



**MY ATM HOLDINGS PTY LTD (ACN 141 509 426)
("COMPANY")**

CORPORATE GOVERNANCE STATEMENT

In fulfilling its obligations and responsibilities to its various stakeholders, the Board of the Company is a strong advocate of corporate governance. The Board has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (Second Edition) ("**Recommendations**") where considered appropriate for a company of the Company's size and nature. Copies of all of the Company's policies are available on its website at www.myatmholdings.com.au

Principal No.	Recommendation	Compliance	Reason for Non-compliance
1. Lay a solid foundation for management and oversight			
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	The Board has established and adopted a formal Board Charter setting out the responsibilities of the Board.	N/A
1.2	Disclose the process for evaluating the performance of senior executives.	<p>The Board also established a Nomination and Remuneration Committee Charter which, amongst other functions, guides the Board in its evaluation of the performance of service executives and encourages an appropriate mix of skills, experience, expertise and diversity on the Board.</p> <p>The Board will meet annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Company as a whole.</p> <p>The Board has adopted a board performance evaluation policy. This</p>	N/A

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		policy is to ensure the Executive Director and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives.	
1.3	Provide the information indicated in the Guide to reporting on Principal 1.	The information will be disclosed in the Annual Report.	N/A
2. Structure the Board to add value			
2.1	A majority of the Board should be independent of Directors.	<p>The Board has considered the guidance to Principle 2: <i>Structure the Board to Add Value</i> and in particular, Box 2.1, which contains a list of "relationships affecting independent status".</p> <p>Currently the Board is structured as follows:</p> <ul style="list-style-type: none"> • Adam Sierakowski (Non-executive Director); • KC Ong (Non-executive Director); and • Richard Wolanski (Non-executive Director). <p>The Board seeks to nominate persons for appointment to the Board who have the qualification, experience and skills to augment the capabilities of the Board.</p>	Given the size and nature of the Company, the Board considers the composition of the Board is appropriate at this stage.
2.2	The chair should be an independent Director.	The current Chairman is independent.	N/A
2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	The Company's Chairman and Chief Executive Officer is not the same person.	N/A

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2.4	The Board should establish a Nomination Committee.	The Company currently does not have a separate Remuneration and Nomination Committee. However, the Company has adopted a Nomination and Remuneration Committee Charter. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	Given the size and nature of the Company, the Board considers the composition of the Remuneration and Nomination Committee is appropriate at this stage.
2.5	Companies should disclose the process for evaluating the performance of the Board, its committees and individual Directors.	<p>The performance evaluation of Board members occurs by way of:</p> <ul style="list-style-type: none"> - the Chairperson meeting with each non-executive director separately to discuss individual performance and ideas for improvement; and - the Board as a whole discussing and analysing its own performance during the year including suggestions for change and improvement. 	N/A
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	<p>The skills, experience and expertise relevant to the position held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report.</p> <p>The period of office held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report.</p>	N/A

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3. Promote ethical and responsible decision making			
3.1	<p>Establish a code of conduct and disclose the code for a summary of the code as to:</p> <ul style="list-style-type: none"> • the practice necessary to maintain confidence in the Company's integrity; • the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and • the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	The Company has adopted a Code of Conduct.	N/A
3.2	<p>Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurably objectives for achieving gender diversity for the Board to assess annually both the objectives and the progress in achieving them.</p>	The Company has adopted a Diversity Policy.	N/A
3.3	<p>Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the Diversity Policy.</p>	The information will be disclosed in the Annual Report.	N/A
3.4	<p>Disclose in each annual report the proportion of</p>	The information will be disclosed in the Annual	N/A

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	women employees in the whole organization, women in senior positions and women on the Board.	Report.	
3.5	Provide information indicated in the Guide to reporting on Principle 3.	The information will be disclosed in the Annual Report.	N/A
4. <i>Safeguard integrity in financial reporting</i>			
4.1	The Board should establish an Audit Committee.	The Company has established an Audit Committee.	N/A
4.2	The Audit Committee should be structured so that it: <ul style="list-style-type: none"> • 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. 	The Company currently does not have a separate Audit Committee. The roles and responsibilities of an Audit Committee are currently undertaken by the full Board.	Given the size and nature of the Company, the Board considers it is appropriate for the role of the Audit Committee to be performed by the Board at this stage.
4.3	The Audit Committee should have a formal charter.	The Audit Committee formal charter.	N/A
4.4	Provide the information in the Guide to reporting on Principle 4.	The Audit Committee will meet twice in each year to review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval.	N/A

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5. <i>Make timely and balanced decisions</i>			
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rules disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has adopted a Continuous Disclosure Policy.	N/A
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	The information will be disclosed in the Annual Report.	N/A
6. <i>Respect the rights of shareholders</i>			
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	The Company has adopted a Shareholder Communications Policy.	N/A
6.2	Provide the information indicated in the Guide to reporting on Principle 6.	The information will be disclosed in the Annual Report.	N/A
7. <i>Recognise and manage risk</i>			
7.1	Establish policies for the oversight and management of material business risk and disclose a summary of those policies.	The Company has adopted a Risk Management Policy. This policy outlines the key material risks faced by the Company as identified by the Board.	N/A
7.2	The Board should require management to design	The Chief Executive Officer report monthly to the	N/A

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	and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	board on the areas they are responsible for, including material business risks and provide an annual written report to the Board summarising the effectiveness of the Company's management of material business risks.	
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will receive assurance in the form of a declaration from the Chief Executive Officer as required by the Corporations Act.	N/A
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7.	The information will be disclosed in the Annual Report.	N/A
8. Remunerate fairly and responsibly			
8.1	The Board should establish a Remuneration Committee.	The Company has not established a separate Remuneration Committee. The roles and	Given the size and nature of the Company's operations, the Board considers it is appropriate

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		responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	for the role of the Remuneration and Nomination Committee to be performed by the Board at this stage.
8.2	<p>The Remuneration Committee should be structured so that it:</p> <ul style="list-style-type: none"> • consists of a majority of independent Directors; • is chaired by an independent Director; and • has at least 3 members. 	The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	Given the size and nature of the Company, the Board considers it is appropriate for the role of the Remuneration and Nomination Committee to be performed by the Board at this stage.
8.3	Companies should clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.	The structure of non-executive Directors' remuneration is clearly distinguished from that of Executive Directors and senior executives, as described in the Directors' Report which forms part of this Annual Report.	N/A
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The information will be disclosed in the Annual Report.	N/A