



31 March 2020

## **Corporate Governance Statement**

The Board of a2a GN Limited (**a2a** or the **Company**) is committed to maintaining a strong governance framework for the benefit of shareholders and are pleased to advise that the Board has resolved to approve the Company's Corporate Governance Statement (**Statement**) which incorporates the financial year ending 31 December 2019.

A copy of the Statement is attached to this announcement.

Shareholders can also view a copy of this Statement, along with the Company's governance framework policies and charters, on the Company's website as follows:

<https://www.a2aglobalnetwork.com/corporate-governance.html>

The Company Secretary has been authorised by the Board to release this NSX Announcement.

James Barrie  
Company Secretary

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## Corporate Governance Statement – 31 March 2020

The board of A2A GN Ltd (**A2A** or the **Company**) and its controlled entities (together, the **Group**) recognise the importance of good corporate governance to its shareholders, customers, merchants and other stakeholders.

The Company's governance framework is reviewed at least annually by the Board. Copies of the various policies and charters are published on the Company's website: <https://www.a2aglobalnetwork.com/corporate-governance.html>

The directors and management of A2A are committed to ensuring that the Group's business is conducted in accordance with high standards of corporate governance. The board believes that, except where otherwise stated:

- The Group's policies and practices comply in all material respects with the 3<sup>rd</sup> edition of the ASX Corporate Governance Council Principles and Recommendations (ASX Principles and Recommendations); and
- During the year ended 31 December 2019 it has been compliant with the ASX Principles and Recommendations.

This Corporate Governance Statement was approved by the Board of Directors and is current as at 31 March 2020. The Board has subsequently reviewed and updated policies and practices so as to be compliant with the 4<sup>th</sup> edition of the ASX Principles and Recommendations for the financial year ending 31 December 2020.

A checklist cross-checking the ASX Principles and Recommendations to the relevant disclosures in this statement is provided at the end of this Corporate Governance Statement.

### Responsibility of the Board

The Board has adopted a Board Charter which sets out the responsibilities of the Board and its structure and governance requirements.

The Board is charged with promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Group. The Directors are aware of their collective and individual responsibilities to all shareholders for the manner in which the affairs of the Group are managed, controlled and operated.

The Board has a collective responsibility for the management of the Group. There is a clear segregation of roles and responsibilities between the Chairman and Directors to ensure a balance of power and authority.

The Independent Non-Executive Directors do not participate in the day-to-day management of the Group and do not engage in any business dealing or other relationship with the Group and this is to ensure that they are capable of exercising judgment objectively whilst acting in the best interest of the Group, its stakeholders and Shareholders, including minority Shareholders.

### Board composition and conduct

The Board comprises of five Directors. The Chairman of the Board is not the Chief Executive Officer. Two of the Directors are independent non-executive directors. All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core value of integrity with due regard to their fiduciary duties and responsibilities.

The Constitution allows the Board to appoint directors to fill vacancies and to elect the Chair. One third of directors (excluding the CEO and a director appointed to fill a vacancy and rounded down to the nearest whole number) must retire at every annual general meeting (AGM). Other than the CEO, no director may remain in office for more than three years without resigning and standing for re-election. Any director appointed by the Board must stand for election at the next AGM of security holders.

The Board considers that a diverse range of skills, background, knowledge and experience is required in order to effectively govern the Group. The Board members have a broad and diverse range of skills and experience across a number of business areas. The Board identifies the skills and experience required for the effective management of the business, including those required in the future. These key attributes are critical inputs to the annual Board review, development and succession planning/recruitment of new directors.



The key Board skills and experience as contained in the Board's skills matrix are detailed below:

### Skills

Leadership	Driving engagement and enablement, leading organisational change
Risk management	Risk frameworks, setting risk appetite, building and adapting organisational risk culture
Remuneration	Executive incentive arrangements, performance targets
Governance and compliance	Group-wide governance and compliance systems, processes and frameworks
Health and safety	Driving proactive health and safety initiatives and programs
Financial expertise	Accounting, financial reporting, corporate finance, financial internal controls, financial and capital management strategies
Corporate strategy	Setting and reviewing organisational strategy, organic growth and merger & acquisition opportunities

### Experience

Online sales and platforms	Relevant experience within the Company's primary industry
IT	IT strategies and networks, latest innovations in technology platforms relevant to the Company, data collection, storage and security
Small-to-medium businesses	Knowledge of small business operations and challenges
Customer data and insights	Driving strategic insights from the collection and analysis of customer, merchant and digital partner data
Listed company	Listed company experience at senior management and Board levels
Business transformation	Involvement in transformational, continuous improvement and innovative projects

Board support for directors retiring and seeking re-election is not automatic. Prior to each AGM, the Board determines whether it will recommend to security holders that they vote in favour of the re-election of each non-executive director seeking election on a rotational basis. The Company provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a non-executive director in the AGM Notice of Meeting.

The Board conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary. All Directors are provided with the performance and progress reports on a timely basis prior to the scheduled Board meetings. The Board review the Charter on a regular basis, and the Charter will be revised from time to time to meet the expectations of Shareholders and developing best practices.

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including agenda, Board papers and minutes, advising the Board and its Committees on governance matters, monitoring and ensuring that the Board and Committee policies and procedures are followed, communication with regulatory bodies and the NSX and statutory and other filings.

### Board committees

To facilitate and assist the Board in fulfilling its responsibilities, the Board has established the following Board committees which are governed by their own Charters:

- Audit and risk management committee
- Nomination and remuneration committee

Each Committee Charter sets out its specific functions and responsibilities, and other Committees may be established from time to time with specific responsibilities as delegated by the Board. The Committees make recommendations to the Board and have no decision-making power except where expressly authorised by the Board. The relevant qualifications and experience of individual Committee members are set out in the Director's Report contained in the Annual Report.

Due to the size and nature of the Company's operations at this time, the Board has agreed not to convene separate Committee meetings of the Nomination and Remuneration Committee at this juncture, instead the functions and responsibilities contained in this Committee's Charter are conferred upon the entire Board.



### **Audit and Risk Management Committee**

The Audit and Risk Management Committee shall review in depth the annual financial statements of the Group, monitor the integrity of the a2a business' financial reporting system and internal controls, review the statutory accounts and consider accounting issues arising in respect of the Group's affairs and recommend them to the Board for approval.

The members of the Audit and Risk Committee are:

- James Stephen Barrie (Committee Chair)
- Tai Shoo Loo
- Chih Chong

The members of the Audit and Risk Management Committee shall be appointed for a three year term, as shall be determined by the Board, with the option for this to be renewed for an additional two year period (or as otherwise determined by the Board). Matters dealt by the Audit and Risk Management Committee are as follows:

- Statutory Audit
- Risk Management
- Internal Audit

The Audit and Risk Committee met twice during the year up to the date of the Annual Report.

### **Nomination and remuneration committee**

The Nomination and Remuneration Committee shall be appointed by the Board, from the existing Directors of the Company and shall consist of not less than three members, the majority of whom shall be independent non-Executive Directors of the Company. Its current members are:

- Chih Chong (Committee Chair)
- Saw Leng Yue
- James Stephen Barrie

Due to the size and scale of the Company's operations at this time, the Committee has not been holding meetings, instead the responsibilities conferred on it have been assumed by the Board.

### **Executive Performance and Remuneration**

A2A's Remuneration Policy is designed to recognise the competitive environment with in which the Company operates and also emphasises the requirement to attract and retain high calibre talent in order to achieve sustained performance.

The overriding objective of the Remuneration Policy is to ensure that an individual's remuneration package reflects their experience, level of responsibility, individual performance and the performance of the Group.

In accordance with the policy, evaluation of senior management performance and remuneration is undertaken by the CEO on an annual basis. Evaluation of the CEO's performance and remuneration is undertaken by the Board on an annual basis. Performance reviews of the CEO and senior management were conducted during the financial year in accordance with the process outlined above.

Further details are disclosed in the Remuneration Report in the Company's Annual Report, and the rules regarding share trading are contained within the Securities Trading Policy, a copy of which can be found on the Company's website.

### **Policies**

The Group has adopted the following policies, each of which has been prepared having regard to the ASX Principles and Recommendations and are available on the Company's website at

<https://www.a2aglobalnetwork.com/corporate-governance.html>

- Anti-Bribery and Corruption Policy
- Code of Conduct
- Communication and Disclosure Policy
- Diversity Policy
- Dividend Policy



- Risk Management Policy
- Securities Trading Policy
- Whistleblowing Policy

## Diversity and inclusion

The Company respects and values the benefits of a diverse and inclusive workforce that reflects the communities in which we operate and embraces diversity of thought. We believe that in order to be a high performing, agile and innovative organisation we must leverage the full potential of all our people. Diversity in this context includes experience, gender, age, caring responsibilities, cultural identity, disability, ethnicity, religious beliefs, education, family and relationship status, gender identity and sexual orientation. Relevant are in place and are made available to all employees at commencement of employment and ongoing to support a diverse and inclusive team.

The Company's Diversity Policy is available at <https://www.a2aglobalnetwork.com/corporate-governance.html>

Specifically, at a Board level, the Company is seeking to ensure that each director contributes towards a broad mix of skills, including financial, IT, online sales, operational, fiduciary, human resources and strategic.

The Board values and is committed to gender diversity at the Board level and throughout the organisation. The Board has specific and measurable objectives to:

Measurable objective	Progress
Aim to increase the proportion of women on the Board as vacancies and circumstances permit	No Board vacancies arose during the financial year
Aim to increase the proportion of women senior management roles as vacancies and circumstances permit	There was one senior management vacancy recruited for over the financial year, with a male being appointed to the role from a shortlist that included women. A female Company representative sits on the interviewing panel for all senior management vacancies. For each vacancy, a diverse candidate pool is reviewed with the aim of interviewing suitable candidates from both genders.  During recruitment activities, the Company endeavours to balance the need to select the most suitably qualified and experienced candidate for the role with the advantages of promoting a diverse workforce.

At the date of this Corporate Governance Statement, the Company makes the following disclosures in relation to the proportion of women in the Group:

	Female	Male	Gender Mix % (F:M)
Board	2	3	40%
Senior Management	2	1	67%
Employees (excluding Senior Management and Board)	4	7	36%
<b>TOTAL</b>	<b>8</b>	<b>11</b>	<b>42%</b>

## Integrity of Reporting

The Group has put in place controls designed to ensure the integrity of its financial reporting and that the Group complies with all regulatory requirements relevant to its reporting.

The Board, advised by the Risk and Audit Committee, is responsible for the Company's overall system of internal financial control. The Board has received certifications from the CEO and Financial Controller in connection with the financial statements for the A2A Group for the reporting period. The certifications provide a declaration, in accordance with Section 295A of the Corporations Act 2001 (Cth), as to the integrity of the financial statements and confirm that opinions are founded on a sound system of risk management and internal control which is operating effectively.

The Board has also established a framework for the relationship between the Company and the external auditor, which ensures that:

- Recommendations made by the external auditor and other independent advisors are critically evaluated and, where appropriate, applied;
- The ability of the external auditors to carry out their statutory audit is in no way impaired;
- Consideration is given to what, if any, services other than their statutory audit role may be provided by the auditors;
- Any other services provided by the auditors, other than their statutory audit role, are approved and monitored; and



- The Company has defined policies and procedures in place as appropriate internal controls to manage risk effectively.

The external auditor is invited to attend the Company's Annual General Meeting to answers questions from shareholders in relation to the audit.

### Continuous Disclosure and Shareholder Communication

The Group has adopted specific governance policies in relation to its continuous disclosure obligations and shareholder communications, copies of which are available on the Company's website at <https://www.a2aglobalnetwork.com/corporate-governance.html>

These policies outline a set of procedures and guidelines to ensure the Group complies with all applicable legal and regulatory requirements, including the NSX Listing Rules. Subject to recognised exceptions, this ensures the timely disclosure to the NSX of any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Board has committed to effective communication that aims to provide and facilitate effective two-way communication with our investors. Security holders may elect to, and are encouraged to, receive communications from A2A and the Company's share registry electronically.

### Risk Assessment and Management

The Board is committed to the identification, assessment and management of risk throughout A2A's business activities. The Company has established policies for the oversight and management of material business risks. A copy of the overarching Risk Management Policy can be found on the Company's website.

The Board receives regular updates on specific business areas where there may exist significant business risk or exposure. Management reports to the Board as to the effectiveness of A2A's management of its material risks on at least an annual basis.

The following is a summary of the most material and significant risks facing the Group, including (where applicable) examples of mitigations in place to assist in managing these risks:

Risk	Mitigation
<b>Financial risk</b>  The Group is exposed to various financial and economic sustainability risks, including loss of material customers, merchants and digital channel partners, customer defaults, general retail trading conditions, and access to sufficient capital	The Board closely monitors the financial position of the Group, in particular the structured process to ensure it has sufficient capital to fund its activities.  With the expected launch of the new JomSave app in coming months, management have been tasked with developing an appropriate trade credit policy as part of the client onboarding process.  A cost optimisation program has been enacted by the Board to defer or cease non-essential expenditure, and instead direct available capital to the completion of the JomSave project.
<b>Operations risk</b>  The Group is exposed to a number of risks that have the potential to materially impact operations or result in business interruption. This includes industrial action and workplace health & safety.	The Company has in place business continuity and disaster recovery plans. We have a robust approach to health and safety, and as at the date of this report, all staff are working remotely due to COVID-19 however the business continues to operate.  On 18 March 2020 the Company published an NSX announcement titled "COVID-19 Preparations".
<b>IT infrastructure and systems</b>  The Group is exposed to risks that the IT infrastructure and systems do not adequately support the current and future needs of the business and do not protect against cyber risk	The Company is currently building a new technology platform to support the JomSave app.  As a Company focussed on providing an online marketplace for consumers, merchants and digital partners in multiple geographic locations, the current system build encapsulates use of the latest technology (blockchain and artificial intelligence), with the resultant Big Data securely stored on internationally renowned server providers.



<p><b>Delivery of strategic priorities</b></p> <p>There are risks associated with the Company being able to deliver a successful completion and rollout of the JomSave application.</p>	<p>The Company has adopted robust project management methodology for the development of the JomSave app, with external IT and marketing support resources having key deliverables linked to payment of services, with ongoing support post-launch.</p> <p>The Board receives an update on this project as a standing agenda item at their Meetings.</p> <p>The Board also recognises the upside potential this risk represents by successfully delivering an online shopping alternative to consumers, merchants and digital partners in light of COVID-19.</p> <p>Concurrently, the Board has enacted a cost optimisation program to minimise cash expenditure and direct available capital to the completion of the JomSave project.</p>
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## Corporate governance

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role, the Board is responsible for the overall corporate governance of the Group including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

The Group is committed to good corporate governance, which promotes the long-term interests of Shareholders, strengthens Board and management accountability and helps build public trust in the Group. The Board is elected by the Shareholders to oversee their interest in the long-term health and the overall success of the business and its financial strength. The Board serves as the ultimate decision-making body of the Group, except for those matters reserved to or shared with the Shareholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Group.

Disclosure of these corporate governance practices will be given in accordance with the NSX Listing Rules. The Board has assessed a2a's current practice against the Guidelines and outlines its assessment on the following pages.



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	The fact in our Corporate Governance Statement and as contained in the Board Charter at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>	N/A
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	The fact in our Corporate Governance Statement and as contained in the Board Charter at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>	N/A
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The fact in our Annual Report	N/A
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The fact in our Corporate Governance Statement and as contained in the Board Charter at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>	N/A





Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) disclose that policy or a summary of it; and</li> <li>(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"> <li>(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</li> <li>(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.</li> </ul> </li> </ul>	<p>The fact that we have a diversity policy that complies with paragraph (a) in our Corporate Governance Statement and a copy of our diversity policy and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them in our Corporate Governance Statement and the information referred to in paragraphs (c)(1) or (2) in our Corporate Governance Statement.</p>	N/A
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The evaluation process referred to in paragraph (a) and the information referred to in paragraph (b) in our Corporate Governance Statement</p>	N/A
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The evaluation process referred to in paragraph (a) and the information referred to in paragraph (b) in our Corporate Governance Statement and within the Remuneration Report</p>	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
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>	<p>The fact that we have an audit committee that complies with paragraphs (1) and (2) in our Corporate Governance Statement and a copy of the charter of the committee can be found on the Company's website at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>:</p> <p>The information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in the Director's Report in the Annual Report.</p> <p>Notwithstanding having established a Charter and having identified the members of the Committee per our response to (a) above, due to the current size and scale of operations, the Company does not hold meetings of the Nomination and Remuneration Committee, instead the responsibilities are conferred on the Board. The Board views that it has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. As a company that has only been listed on the NSX since June 2018, succession planning has not been a major focus to date. However, as evidenced by the filling of a non-executive director vacancy in September 2018, the Board is satisfied it has sufficient skills and processes to address Board succession issues in the short term, however is committed to holding meetings of the Committee once the scale of operations dictates.</p>	N/A
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Our board skills matrix in our Corporate Governance Statement	N/A
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>	The names of the directors considered by the board to be independent directors, the information referred to in paragraph (b) and the length of service of each director in our Corporate Governance Statement and within the Director's Report in the Annual Report	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.4	A majority of the board of a listed entity should be independent directors.	N/A	The Board currently comprises 40% independent directors. The most recent vacancy was filled by an independent director, and independence will be a critical consideration in filling the next vacancy or recruiting an additional director, along with consideration of the overall Board skills and attributes per the skills matrix.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	The CEO is not the same person as the Chair as disclosed in our Corporate Governance Statement	The Chair is not independent, however has ensured that an independent director is chair of each board committee. Future board renewal, including the position of Chair, will be conducted having due regard to independence along with the overall Board skills and attributes per the skills matrix.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	The fact that we follow this recommendation in our Corporate Governance Statement	N/A
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Our code of conduct can be found on the Company's website at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
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>	<p>The fact that we have an audit committee that complies with paragraphs (1) and (2) in our Corporate Governance Statement and a copy of the charter of the committee can be found on the Company's website at:</p> <p><a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>:</p> <p>The information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in the Director's Report in the Annual Report.</p>	N/A
4.2	<p>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.</p>	<p>The fact that we follow this recommendation in our Corporate Governance Statement</p>	N/A
4.3	<p>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.</p>	<p>The fact that we follow this recommendation in our Corporate Governance Statement</p>	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Our continuous disclosure compliance policy is available at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a> :	N/A
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Our corporate governance framework is available at: <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a> :	N/A
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	The fact that we follow this recommendation in our Corporate Governance Statement	N/A
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.	The fact that we follow this recommendation in our Corporate Governance Statement	N/A
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	The fact that we follow this recommendation in our Corporate Governance Statement	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
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>	<p>The fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2) in our Corporate Governance Statement and a copy of the charter of the committee is available at:</p> <p><a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>:</p> <p>The information referred to in paragraphs (4) and (5) is in our Corporate Governance Statement</p>	N/A
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>	<p>The fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound in our Corporate Governance Statement and that such a review has taken place in the reporting period covered by this report.</p>	N/A
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>	<p>The fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement</p>	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement and in the Directors Report in the Annual Report	N/A



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
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>	<p>The fact that we have a remuneration committee that complies with paragraphs (1) and (2) and (4) in our Corporate Governance Statement and a copy of the charter of the committee is available on the Company's website at <a href="https://www.a2aglobalnetwork.com/corporate-governance.html">https://www.a2aglobalnetwork.com/corporate-governance.html</a>:</p> <p>Due to the size and nature of the Company's present operations, a separate nomination and remuneration committee has not met, instead the responsibilities and duties have been taken on by the Board.</p>	N/A
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement and in the Remuneration Report in the Annual Report	N/A
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>	N/A	We do not have an equity-based remuneration scheme and this recommendation is therefore not applicable