recommendation 1.7, the Board intends to disclose these matters in its future annual reports.</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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 Company has established the Nomination and Remuneration Committee, and adopted the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy, for the purpose of addressing 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> <p>Please refer to Section 6.9 of the Prospectus and the Company's Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy (available via the Company's website, www.topbetta.com) for further details.</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.	Yes	Please refer to Section 6.9 of the Prospectus and the Company's Nomination and Remuneration Committee Charter, Selection and Appointment of Directors Policy and Diversity Policy (available via the Company's website, www.topbetta.com) for further details.
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 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	<p>The Board consists of four directors, with each of Nick Chan, Matthew Cain and Simon Dulhunty considered to be an independent, non-executive director. Messers Cain and Dulhunty were appointed as Directors on 6 October 2015 and Mr Chan was appointed as a Director on 29 October 2015.</p> <p>Please refer to Section 6.1 of the Prospectus for details of each Director's skills, experience and qualifications.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Yes	Three of the four Directors are considered to be independent.

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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	Mr Nick Chan, the Company's Chairman, is an independent non-executive Director.
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	Please refer to the Company's Nomination and Remuneration Committee Charter (available via the Company's website, www.topbetta.com) for further details.
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	Yes	Please refer to Section 6.9 of the Prospectus and the Company's Code of Conduct (available via the Company's website, www.topbetta.com) for further details.

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PRINCIPLE 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	<p>The Company has established the Audit and Risk Committee, and adopted the Audit and Risk Committee Charter, which provides for the processes to be employed in independently verifying and safeguarding the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p>The Audit and Risk Committee is comprised of Messers Cain (Chair), Dulhunty and Chan, each of which is an independent non-executive director.</p> <p>The relevant qualifications of each member of the Audit and Risk Committee is set out in Section 6.1 of the Prospectus.</p> <p>Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter (available via the Company's website, www.topbetta.com) for further details.</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	Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter and Risk Management Policy (available via the Company's website, www.topbetta.com) for further details.
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	Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter (available via the Company's website, www.topbetta.com) for further details.

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PRINCIPLE 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	Please refer to Section 6.9 of the Prospectus and the Company's Continuous Disclosure Policy (available via the Company's website, www.topbetta.com) for further details.
PRINCIPLE 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 regarding the Company, its business and its governance is available on its website, www.topbetta.com .
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Please refer to Section 6.9 of the Prospectus and the Company's Shareholder Communications Policy (available via the Company's website, www.topbetta.com) for further details.
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	Please refer to Section 6.9 of the Prospectus and the Company's Shareholder Communications Policy (available via the Company's website, www.topbetta.com) for further details.
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	Please refer to Section 6.9 of the Prospectus and the Company's Shareholder Communications Policy (available via the Company's website, www.topbetta.com) for further details.

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PRINCIPLE 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> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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	<p>The Company has established the Audit and Risk Committee, and adopted the Audit and Risk Committee Charter and Risk Management Policy, which oversees the Company's risk management framework.</p> <p>The Audit and Risk Committee is comprised of Messers Cain (Chair), Dulhunty and Chan, each of which is an independent non-executive director.</p> <p>Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter and Risk Management Policy (available via the Company's website, www.topbetta.com) for further details.</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>Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter and Risk Management Policy (available via the Company's website, www.topbetta.com) for further details.</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.</p> <p>Please refer to Section 6.9 of the Prospectus and the Company's Audit and Risk Committee Charter and Risk Management Policy (available via the Company's website, www.topbetta.com) for further details.</p>

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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	If the Company has any material exposure to economic, environmental and social sustainability risk, it will disclosure such exposure and how it manages or intends to manage those risks, in the subsequent annual report.

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PRINCIPLE 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>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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>	Yes	<p>The Company has established the Nomination and Remuneration Committee, and adopted the Nomination and Remuneration Committee Charter and Remuneration Policy, for the purpose of establishing processes for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>The Nomination and Remuneration Committee is comprised of Messers Cain (Chair), Dulhunty and Chan, each of which is an independent non-executive director.</p> <p>Please refer to Section 6.9 of the Prospectus and the Company's Nomination and Remuneration Committee Charter and Remuneration Policy (available via the Company's website, www.topbetta.com) for further details.</p>
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	<p>The remuneration of the Company's Directors is provided in Section 6.5 of the Prospectus.</p> <p>Please refer to Section 6.5 of the Prospectus and the Company's Nomination and Remuneration Committee Charter and Remuneration Policy (available via the Company's website, www.topbetta.com) for further details.</p>
8.3	<p>A listed entity which has 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>	Yes	<p>Disclosure of the Company's equity based remuneration scheme is provided in Section 6.6 of the Prospectus.</p> <p>Please also see the Securities Trading Policy (available via the Company's website, www.topbetta.com) and Section 6.9 of the Prospectus for further details.</p>