

Corporate Governance Statement

As at 22 September 2016

The Board is responsible for the overall corporate governance of Countplus Limited (Countplus or Company), including adopting the appropriate policies and procedures and seeking to ensure Countplus Directors, management and employees fulfil their functions effectively and responsibly.

The Board has adopted corporate governance policies and practices by reference to the 3rd edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" (**ASX Recommendations**). Where Countplus' practices depart from the ASX Recommendations, Countplus intends to work towards compliance but does not consider that all practices are appropriate for the size and scale of Countplus' operations.

Countplus' main policies and practices (by reference to the ASX Recommendations) are summarised below. It also identifies the extent to which those policies and practices do not comply with the ASX Recommendations.

Principle 1: Lay Solid Foundations for Management and Oversight

The Board has ultimate responsibility for setting policies regarding the business and affairs of Countplus for the benefit of Shareholders and other stakeholders. The Board delegates management of Countplus' resources to senior management, under the leadership of the Chief Executive Officer (**CEO**), to deliver the strategic direction and objectives determined by the Board.

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 areas of authority delegated to senior management.

The Board has established a Remuneration & Nominations Committee which, amongst other functions, will evaluate the performance of the CEO and the Chief Financial Officer (**CFO**).

Responsibilities

The responsibilities of the Board include:

- Reviewing and approving the strategic plan for the Company with involvement in planning and goal setting for the Company and its intended growth;
- Monitoring the performance of the Company and its management team;
- Selecting and appointing the CEO, planning for the succession of senior management and setting appropriate remuneration packages;
- Setting clearly defined lines of authority from the Board to the CEO;
- Agreeing on performance indicators with management;
- Taking appropriate steps to protect the Company's financial position and its ability to meet its debts and other obligations as they fall due;
- Establishing and monitoring policies directed at ensuring that the Company complies with the law and conforms to the highest standards of financial and ethical behaviour;
- Ensuring that the Company is adhering to reporting systems and appropriate internal controls (operational and financial) together with appropriate monitoring of compliance activities; and
- Ensuring that the Company accounts are true and fair in conformity with Australian Accounting Standards and the Corporations Act 2001 (Cth).

Countplus' management is required to supply the Board with information in a timeframe, form and quality that will enable it to effectively discharge its duties and to request additional information, if required, to make informed decisions. This is facilitated by the Company Secretary, who is responsible for completion and dispatch of Board agendas and briefing materials, and is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.

Countplus has a written agreement which each Director and senior executive setting out the terms of their appointment.

Information relevant to election of Directors

Countplus undertakes appropriate checks before appointing a person, or putting forward to Shareholders a candidate for election, as a Director. If Shareholders are making a decision on whether or not to elect or re-elect a Director, the Board will provide Shareholders with all material information in its possession that is relevant to that decision.

Performance evaluation for Directors

Countplus will, from time to time, carry out evaluations on individual Directors, the Board Committees and the Board as a whole. Such evaluations will involve self-assessments and, if required, third party assessments. The Board has considered that a 3 year cycle is an appropriate timeframe for conducting Director evaluation. During the financial year ended 30 June 2016, a performance evaluation of the Board was not undertaken due to the changes to the Board composition. However, an evaluation will be undertaken for the financial year ending 30 June 2017.

Performance evaluation of senior executives

Countplus has established processes for evaluating the performance of its senior executives. In summary, each senior executive is evaluated against the achievement of pre-agreed performance objectives. The evaluation process is conducted annually and is followed by the determination of appropriate remuneration of the relevant senior executives. Detailed information regarding Countplus' remuneration practices is provided in the Remuneration Report in the 2016 Annual Report. An evaluation of senior executives has taken place during the financial year ended 30 June 2016 in accordance with the processes described above.

Diversity Policy and Gender Diversity

The Company values diversity and recognises the benefits diversity can contribute to achieve the Company's goals. Accordingly, the Company has developed a Diversity Policy, which outlines the Company's diversity objectives in relation to gender, age, cultural background, and ethnicity, amongst the other areas specified in the Diversity Policy, a copy of which can be found on the Company's website (www.countplus.com.au). The Company's Diversity Policy includes the Company's requirement to establish measurable objectives for achieving gender diversity, as well as the requirement to assess and report annually the Company's progress in achieving these objectives to the Board.

The Company promotes its Diversity Policy through regular communication of the Policy (at least annually) to all staff, including Directors and Member Firm staff. This dissemination of the Diversity Policy greatly assists in applying and developing a shared and inclusive understanding of 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. The Company believes that it should hire, develop, promote and retain people strictly on the basis of their talents, experience, commitment and performance.

The Company also has a number of initiatives in place which assist in achieving, fostering and supporting the Diversity Policy, including:

- Retention of key employees: creating an environment of growth, advancement and retention for all staff, regardless of gender, age, cultural background, and/or ethnicity;
- Communication plan: circulating the Diversity Policy annually to highlight expectations around behaviour consistent with encouraging diversity;
- Hiring: employees and Directors are selected from a diverse candidate pool;
- Development and career progression: as part of the Company's succession planning process, well-performing staff are identified for career progression. A management leadership program (Emerging Leaders) is in place to assist staff in reaching senior management roles and is open to all staff;
- Review: the Company reviews objectives and the progress made against these objectives on an annual basis. In particular, reporting on participation and placement of women in leadership positions is evaluated;
- Other internal Group policies: these are supportive and complementary to the Diversity Policy, including the "Grievance Policy", "Code of Ethics and Conduct Policy" and "Whistle Blowers Policy".

The Company's Diversity Policy outlines gender diversity and its commitment to creating a fair, equitable and respectful workplace, where women are supported in an inclusive environment, are given recognition based on individual merit and are considered for opportunities to advance and succeed, regardless of their gender. 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:

	Target % by 2019	Actual % 2016	Actual % 2015
Number of women employees in the whole organisation	40% - 60%	61%	61%
Number of women in senior executive positions*	40% - 60%	46%	48%
*senior executive positions refers to employees who have senior managerial responsibilities.			
	Target % by 2019	Actual % 2016	Actual % 2015
Number of women on Member Firms' Boards	30%	10%	9%
Number of women on the Board	30%	0%	0%

Countplus has been working on initiatives such as the management leadership program (noted above) to assist employees in the Member Firms, including women, to move into leadership roles to facilitate the move into Director positions. This strategy has worked to assist to increase the number of women in senior executive positions from 42% in 2014 to 48% in 2015, however this was reduced to 46% in 2016 largely due to the divestment of a Member Firm in 2016, refer to table above. Also, the number of female participation in the Company has remained steady at 61% during 2015 and 2016, though this is an increase from 55% in 2014.

In 2016, in addition to the target for female participation referred to above, the Company also had established and achieved the following objectives:

- Increased access to flexible working arrangements across the Group; and
- Compliance with the Workplace Gender Equality Act 2012.

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).

Principle 2: Structure the Board to Add Value

The Countplus Board is currently made up of four Directors, two of whom are Non-Executive Directors (Graeme Fowler and Barry Lambert).

Recommendation 2.1 of the ASX Recommendations states that a Board should comprise of a majority of independent Directors. The Board assesses each of the Directors against specific criteria to decide whether they are in a position to exercise independent judgment. Directors are considered to be independent if they are not a member of management and if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Countplus and its Shareholders generally. The Board will consider the materiality of any given relationship on a case-by-case basis and will adopt materiality guidelines to assist it in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time.

In accordance with the above guidelines, the Board considers Graeme Fowler to be an independent Director. The Chair, Barry Lambert, has been engaged in an executive capacity by Countplus in the past and as there has not been at least 3 years since ceasing such role, has not been considered as an independent Director. This means that contrary to Recommendations 2.4 and 2.5, the Board does not have a majority of independent Directors nor an independent Chair (however the Chair is not the same person as the CEO of Countplus). The Board believes that this departure is appropriate given Mr Lambert's role in the Company's formation and the extensive experience he brings to the Board. Although the Board considers that the current Non-Executive Directors bring a substantial

perspective to the Board's consideration of strategic, risk and performance matters and are well placed to exercise appropriate judgement and review and constructively challenge the performance of management, the Board recognises the value that the perspective of an additional independent Director would bring. The Board has identified and will be appointing (on 1 October 2016) two additional independent Directors to the Board, Alison Ledger and Matthew Rowe.

Board skills matrix

Countplus' objective is to have an appropriate mix of expertise and experience on the Board in order to effectively discharge its responsibilities. The existing mix of the Board's expertise and experience is described below:

Expertise

- Financial knowledge and experience
- Strategy
- Commercial acumen
- Risk management
- Audit
- Executive leadership
- Investment analysis and valuation

Industry experience

- Financial services
- Banking
- Accounting
- Legal

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, Graeme Fowler and Phil Aris are members of this Committee. The Chair to this Committee is an independent Director appointed by rotation, and is currently Graeme Fowler. The current composition of the Remuneration & Nominations Committee does not comply with Recommendation 2.1 of the ASX Recommendations, to the extent that it recommends that a nomination committee consists of at least three members with a majority of independent directors. However, the Board believes that, in the current make-up and size of the Board, the perspective and expertise that the current members bring to the Committee is appropriate. In addition, as indicated above, the Board has identified and will be appointing (on 1 October 2016) two additional independent Directors who will both be members of the Remuneration & Nominations Committee.

The Board has a program in place for inducting new directors and provides appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed 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 adopted a formal Code of Ethics and Conduct (**Code**) to be followed by all employees and officers of the Company. 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, except where to do so contravenes any other ethical standards;
- 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 securities (e.g. 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 securities 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 announcement to the ASX 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 the Securities Trading Policy.

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

Principle 4: Safeguard Integrity in Financial Reporting

The Board requires the CEO and CFO to provide to the Board, prior to the Board approving Countplus' financial statements, 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 financial position and performance of Countplus, and that this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Audit & Risk Committee

The Board has established an Audit & Risk Committee. This Committee must have at least three members, a majority of whom must be independent Directors and all of whom must be Non-Executive Directors. Currently, all the Non-Executive Directors (i.e. Barry Lambert and Graeme Fowler) are members of this Committee. Graeme Fowler acts as the Chair of the Committee. The current composition of the Audit & Risk Committee does not comply with Recommendation 4.1 of the ASX Recommendations, to the extent that it recommends that an audit committee consists of at least three members and a majority of independent directors. As indicated above, the Board has identified and will be appointing (on 1 October 2016) two additional independent Directors who will be members of the Audit & Risk Committee.

The number of meetings held and attended by each member of the Audit & Risk Committee during the year are set out in the Directors' Report within the Annual Report. The relevant qualifications and experience of the members of the Committee are also set out in the Annual Report.

As set out in Countplus' Audit & Risk Committee Charter, the Committee's primary functions include:

- overseeing the process of financial reporting, internal control, risk management and compliance and external audit;
 - monitoring Countplus' compliance with laws and regulations and Countplus' own Code of Conduct and Ethics;
 - facilitating effective relationships with and communication between the Board, management and Countplus' external auditor; and
 - evaluating the adequacy of internal processes and controls established to identify and manage areas of potential risk and to seek to safeguard Countplus' assets.
- It is the policy of Countplus that its external auditing firm be independent. The Committee review and assess the independence of the external auditor on an annual basis.

Principle 5: Make Timely and Balanced Disclosure

Continuous Disclosure and Shareholder Communication

Countplus is committed to observing its disclosure obligations under the ASX Listing Rules. Countplus has adopted a Continuous Disclosure Policy which establishes procedures aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to, the timely disclosure of material price-sensitive information.

The Continuous Disclosure Policy is disclosed on Countplus' website (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' state of affairs relevant to Shareholders, in accordance with all applicable laws. Countplus has also implemented an investor relations program to facilitate effective two-way communication with investors and to encourage participation at Shareholder meetings. Information will be communicated to Shareholders through the lodgement of announcements with the ASX and the publishing of information on Countplus' website (www.countplus.com.au).

In particular, Countplus' website will contain information about Countplus, including media releases, key policies

and the Charters of Countplus' Board and Board Committees. All relevant announcements made to the market and any other relevant information will be posted on Countplus' website as soon as this information has been released to the ASX.

The Countplus AGM provides an important opportunity for Shareholders to express their views to the Countplus Board and management. Shareholders are encouraged to attend the AGM or, if unable to attend, to vote on the motions proposed by appointing a proxy or by other means included in the notice of AGM. Notice of AGM and accompanying explanatory material will be available on Countplus' website (www.countplus.com.au) and be provided to Shareholders as required under the Corporations Act. At the AGM, Shareholders will be invited to ask the Chair or any member of the Board questions about or comment on the results, operations, strategy and/or management of Countplus. The external auditor will also be available at the AGM to answer questions about the conduct of the audit and preparation and content of the auditor's report.

Shareholders have the option to elect to receive communications from, and send communications to, Countplus and its share registry electronically.

Principle 7: Recognise and Manage Risk

The identification and proper management of Countplus' risk is an important priority of the Board. Countplus has therefore adopted a Risk Management Policy, which is disclosed on Countplus' website (www.countplus.com.au). This Policy highlights the risks relevant to Countplus' operations, and Countplus' commitment to designing and implementing systems and methods appropriate to minimise and control its risk. This Policy ensures:

- regular reporting to the Board by the CEO on Countplus' key risks and the management of those risks; and
- assurances are provided from the CEO/CFO about the soundness and effectiveness of Countplus' risk management and internal compliance and control system.

The Audit & Risk Committee is responsible for monitoring risk management and establishing procedures which seek to provide assurance that major business risks are identified, consistently assessed and appropriately addressed.

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 2016, such a review has taken place.

Audit & Risk Committee

The membership of the Audit & Risk Committee is set out above in Principle 4. The current composition of the Audit & Risk Committee does not comply with Recommendation 7.1 of the ASX Recommendations, to the extent that it recommends that a risk committee consists of at least three members and a majority of independent directors. As indicated above, the Board has identified and will be appointing (on 1 October 2016) two additional independent Directors who will be members of the Audit & Risk Committee.

As set out in Countplus' Audit & Risk Committee Charter, the Committee's primary functions include:

- reviewing and monitoring the effectiveness of Countplus' internal control processes; and
- monitoring Countplus' compliance with the Law, the contracts it has entered into and best practices.

Acquisitions Committee

This Committee must have at least three members, who may be Executive or Non-Executive Directors. Currently, all members of the Board are members of this Committee. Graeme Fowler, who is a Non-Executive Director, acts as the Chair of the Committee.

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

Internal audit function

Countplus' internal audit function is performed by an Internal Audit Manager who will be invited to attend all meetings of the Audit & Risk Committee. The internal audit function provides objective assurance on the effectiveness of key aspects of the Company's risk management, internal control and governance processes by regularly reviewing and reporting on the effectiveness of the risk management and internal control systems.

Sustainability risks

As mentioned above, the Company has adopted a Risk Management Policy to monitor its exposure to, and

manage, its economic sustainability 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 is clearly distinguished from that of the Executive Directors. The Board has therefore established a Remuneration & Nominations Committee.

Remuneration & Nominations Committee

This Committee must have at least three members, who may be Executive or Non-Executive Directors. Currently, Graeme Fowler and Phil Aris are members of this Committee. The Chair to this Committee is an independent Director appointed by rotation, and is currently Graeme Fowler. The current composition of the Remuneration & Nominations Committee does not comply with Recommendation 8.1 of the ASX Recommendations, to the extent that it recommends that a remuneration committee consists of at least three members with a majority of independent directors. However, the Board believes that, in the current make-up and size of the Board, the perspective and expertise that the current members bring to the Committee is appropriate. In addition, as indicated above, the Board has identified and will be appointing (on 1 October 2016) two additional independent Directors who will be members of the Remuneration & Nominations Committee.

As the CEO, Phil Aris is not involved in deciding his own remuneration or evaluating his own performance. In addition, procedures are in place to identify and address any potential conflict of interest in Phil Aris being involved in setting the remuneration for other executives that may indirectly affect his own.

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.

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 equity-based remuneration scheme, being its Loan Funded Share Plan (**LFS Plan**). The CEO has been issued shares under the LFS Plan. 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 operates to limit the economic 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 2016

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

- These pages of our annual report:
- This URL on our website: www.countplus.com.au

The Corporate Governance Statement is accurate and up to date as at 22 September 2016 and has been approved by the board.

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

Date: 22 September 2016

Print name: Arlette Jubian

Signature:


Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

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

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

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

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 ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here] ... 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 this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 NOT 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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at this location: [insert location here]</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/our-workplace-gender-equality-report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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 ...
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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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 ...	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016 Annual Report</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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 ...
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><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016 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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</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 ...
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 OR <input type="checkbox"/> at this location: [insert location here]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	<p>... our code of conduct or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<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 ...	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016 Annual Report</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input checked="" 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 ...
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at this location: www.countplus.com.au	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre	<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 ...
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</p> <p><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</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</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 ...	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016 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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input checked="" 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 ...
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	[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 OR <input type="checkbox"/> at this location: [insert location here] [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 OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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.	... 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 OR <input type="checkbox"/> at this location: [insert location here]	<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 ...	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Corporate-Governance [insert location here]</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016Annual Report</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</p> <p>OR</p> <p><input type="checkbox"/> at this location: [insert location here]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is fore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:	<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 ...
	the remuneration of executive directors and other senior executives.	<input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: www.countplus.com.au/Shareholder-Centre/Reports -2016 Annual Report	OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: <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>	... our policy on this issue or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: <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>	... the information referred to in paragraphs (a) and (b): <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement