

2016 CORPORATE GOVERNANCE STATEMENT

BASIS OF PREPARATION

The Board of Directors of CV Check Ltd is responsible for the corporate governance of the Company and guides and monitors the business and affairs of the Company on behalf of its shareholders.

The format of this 2016 Corporate Governance Statement is based on ASX Corporate Governance Council's ("the Council") *Corporate Governance Principles and Recommendations* (3rd edition). In accordance with the Council's recommendations, the Corporate Governance Statement must contain certain specific information and must disclose the extent to which the Company has followed the guidelines during the period.

Where a recommendation has not been followed, that fact must be disclosed, together with the reasons for the departure. The Company's Corporate Governance Statement is structured with reference to the Council's principles and recommendations, which are as follows:

Principle 1	Lay solid foundations for management and oversight
Principle 2	Structure the board to add value
Principle 3	Act ethically and responsibly
Principle 4	Safeguard integrity in corporate reporting
Principle 5	Make timely and balanced disclosure
Principle 6	Respect the rights of security holders
Principle 7	Recognise and manage risk
Principle 8	Remunerate fairly and responsibly

Commensurate with the spirit of the *Corporate Governance Principles and Recommendations*, the Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for corporate governance practices, taking into account factors such as the size of the Company and Board, resources available and activities of the Company. Where the Company's corporate governance practices depart from the *Corporate Governance Principles and Recommendations*, the Board has offered full disclosure of the nature of, and reason for, the adoption of its own practice.

The Company's corporate governance statement and practices were:

- in place throughout the year ended 30 June 2016 and is current as of this date; and
- approved by the Board.

For further information on the Company's corporate governance statement and policies which were adopted, please refer to its website: cvcheck.com/investors.



PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT.

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

The Board is ultimately accountable for the performance of the Company and provides leadership and sets its strategic objectives. It appoints the Managing Director and approves the appointment of other Executive Directors and assesses their performance on at least an annual basis. It is responsible for overseeing all corporate reporting systems, remuneration frameworks, governance issues, and stakeholder communications. Decisions reserved for the Board relate to those that have a fundamental impact on the Company, such as material acquisitions and takeovers, capital raising, major capital expenditure, dividends and buybacks, material profits upgrades and downgrades, significant disclosures and monitoring the effectiveness of governance principles.

Management is responsible for implementing the Board's strategy, day-to-day operational aspects, and ensuring that all material risks and performance issues are brought to the Board's attention. They must operate within the delegation policy and matrix, risk and authorisation parameters set by the Board.

The Company has adopted a Board Charter that sets out the objectives, responsibilities and administration of the board of directors and its relationship with the Managing Director and/or any Chief Executive Officer (including any Acting Chief Executive Officer) of the Company and any subsidiary, and any committees of the Board that may be established.

The Board has also implemented a Delegation of Authority Policy and Matrix for all employees of the Company. The policy and matrix is an ancillary document to the Board Charter and deals with reserved powers and delegated authorities. It enables the effective management of the business and its risks as it sets out the matters specifically reserved for the Board, and those matters delegated to Management. It provides clear guidance to each employee on their authority to make decisions on a day to day basis.

A copy of the Board Charter adopted by the company is available from the company's website at cvcheck.com/investors.

The Company undertakes a comprehensive screening and verification process prior to appointing a director, or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any material way from undertaking the duties of director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.

The terms of the appointment of non-executive directors, executive directors and senior executives are agreed upon and set out in writing at the time of each appointment. The agreement sets out: remuneration (including superannuation entitlements); requirement to disclose interests and matters which may affect independence; requirement to comply with key corporate policies (including the company's Corporate Code of Conduct and Trading Policy); policy on when director's may seek independent professional advice at the expense of the entity (which generally should be whenever directors, especially non-executive directors, judge such advice necessary for them to discharge their responsibilities as directors); the circumstances in which the director's office becomes vacant; indemnity and insurance arrangements; ongoing rights of access to corporate information; and ongoing confidentiality obligations. In the case of senior executives, it also sets out to whom they report.

A copy of the Corporate Code of Conduct and Trading Policy adopted by the company are available from the company's website at cvcheck.com/investors.

The Company Secretary reports directly to the Board through the Chairman and is accessible to all directors. The Company Secretary advises the Board and its committees on governance matters; monitors that Board and committee policy and procedures are followed; coordinates the timely completion and despatch of Board and committee papers; ensures that the business at Board and committee meetings is accurately captured in the minutes; and helps to organise and facilitate the induction and professional development of directors.

The Company has a diversity policy which is available from the company's website at cvcheck.com/investors. The diversity policy aims to provide a work environment where employees have equal access to career opportunities, training and benefits. It also aims to ensure that employees are treated with fairness and respect, and are not judged by unlawful or irrelevant reference to gender, age, ethnicity, race, cultural background, disability, religion, sexual orientation or caring responsibilities. This commitment enables the Company to attract and retain employees with the best skills and abilities.

The Company is currently satisfied with the levels of age, cultural and gender diversities among its employees and executives and therefore has not set measurable objectives in relation to diversity.

As at 30 June 2016, 59% of staff in the organisation were women (41% men); and 54% of senior executive positions were occupied by women (46% men). For this purpose, the Board defines a senior executive as a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business or has the capacity to affect significantly the Company's financial standing. This, therefore includes all senior management and senior executive designated positions as well as senior specialised professionals.

The Company is not a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 and therefore has no Gender Equality Indicators to be disclosed.

The Board reviews its performance annually, as well as the performance of individual Directors (including the performance of the Chairman as Chairman of the Board). The review for the current financial year will occur prior to the Company's annual general meeting.

The Managing Director and/or Executive Directors who have line responsibility for certain senior executives undertake the same assessments of those senior executives. In assessing the performance of the individual, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company. Such reviews for FY2016 are scheduled to be conducted prior to the Annual General Meeting ("AGM").

The Company has a Board Performance Evaluation Policy and is available from the Company's website at cvcheck.com/investors.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE.

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Details of the Board of directors, their appointment dated, length of service and independence status is as follows:

Director's name	Role	Length of service	Independent
Chris Brown	Non-Executive Chairman	22 June 2015 - present	Yes
Steve Carolan	Managing Director	9 November 2004 - present	No

Director's name	Role	Length of service	Independent
Colin Boyan	Executive Director	1 July 2014 - present	No
Craig Sharp	Executive Director	1 July 2014 - present	No
Rod Sherwood	Executive Director, Acting CEO	1 July 2014 - present	No
Reina Nicholls	Non-Executive Director	17 November 2015 - present	Yes
Peter Sheppeard	Non-Executive Director	1 July 2014 -13 November 2015	Yes

The Board regularly and at least annually as part of the Board evaluation process conducts a review of its structure, composition and performance. This is also in accordance with the Board Performance Evaluation Policy available from the Company's website at cvcheck.com/investors.

A performance evaluation in respect of each reporting period is scheduled to take place prior to each AGM in accordance with that process.

The Board considers that a diverse range of skills, backgrounds, knowledge and experience is required in order to effectively govern the Company. The Board believes that orderly succession and renewal contributes to strong corporate governance and is achieved by careful planning and continual review.

The Company does not maintain a nomination committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee. The Board as a whole is responsible for the nomination and selection of directors.

It is intended that the Board should comprise Directors having qualifications, skills, expertise and experience from a diverse range of backgrounds, including financial acumen, governance, regulatory, risk management and industry experience, which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

Details of the skills, experience and expertise relevant to the position of each Director who is in office will be included in each Annual Report.

The Board considered and adopted a formal skills matrix covering the competencies and experience of each member. The Board has a balanced and appropriate mix of skills and experience in accounting, IT, legal, sales and corporate areas, together with some independence and a Chairman with experience in chairing the Board of listed companies.

When the need for a new director is identified, the required experience and competencies of the new director will be defined in the context of this matrix and any gaps that may exist.

Generally, a list of potential candidates will be identified based on these skills required and other issues such as geographic location and diversity criteria. Candidates will be assessed against the required skills and on their qualifications, backgrounds and personal qualities. In addition, candidates are sought who have a proven track record in creating security holder value and the required time to commit to the position. Appropriate background and other checks are undertaken before the Board will then recommend the most appropriate candidate(s) for consideration by the Board as a whole.

This process and the skills matrix are used in the consideration and any new appointments to the Board.

New directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any Committee work.

The Company has adopted a definition of “independence” that is consistent with the *ASX’s Corporate Governance Principles and Recommendations*.

Chris Brown (Chair of the Board) and Reina Nicholls (Non-Executive Director) are considered to be independent directors of the Company. Steve Carolan is the Managing Director and Rod Sherwood was appointed as acting Chief Executive Officer on 30 June 2016.

The Board does not consist of a majority of independent directors. Given the size of the Board and the nature and scale of the Company’s current operations the Board believes the presence of an independent non-executive Chair and at least one more independent director on the Board is currently sufficient.

Directors have a right of access to all Company information and executives. Directors are entitled, in fulfilling their duties and responsibilities, to obtain independent professional advice on any matter connected with the discharge of their responsibilities, with prior notice to the Chairman, at the Company’s expense.

An induction program is followed for any new directors and all directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY.

A listed entity should act ethically and responsibly.

The Company maintains a Corporate Code of Conduct for its directors, senior executives and employees. In summary, the Code requires that each person: act honestly and with integrity, operate within the law, follow the Company’s policies, act in good faith and in the best interests of the Company; exercise a duty of care; use the powers of office in the best interests of the Company and not for personal gain; declare any conflict of interest; safeguard the Company’s assets and information; and not undertake any action that may jeopardise the reputation of Company. The Code also addresses corporate misconduct (including fraud, unlawful or unethical payments or inducements) and the consequences of any breaches to the Code. The Code is reviewed as necessary to ensure it reflects the high ethical standards of conduct necessary to maintain confidence in the Company’s integrity.

The Corporate Code of Conduct is available from the Company’s website at cvcheck.com/investors.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING.

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

The Company does not maintain an audit committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee. The Board performs the function of such a committee which includes review and monitoring of periodic management information and the systems used to generate financial information that provides the content for the Annual Report.

The Board meets with the external auditor on an annual basis, discuss the adequacy of the Company’s internal controls and systems used to provide assurance over the integrity of corporate reporting and assesses the adequacy of the external audit process, the outcome and the auditors’ continued independence. In addition, the two independent directors – Chris Brown and Reina Nicholls – have met

separately with the external auditor to ensure that matters pertaining to the executive directors may be addressed.

Whilst certain individuals may assist in the financial reporting process, the Board acknowledges that the full Board is responsible for ensuring that the financial statements reflect their understanding of operations, and provide a true and fair view as to the financial position and performance of the company.

In accordance with the ASX Recommendations 4.2 and 4.3:

- On 24 August 2016, the Company's Managing Director and Chief Financial Officer provided the Board with the required declarations for the financial year ended 30 June 2016 and the half-year ended 31 December 2015; and
- The audit engagement partner will attend the AGM and be available to answer shareholder questions from shareholders relevant to the audit.

PRINCIPLE 5: MAKING TIMELY AND BALANCED DISCLOSURE.

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Company has adopted a formal written policy for complying with its continuous disclosure obligations under Listing Rule 3.1 and this is available on its website at cvcheck.com/investors.

For the purposes of expediency and to ensure the market is informed in a timely manner the Board has delegated its powers in relation to disclosure matters to a continuous disclosure subcommittee comprising the: Chairman, Chief Financial Officer and General Counsel (and in his absence the Company Secretary). The continuous disclosure subcommittee has been delegated the authority to: approve announcements to be made to the Australian Securities Exchange; request the Company's securities be placed into a trading halt session state or suspended from official quotation of the Australian Securities Exchange and respond to any queries from the Australian Securities Exchange.

The Managing Director and Chief Financial Officer are involved in all significant transactions and events and would be considered the first persons within the Company to come into possession of market sensitive information. The Chief Financial Officer is a member of the continuous disclosure subcommittee and the members of the subcommittee jointly make an assessment as to whether the information ought to be released to the market.

Where time permits and the information relates to fundamentally significant events affecting the Company, the Company Secretary will arrange for authorisation at Board level before such information is released. Such information may relate to significant acquisitions, disposals and closures, material profit upgrades or downgrades, dividend declarations and buybacks, and any other transaction flagged by the Managing Director, Chief Financial Officer or Chairman as being fundamentally significant.

The Company's Continuous Disclosure Policy is available from the Company's website at cvcheck.com/investors.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS.

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

The Company has a Shareholder Communications Strategy which aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs.



As part of the Company's developing investor relations program, shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the Australian Securities Exchange, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the Australian Securities Exchange is immediately posted.

The Shareholder Communications Strategy is available from the Company's website at cvcheck.com/investors.

The Company maintains information in relation to governance documents, Board and committee charters, annual reports, Australian Securities Exchange announcements and contact details on the Company's website, cvcheck.com/investors.

The Company continuously reviews its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

The Board and Company Secretary engage with investors (and are encouraged to participate) at all general meetings and the AGM and respond to shareholder enquiry on an ad hoc basis. Material communications are dispatched to investors either via email, surface mail, and/or via market announcement.

The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through its share registry, Automic Registry Services at automic.com.au.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK.

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

The Company does not maintain a risk committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee.

The Board as a whole performs the function of such a committee which includes setting of corporate governance policy and exercising due care and skill in assessing risk, developing strategies to mitigate such risk, monitoring the risk and the Company's effectiveness in managing it. A risk matrix which sets out the risks of the Company has been prepared and is considered by the Board at each of its board meetings. The risk matrix is updated as necessary to ensure that it continues to be sound and that all the risks are appropriately identified and mitigated where possible.

The Company maintains internal controls which assist in managing enterprise risk, and these are reviewed as part of the scope of the external audit, with the auditor providing the Board with commentary on their effectiveness and the need for any additional controls. The Managing Director (with the support of the Chief Financial Officer, Chief Operating Officer and General Counsel) is responsible for monitoring the operational risk, ensuring all relevant insurances are in place, and that all regulatory and compliance obligations of the Company are satisfied.

The Company does not have a dedicated internal audit function. The responsibility for risk management and internal controls lies with both the Managing Director and Chief Financial Officer who continually monitor the Company's internal and external risk environment. Necessary action is taken to protect the integrity of the Company's books and records including by way of design and implementation of internal

controls, and to ensure operational efficiencies, mitigation of risks, and safeguard of the Company's assets.

The Company has adopted a Risk Management Review Procedure and Internal Compliance and Control Policy which is available from the Company's website at cvcheck.com/investors.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY.

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

The Company does not maintain a remuneration committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee. The Board as a whole performs the function of such a committee which includes setting the Company's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board, Managing Director and Company Secretary. The Board may obtain external advice from independent consultants, where it is considered appropriate, in determining the Company's remuneration practices including remuneration levels.

All Directors are remunerated by way of cash fees and superannuation contributions. In addition, the Chairman has performance shares which will convert, subject to meeting certain criteria, to 75,000 fully paid ordinary shares in the Company on the first anniversary of the Company's successfully listing on the Australian Securities Exchange. The level of remuneration reflects the anticipated time commitments and responsibilities of the position, considered in the context of the overall financial position of the Company. Performance based incentives are not available to non-executive directors. Executive Directors and other senior executives are rewarded using combinations of fixed and performance based remuneration. Fees and salaries are set at levels reflecting market rates. Performance based remuneration is linked directly to specific performance targets that are aligned to both short and long term objectives. Further details in relation to the Company's remuneration policies are contained in the Remuneration Report, within the Directors' Report in the Company's Annual Report.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

CV Check Ltd

ABN / ARBN

25 111 728 842

Financial year ended:

30 June 2016

Our corporate governance statement² for the above period above can be found at³:

☐ These pages of our annual report:

☒ This URL on our website:
<https://cvcheck.com/investors>

The Corporate Governance Statement is accurate and up to date as at 30 June 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

Jenny Cutri

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. You can, if you wish, delete the option which is not applicable.

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement and ...and information about the respective roles and responsibilities of our board and management (including those expressly reserved to the board and those delegated to management) ☒ in our Board Charter: https://cvcheck.com/investors	
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: ☒ in our Corporate Governance Statement	
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: ☒ in our Corporate Governance Statement	
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: ☒ in our Corporate Governance Statement	

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (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: (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 (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.		☒ an explanation why that is so in our Corporate Governance Statement Our Diversity Policy is located at: https://cvcheck.com/investors
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Board Performance Evaluation Policy https://cvcheck.com/investors ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Annual Report – Section 4 Directors' Report page 16	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) 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.		☒ an explanation why that is so in our Corporate Governance Statement
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.	... our board skills matrix: ☒ in our Corporate Governance Statement	
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: ☒ in our Corporate Governance Statement ... and the length of service of each director: ☒ in our Corporate Governance Statement	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.		☒ an explanation why that is so in our Corporate Governance Statement
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: ☒ in our Corporate Governance Statement	
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: ☒ in our Corporate Governance Statement	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Code of Conduct located at https://cvcheck.com/investors	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.		☒ an explanation why that is so in our Corporate Governance Statement
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.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Annual Report - Section 8 Directors' Declaration page 56	
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: ☒ in our Corporate Governance Statement	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Continuous Disclosure Policy located at https://cvcheck.com/investors	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ☒ at https://cvcheck.com/investors	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>and</u> ☒ in our Shareholder Communications strategy located at https://cvcheck.com/investors	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement	

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) 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.		☒ an explanation why that is so in our Corporate Governance Statement
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 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: ☒ in our Corporate Governance Statement ... and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ 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.		☒ an explanation why that is so in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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
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: ☒ in our Annual Report – Section 4 Directors' Report pages 13 to 14	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) 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.		☒ an explanation why that is so in our Corporate Governance Statement
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☒ in our Annual Report – Section 4 Directors' Report pages 15 and 16	☐
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.		☒ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable