

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Onthehouse Holdings Ltd

ABN / ARBN:

97 150 139 781

Financial year ended:

30 June 2015

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: <http://shareholders.onthehouse.com.au/Shareholder-Centre/>

The Corporate Governance Statement is accurate and up to date as at 19 August 2015 and has been approved by the board.

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

Date: 19 August 2015

Name of Director or Secretary authorising  
lodgement: Kim Clark



<sup>1</sup> 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.

<sup>2</sup> "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.

<sup>3</sup> 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 ... <sup>4</sup>
<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 that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... 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): <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> 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 ... <sup>4</sup>
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 paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a></p> <p>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<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 or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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 ... <sup>4</sup>	
<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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... <sup>4</sup>
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> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement and <input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<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.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement and <input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement and <input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
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.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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 ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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 or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a> ... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>... 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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... <sup>4</sup>
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 (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</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:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... <sup>4</sup>	
<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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ 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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in the Annual Report for the year ended 30 June 2015</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://shareholders.onthehouse.com.au">shareholders.onthehouse.com.au</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 ... <sup>4</sup>	
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

# Corporate Governance Statement

Onthehouse Holdings Limited



## 1. Corporate Governance at Onthehouse

The Board of Directors of Onthehouse Holdings Limited is responsible for establishing the corporate governance framework of the Group having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations.

Unless otherwise indicated, the information contained in this statement is true for the whole of the financial year commencing on 1 July 2014. The information provided below contains references to the Onthehouse Group's website: [shareholders.onthehouse.com.au](http://shareholders.onthehouse.com.au). This statement should be read in conjunction with this website and with the Financial Report for the year ended 30 June 2015.

### 1.1 Commitment to governance

The Board guides and monitors the business and affairs of Onthehouse Holdings Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

Onthehouse is committed to achieving and maintaining the highest standards of conduct and has undertaken various initiatives that are designed to achieve this objective.

Onthehouse's corporate governance charters and policies are intended to "institutionalise" good corporate governance and, generally, to build a culture of best practice both in Onthehouse's own internal practices and in its dealings with others.

The ASX document, "Corporate Governance Policies and Recommendations; 3<sup>rd</sup> Edition" was published by the ASX Corporate Governance Council with the aim of enhancing the credibility and transparency of Australia's capital markets. The Company, as a listed entity, is required to report on the extent to which it has followed the Corporate Governance Recommendations contained in the document.

### 1.2 ASX Corporate Governance Council Recommendations Checklist

The table below cross-references the ASXCGC Recommendations to the relevant sections of the Corporate Governance Statement and the remuneration report contained in the Financial Report for the year ended 30 June 2015.

ASX Corporate Governance Principles and Recommendations		Comply Yes / No	Reference
<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.	Yes	Corporate Governance Statement sections 2.1 & 2.2
1.2	A listed entity should: a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	Yes	Corporate Governance Statement section 2.4

# Corporate Governance Statement

Onthehouse Holdings Limited



## 1.2 ASX Corporate Governance Council Recommendations Checklist continued

ASX Corporate Governance Principles and Recommendations		Comply Yes / No	Reference
1.3	A listed entity should have a written agreement with each Director and Senior Executive setting out the terms of their appointment.	Yes	Financial Report for the year ended 30 June 2015 (refer to the Remuneration 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.	Yes	Corporate Governance Statement section 2.11
1.5	A listed entity should: <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>	Yes	Corporate Governance Statement section 3.4.1 <i>and</i> OTH Shareholders' website
1.6	A listed entity should: <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>	Yes	Corporate Governance Statement section 2.8
1.7	A listed entity should: <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>	Yes	Corporate Governance Statement section 2.2

# Corporate Governance Statement

Onthehouse Holdings Limited



## 1.2 ASX Corporate Governance Council Recommendations Checklist continued

ASX Corporate Governance Principles and Recommendations		Comply Yes / No	Reference
<b>Principle 2: Structure the Board to add value</b>			
2.1	<p>The Board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1. has at least three members, a majority of whom are independent Directors; and</li> <li>2. is chaired by an Independent Director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3. the charter of the Committee;</li> <li>4. the members of the Committee; and</li> <li>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</li> </ol> <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>No</p> <p>Yes</p> <p>Yes</p>	<p>Corporate Governance Statement section 2.3, 2.4, 2.8, 2.9 &amp; 3.4</p> <p><i>and</i></p> <p>OTH Shareholders' website</p> <p><i>and</i></p> <p>Financial Report for the year ended 30 June 2015 (refer to the Directors' Report)</p>
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes	Corporate Governance Statement 2.12
2.3	<p>A listed entity should disclose:</p> <ol style="list-style-type: none"> <li>a) the names of the Directors considered by the Board to be independent Directors;</li> <li>b) if a Director has an interest, position, association or relationship 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</li> <li>c) the length of service of each Director.</li> </ol>	Yes	<p>Corporate Governance Statement section 2.5</p> <p><i>and</i></p> <p>Financial Report for the year ended 30 June 2015 (refer to the Directors' Report)</p>
2.4	A majority of the Board of a listed entity should be Independent Directors.	No	Corporate Governance Statement section 2.5
2.5	The chair of the Board of a listed entity should be an Independent Director and, in particular, should not be the same person as the CEO of the entity.	Yes	Corporate Governance Statement section 2.4
2.6	A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	Yes	Corporate Governance Statement section 2.11

# Corporate Governance Statement

Onthehouse Holdings Limited



## 1.2 ASX Corporate Governance Council Recommendations Checklist continued

ASX Corporate Governance Principles and Recommendations		Comply Yes / No	Reference
<b>Principle 3 — Promote ethical and responsible decision-making</b>			
3.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a code of conduct for its Directors, Senior Executives and employees; and</li> <li>b) disclose that code or a summary of it.</li> </ul>	Yes	Corporate Governance Statement section 5.1
<b>Principle 4 — Safeguard integrity in financial reporting</b>			
4.1	<p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a) have an Audit Committee which: <ul style="list-style-type: none"> <li>1. has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and</li> <li>2. is chaired by an Independent Director, who is not the Chair of the Board,</li> </ul> </li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>3. the Charter of the Committee;</li> <li>4. the relevant qualifications and experience of the members of the Committee; and</li> <li>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</li> <li>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.</li> </ul>	No	Corporate Governance Statement sections 2.8 & 3.2 <i>and</i> OTH Shareholders' website <i>and</i> Financial Report for the year ended 30 June 2015 (refer to the Directors' Report)
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>	Yes	Corporate Governance Statement section 6.3

**1.2 ASX Corporate Governance Council Recommendations Checklist continued**

ASX Corporate Governance Principles and Recommendations		Comply Yes / No	Reference
<b>Principle 4 — Safeguard integrity in financial reporting continued</b>			
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	Corporate Governance Statement section 4.1
<b>Principle 5 — Make timely and balanced disclosure</b>			
5.1	A listed entity should: <ul style="list-style-type: none"> <li>a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>b) disclose that policy or a summary of it.</li> </ul>	Yes	Corporate Governance Statement section 4.2 <i>and</i> OTH Shareholders' website
<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.	Yes	OTH Shareholders' website
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Corporate Governance Statement section 4.1 <i>and</i> OTH Shareholders' website
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Corporate Governance Statement section 4.1 <i>and</i> OTH Shareholders' website
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Corporate Governance Statement section 4.1 <i>and</i> OTH Shareholders' website





# Corporate Governance Statement

Onthehouse Holdings Limited



## 2. Board of Directors

### 2.1 Board roles and responsibilities

Responsibility for the Group's proper corporate governance rests with the Board. The Board's guiding principles in meeting this responsibility are to act honestly, fairly and diligently, in accordance with the law, in the interests of Onthehouse's Shareholders (with a view to building sustainable value for them) and those of employees and other stakeholders. The Board's responsibilities generally involve:

- overseeing the Group, including its control and accountability systems;
- appointing and removing the Chief Executive Officer, or equivalent;
- where appropriate, ratifying the appointment and removal of senior executives;
- providing input into and final approval of management's development of corporate strategy and performance objectives;
- reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance;
- monitoring Senior Executives' performance and implementation of strategy;
- ensuring appropriate resources are available to Senior Executives;
- approving and managing the progress of major capital expenditure, capital management and acquisitions and divestitures; and
- approving and monitoring financial and other reporting.

### 2.2 Relationship between Directors and management

Whilst the Board retains responsibility for the overall strategic direction and operational control of the Group, subject to the Company's Constitution and matters specifically reserved for the Directors, the Board has delegated the responsibility for day-to-day operation and administration of the Group to various officers, executives and management of the Group. Management must consult with the Board on matters that are sensitive, extraordinary, or of a strategic nature or are otherwise outside their delegated authority limits.

Matters expressly reserved for the Board and not delegated to management include, but are not limited to:

- Entering financial commitment exceeding an agreed dollar value;
- Acceptance of service agreements containing specific deviations to agreed terms;
- Approval of all budgets;
- Approval of all debt facilities and lease and/or guarantees that exceed an agreed dollar value;
- Entering into any Real Property Lease;
- Executive Team appointments;
- Final approval of interim and annual report and accounts;
- Appointment of auditors;
- Issue of prospectuses/information memorandum and any notices to shareholders;
- Payment of dividends;
- Any actual or proposed acquisition or divestment activity by the Company or its subsidiaries must be approved by the Board;
- Establishing operations (which includes incorporating a new company, opening a branch or representative office or similar) in a country that the Company does not presently (i.e. at the date of this document) operate in; and
- Capital raising.

## 2. Board of Directors continued

### 2.2 Senior Executive performance

The performance of Senior Executives is reviewed regularly against both measurable and qualitative indicators. The Managing Director conducts an annual performance assessment that involves an assessment of each direct report's performance against specific and measurable qualitative performance criteria. The performance assessment of the Managing Director is facilitated by the Chairman. The performance criteria against which the executives are assessed are aligned with the financial and non-financial objectives of the Group.

During the reporting period, a performance evaluation for Senior Executives has taken place in accordance with this process.

### 2.3 Board composition

The Board performs its roles and function, consistent with the above statement of its overall corporate governance responsibility, in accordance with the following principles:

- The Board should comprise at least:
  - two (2) Non-Executive Directors;
  - the Managing Director;
  - one (1) other Non-Executive Director who will be the Chair; and
- a majority of the Directors should be independent (refer to Item 2.5 for additional commentary on this principle).

The skills, experience and expertise held by each director in office as at the date of this report are set out on in the Directors' Report in the Financial Report for the year ended 30 June 2015, along with details of the period of office held by each director in office at the date of this report and membership of each Board Committee.

Prior to appointing a Director (or putting a director forward to the securities as a candidate for election), a number of checks are performed to ensure suitability. These checks may include checks as to the person's character, experience, education, criminal history and bankruptcy history. All material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director is provided to security holders in the Notice of Meeting that accompanies any shareholder meeting.

### 2.4 Chair of the Board

The roles of the Chairman and Managing Director are separate and the Chairman is a Non-Executive director.

The role of the Chairman is set out in the Board Charter and includes being responsible for managing the Board effectively, providing leadership to the Board and being the interface with the Chief Executive Officer.

## 2. Board of Directors continued

### 2.5 Director Independence

Onthehouse considers a Director to be independent when they are a Non-Executive Director who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The Board makes an assessment of the independence of each Director upon their appointment and annually thereafter. Directors are required on an ongoing basis to disclose to the Board the relevant personal interests and conflicts of interest. Upon any such disclosure, a Director's independence is reassessed.

In accordance with the definition of independence above, the following Directors of the Company are considered to be independent:

- Tony Scotton; and
- Lisa Hickson.

Mr Scotton filled the role of Acting Chief Executive Officer (CEO) for the period of October 2014 to February 2015 due to a vacancy but the Board is of the opinion that this has not impacted his ability to act independently

The Board does not currently comprise of a majority of Independent Directors, which is not in accordance with the ASX Corporate Governance Principles and Recommendations. Four of the five current Board positions were filled as casual vacancies during the year and all Director positions will be voted upon at the Annual General Meeting in October 2015.

### 2.6 Independent professional advice and access to Group information

With the prior approval of the Chairman, which may not be unreasonably withheld or delayed, each Director has the right to seek independent legal and other professional advice concerning any aspect of the Group's operations or undertakings in order to fulfil their duties and responsibilities as Directors. Any costs incurred are borne by Onthehouse.

### 2.7 Board Performance Review

An annual exercise is usually undertaken to evaluate the effectiveness of the Board, Board Committees and individual Directors.

For 2015, given the change of Board composition during the year (i.e. only one current Board member has been on the Board prior to December 2014), it was determined that the Board evaluation process be deferred until next year.

### 2.8 Board Meetings

The number of Board and Board Committee meetings held during the year along with the attendance by the Directors is set out in the Directors' Report in the Financial Report for the year ended 30 June 2015.

## 2. Board of Directors continued

### 2.9 Board Charter and Policy

The Board has adopted a Charter (which will be kept under review and amended from time to time as the Board may consider appropriate) to give formal recognition to the matters outlined above. This Charter sets out various other matters that are important for effective corporate governance including the following:

- a detailed definition of “independence”;
- a framework for strategic planning and risk management;
- a framework for individual performance review and evaluation;
- responsibilities and duties of its committees;
- ethical standards and values – formalised in a detailed code of conduct;
- diversity – formalised in a detailed diversity policy;
- dealings in securities – formalised in a detailed securities trading policy designed to ensure fair and transparent trading by Directors and senior management and their associates; and
- communications with Shareholders and the market.

These initiatives, together with other matters provided for in the Board’s charter, are designed to “institutionalise” good corporate governance and generally build a culture of best practice in Onthehouse’s own internal practices and in its dealings with others.

A copy of the Charter is available on the Company’s website.

### 2.10 Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

### 2.11 Induction of Board members

The Company has a program for inducting new Directors (including the provision and acknowledgement of all Company policies and opportunities to meet with senior management to assist with on-Boarding).

The Company does not provide a formal program for continued professional development opportunities for the Directors but it is expected that the Directors maintain the necessary skills and knowledge needed to perform their role as Directors. Where additional development needs are identified, the Company will extend the necessary support to the Directors to ensure that these needs are met.

# Corporate Governance Statement

Onthehouse Holdings Limited



## 2. Board of Directors continued

### 2.12 Board Skills Matrix

The Company's Board Skills Matrix is set out below which shows the mix of skills and diversity that the Board comprises as at the date of this report.

<b>Skill</b>	<b>Directors</b>
<i>Finance</i>	
Transactions (M&A)	4
Financial Accounting/Auditing	3
Capital markets	3
Strategy Development	5
Risk management	1
Compliance and Corporate Governance	2
Performance Management	4
Multi-jurisdictional experience	3
Executive Leadership	5
Public Board experience	2
<i>Industry knowledge</i>	
Marketing (including digital business)	3
Information Technology Experience (software and web)	4
Real Estate Experience	4

## 3. Committees of the Board

### 3.1 Overview

To assist in the execution of its responsibilities, the Board has established three standing committees, the Audit and Risk Committee, the Product and Technology Committee and the Remuneration and Nominations Committee.

Each Committee has a Charter, available on the Company's website, which sets out the respective duties and responsibilities of that committee. Committee Charters are reviewed on regular basis, most recently in the current financial year.

### 3.2 Audit and Risk Committee

The Audit and Risk Committee's responsibilities and duties include, but are not limited to, making recommendations to the Board on the following:

- ensuring the integrity of the financial statements of the Group and disclosure of all relevant matters to the external auditor and the Board;
- appointment, reward and performance of the external auditor and the integrity of the external audit process as a whole;
- identification and management of business risks;
- the effectiveness of the systems of internal control and risk management, including the application of ASX Corporate Governance Principle 7.

### 3. Committees of the Board continued

#### 3.2 Audit and Risk Committee continued

The Audit and Risk Committee comprises of three Directors, the majority of whom are not independent. The Committee is chaired by an Independent Director, but that Director is the Chairman of the Board. The composition of the Committee is not in accordance with the ASX Corporate Governance Principles and Recommendations. The Directors with the best set of skills to offer expertise were appointed to the Committee and the Company feels that the appointments are appropriate at this time.

A copy of the Charter is available on the Company's website.

#### 3.3 Remuneration and Nomination Committee

The Remuneration and Nomination Committee's responsibilities and duties include, but are not limited to, making recommendation to the Board on the following:

- (a) the remuneration policy and its application (specifically) to the CEO and (generally) to the executives reporting to the CEO;
- (b) the adoption of annual and longer-term incentive plans;
- (c) the specific determination of levels of reward to the CEO and approval of the general / overall terms of the rewards to executives reporting to the CEO;
- (d) guidance to the Chair on the annual evaluation of the CEO;
- (e) the communication to the shareholders on the Group's remuneration policy and the Committee's work on behalf of the Board;
- (f) the identification of suitable candidates for appointment to the Board; and
- (g) the succession plan for the Chair and CEO and periodic evaluation of that plan.

In addition, the Remuneration and Nomination Committee is responsible for ensuring an appropriate HR Policy Framework is in place which is aligned to the goals, values and culture of the Group.

The Remuneration and Nomination Committee comprises of three Directors, the majority of whom are not independent. The Committee is chaired by a non-independent Director. The composition of the Committee is not in accordance with the ASX Corporate Governance Principles and Recommendations. The Directors with the best set of skills to offer expertise were appointed to the Committee and the Company feels that the appointments are appropriate at this time.

A copy of the charter is available on the Company's website.

## Corporate Governance Statement

Onthehouse Holdings Limited



### 3. Committees of the Board continued

#### 3.4.1 Diversity

The Group values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. The Board established the following objectives in relation to gender diversity.

Area	Objective		Actual at 30 June 2015	
	Number	%	Number	%
Women employees in the whole organisation	55 of 165	33%	57 of 145	39%
Women in Senior Executive positions*	2 of 6	33%	1 of 4	25%
Women on the Board	2 of 5	40%	1 of 5	20%

\* "Senior Executive" is defined as the C-level roles in the organisation (i.e. CEO, CFO, COO and CTO)

### 4. Shareholders

#### 4.1 Shareholder communication

The Company has developed a "Shareholder Communications Guidelines and Policy" which is available on the Company's website. Onthehouse's objective is to promote effective communication with its shareholders at all times.

Onthehouse is committed to:

- Ensuring that shareholders and the financial markets are provided with full and timely information about Onthehouse Holdings Limited's activities in a balanced and understandable way;
- Complying with continuous disclosure obligations contained in the ASX listing rules and the *Corporations Act 2001* in Australia; and
- Communicating effectively with its shareholders and making it easier for shareholders to communicate with Onthehouse Holdings Limited.

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the distribution of the Annual Report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations;
- Through letters and other forms of communications directly to shareholders; and
- By posting relevant information on Onthehouse Holdings Limited's website.

Security holders have the option to receive communications from, and send communications to the Company and its security registry electronically

The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

A copy of the Company's Constitution is available to any shareholder upon request.

### 4. Shareholders continued

#### 4.2 Continuous disclosures

The Company has established a policy that contains the key obligations of Directors and employees of the Group in relation to continuous disclosure to help ensure compliance with its ASX Listing Rule and *Corporations Act 2001* obligations and also to ensure accountability at a senior executive level for that compliance.

A copy of the policy is available on the Company's website.

### 5. Ethical and responsible behaviour

#### 5.1 Code of conduct

Onthehouse has developed and adopted a detailed code of conduct to guide Directors in the performance of their duties.

A copy of the code is available on the Company's website.

#### 5.2 Policy for transactions in securities

Onthehouse has developed and adopted a formal Securities Trading Policy to regulate dealings in securities by Directors and senior management and their associates. This is designed to ensure fair and transparent trading in accordance with both law and best practice. The policy complies with ASX listing rule requirements on trading policies. Under the policy:

- Employees may not deal in Onthehouse securities during the following periods:
  - 1 January and the day of release of the Appendix 4D Half Year Report to the ASX; and
  - 1 July and the day of release of the Appendix 4E Full Year Report to the ASX;
- OTH Board may impose other periods when Employees are prohibited from trading because price sensitive, non-public information may exist in relation to a matter.
- Additional restrictions apply to the Board, the Managing Director and his/her direct reports, the Company Secretary, and the Financial Controller as they are likely to be exposed to confidential or non-public information regarding the Company.

A copy of the policy is available on the Company's website.

#### 5.3 Conflicts of interest

Directors have a duty to avoid conflicts of interest between the best interests of the Company and their own personal or commercial interests. Every Director must be aware of both actual and potential conflicts of interest. Directors are required to disclose conflicts of interest, potential or actual, to the full Board immediately. All positions and external Directorships must be disclosed to the full Board. If a conflict arises, common law requires that a Director with a conflict of interest should refrain from voting, entering in to any discussion or even being present during the relevant Board discussions. Details of Director related entity transactions with the Group are set out in the Remuneration Report contained in the Financial Report for the year ended 30 June 2015.

## 6. Risk Management

### 6.1 Approach to risk management

The Board is committed to the establishment and maintenance of adequate risk management systems. The Company's approach to risk management policy and systems are formalised in the Company's Audit and Risk Committee Charter, which is available on the Company website.

### 6.2 Risk management process

The Company does not have a formal internal audit function but the Board has delegated responsibilities under the risk management policy to the Audit and Risk Committee. The Audit and Risk Committee has included within its Charter a section dealing with the monitoring and management of business, operational and financial risks, including appropriately systems and to ensure accountability at an executive level for risk oversight and management.

Each business unit is responsible for ensuring that it has in place appropriate risk management policies and procedures to meet its business, regulatory and operational requirements. During the financial year, the Audit and Risk Committee reviewed the Group's Risk Register and agreed it was satisfied with the management of the risks contained therein and the effectiveness of the Risk Management Framework.

It is the responsibility of every employee to appropriately manage risk within their area of responsibility. To this end, Onthehouse places strong emphasis on maintaining a risk-aware culture in its decision making and operational processes.

### 6.3 Financial reporting

In accordance with section 295A of the *Corporations Act 2001*, the CEO and CFO have provided a written statement to the Board that:

- Their view provided on the Group's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board.
- The Group's risk management and internal compliance and control system is operating effectively in all material respects.

The Board agrees with the views of the ASX on this matter and notes that due to its nature, internal control assurance from the CEO and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

In response to this, internal control questions are required to be completed by the key management personnel of all significant business units, including finance managers, in support of these written statements.