

## Appendix 4G

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

Name of entity

**Afterpay Touch Group Limited**

ABN/ARBN

**30 618 280 649**

Financial year ended

**30 June 2017**

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: <https://www.afterpay.com/en-AU/investors>

The Corporate Governance Statement is accurate and up to date as at 24 August 2017 and has been approved by the Board.

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



**SOPHIE KARZIS**  
Company Secretary  
24 August 2017

<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.

## 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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... 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):</p> <p><input checked="" type="checkbox"/> at this location:</p> <p><a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b><u>OR</u></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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
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.	<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 this location:</p> <p>_____</p> <p><i>Insert location here</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>
1.5	<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 this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p><a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a></p> <p>... 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 this location:</p> <p>_____</p> <p><i>Insert location here</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 this location:</p> <p>_____</p> <p><i>Insert location here</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
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 this location:</p> <p>_____</p> <p><i>Insert location here</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 this location:</p> <p>_____</p> <p><i>Insert location here</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 this location:</p> <p>_____</p> <p><i>Insert location here</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 this location:</p> <p>_____</p> <p><i>Insert location here</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<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; <b>OR</b></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):]  ... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p>✓ at this location:</p> <p><a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p>✓ at this location:</p> <p>The Company's 2017 Annual Report.</p> <p>[If the entity complies with paragraph (b):]  ... 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 this location:</p> <p>_____</p> <p><i>Insert location here</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
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:</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p>✓ at this location:</p> <p>The Company's 2017 Annual Report.</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>
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.	<p>... the names of the directors considered by the board to be independent directors:</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p>✓ at this location:</p> <p>In the Company's 2017 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p>✓ 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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
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.	<p>... the fact that we follow this recommendation:</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b>
		<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<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.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b>
		<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<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.	<p>... our code of conduct or a summary of it:</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
		<input checked="" type="checkbox"/> at this location: <a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual	<p>[If the entity complies with paragraph (a):]          ... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
		<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	
		<p>... and a copy of the charter of the committee:</p> <input checked="" type="checkbox"/> at this location: <a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a>	
		<p>... and the information referred to in paragraphs (4) and (5):</p>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>attendances of the members at those meetings; <b>OR</b></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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: In the Company's 2017 Annual Report.</p> <p>[If the entity complies with paragraph (b):] ... 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 this location: _____</p> <p><i>Insert location here</i></p>	
<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>	<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 this location: _____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<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>	<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 this location: _____</p> <p><i>Insert location here</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 that does not hold an annual general meeting 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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ✓ in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<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.	... information about us and our governance on our website: ✓ at this location: <a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</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.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ✓ in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<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.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at this location: _____ <i>Insert location here</i>	<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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<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; <b>OR</b></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>✓ in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p>✓ at this location:</p> <p><a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p>✓ at this location:</p> <p>In the Company's 2017 Annual Report.</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 this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input 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 we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>7.3 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; <b>OR</b></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):]  ... how our internal audit function is structured and what role it performs:  <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:  _____</p> <p style="text-align: center;"><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):]  ... 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:  <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:  _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</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:  <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:  _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>		
<p>8.1 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>[If the entity complies with paragraph (a):]  ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):  <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at this location:  _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	<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

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
<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; <b>OR</b></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>... and a copy of the charter of the committee:</p> <p>✓ at this location:  <a href="https://www.afterpay.com/en-AU/investors">https://www.afterpay.com/en-AU/investors</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our Corporate Governance Statement <b>OR</b></p> <p>✓ at this location:  In the Company's 2017 Annual Report</p> <p>[If the entity complies with paragraph (b):]  ... 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 this location:  _____</p> <p><i>Insert location here</i></p>	
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</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>✓ at this location:  In the Company's 2017 Annual Report</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 <b>NOT</b> followed the recommendation in full for the whole of the period above. We have disclosed ...
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 <b>OR</b></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</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 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>
<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 this location:</p> <p>_____</p> <p><i>Insert location here</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 this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

# CORPORATE GOVERNANCE STATEMENT

The Directors and management of Afterpay Touch Group Limited ACN 618 280 649 (**APT** or the **Company**) are committed to conducting the business of the Company and its controlled entities (the **Group**) in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Third Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared this statement which sets out its corporate governance practices that were in operation during the financial period ended 30 June 2017 for Afterpay Holdings Limited and as at date of this statement for APT (**Reporting Period**) as relevant in the context. This statement identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations. This statement is current as at 23 August 2017, and has been approved by the Board of the Company.

The Company's corporate governance policies and charters and policies are all available under the Investor Centre section of the Afterpay Holding's website (<https://www.afterpay.com/en-AU/investors>) (**Website**).

ASX Recommendation	Status	Reference / Comment
<p><b>Principle 1 – Lay solid foundations for management and oversight</b>  <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i></p>		
<p>1.1</p>	<p><b>A listed entity should disclose:</b></p> <p><b>(a) the respective roles and responsibilities of its board and management; and</b></p> <p><b>(b) those matters expressly reserved to the board and those delegated to management.</b></p>	<p><b>Complying</b></p> <p>The Board has adopted a charter (<b>Board Charter</b>) which establishes the role of the Board and its relationship with management. The Board Charter clearly articulates the division of responsibilities between the Board and management, in order to manage expectations and avoid misunderstandings about their respective roles and accountabilities.</p> <p>As detailed in the Board Charter, the primary role of the Board is the protection and enhancement of long term shareholder value, and its responsibilities include the overall strategic direction of the Group, establishing goals for management and monitoring the achievement of these goals. The Board is also responsible for the overall corporate governance of the Company.</p> <p>The Board Charter additionally sets out the role and responsibility of the Chairman, and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company.</p> <p>The Board has delegated to the Group Head the authority and power to manage the Company and its businesses within levels of authority specified by the Board from time to time. The Group Head may sub-delegate aspects of his authority and power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the progress being made by the Company's business units.</p> <p>In accordance with the Board Charter, the Board will review the Board Charter at least annually, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Group.</p> <p>A copy of the Board Charter is available on the Website.</p>

ASX Recommendation	Status	Reference / Comment
<p><b>1.2 A listed entity should:</b></p> <p><b>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</b></p> <p><b>(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.</b></p>	<p><b>Complying</b></p>	<p>The Board has established and operates a Remuneration &amp; Nomination Committee. The Remuneration &amp; Nomination Committee's functions and powers are formalised in a Remuneration &amp; Nomination Committee Charter which was adopted by the Board on 25 April 2017, a copy of which is available on the Website.</p> <p>The nomination-related function of the Remuneration &amp; Nomination Committee is to, where required:</p> <ul style="list-style-type: none"> <li>▪ identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in order for the Board to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board; and</li> <li>▪ undertake appropriate checks on a candidate and seek confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director; and</li> <li>▪ subject to the results of such checks and confirmations, make recommendations to the Board on their appointment.</li> </ul> <p>Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks.</p> <p>The Company will provide information to shareholders about Directors seeking re-election at a general meeting to enable them to make an informed decision on whether or not to re-elect the Director, including their relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director; whether the Director is considered to be independent; and a recommendation by the Board in respect of the re-election of the Director.</p> <p>The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material adverse information revealed by any checks the Remuneration &amp; Nomination Committee has performed on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company and its shareholders generally; the Board's view on whether the candidate will be considered to be an independent Director; and a recommendation by the Board in respect of the election of the candidate.</p>
<p><b>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>	<p><b>Complying</b></p>	<p>All Non-Executive Directors of the Company and senior executives of Afterpay Holdings Limited have entered into written agreements with the Company or Afterpay Holdings Limited, as relevant.</p> <p>Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies. Similarly, senior executives including have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.</p>

ASX Recommendation	Status	Reference / Comment
1.4	<p><b>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.</b></p>	<p><b>Complying</b></p> <p>The Company Secretary is responsible for the day to day operations of the company secretary's office, including the administration of Board and committee meetings, overseeing the Company's relationship with its share registrar and lodgements with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with the Company's Continuous Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures, and co-ordinating the completion and despatch of Board agendas and briefing papers.</p> <p>The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary.</p> <p>The decision to appoint or remove the Company Secretary is made or approved by the Board.</p>
1.5	<p><b>A listed entity should:</b></p> <p><b>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</b></p> <p><b>(b) disclose that policy or a summary of it; and</b></p> <p><b>(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:</b></p> <p><b>(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);</b></p> <p><b>or</b></p>	<p><b>Complying</b></p> <p>The Company is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workforce diversity. The Company has adopted a Diversity Policy which can be viewed on the Website. The Diversity Policy requires the commitment of the Directors and Senior Management to promote the specific objective of diversity and seeks to ensure, to the extent that is practicable and appropriate, that the Company's director appointment and employee recruitment processes are undertaken with reference to the objectives of the Workplace Diversity Policy.</p> <p>The Diversity Policy includes requirements for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and progress in achieving them. Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>The Board is charged with the responsibility of undertaking an annual review to:</p> <ul style="list-style-type: none"> <li>▪ assess its policies and procedures in reference to its diversity objectives;</li> <li>▪ determine whether its diversity policies and procedures are and are likely to continue to be appropriate; and</li> <li>▪ ensure that the Company, and its policies and procedures, comply with all applicable legal requirements in respect of diversity and that such policies and procedures remain relevant and effective.</li> </ul> <p>As at 30 June 2017, Afterpay Holdings Limited had 40 employees. Of these, 15 are females and 2 hold senior executive positions. There is one female director on the Board and the Company Secretary is also a female.</p> <p>For the purposes of determining the number of female senior executives in the Company, the Company has defined "senior executive" as those who reported directly to the Executive Chairman or Managing Director of Afterpay Holdings Limited.</p>

ASX Recommendation		Status	Reference / Comment
	(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.		The Company is not a “relevant employer” under the Workplace Gender Equality Act.
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>	Complying	<p>The Directors intend to undertake an annual process to review the performance and effectiveness of the Board and individual Directors. The Company Secretary will oversee this process.</p> <p>Given that the Company was only recently admitted to the official list of the ASX (on 28 June 2017) and the Board of Directors has not been in place for a full 12-month period, a performance evaluation with respect to the Board has not yet been undertaken. The Board intends to undertake a performance evaluation during the next financial year.</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>	Complying	During the year ended 30 June 2017, the Board of Afterpay Holdings Limited evaluated the performance of its senior executives. As the Company was only admitted to the official list of the ASX recently (on 28 June 2017), a performance evaluation has not yet been undertaken with respect to the Group Head and senior executives during the year ended 30 June 2017. The APT Board will evaluate the performance of the Group’s senior executives annually. The APT Board will also review the Group Head’s performance annually.
<p><b>Principle 2 – Structure the Board to add value</b></p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>			
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>	Complying	<p>The APT Board has established a Remuneration &amp; Nomination Committee comprising three members, Clifford Rosenberg (Chair), Michael Jefferies and Elana Rubin. The Remuneration &amp; Nomination Committee’s functions and powers are formalised in a Charter which was adopted by the Board on 25 April 2017, a copy of which is available on the Website.</p> <p>All members of the Remuneration &amp; Nomination Committee are Non-Executive Directors, and all three of the Committee members are independent Directors. The Chair of the Committee, Clifford Rosenberg, is an independent Director and is not the Chair of the Board.</p>

ASX Recommendation	Status	Reference / Comment
<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 nomination-related function of the Remuneration &amp; Nomination Committee is, in summary, to review and make recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management).</p> <p>The Remuneration &amp; Nomination Committee will meet as often as is required by the Remuneration &amp; Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration &amp; Nomination Committee. Following each meeting, the Remuneration &amp; Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration &amp; Nomination Committee that requires Board approval.</p> <p>The number of times that the Remuneration &amp; Nomination Committee of Afterpay Holdings Limited met during the financial year and the individual attendances of the members at those meetings are disclosed in the Company's Annual Report.</p> <p>The Company will disclose in future annual reports the number of times the Remuneration &amp; Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p>
<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>	<p>Part-Complying</p>	<p>Whilst the Company does not currently disclose a Board skills matrix setting out the mix of skills of the Directors, the following information is set out in the Company's Annual Report:</p> <ul style="list-style-type: none"> <li>▪ the skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report; and</li> <li>▪ a statement as to the mix of skills and diversity for which the Board of Directors is looking to achieve in membership of the Board.</li> </ul> <p>The Company intends to disclose a Board skills matrix in its next Annual Report.</p>
<p>2.3 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</p>	<p>Complying</p>	<p>The Board is currently comprised of Anthony Eisen, Nicholas Molnar, Michael Jefferies, David Hancock, Elana Rubin and Clifford Rosenberg.</p> <p>The Board has considered the circumstances of each Director and determined that Michael Jefferies, Clifford Rosenberg and Elana Rubin are independent Directors, on the basis that they are free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement.</p> <p>The Board has determined that Anthony Eisen, David Hancock, and Nick Molnar are not independent on the basis that they hold executive roles within the Company.</p>

ASX Recommendation	Status	Reference / Comment
	<p>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>In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations.</p> <p>The Board, with the guidance of the Remuneration &amp; Nomination Committee, will continually assesses whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Corporations Act and monthly Board meeting processes require Directors to advise the Board of any interest they have that has the potential to conflict with the interests of the Group, including any development that may impact their perceived or actual independence. If the Board determines that a Director's status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market.</p> <p>The length of service of each Director is set out in the Company's 2017 Annual Report.</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p><b>Complying</b></p> <p>The Board consists of six Directors, of which three are independent (being Michael Jefferies, Clifford Rosenberg and Elana Rubin).</p>
2.5	<p>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.</p>	<p><b>Part-Complying</b></p> <p>Anthony Eisen is Executive Chairman of the Board and is not considered by the Board to be an independent Director due to his executive role within the Company.</p> <p>The positions of Chairman and Group Head (the Company's equivalent of CEO) are held by separate persons, Anthony Eisen and David Hancock respectively.</p>
2.6	<p>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.</p>	<p><b>Complying</b></p> <p>The Remuneration &amp; Nomination Committee is tasked with ensuring that an effective induction process is in place for newly appointed Directors, and the review of that process. The Remuneration &amp; Nomination Committee is also responsible for ensuring that Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to effectively perform their role as a director.</p> <p>As Directors join the Board, they undertake a comprehensive induction program, which includes the provision of information on the Company's core values, key strategies, objectives, as well as its governance framework and operations. New Directors also meet with key senior management to gain a better appreciation of the Group's services and capabilities.</p> <p>The Board receives ongoing governance updates as required. All Directors have ongoing access to information on the Company's operations and to the Group's senior management. Each Director, at any time, is able to seek reasonable independent professional advice on any business-related matter at the expense of the Company. Directors also have access to adequate internal resources to seek any information from any officer or employee of the Group, or to require the attendance of management at meetings to enable them as Directors to fulfil their duties.</p>

ASX Recommendation	Status	Reference / Comment
<b>Principle 3 – Act ethically and responsibly</b> <i>A listed entity should act ethically and responsibly</i>		
3.1	<p><b>A listed entity should:</b></p> <p><b>(a) have a code of conduct for its directors, senior executives and employees; and</b></p> <p><b>(b) disclose that code or a summary of it.</b></p>	<p><b>Complying</b></p> <p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on the Website, and which sets out the way in which the Company seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on The Company in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct.</p> <p>Responsibilities of the Company's personnel under the Code of Conduct include protection of APT's business, using its resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.</p>
<b>Principle 4 – Safeguard integrity in corporate reporting</b> <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i>		
4.1	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have an audit committee which:</b></p> <p><b>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director, who is not the chair of the board,</b></p> <p><b>and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the relevant qualifications and experience of the members of the committee; and</b></p> <p><b>(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</b></p>	<p><b>Complying</b></p> <p>The Board has established an Audit, Risk &amp; Compliance Committee comprising three members, Elana Rubin (Chair), Michael Jefferies and Clifford Rosenberg.</p> <p>All of the members of the Audit, Risk &amp; Compliance Committee are Non-Executive Directors, and all three of the Committee members are independent Directors. The Chair of the Committee, Elana Rubin, is an independent director and is not the Chair of the Board.</p> <p>The audit-related role of the Audit, Risk &amp; Compliance Committee is to oversee the Company's financial reporting and its internal and external audit functions.</p> <p>This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence.</p> <p>The Audit, Risk &amp; Compliance Committee's functions and powers are formalised in a Charter which was adopted by the Board on 25 April 2017, a copy of which is available on the Website.</p> <p>The Audit, Risk &amp; Compliance Committee will meet as often as is required by the Audit, Risk &amp; Compliance Committee Charter or other policy approved by the Board to govern the operations of the Audit, Risk &amp; Compliance Committee.</p> <p>The Chair of the Committee may invite other Directors, members of senior management and representatives of the external auditor to be present at meetings of the committee and seek advice from external advisers. The Audit, Risk &amp; Compliance Committee will regularly report to the Board about committee activities, issues and related recommendations.</p>

ASX Recommendation	Status	Reference / Comment
<p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>The number of times that the Audit, Risk &amp; Compliance Committee of Afterpay Holdings Limited met throughout the financial year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the Audit, Risk &amp; Compliance Committee members are disclosed in the Company's 2017 Annual Report.</p> <p>The Company will disclose in future annual reports the number of times the Audit, Risk &amp; Compliance Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p>
<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>	<p>Complying</p>	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>The Board, with the guidance of the Audit, Risk &amp; Compliance Committee will review the Group's half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the equivalent to the CEO (in this case the Group Head) and the CFO that the Group's financial reports present a true and fair view, in all material respects, of the Group's financial condition and operational results, and are in accordance with relevant accounting standards, 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 Board does and will continue to seek these assurances prior to approving the annual financial statements for all half year and full year results.</p>
<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>	<p>Complying</p>	<p>In accordance with the Company's Communications Policy, a copy of which is available on the Website, shareholders are encouraged to attend the Company's Annual General Meeting, which the Company's auditors will be requested to attend.</p> <p>Shareholders will be given an opportunity to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p>

ASX Recommendation	Status	Reference / Comment
<p><b>Principle 5 – Make timely and balanced disclosure</b>  <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
<p><b>5.1</b></p>	<p><b>A listed entity should:</b></p> <p><b>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</b></p> <p><b>(b) disclose that policy or a summary of it.</b></p>	<p><b>Complying</b></p> <p>The Board has adopted a Continuous Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company’s securities and improving access to information for all investors.</p> <p>The Company Secretary is responsible for interpreting the Continuous Disclosure Policy and where necessary informing the Board. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior management to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Continuous Disclosure Policy is available on the Website.</p>
<p><b>Principle 6 – Respect the rights of security holders</b>  <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p>		
<p><b>6.1</b></p>	<p><b>A listed entity should provide information about itself and its governance to investors via its website.</b></p>	<p><b>Complying</b></p> <p>The “investors” section of the Website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The investors section of the Website contains information relevant to shareholders and stakeholders including:</p> <ul style="list-style-type: none"> <li>▪ all relevant announcements made to the market, including annual and half yearly reports;</li> <li>▪ all corporate governance policies and charters adopted by the Board;</li> <li>▪ information provided to analysts or media during briefings; and</li> <li>▪ the full text of notices of meeting and explanatory material.</li> </ul>
<p><b>6.2</b></p>	<p><b>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</b></p>	<p><b>Complying</b></p> <p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Communications Policy to define and support this commitment. A copy of the Communications Policy is available on the Website.</p> <p>The Communications Policy sets out the Company’s investor relations approach, namely by communicating with its shareholders and investors by posting information on the Website, and by encouraging attendance and participation of shareholders at general meetings.</p>

ASX Recommendation	Status	Reference / Comment
		<p>In particular, the Board intends to inform its shareholders of all major developments affecting the Company's state of affairs as follows:</p> <ul style="list-style-type: none"> <li>▪ The annual report is distributed to all shareholders, including relevant information about the operations of the Company during the year and changes in the state of affairs.</li> <li>▪ The half-yearly report to the ASX contains summarised financial information and a review of the operations of the Company during the period.</li> <li>▪ All major announcements are lodged with the ASX, and posted on the Company's website.</li> <li>▪ Proposed major changes in Company which may impact on share ownership rights are submitted to a vote of shareholders.</li> <li>▪ The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals.</li> <li>▪ The Company's auditor attends the Annual General Meeting.</li> </ul>
<p><b>6.3</b></p>	<p><b>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</b></p>	<p><b>Complying</b></p> <p>Shareholders are encouraged to attend the Company's general meetings, and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's Annual General Meeting in particular is an opportunity for shareholders to receive updates from the Group Head and Chairman on Group performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p>
<p><b>6.4</b></p>	<p><b>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</b></p>	<p><b>Complying</b></p> <p>Investors are able to communicate with the Company electronically by emailing the Company Secretary.</p> <p>Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.</p> <p>The Company encourages its shareholders to receive company information electronically by registering their email addresses online with the Company's share registry.</p>

## Principle 7 – Recognise and manage risk

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*

<p><b>7.1</b></p> <p><b>The board of a listed entity should:</b></p> <p><b>(a) have a committee or committees to oversee risk, each of which:</b></p> <p><b>(1) has at least three members, a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director, and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the members of the committee; and</b></p> <p><b>(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</b></p> <p><b>(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.</b></p>	<p><b>Complying</b></p>	<p>The Board has established an Audit, Risk &amp; Compliance Committee comprising three members, Elana Rubin, Michael Jefferies and Clifford Rosenberg.</p> <p>All members of the Audit, Risk &amp; Compliance Committee are Non-Executive Directors and are independent Directors. The Chair of the Committee, Ms Elana Rubin, is independent and is not the Chair of the Board.</p> <p>The risk-related role of the Audit, Risk &amp; Compliance Committee is to oversee the Company's internal control structure and risk management systems, to provide advice to the Board and to report on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.</p> <p>The Audit, Risk &amp; Compliance Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>The Audit, Risk &amp; Compliance Committee will meet as often as is required by the Audit, Risk &amp; Compliance Committee Charter or other policy approved by the Board to govern the operations of the Audit, Risk &amp; Compliance Committee.</p> <p>The number of times that the Audit, Risk &amp; Compliance Committee of Afterpay Holdings Limited met throughout the financial-year and the individual attendances of the members at those meetings, and the relevant qualifications and experience of the Audit, Risk &amp; Compliance Committee members are disclosed in the Company's Annual Report.</p>
<p><b>7.2</b></p> <p><b>The board or a committee of the board should:</b></p> <p><b>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</b></p> <p><b>(b) disclose, in relation to each reporting period, whether such a review has taken place.</b></p>	<p><b>Complying</b></p>	<p>The Group operates various policies and procedures to identify, assess and manage business and operational risks. Responsibility for risk management is shared across the organisation. The Board is responsible for overseeing the establishment of and approving risk management strategy, policies, procedures and systems of the Company. The Company management is responsible for establishing the Company's risk management framework.</p> <p>The Board has delegated to the Audit, Risk &amp; Compliance Committee responsibility for reviewing and monitoring the Company's risk management framework to provide assurance that major business risks are identified, consistently assessed and appropriately addressed.</p> <p>The Company has formulated a Risk Management Policy which was adopted by the Board on 25 April 2017 and is available on the Website.</p> <p>In addition, the Audit, Risk &amp; Compliance Committee is required, under its charter, to undertake a review of the Company's risk management framework with management, at least once annually. A review of the Afterpay Holdings Limited's risk management</p>

			framework and risk register was undertaken during the reporting period.
7.3	<p><b>A listed entity should disclose:</b></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>	<b>Complying</b>	<p>As set out in the Audit, Risk &amp; Compliance Committee Charter, the Committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>The Company's external auditors have also entrusted with the task of providing recommendations to the Board where internal control weaknesses have been identified.</p> <p>The Audit and Risk Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as to generally oversee reviews and improvements to risk management and internal control processes.</p>
7.4	<p><b>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.</b></p>	<b>Complying</b>	<p>The Group's operations are not subject to any significant environmental regulations under the Commonwealth or State legislation.</p> <p>Whilst the Company has exposure to elements of risks relevant to the industry in which the Company operates, the Company does not consider, given the nature of its business, that it has any specific extraordinary exposure to economic, environmental and social sustainability risks.</p>

### **Principle 8 – Remunerate fairly and responsibly**

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.*

8.1	<p><b>The board of a listed entity should:</b></p> <p>(a) have a remuneration 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><b>and disclose:</b></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</li> </ol>	<b>Complying</b>	<p>The Board has established a Remuneration &amp; Nomination Committee comprising three members, Clifford Rosenberg (Chair), Michael Jefferies and Elana Rubin. The Remuneration &amp; Nomination Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>All members of the Remuneration &amp; Nomination Committee are Non-Executive Directors and independent Directors. The Chair of the Committee, Clifford Rosenberg, is independent and is not the Chair of the Board.</p> <p>The Remuneration-related function of the Remuneration &amp; Nomination Committee is to review and make recommendations to the Board on remuneration packages and practices applicable to the Group Head, senior executives and Directors themselves. This role also includes responsibility for share option schemes incentive performance packages and retirement and termination entitlements. Remuneration levels are competitively set to attract the most qualified and experienced Directors and senior executives. The Remuneration &amp; Nomination Committee may obtain independent advice on the appropriateness of remuneration packages.</p> <p>In addition the Company has formulated a Remuneration Policy which was adopted by the Board on 25 April 2017 and is available on the Website.</p>
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	<p>members at those meetings; or</p> <p><b>(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.</b></p>		<p>The Remuneration &amp; Nomination Committee will meet as often as is required by the Remuneration &amp; Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration &amp; Nomination Committee. Following each meeting, the Remuneration &amp; Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration &amp; Nomination Committee that requires Board approval.</p> <p>The number of times that the Remuneration &amp; Nomination Committee of Afterpay Holdings Limited met throughout the financial year and the individual attendances of the members at those meetings are disclosed in the Company's Annual Report.</p> <p>The Company will disclose in future annual reports the number of times the Remuneration &amp; Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p>
<p><b>8.2</b></p>	<p><b>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.</b></p>	<p><b>Complying</b></p>	<p>Details of Afterpay Holdings Limited's Directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2017 Annual Report.</p> <p>The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report section of the Company's 2017 Annual Report.</p>
<p><b>8.3</b></p>	<p><b>A listed entity which has an equity-based remuneration scheme should:</b></p> <p><b>(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</b></p> <p><b>(b) disclose that policy or a summary of it.</b></p>	<p><b>Complying</b></p>	<p>The Company has adopted an Employee Incentive Plan (<b>Plan</b>) to assist in the motivation, retention and reward of selected Company employees. The Plan is designed to align the interests of eligible employees more closely with the interests of the Company and shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company through the granting of options and performance rights, deferred share awards or exempt share awards which may be subject to vesting conditions set by the Board.</p> <p>Summary of the Plan were provided in the Company's Information Memorandum dated 2 June 2017, and the terms of the Plan were lodged with the ASX on 28 June 2017.</p> <p>Participants in the Plan are not permitted to hedge or otherwise limit the economic risk of participating in the LTIP.</p> <p>In addition, the Company has adopted a Securities Trading Policy which prohibits Directors, senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of the Company securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving The Company securities.</p> <p>A copy of the Company's Securities Trading Policy is available on the Website.</p>