

# Corporate Governance Statement

As at 10 September 2018

The Board is responsible for the corporate governance of CountPlus Limited (**CountPlus** or **Company**), including adopting policies and procedures to ensure the CountPlus Directors, management and employees fulfil their functions to the standards and in accordance with the principles set out in this statement.

The Board's corporate governance policies and practices substantially comply with the recommendations in the 3<sup>rd</sup> edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" (**ASX Recommendations**). Where CountPlus' practices depart from the ASX Recommendations, CountPlus will work towards compliance, where appropriate, given the Company's operations.

CountPlus' main policies and practices and the extent of their compliance with ASX Recommendations are summarised below, and where a different approach has been adopted, the reasons for that.

## **Principle 1: Lay Solid Foundations for Management and Oversight**

The Board has responsibility for setting corporate governance policies. The Board delegates the management of CountPlus' resources to senior management under the Chief Executive Officer's (**CEO**) leadership.

The Board and management have agreed on their respective roles and responsibilities and the Board has adopted a Board Charter that details the Board's functions and responsibilities and the authority which has been delegated to senior management. The Board has also created a dedicated Governance and Legal Associate role to enhance the effective implementation of its good governance policies across the Company's range of activities.

The Board has established a Remuneration & Nominations Committee to evaluate the performance of the Managing Director/CEO.

### **Responsibilities**

The responsibilities of the Board include:

- Reviewing and approving the strategic plan for the Company, including planning and goal setting for growth;
- Monitoring the performance of the Company and its management team;
- Selecting and appointing the CEO, succession planning and setting remuneration;
- Setting lines of authority from the Board to the CEO;
- Agreeing on performance indicators with management;
- Protecting the Company's financial position and its ability to meet its debts and other obligations;
- Establishing and monitoring policies which ensure the Company complies with the law and conforms to the highest standards of financial and ethical behaviour;
- Ensuring that the Company adheres to reporting systems and appropriate operational and financial controls together with monitoring compliance; and
- Ensuring that the Company's accounts are true and fair in conforming with Australian Accounting Standards and the Corporations Act 2001 (Cth).

CountPlus' management is obliged to supply the Board with information that enables it to effectively discharge its duties. This is facilitated by the Company Secretary, who is responsible for completing and distributing Board agendas and briefing materials. The Company Secretary is accountable to the Board and Chair regarding the proper functioning of the Board.

CountPlus has a written agreement with each Director and senior executive defining the terms of their appointment.

### **Information relevant to election of Directors**

CountPlus undertakes appropriate checks before suggesting to Shareholders a candidate for election as a Director. If Shareholders are deciding on whether or not to elect or re-elect a Director, the Board will provide Shareholders with all the relevant information that it possesses.

### **Performance evaluation for Directors**

In the ordinary course CountPlus carries out evaluations on individual Directors, the Board Committees and the Board as a whole, every three years. Such evaluations involve self-assessments and may include third party assessments as circumstances may require. During the financial year ended 30 June 2018, a performance evaluation of the Board was not undertaken since four out of the five directors (including the Managing Director)

were appointed during FY17, and the remaining director appointed in FY18. The Board anticipates a performance evaluation being undertaken within the FY20 period.

**Performance evaluation of senior executives**

CountPlus has processes for evaluating the performance of its senior executives. Each senior executive is evaluated against agreed performance objectives. The evaluation process is conducted annually and then remuneration determined. Information regarding CountPlus’ remuneration practices is provided in the Remuneration Report in the 2018 Annual Report.

**Diversity Policy and Gender Diversity**

The Company values diversity and recognises its benefits. The Company believes that it should hire, develop, promote and retain people strictly based on their talents, experience, commitment and performance.

The Company has a Diversity Policy, which sets out the Company’s diversity objectives on gender, age and ethnicity, amongst the other areas specified in the Diversity Policy, which is on the Company’s website ([www.CountPlus.com.au](http://www.CountPlus.com.au)). The Company’s Diversity Policy includes the Company’s requirement to establish measurable objectives for achieving gender diversity and reporting the Company’s progress in achieving these objectives.

The Company promotes its Diversity Policy through communication of the Policy to all firms. This helps CountPlus apply the Diversity Policy across the Company and its subsidiaries (**Group**). The Company also addresses discrimination and harassment through prevention and awareness of the Company’s Diversity Policy.

CountPlus takes several initiatives which assist in achieving, fostering and supporting the Diversity Policy, including:

- Retaining key employees by creating an environment of growth, advancement and retention of staff, regardless of gender, age, cultural background, and/or ethnicity;
- Circulating the Diversity Policy annually to highlight expectations around behaviour consistent with encouraging diversity;
- Hiring employees and Directors from a diverse candidate pool;
- Developing career progression based on merit. As part of the Company’s succession planning process, well-performing staff are identified for career progression. A management leadership program (Emerging Leaders) assists staff in reaching senior management roles and is open to all staff;
- Reviewing the Company’s objectives and on an annual basis, including the participation of women in leadership positions;
- Developing other internal Group policies which support the Diversity Policy, including the “Grievance Policy”, “Code of Ethics and Conduct Policy” and “Whistleblower Policy”.

The Company’s Diversity Policy encourages gender diversity and the Company’s commitment to creating a fair, equitable and respectful workplace where staff are considered for opportunities to advance on merit. As part of its commitment to improving gender balance in the workplace, the Company has adopted the ASX Recommendations, including a target for female participation within the Group as follows:

	<b>Target % by 2019</b>	<b>Actual % 2018</b>	<b>Actual % 2017</b>
Number of women employees in the whole organisation	40% - 60%	61%	62%
Number of women in senior executive positions*	40% - 60%	41%	41%
Number of women on Partner Firms’ Boards	30%	23%	11%
Number of women on the Board	30%	40%	33%

\*senior executive positions refers to employees who have senior managerial responsibilities.

CountPlus has been working on initiatives such as the management leadership program to help women in Partner Firms move into leadership roles and Director positions. Through this strategy, the proportion of women on Partner Firm Boards rose to 23% in 2018 from 11% in 2017. Female participation in the Company decreased to 61% during 2018 compared to 62% in 2017. The proportion of women on CountPlus’ Board rose to 40% in 2018 from 33% in 2017. However, the number of women in senior executive positions remained stable in 2018 at 41%.

In addition to the targets above, the Company established in 2018 the following objectives:

- To increase the number of women promoted – 67% of employees awarded promotions were women compared with 59% in the prior year. CountPlus has achieved this objective;
- and
- Compliance with the Workplace Gender Equality Act 2012 – CountPlus and Partner Firms received a positive notice of compliance for the fourth year in a row.

CountPlus participated in the Workplace Gender Equality Survey and received a Notice of Compliance from the Workplace Gender Equality Agency for the recent reporting period. The Notice of Compliance is located on CountPlus' website ([www.countplus.com.au](http://www.countplus.com.au)).

## **Principle 2: Structure the Board to Add Value**

The CountPlus Board is currently made up of five Directors, four of whom are independent Non-Executive Directors (Ray Kellerman, Alison Ledger, Kate Hill, and Andrew McGill) with Matthew Rowe as Managing Director. Recommendation 2.4 of the ASX Recommendations states that most Board members should be independent Directors.

Directors are considered to be independent if they are not part of management and if they are free of any interest or relationship that might influence their capacity to independently judge Board matters and to act in the best interests of CountPlus and its Shareholders. The Board will consider the materiality of any relationship on a case-by-case basis.

The Board considers Alison Ledger, Kate Hill and Andrew McGill to be independent Directors. The current Chair, Ray Kellerman, is also considered an independent Director.

### ***Board skills matrix***

CountPlus' objective is to have an appropriate mix of expertise and experience on the Board to effectively discharge its responsibilities. The present Board's mix of expertise and experience covers the following key areas:

#### ***Strategy and Governance***

- Strategic and commercial acumen
- Corporate governance

#### ***Finance and Risk***

- Financial acumen
- Risk and compliance

#### ***Industry and Executive Experience***

- Financial services experience
- Professional services experience
- Executive leadership

#### ***Functional Expertise***

- Technology competence
- People, culture and conduct
- Mergers and acquisitions

#### ***Behavioural***

- Desired behaviour

### ***Remuneration & Nominations Committee***

The Remuneration & Nominations Committee has the responsibility for planning succession in Board appointments, subject to Board and Shareholder approval. This Committee must have at least three members, who may be Executive or Non-Executive Directors. Currently, Ray Kellerman, Alison Ledger and Andrew McGill are members of this Committee. The Chair to this Committee is an independent Non-Executive Director and is currently Alison Ledger. The number of meetings held and attended by each member of the Remuneration & Nominations Committee during the year are set out in the Directors' Report within the Annual Report.

The Board has a program in place for inducting new directors and provides professional development opportunities for Directors to develop and maintain the skills and knowledge they need to perform their roles effectively.

### **Principle 3: Act Ethically and Responsibly**

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has a formal Code of Ethics and Conduct (**Code**) to be followed by all employees and management. The key aspects of this Code are to:

- act honestly, with integrity, fairness and equity;
- observe the rule and spirit of all laws and regulations which govern the operation of CountPlus, its business environment and its employment practices;
- act in the best interest of CountPlus;
- not knowingly participate in any illegal or unethical activity;
- avoid any real or perceived conflict of interest; and
- use company resources and property properly.

CountPlus also has in place a Securities Trading Policy which applies to all staff, Directors and contractors of the Company. The Policy prohibits these individuals from dealing in the Company's shares when they are in possession of price-sensitive information, as defined by the Corporations Act 2001 (Cth). The Securities Trading Policy also restricts Directors and employees in possession of price sensitive information from trading in CountPlus shares outside of the "share trading window".

The "share trading window" is the period between 24 hours and 30 working days after the release of CountPlus' half-year and full-year results and 24 hours and 30 working days after the AGM. The Securities Trading Policy is circulated at least twice a year to Directors, key management personnel and anyone who is in possession of price sensitive information, along with an email reminding them of their obligations to abide by this policy.

A copy of the Code and the Securities Trading Policy are available on the Company's website ([www.countplus.com.au](http://www.countplus.com.au)).

### **Principle 4: Safeguard Integrity in Financial Reporting**

The Board requires the CEO and CFO to provide to the Board assurance in the form of a declaration that in their opinion, CountPlus' financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance. This declaration must be given before the Board approves CountPlus' financial statements and must be formed based on a sound system of risk management and internal controls.

#### ***Audit & Risk Committee***

The Board has an Audit & Risk Committee. This Committee must have at least three members. All must be Non-Executive Directors and a majority must be independent. Currently, independent Non-Executive Directors, Ray Kellerman, Alison Ledger and Kate Hill are members of this Committee. Kate Hill is the Chair of the Committee. The current composition of the Audit & Risk Committee complies with Recommendation 4.1 of the ASX Recommendations.

The number of meetings held and attended by Audit & Risk Committee members is disclosed in the Annual Report, as are the qualifications of Committee members. The Committee's functions are to review:

- significant accounting and reporting matters;
- the reporting of financial information;
- the appointment and effectiveness of the external auditor;
- systems of internal control and audit; and
- the risk management framework.

### **Principle 5: Make Timely and Balanced Disclosure**

#### ***Continuous Disclosure and Shareholder Communication***

CountPlus is committed to its disclosure obligations under the ASX Listing Rules. CountPlus has a Continuous Disclosure Policy which requires Directors and management to fulfil their obligations on the timely disclosure of price-sensitive information.

The Continuous Disclosure Policy is disclosed on CountPlus' website ([www.countplus.com.au](http://www.countplus.com.au)).

## **Principle 6: Respect the Rights of Security Holders**

CountPlus is committed to keeping Shareholders informed of all major developments affecting CountPlus as required by law. CountPlus has also implemented an investor relations program to facilitate communication with investors and to encourage participation at Shareholder meetings. Information will be communicated to Shareholders through ASX announcements and publishing information on CountPlus' website ([www.countplus.com.au](http://www.countplus.com.au)).

The Company's website will contain information about CountPlus, including media releases, key policies and the Charters of CountPlus' Board and Board Committees. All ASX announcements are posted on CountPlus' website when this information has been released to the ASX.

The CountPlus AGM provides an important opportunity for Shareholders to communicate with the CountPlus Board and management. Shareholders are encouraged to attend the AGM or to vote on motions through a proxy.

Notice of the upcoming AGM and explanatory material will be available on CountPlus' website ([www.countplus.com.au](http://www.countplus.com.au)) and sent to Shareholders as required by the Corporations Act. At the AGM, Shareholders can ask the Chair or any Board member questions or comment on the results or management of CountPlus. The external auditor will also be available at the AGM to answer questions about their report.

Shareholders can elect to receive and send communications electronically to CountPlus and its share registry.

## **Principle 7: Recognise and Manage Risk**

The identification and proper management of CountPlus' risk is an important priority of the Board. CountPlus has a Risk Management Policy, which is disclosed on CountPlus' website ([www.countplus.com.au](http://www.countplus.com.au)). This Policy highlights the risks relevant to CountPlus' operations, and CountPlus' commitment to implementing systems to control risk. This Policy ensures:

- regular reporting to the Board by the CEO on CountPlus' key risks and their management; and
- assurances are provided from the CEO about the effectiveness of CountPlus' risk management and internal compliance and control systems.

The Audit & Risk Committee is responsible for reviewing and reporting on the effectiveness of the Company's Risk Management Policy, and monitoring and advising to the Board on matters as they relate to risk management.

The Audit & Risk Committee reviews CountPlus' risk management framework at least annually to satisfy itself that it continues to be sound. During the financial year ended 30 June 2018, such a review has taken place.

### ***Audit & Risk Committee***

The membership of the Audit & Risk Committee is set out above in Principle 4. CountPlus complies with Principle 4. As set out in CountPlus' Audit & Risk Committee Charter, the Committee's functions include reviewing:

- systems of internal control and internal audit; and
- the risk management framework.

### ***Acquisitions Committee***

As set out in CountPlus' Acquisitions Committee Charter, the purpose of the Committee is to review and approve certain investment and sale transactions proposed by CountPlus' management.

This Committee must have at least three members, who may be Executive or Non-Executive Directors. Currently, Kate Hill, Andrew McGill and Matthew Rowe are members of this Committee. Andrew McGill, who is an independent Non-Executive Director, acts as the Chair of the Committee.

### ***Internal audit function***

CountPlus' internal audit function is outsourced to a third party, being National Audits Group. The internal audit function provides objective assurance on the effectiveness of the Company's risk management, internal control and governance processes by regularly reviewing and reporting on these processes.

### ***Sustainability risks***

As mentioned above, the Company has a Risk Management Policy to monitor and manage risks. The Company has no material exposure to environmental and social sustainability risks.

## **Principle 8: Remunerate Fairly and Responsibly**

The remuneration structure for Non-Executive Directors differs from that of the Executive Directors. The Board has a Remuneration & Nominations Committee.

### ***Remuneration & Nominations Committee***

This Committee must have at least three members, who may be Executive or Non-Executive Directors. Currently, Ray Kellerman, Alison Ledger and Andrew McGill are members of this Committee. The Chair of this Committee is an independent Non-Executive Director, Alison Ledger.

As the CEO, Matthew Rowe does not decide his remuneration or evaluate his own performance. The Company has procedures to identify and address any potential conflict of interest in Matthew Rowe being involved in setting the remuneration for other executives that may indirectly affect his own.

The number of meetings held and attended by members of the Remuneration & Nominations Committee is set out each year in the Directors' Report within the Annual Report.

As set out in CountPlus' Remuneration & Nominations Committee Charter, the primary functions of the Committee are to make recommendations to the Board on:

- remuneration and incentive policies for Executive Directors and senior management;
- CountPlus' recruitment, retention and termination policies for senior executives; and
- remuneration and incentive policies for Non-Executive Directors.

### ***Equity-based remuneration scheme***

CountPlus has an existing equity-based remuneration scheme, being its Loan Funded Share Plan (**LFS Plan**), which may be available to staff. CountPlus has also established a Long Term Incentive Plan (LTIP) confirmed by shareholder approval. The CEO will be entitled to participate in the LTIP. Under the Company's Securities Trading Policy, all directors and senior executives of the Company (including the CEO) are prohibited from dealing in any financial products issued or created over the Company's shares by third parties or dealing in associated products. In addition, they must not enter into a transaction that would limit the risk of their shareholding in the Company.

## Appendix 4G

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

Name of entity:

CountPlus Limited

ABN / ARBN:

11 126 990 832

Financial year ended:

30 June 2018

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: [www.countplus.com.au](http://www.countplus.com.au)

The Corporate Governance Statement is accurate and up to date as at 10 September 2018 and has been approved by the board.

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

Date:

Laurent Toussaint

Company Secretary

Signature:

<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 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
1.3	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 type="checkbox"/> at <i>[insert location]</i></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 checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.countplus.com.au/shareholder-centre/corporate-governance/">https://www.countplus.com.au/shareholder-centre/corporate-governance/</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"/> at <a href="https://www.countplus.com.au/shareholder-centre/annual-reports/">https://www.countplus.com.au/shareholder-centre/annual-reports/</a></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 [insert location]</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>
2.2	<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 [insert location]</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 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 type="checkbox"/> at [insert location]	<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 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
2.5	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 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 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 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 the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.countplus.com.au/shareholder-centre/corporate-governance/">https://www.countplus.com.au/shareholder-centre/corporate-governance/</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"/> at <a href="https://www.countplus.com.au/shareholder-centre/annual-reports/">https://www.countplus.com.au/shareholder-centre/annual-reports/</a></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 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</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 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: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</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: <input checked="" type="checkbox"/> at <a href="http://www.countplus.com.au">www.countplus.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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</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: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</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: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</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 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 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 the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.countplus.com.au/shareholder-centre/corporate-governance/">https://www.countplus.com.au/shareholder-centre/corporate-governance/</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"/> at <a href="https://www.countplus.com.au/shareholder-centre/annual-reports/">https://www.countplus.com.au/shareholder-centre/annual-reports/</a></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 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):]  ... how our internal audit function is structured and what role it performs:</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>[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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<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 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 checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.countplus.com.au/shareholder-centre/corporate-governance/">https://www.countplus.com.au/shareholder-centre/corporate-governance/</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"/> at <a href="https://www.countplus.com.au/shareholder-centre/annual-reports/">https://www.countplus.com.au/shareholder-centre/annual-reports/</a></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 [insert location]</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>
8.2	<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"/> at <a href="https://www.countplus.com.au/shareholder-centre/annual-reports/">https://www.countplus.com.au/shareholder-centre/annual-reports/</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 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>
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 <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 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 <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>