

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Ashley Services Group Limited

ABN / ARBN:

92 094 747 510

Financial year ended:

30 June 2019

Our corporate governance statement² for the above period above can be found at:³

☒ This URL on our website:
www.ashleyservicesgroup.com.au

The Corporate Governance Statement is accurate and up to date as at 28 August 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.



Ron Hollands – Secretary
Date: 30 August 2019

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

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 ... ⁴
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Board Charter ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management)	
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 that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at our 2019 Annual General Meeting Notice of Meeting	
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 that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> in our 2019 Remuneration Report (audited) contained within our 2019 Annual Report	
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 that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Board Charter	

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

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 ... ⁴
1.5	<p>A listed entity should:</p> <p>(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;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress 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>... the fact that we have a diversity policy that complies with paragraphs (a) and (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Diversity Policy</p> <p><input checked="" type="checkbox"/> the information referred to in paragraphs (c)(1) is disclosed in the Directors Report contained within our 2019 Annual Report</p>	<p><input checked="" type="checkbox"/> an explanation why we have not complied with paragraph (c) concerning measurable objectives for achieving gender diversity in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</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>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</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>	<p>...the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our 2019 Remuneration Report (audited) contained within our 2019 Annual Report .</p>	

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 ... ⁴
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 followed paragraph (a) (2) and (3) this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p>The information referred to in paragraphs (4) and (5) is</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report.</p>	<p>[If the entity does not comply with paragraph (a):]</p> <p>... the fact that we have a nomination committee but that it does not comply with paragraph (1):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</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.	<p>... our board skills matrix is disclosed:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p>	
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>	<p>... We have disclosed the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p>and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</p>	

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 ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au	
PRINCIPLE 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.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Diversity Policy	

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 ... ⁴
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>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (3), (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Audit and Risk Management Committee Charter:</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</p>	<p><input checked="" type="checkbox"/> an explanation why we have not complied with paragraph (a) (1) (2) is in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p>	
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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our 2019 AGM Notice of Meeting</p>	

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 ... ⁴
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.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Continuous Disclosure Policy	
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.	... information about us and our governance on our website: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au and on the Company's website itself <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Shareholder Communication Policy	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Shareholder Communication Policy	
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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Shareholder Communication Policy	
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: <input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au <input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Shareholder Communication Policy	

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 ... ⁴
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee that complies with paragraphs (2), (3), (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Audit and Risk Management Committee Charter</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</p>	<p><input checked="" type="checkbox"/> an explanation why we have not complied with paragraph (a) (1) is in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au.</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>		<p><input checked="" type="checkbox"/> an explanation why we have not complied with paragraphs (a) and (b) is in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au.</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>	<p>[If the entity complies with paragraph (b):]</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p>	
7.4	<p>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.</p>	<p>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</p>	

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 ... ⁴
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>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (2), (3), (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</p> <p><input checked="" type="checkbox"/> at www.ashleyservicesgroup.com.au – Audit and Risk Management Committee Charter:</p>	<p><input checked="" type="checkbox"/> an explanation why we have not complied with paragraphs (a) (1) is in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au.</p>
8.2	<p>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.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p> <p><input checked="" type="checkbox"/> in our Directors' Report in the 2019 Annual Report</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>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement available on our website at www.ashleyservicesgroup.com.au</p>	

Corporate Governance Statement

Ashley Services Group Limited
ACN 094 747 510

Current as is and approved by the Board on 30 August 2019

Annexure A - Corporate Governance Statement

Introduction

The practice of good corporate governance is vital in enhancing investor confidence in corporate accountability by demonstrating a commitment to transparency. Ashley Services Group Limited (**Company**) is committed to the principles of corporate governance.

The ASX Corporate Governance Council (**Council**) was first convened in August 2002 bringing together various business, shareholder and industry groups, each offering valuable insights and expertise on governance issues from the perspective of their stakeholders. Its primary work has been the development of the Corporate Governance Principles and Recommendations which were initially issued in 2003, then in 2007 (substantial re-write) and again in 2010.

Following another comprehensive review, a 3rd edition of Corporate Governance Principles and Recommendations ('ASX Recommendations') was issued in 2014 with an application for entities whose first full financial year started on or after 1 July 2014 ie: the year ending 30 June 2015.

The ASX Recommendations are intended to be a reference point for companies about their corporate governance structures and practices. A Company may choose not to implement certain ASX Recommendations, provided that the Company explains why it has not done so and what alternate approaches have been adopted.

The ASX Recommendations require companies to communicate their corporate governance practices through both the Annual Report and the Company web page. This summary of our corporate governance practices forms part of this communication.

The relevant ASX Recommendations reference has been included below each point of this summary.

Board

Introduction

The role of the board (Board) is to oversee the management of the Company as well as provide strategic guidance. We have adopted a Board Charter (Charter) that is available on the Company's website that formally sets out the functions and responsibilities of the Board, with the objective of the Board being able to perform its role more effectively. This creates a system of checks and balances to provide a balance of authority.

Responsibilities

The responsibilities of the Board, as set out in the Charter, include:

- Approving the strategic objectives of the Company and establishing goals to promote their achievement;
 - monitoring the operational and financial position and performance of the Company;
 - ensuring the Directors inform themselves of the Company's business and financial status;
 - establishing investment criteria including acquisitions and divestments, approving investments, and implementing ongoing evaluations of investments against such criteria;
 - determining dividend policy and the amount, nature and timing of dividends to be paid (if any);
 - approving and monitoring the progress of major capital expenditure, capital management and major acquisitions and divestitures;
 - providing oversight of the Company, including its control and accountability systems;
 - establishing written policies on compliance, risk oversight and management;
 - assessing and determining whether to accept risks beyond the approval discretion provided to management;
 - reviewing, ratifying and monitoring systems of risk management and internal compliance and control codes of conduct and legal compliance, in conjunction with the Company's Audit and Risk Management Committee, and ensuring they are operating effectively;
 - appointing and removing the Managing Director (or equivalent) (**MD**), monitoring performance and approving remuneration of the MD and the remuneration policy and succession plans for the MD, where applicable and appropriate;
 - ratifying the appointment of the Directors and, where appropriate or applicable, the Company's secretary (**Secretary**);
- ensuring that business risks facing the Company are, where possible, identified and that appropriate
- monitoring and reporting internal controls are in place to manage such risks;
 - approving and monitoring financial and other reporting and disclosure, including the Company's budgets;
 - ensuring the Company complies with its responsibilities under the *Corporations Act 2001* (Cth), the Company's Constitution, the ASX Listing Rules and other relevant laws;

- considering the Company's diversity policies (as set out in the Diversity Policy) and ensuring that the Company's workforce, including its Board of Directors, is made up of individuals with diverse skills,
- values, backgrounds and experience to the benefit of the Company.
- considering the social, ethical and environmental impact of the Company's activities, setting standards and monitoring compliance with the Company's sustainability policies and practices;
- exercising due care and diligence and sound business judgment in the performance of those functions and responsibilities;
- providing oversight and monitoring of Occupational Health & Safety (**OH&S**) issues in the Company and considering appropriate OH&S reports and information; and
- ensuring appropriate resources are available to senior executives (including senior and key officers of the Company) (**Senior Executives**).

The responsibilities delegated by the Board to the Senior Executives include:

- managing day-to-day operations in accordance with the standards for social and ethical practices which have been set by the Board; and
- developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives.

(ASX Recommendation 1.1)

Directors and Secretary

The Chair of the Board and Managing Director are separate roles assumed by Ian Pratt and Ross Shrimpton respectively. Ian Pratt is a non-executive Director.

(ASX Recommendation 2.5)

Independent Directors

A Director is deemed to be independent if they are a non-executive Director and:

- is not a substantial shareholder;
- is not employed in an executive capacity currently or within the Company in the last 3 years;
- is not a material consultant to the Company currently or within the last 3 years;
- is not a material supplier or customer of the Company;
- has no material contractual relationship with the Company;
- has not served on the Board for a period which could materially interfere with their ability to act in the best interests of the Company; and
- is free from any interest which could materially interfere with their ability to act in the best interests of the Company.

We assess the materiality thresholds referred to above on a case-by-case basis, the results of which are disclosed in the table below.

The current board is 33% independent and comprises 33% non-executive/67% executive Directors. The Company is satisfied it has the appropriate blend of skills and experience on the Board and its Committees to oversee all matters presented.

Name of Director	Independent? Y/N	Any relationship affecting independence?	Skills and experience relevant to the position	Term of office
Ian Pratt	Y	No	Accounting and Finance, Governance	1 October 2015 - present
Ross Shrimpton	N	Managing Director and Substantial shareholder	Strategy, management, training and labour hire industry expertise.	12 October 2000 – current.
Chris McFadden	N	Executive Role (CFO)	Strategy, management, accounting and finance expertise.	6 April 2017 - present

(ASX recommendations 2.2, 2.3, 2.4)

The Board does not currently have a majority, independent Directors and accordingly, the Company does not comply with Recommendation 2.4.

The Company is satisfied, given its size and operations, that it has the appropriate blend of skills and experience on its Board (and Committees, to meet its current requirements.

The Board and Nomination Committee regularly review the blend of the skills and balance of board and Committee members and resolved in the 2019 financial year to assess the future requirements in the 2019 financial year.

This recruitment process for any Director includes numerous reference checks, a bankruptcy checks and criminal record (all states and territories of Australia and the AFP) check of any candidates offered roles and to be put forward to shareholders for election as a Director. In addition, shareholders are provided with all relevant information, when resolutions concerning Director's appointment are to be put to them.

All Directors (and senior management roles) have written agreements that set out, inter alia, the terms of their respective employment. Further, all new Directors undertake a detailed induction programme that covers inter alia, Company history and information, policies and procedures and ASX requirements. In addition, the Nomination Committee considers training and professional development requirements of Directors.

The Company is satisfied it has the appropriate blend of skills and experience on the Board and its Committees to oversee all matters presented.

The Company, annually in its Remuneration Report, discloses its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company will disclose whether or not it has an equity-based remuneration scheme that permits participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. The Company's current position is to not allow permits participants in its equity-based remuneration scheme, to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

(ASX Recommendations 1.2(a), 1.3, 2.6, 8.2 and 8.3)

Secretary

Ron Hollands was appointed Company secretary 31 July 2014. Ron is a qualified Chartered Accountant and holds a Bachelor of Business from University of Technology, Sydney, and an MBA from MGSM and a Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia.

He is an experienced public Company secretary and is well versed in all aspects of the role in an ASX listed public Company environment.

Ron Hollands is accountable to the Board and its Committees via the respective Chairman on all matters to do with the proper function of the Board and its Committees.

(ASX Recommendation 1.4)

Establishment and Composition of Committees

Member	Nomination Committee	Audit and Risk Management Committee	Remuneration Committee
Ian Pratt	X	X	X
Ross Shrimpton	X	X	X
Chris McFadden	X	X	X

Ian Pratt is chair of all three (3) Committees and is considered an Independent Director (refer above).

Ian Pratt is the most appropriate of all Directors to chair this Committee given his 40+ years' experience as a Chartered Accountant and his expertise with ASX listed public companies.

The qualifications and experience of all Committee members are disclosed in the Annual Report.

The Company is satisfied it has the appropriate blend of skills and experience on its Committees to oversee all matters presented.

The Board has established the following committees:

Nomination Committee .
Remuneration Committee
Audit and Risk Management Committee

The Company does not comply with all aspects of Recommendations 2.1 (a), 4.1 (a) (1) and (2), 7.1 (a)(1) and 8.1 (a) (1) in that the majority of the members of the Committees are not Independent Directors and that Ian Pratt chairs the Board and the Audit and Risk Management Committee.

The Company is satisfied, given its size and operations, that it has the appropriate blend of skills and experience on its Board (and Committees, to meet its current requirements.

(ASX Recommendation 2.1, 4.1, 7.1 and 8.1)

Attendance at Committee Meetings

Member	Nomination Committee (1 meeting held in FY19)	Audit and Risk Management Committee (2 meetings held in FY19)	Remuneration Committee (1 meeting held in FY19)
Ian Pratt	1	2	1
Ross Shrimpton	1	2	1
Chris McFadden	1	2	1

Note:

1. Board and Committee Meetings held during the period and meetings attending by Directors and Committee Members are disclosed in the 2019 Annual Report.

(ASX Recommendations 2.1, 4.1, 7.1 and 8.1.)

Appointment and Removal of Directors

Nomination Committee

The Nomination Committee regulates the tenure, size and composition of the Board. Below is a summary of the Nomination Committee's role and responsibilities, structure and membership requirements.

Members

Members of the Nomination Committee are appointed and removed by the Board. Members of the Nomination Committee must have an appropriate level of understanding of:

- the principles of corporate governance;
- the Company's businesses and organisation structure;

- the functions of the Board and the various roles and responsibilities of Directors and other key executive positions; and
- Company management, at a senior management level.

Responsibilities

Responsibilities of the Nomination Committee include:

- recommendations for the appointment and removal of Directors;
- assessing Director competencies;
- evaluating the Board's performance; and
- review of Board succession plans.

Meetings

The Nomination Committee will meet as frequently as required and at least twice a year. Any member of the Nomination Committee may call a meeting. A quorum at such meetings consists of at least 2 members.

Charter

The Nomination Committee Charter is available for viewing on the Company's website.

(ASX Recommendation 2.1 (a))

Appointing new Directors to the Board

Nominations for new Directors are made by the Nomination Committee and considered by the Board. Assessment criteria include background, experience, professional skills, personal qualities, whether their skills and experience will augment the existing Board and their availability to commit themselves to the Board's activities.

All newly appointed Directors who are appointed by the Board must stand for election by shareholders at the next annual general meeting.

Independent advice

In order to facilitate independent judgment in decision making, each Director has the right to seek independent professional advice at the Company's expense.

Financial reporting

An Audit and Risk Management Committee has been established by the Board to protect the integrity of financial reports. The importance of an Audit and Risk Management Committee is universally recognised in the practice of good corporate governance and plays a key role in focussing the Board on matters relevant to the integrity of financial reporting.

(ASX Recommendations 4.1 and 7.1)

Charter of the Audit and Risk Management Committee

The charter of the Audit and Risk Management Committee sets out its role and responsibilities, structure and membership requirements. The Audit and Risk Management Committee Charter can be viewed on the Company's website.

Responsibilities

The responsibilities of the Audit and Risk Management Committee includes:

- reviewing the integrity and the effectiveness of the internal audit;
- overseeing the independence of the external auditors; and
- the management of operational risk.

Meetings

The Audit and Risk Management Committee will meet as frequently as required and at least twice a year. Any member of the Audit and Risk Management Committee may call a meeting. A quorum at such meetings consists of at least 2 members.

Expertise

Every member of the Audit and Risk Management Committee can read and understand financial statements and at least 1 member is a qualified accountant or other financial professional with experience in financial and accounting matters.

Reporting

The Audit and Risk Management Committee reports to the Board at the first Board meeting subsequent to each Audit and Risk Management Committee meeting. Each report contains all matters relevant to the Audit and Risk Management Committee's role and responsibilities.

Annually, before the Board approves Financial Statements, the CEO and CFO will make signed and written declarations that:

- the financial records for the financial year have been correctly maintained;
- the financial statements and notes for the financial year comply with the relevant accounting standards;
- the financial statements and notes for the financial year give a fair and true view of the financial position and performance of the Company; and
- any other matters in relation to the financial statements that are materially relevant;

(ASX Recommendations 4.1(a), 4.2 and 7.1 (a))

External Auditing and Internal Audit

The Audit and Risk Management Committee is responsible for making recommendations to the Board concerning the appointment of external auditors and the terms of their engagement. The Audit and Risk Management Committee annually reviews the performance of the external auditors and the Company's policy on maintaining the independence of the external auditor. The independent external auditor reports directly to the Audit and Risk Management Committee and Board.

The independent external auditor is invited to attend all Annual General Meetings and is available to answer questions from shareholders concerning their annual audit.

(ASX Recommendation 4.3)

The Audit and Risk Management Committee resolved to establish an Internal Audit function in the year ended 30 June 2015. Following a tendering process, Pricewaterhouse Coopers (PWC) were appointed as the Company's internal auditor. PWC worked with management to identify key risks and will conduct testing in these areas and report on the completion of their work.

It was decided however in the 2016 financial year to temporarily suspend PWC's work. The Committee is satisfied that amongst its members and with management input, they have the requisite skills and experience to adequately periodically assess risks and rectify any material threats to the Company.

(ASX Recommendation 7.3)

Risk Management Policy

In order to recognise and manage risk, we have established an internal compliance system under which risk is identified, assessed, monitored and managed. This structure is designed and implemented by the Audit and Risk Management Committee as one of its key responsibilities is to oversee the establishment and implementation of the risk management system.

All material risks affecting the Company, including both financial and non-financial matters, are considered and reviewed regularly by the Audit and Risk Management Committee.

The Company will annually 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. For the 2019 financial year, the Company does not believe that it has any material exposure to economic, environmental and social sustainability risks.

(ASX Recommendation 7.4)

Assessment of effectiveness

The effectiveness of the risk management system is reviewed by the Audit and Risk Management Committee at least annually. A part of this system of assessment is the establishment of an internal audit function whose

purpose is to analyse the effectiveness of the Company's risk management and internal compliance and control system. The internal audit function is independent of the external auditors and reports to management.

In order to create an environment for identifying and capitalising on opportunities, the Board has established a sound system of risk oversight and management. To encourage management accountability in this area, the Senior Executives are required to design and implement the risk management and internal control system to manage the Company's material business risks and report on whether those risks are being managed effectively.

The Audit and Risk Management Committee makes best endeavours to review the Company's risk management framework at least annually to satisfy itself that it continues to be sound.

No review of the Company's risk management framework occurred in the year ended 30 June 2019 nor was this disclosed the 2019 Annual Report. The Committee is satisfied that amongst its members and with management input, they have the requisite skills and experience to adequately periodically assess risks and rectify and material threats to the Company.

Accordingly, the Company did not comply with Recommendation 7.2.

(ASX Recommendation 7.2)

Diversity and Board and Senior Executive Performance

The Company has a Diversity Policy which is available on its website. To date, the board or a committee have not set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Company is satisfied with its gender diversity and is and has always been focussed and attracting and retained the most appropriate people for its roles.

The Company will annually provide information in its Annual Report on the proportion of women employees in the whole organisation, women in Senior Executive positions and women on the Board of the Company.

Annually, the Company will submit its annual report to the Workplace Gender Equality Agency and confirm its compliance with the Workplace Gender Equality Act 2012 (Act).

(ASX Recommendation 1.5)

The performance of the Board and Senior Executives in the 2019 financial year has been reviewed against both quantitative and qualitative measures and Directors and Senior Executives provided feedback on the discharge of their responsibilities.

(ASX Recommendation 1.6)

Continuous Disclosure

The Company has a Continuous Disclosure Policy that is available on its website

(ASX Recommendation 5.1)

Code of Conduct

The Company has a Code of Conduct for its Directors, senior executives and employees that is available on its website

(ASX Recommendation 3.1)

Rights of shareholders

The Company has a website that it keeps up to date with its Policies, Charters and ASX Announcements. This includes a Shareholder Communication Policy.

The Company has a relatively flat management structure, one benefit of which is the ease in which shareholders can access the Board and Management. The Company encourages dialogue with shareholders, in particular at Shareholder Meetings.

Shareholders, via the Company Share Registry, have the option to receive communications via mail or email.,

(ASX Recommendation 6.1, 6.2, 6.3 and 6.4)