

30 June 2016

Pre-quotations Disclosure Announcement

Shaver Shop Group Limited completes IPO and ASX Listing

Shaver Shop Group Limited (**Company**) has successfully completed the issue and transfer of fully paid ordinary shares in the Company (**Shares**) under the initial public offering (**Offer**) described in its Prospectus dated 7 June 2016 (**Prospectus**).

The following information is given for release to the market in connection with the commencement of official quotation of the Company's Shares on the Australian Securities Exchange.

Close of the Offer and issue and transfer of Shares

Shaver Shop confirms that the Offer has closed and it has completed the issue of 38,869,213 Shares at an issue price of \$1.05 per Share and the sale and transfer of 54,499,342 Shares at a sale price of \$1.05 per Share.

The Company has received cleared funds for the issue price of every Share issued or transferred under the Offer.

Following completion of the Offer, the Company has 125,087,040 Shares on issue. The Company confirms that at the time of admission to the official list of ASX it will have a free float of at least 20%.

Despatch of holding statements and refund of application monies

The Company confirms that CHESS transaction confirmation statements and issuer sponsored holding statements, which state the number of Shares issued or transferred to each successful applicant under the Offer, were despatched on 28 June 2016.

It is the responsibility of each applicant under the Offer to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.

Any applicable refund monies were also dispatched on 28 June 2016.

Shares subject to voluntary escrow arrangements

The Company confirms that 31,718,485 Shares are subject to voluntary escrow arrangements. These Shares will be escrowed until three business days after the date the audited financial accounts of the Company for the financial year ended 30 June 2017 are released to ASX.

Listing Rule 1.2.5A statement

Each director of the Company has confirmed, for the purposes of ASX Listing Rule 1.2.5A, that they have made enquiries and nothing has come to their attention to suggest that the Company is not continuing to earn profit from continuing operations up to the date of its application for admission to the official list of ASX.

ASX Corporate Governance Council – Corporate Governance Principles and Recommendations

Annexure A to this announcement discloses the extent to which the Company will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council.

Other pre-quotation disclosures

The following documents have been released on the ASX Market Announcements Platform today:

- the Prospectus;
- the Company's Constitution;
- the Company's *Appendix 1A ASX Listing Application and Agreement and Information Form and Checklist*;
- copies of the Company's audited financial statements for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015 and the Company's reviewed accounts for the half year ended 31 December 2015;
- a copy of the *Plan Rules* relating to the Shaver Shop Group Limited Loan Share Plan;
- the Company's *Security Trading Policy*; and
- a distribution schedule of the shareholders of the Company following completion of the Offer; and
- a statement setting out the names of the Company's 20 largest shareholders following completion of the Offer

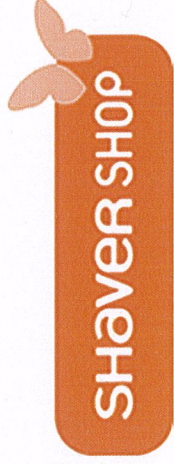
Further information

Applicants seeking further information can contact the Shaver Shop Offer Information Line on 1800 500 095 (use +61 1800 500 095 for international callers) between 8:30am and 5:30pm Melbourne, Australia time, Monday to Friday (business days only).



Cameron Fox
CEO, Shaver Shop Group Limited

Annexure A



Shaver Shop Group Limited
 ACN 150 747 649
 (Company)

Corporate Governance Statement

This Corporate Governance Statement discloses the extent to which the Company will, as at the date it is admitted to the official list of the Australian Securities Exchange, follow the recommendations set by the ASX Corporate Governance Council in its publication *Corporate Governance Principles and Recommendations* (3rd Edition).

Copies of the Company's Corporate Governance Policies are available on the Company's website at www.shavershop.com.au.

Recommendation	Comply	Details
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should disclose: <ul style="list-style-type: none"> a) the respective roles and responsibilities of its board (the Board) and management; and b) those matters expressly reserved to the Board and those delegated to management. 	Yes	The Company has adopted a Board Charter which formally sets out the functions and responsibilities of the Board with the objective of the Board being able to perform its role more effectively. The Board Charter includes a description of the matters reserved to the Board and those delegated to Senior Executives. The Board Charter also sets out the allocation of responsibilities between the Chair, CEO, Directors and the Company Secretary, as well as details of the Board's relationship with management, performance review framework and code of conduct. Please refer to the Corporate Governance Statement (Clauses 1 and 3) and the Board Charter.

Recommendation**Comply****Details**

Recommendation 1.2	A listed entity should: a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Board has established a Nomination and Remuneration Committee to deal with the appointment and removal of the Company's Directors. The Nomination and Remuneration Committee is responsible for identifying specific individuals for nomination for directorship and Senior Executive roles and providing advice and recommendations to the Board with respect to the appointment and removal of Directors and Senior Executives. The Committee will ensure that any notice of meeting relating to the election of directors provides the Company's shareholders with the information necessary to enable them to make an informed decision on the election. Please refer to the Nomination and Remuneration Committee Charter (Clauses 6.2, 6.3 and 6.6).
Recommendation 1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has a written agreement with each Director and Senior Executive setting out the terms of their appointment. Please refer to the Corporate Governance Statement (Clause 8).
Recommendation 1.4	The company secretary should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	Yes	The Board Charter details the roles, responsibility and accountability of the Company Secretary. In accordance with the Board Charter, the Company Secretary reports directly to the Board through the Chair and is responsible for ensuring that the Board processes and procedures function efficiently and effectively. Please refer to the Board Charter (Clause 5.4).

Recommendation 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 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.

Yes

The Company has a Diversity Policy which sets out the guidelines by which the Company will endeavour to increase diversity (including gender diversity) throughout the Company, including at the Board level.

The Company is currently focused on maintaining and increasing gender diversity in senior management and on the Board as well as amongst employees generally.

The Diversity Policy requires the Board to establish measurable objectives for achieving gender diversity in the Company. It further requires the Board to assess the performance of the Company annually in achieving the established objectives.

The Diversity Policy also provides that the Company must provide the disclosures required by Recommendation 1.5(c)(1) or (2).

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

Recommendation 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.

Yes

The Nomination and Remuneration Committee is responsible for the evaluation and review of the performance of the Board and individual directors against both measurable and qualitative indicators to be established by the Committee.

The Committee will review its performance from time to time and whenever there are major changes to the management of the Company.

The Committee must report to the Board, at the first Board meeting subsequent to each Committee meeting, regarding the proceedings of each Committee meeting, the outcomes of the Committee's reviews and recommendations and any other relevant issues.

Please refer to the Nomination and Remuneration Committee Charter (Clauses 6.8, 14 and 15.2).

Recommendation 1.7	<p>A listed entity should:</p> <ol style="list-style-type: none"> have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>The Nomination and Remuneration Committee is responsible for reviewing and providing recommendations to the Board with respect to the incentive schemes of Senior Executives.</p> <p>The Committee will assist the Board in the development of appropriate benchmarks for use in designing incentive schemes which include appropriate performance benchmarks.</p> <p>The Committee will also ensure that disclosures regarding the performance evaluation of Senior Executives are included in the Company's annual report.</p> <p>Please refer to the Nomination and Remuneration Committee Charter (Clauses 8 and 15.2).</p>
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Principle 2: Structure the Board to add value

Recommendation 2.1	<p>The Board should have a nomination committee which:</p> <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: <ol style="list-style-type: none"> the charter of the committee; the members of the committee; and 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. 	Yes	<p>The Board has established a Nomination and Remuneration Committee which must comprise at least three members, the majority of whom are independent directors to the extent practicable given the size and composition of the Board.</p> <p>From admission of the Company to the official list of ASX, the Nomination and Remuneration Committee will comprise:</p> <ul style="list-style-type: none"> Trent Peterson (Chair); Melanie Wilson; and Brian Singer. <p>The Nomination and Remuneration Charter will be available on the Company's website.</p> <p>The Committee will provide details of the members of the Committee and then number of times the Committee met in the relevant period for inclusion in the remuneration</p>
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report or corporate governance statement in the Annual Report.

Please refer to the Nomination and Remuneration Committee Charter (Clauses 1, 2 and 3).

Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

Yes

The Corporate Governance Statement includes a summary of the relevant skills and experience of each Board member.

Further, the Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee should develop, and then update as required, 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.

Please refer to the Corporate Governance Statement (Clauses 2 and 8.4) and the Nomination and Remuneration Committee Charter.

Recommendation 2.3 A listed entity should disclose:

Yes

At the time of listing, Brodie Arnhold, Craig Mathieson, Brian Singer, Trent Peterson and Melanie Wilson are all independent directors.

- 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 that might cause doubts about their independence (in accordance with factors set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition) 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 Board will regularly, and at least annually, assess the independence of each director, including each non-executive director and include this information on the Company's website together with the length of service of each director.

When assessing the independence of the directors, the Board will consider the factors set out in Box 2.3 of the Recommendations.

Please refer to the Corporate Governance Statement (Clause 2) and the Board Charter (Clause 3.2).

Recommendation**Comply****Details**

Recommendation 2.4 A majority of the Board should be independent directors.

Yes

At the time of listing, a majority of the Board are independent directors. The Board is currently structured such that 5 of the 6 directors are independent directors.

By "independent" it is meant that the Board has determined that each director is independent of management and free of any business or other relationship that could materially interfere with the exercise of independent judgment.

Please refer to the Corporate Governance Statement (Clauses 2, 4 and 5).

Recommendation 2.5 The chair of the Board should be an independent director and, in particular, should not be the same person as the chief executive officer (CEO) of the entity.

Yes

The Chair, Mr Brodie Arnhold, is an independent, non-executive director.

The duties of Chair and of the Chief Executive Officer (CEO) are currently carried out by separate people. The CEO and Managing Director is Cameron Fox.

Please refer to the Corporate Governance Statement (Clauses 2, 4 and 5).

Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Yes

The Nomination and Remuneration Committee Charter provides that the Nomination and Remuneration Committee must implement an effective induction process for new Board appointees and Senior Executives.

In addition, the Charter provides that the Nomination and Remuneration Committee must ensure that Board appointees and executives have access to continuing education to update and enhance their skills and knowledge. This may include education concerning key developments in the Company and within the industry and environments within which it operates.

Please refer to the Corporate Governance Statement (Clause 8.5) and the Nomination and Remuneration Committee Charter.

Principle 3: Act ethically and responsibly

Recommendation 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.

Yes

The Company has a Code of Business Ethics which reflects the Company's high standards of professional conduct and ethics in dealing with all of its stakeholders and its commitment to ensuring compliance with all applicable state, national and international laws.

The Code of Business Ethics is available on the Company's website.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1

The Board should have an audit committee which:

- a) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
- b) is chaired by an independent director, who is not the chair of the Board, and disclose:
 - c) the charter of the committee;
 - d) the relevant qualifications and experience of the members of the committee; and
 - e) 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.

Yes

The Board has established an Audit and Risk Management Committee and adopted an Audit and Risk Management Committee Charter.

The Audit and Risk Management Committee Charter provides that to the extent practicable given the size and composition of the Board from time to time, the Committee should have at least three members, all of whom should be non-executive directors and (to the extent there are sufficient independent directors on the Board) a majority of whom are independent directors.

To the extent practicable given the size and composition of the Board from time to time, the Board will appoint an independent chairperson to the Committee (Chair). The Chair must not be the chairperson of the Board.

From admission of the Company to the official list of ASX, the Audit and Risk Committee will comprise:

- Craig Mathieson (Chair);
- Trent Peterson; and
- Brodie Arnhold.

The Audit and Risk Management Committee Charter provides that each member of the Committee must be able to read and understand financial statements. To the extent practicable, the Committee must include at least 1

member who has financial expertise, that is, a qualified accountant or other professional with experience of financial and accounting matters and some members.

The Annual Report will contain details of:

- the names and qualifications of those appointed to the Committee and their attendance at meetings of the Committee; and
- the number of meetings of the Committee.

The Audit and Risk Management Committee Charter is available on the Company's website.

Recommendation 4.2 The Board 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.

Yes

The Company's Corporate Governance Statement provides that both the CEO and Chief Financial Officer or equivalent (CFO) are required to provide the Board, before it approves the Company's financial statements for a financial period, 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.

Please refer to the Corporate Governance Statement (Clause 16.1).

Recommendation 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Yes

The Company's Corporate Governance Statement provides that the Company will request that the external auditor attend the AGM and be available to answer shareholder questions about the audit as well as the preparation and content of the audit reports.

Please refer to the Corporate Governance Statement (Clause 20).

Principle 5: Make timely and balanced disclosure

Recommendation 5.1	A listed entity should: <ol style="list-style-type: none"> a) have a written policy for complying with its continuous disclosure obligations under the ASX Listing Rules; and b) disclose that policy or a summary of it. 	Yes	The Company has a Price Sensitive Information Policy to ensure that it complies with its continuous disclosure obligations under the ASX Listing Rules. A copy of the Price Sensitive Information Policy is available on the Company's website.
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Principle 6: Respect the rights of security holders

Recommendation 6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company has a Shareholder Communication Policy to ensure that it maintains appropriate communication with its shareholders and observes the highest standards in corporate governance and shareholder communications. The Company is committed to maintaining direct, open and timely communications with all shareholders. The use of electronic communication provides broader access to Company information by investors and stakeholders and a greater opportunity for more effective communication. It also provides improved access for shareholders who are unable to attend meetings. A copy of the Shareholder Communication Policy is available on the Company's website.
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Recommendation 6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company's Shareholder Communication Policy confirms that the Company is committed (subject to commercial and confidentiality constraints) to maintaining direct, open, timely and effective two-way communications with its shareholders. Please refer to the Shareholder Communication Policy (Clause 2).
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Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

Yes

Part of the Company's communication strategy involves making it easier for shareholders to participate in general meetings. All shareholders will be invited to attend the Company's Annual General Meeting and the Chair's report will be forwarded to all shareholders.

Please refer to the Corporate Governance Statement (Clause 20).

Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Yes

Shareholders may communicate with the Company by sending an email or writing to the Company at any contact address on the Company's website.

To the extent practicable, all communications to shareholders will be formatted to be easily readable on a computer screen and other electronic devices commonly used for that purpose, and include a printer friendly option for shareholders who wish to retain a hard copy of the communication.

Please refer to the Corporate Governance Statement (Clause 20).

Principle 7: Recognise and manage risk

Recommendation 7.1 The Board of a listed entity should have a committee to oversee risk, each of which:

Yes

The Company has an Audit and Risk Management Committee.

- a) has at least three members, a majority of whom are independent directors; and
- b) is chaired by an independent director, and disclose:

 - c) the charter of the committee;
 - d) the members of the committee; and

- e) 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.

To the extent practicable given the size and composition of the Board from time to time, the Committee should have at least three members, all of whom should be non-executive directors and (to the extent there are sufficient independent directors on the Board) a majority of whom are independent directors. The members of the committee will be appointed and removed by the Board.

To the extent practicable given the size and composition of the Board from time to time, the Board will appoint an independent chairperson to the Committee. The Chair must not be the chairperson of the Board.

From admission of the Company to the official list of

ASX, the Audit and Risk Committee will comprise:

- Craig Mathieson (Chair);
- Trent Peterson; and
- Brodie Arnhold.

The Committee will disclose the following information in the Company's annual report:

- the names and qualifications of those appointed to the Committee and their attendance at meetings of the Committee; and
- the number of meetings of the Committee.

A copy of the Audit and Risk Management Committee Charter is available on the Company's website.

Please refer to the Audit and Risk Management Committee Charter (Clauses 3 and 7).

Yes

Recommendation 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 Audit and Risk Management Committee shall review the Company's risk management framework regularly and must report to the Board at the first Board meeting subsequent to each Committee meeting, the outcomes of the Committee's reviews and recommendations.

The Committee must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the Corporate Governance Statement and Operating and Financial Review of the Company's annual report which relate to the Company's audit and risk management policies and practices.

Please refer to the Audit and Risk Management Committee Charter (Clauses 6 and 7).

Recommendation 7.3

A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs.

Yes

The Company currently does not have an internal audit function. However, certain procedures have been put in place to manage risk and ensure, as far as possible, accuracy in financial reporting. These procedures are supervised by the Audit and Risk Management Committee.

Please refer to the Audit and Risk Management Committee Charter (Clause 7) and the Corporate Governance Statement.

Recommendation 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.

Yes

The Audit and Risk Management Committee must maintain an up-to-date understanding of areas where the Company is, or may be, exposed to risk and compliance issues and check that management is effectively managing such issues including business, economic, environmental and social sustainability risks.

The Charter provides that the Operating and Financial Review in the Company's Annual Report should include a discussion of environmental and other sustainability risks where those risks could affect the entity's achievement of its financial performance or outcomes disclosed.

Please refer to the Audit and Risk Management Committee Charter (Clause 7).

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1

The Board should have a remuneration committee which:

- a) has at least three members, a majority of whom are independent directors; and
- b) is chaired by an independent director, and disclose:
 - c) the charter of the committee;
 - d) the members of the committee; and
 - e) as at the end of each reporting period, the number of

Yes

The Board has established a Nomination and Remuneration Committee.

To the extent practicable given the size and composition of the Board from time to time, the Committee should have at least three members, a majority of whom are independent directors.

To the extent practicable given the size and composition of the Board from time to time, the Committee will be chaired by an independent director.

From admission of the Company to the official list of

times the committee met throughout the period and the individual attendances of the members at those meetings.

ASX, the Nomination and Remuneration Committee will comprise:

- Trent Peterson (Chair);
- Melanie Wilson; and
- Brian Singer.

A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.

Recommendation 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.

Yes

The Nomination and Remuneration Committee Charter provides that Committee will put in place remuneration policies that clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and Senior Executives.

Please refer to the Nomination and Remuneration Committee Charter (Clauses 12 and 15).

Recommendation 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.

Yes

The Nomination and Remuneration Committee Charter provides that the Committee must ensure that any payments of equity-based remuneration are made in accordance with the Company's Constitution and any thresholds approved by the Company's shareholders. These thresholds should be aligned to the Company's longer-term performance objectives.

Please refer to the Nomination and Remuneration Committee Charter (Clauses 6.1 and 13).