

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

Temple & Webster Group Ltd

**ABN / ARBN**

69 608 595 660

**Financial year ended:**

30 June 2018

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

These pages of our annual report:

This URL on our website: <http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 21 August 2018 and has been approved by the board.

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

Date: 21 August 2018

Name of Director or Secretary authorising lodgement: Michael Egan, Company Secretary

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<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

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

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

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

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... 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 checked="" type="checkbox"/> See Board Charter at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

## 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 ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and, where applicable, the information referred to in paragraph (b): <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance">http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at the Remuneration Report in the 2018 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at the Remuneration Report in the 2018 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## 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 ... <sup>4</sup>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>		
<p>- <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Corporate governance statement

The Board of Directors is responsible for the overall governance of Temple & Webster Group Ltd (the “Company”).

This Corporate Governance Statement reports the Company’s compliance with the third edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (the “ASX Principles and Recommendations”) is current at 21 August 2018 and has been approved by the Board. The Board has adopted a framework of corporate governance principles, policies and practices, that are in line with the ASX Principles and Recommendations to promote responsible governance.

All charters and policies referred to in this Corporate Governance Statement are available on the Company’s website under 'About Us' then 'Corporate Governance'

(<http://www.templeandwebstergroup.com.au/Home/?page=corporate-governance>).

## Foundations for management and oversight

The Board has identified the responsibilities and functions which it reserves for itself in the Board Charter, which was adopted by the Board on 6 November 2015.

### *Role and responsibilities of the Board*

The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the operation of the Company.

Matters which are specifically reserved for the Board or its Committees include the appointment of a Chair; the appointment and removal of the Chief Executive Officer and of the Chief Financial Officer; the appointment of additional Directors or Directors to fill a vacancy; the establishment of Board Committees their membership and delegated authorities; calling of meetings of shareholders; the approval of dividends; and approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management.

The Board holds regular meetings and is expected to meet a minimum of 6 times a year and as frequently as may be required to deal with other matters, which might arise between scheduled meetings.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair.

Details of the current Directors, their qualifications, skills and experience and their attendance at Board and Committee meetings during the year, are set out in the Annual Report.

### *Board’s relationship with management*

The Chief Executive Officer is appointed (and when necessary replaced) by the Board.

The CEO is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Board formally approves an annual budget and delegates the power to the CEO to implement the budget.

### *Committees of the Board*

The Board has established the following Committees to assist it in discharging its functions:

- Audit and Risk Management Committee; and
- Nomination and Remuneration Committee.

Further details regarding these Committees is set out on pages 3 and 6.

### *Appointment of Directors and succession planning*

The Nomination and Remuneration Committee assists the Board by identifying candidates for appointment as Directors, making recommendations regarding Board size and composition and assisting with the Board’s succession planning.

In appointing Non-Executive Directors, the Board seeks to ensure that candidates have the appropriate skills, expertise and experience to complement the existing members of the Board.

Detailed background information in relation to a potential candidate is provided to all Directors. External search organisations may be engaged (as appropriate) to assist the Board identify potential Director candidates.

Appropriate checks are undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a Director. An offer of a Board appointment must be made by the Chair, only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors. All new Board appointments are confirmed by a letter of appointment in the standard format approved by the Board or the Nomination and Remuneration Committee from time to time.

When a candidate is put before shareholders at a general meeting for appointment or election, or an incumbent Director stands for re-election, all material information in the Company's possession that is relevant to the shareholders' decision will be provided.

In respect of the current Directors, no material adverse information was revealed by checks performed in respect of each Director, nor was any matter identified that might influence a Director's ability to act in the best interests of the Company and its shareholders.

In accordance with the Company's Constitution, no Director, except the Chief Executive Officer, shall hold office without re-election beyond the third annual general meeting at which the Director was last elected or re-elected. Directors available for re-election at a general meeting are reviewed by the Nomination and Remuneration Committee after consultation with the Board.

#### *Agreements with Directors and senior executives*

Non-Executive Directors are engaged through a letter of appointment, which sets out the Director's roles and responsibilities and the Company's expectations, including in respect of the requirement to comply with Company policies and the Company's Code of Conduct. The letter also addresses Non-Executive Directors' indemnity and insurance arrangements, ongoing rights to access Company information and confidentiality obligations that apply on an ongoing basis.

The Company enters into service contracts with all executives, which sets out their individual roles and responsibilities, as well as their key performance indicators and corporate obligations in respect of adherence to Company policy and the Company's Code of Conduct.

#### *Board, Committee and Director performance*

On an annual basis, Directors provide feedback in relation to the performance of the Board and its Committees.

Each Committee of the Board is required to review, and provide feedback on, its own performance. Feedback is collected by the Board, or an external facilitator, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees.

The Nomination and Remuneration Committee is tasked with assisting the Board, as required, in relation to the performance evaluation of the Board, its Committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

Performance evaluations of individual Directors, Board, and its Committees was undertaken during the year.

#### *Performance and training of senior executives*

Executives' key performance indicators are set annually. They are recommended by the Chief Executive Officer to the Board. The Chief Executive Officer conducts twice yearly one-on-one performance evaluations with individual Executives to assess whether they have met their key performance indicators set in the preceding year.

The Board sets key performance indicators for the Chief Executive Officer and formally evaluates the achievement of those objectives on an annual basis.

The Company has induction procedures in place to ensure that the executive is able to participate fully and actively in management decision-making at the earliest opportunity.

#### *Company Secretary*

The Board has appointed Michael Egan the Company Secretary. The Company Secretary reports directly to the Board through the Chair. All Directors will have access to the Secretary.

The Company Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The Secretary holds primary responsibility for ensuring that the Board processes and procedures function efficiently and effectively.

#### *Diversity Policy*

On 6 November 2015, the Board formally approved the Diversity Policy.

The Company is committed to equality of opportunity throughout our organisation; recruiting and retaining the best candidates for positions; and treating individuals with respect.

The Board has set measurable objectives for achieving gender diversity.

The proportion of male and female employees and senior executives within the Company, and members of the Board, as well as the current gender diversity targets, are set out in the table below.

Level	% at 30 June 2018		Target: female participation
	Male	Female	
Board Members	67%	33%	30%
Executive Team	67%	33%	30%
Management Team	35%	65%	40%
All employees	41%	59%	50%

The Diversity Policy is available on the Company's website under 'About Us' then 'Corporate Governance'.

#### **Structure the Board to add value**

The ultimate responsibility in respect of the composition and succession issues of the Board rests with the Directors.

#### *Nomination and Remuneration Committee*

The Company has established a Nomination and Remuneration Committee, which is responsible for matters relating to succession planning, nomination of the Directors and Chief Executive Officer, and remuneration of the Directors, Chief Executive Officer and executives that report to the Chief Executive Officer.

The Nomination and Remuneration and Committee Charter was adopted by the Board on 6 November 2015 and is available on the Company website under 'About Us' then 'Corporate Governance'.

The Nomination and Remuneration Committee:

- o must consist of only Non-Executive Directors, a majority of whom are independent; and
- o must have an independent Chair.

Given the current composition of the Board, the Directors have resolved that the Committee for the time being should consist of 2 members.

The current members of the Nomination and Remuneration Committee are:

- o Stephen Heath (Chair); and
- o Sue Thomas.

The Committee meets as often as its members deem necessary in order to fulfil their role but must as a minimum meet twice a year.

#### *Board skills matrix*

It has been determined through a process of review that the Directors possess an appropriate mix of skills, experience and diversity to enable the Board to discharge its responsibilities.

The Board of Directors skills matrix identifies the combined skills, expertise and experience currently represented.

<b>Board of Directors Skills, Expertise &amp; Experience</b>
<p><b>Executive Leadership</b></p> <p>Proven executive experience in a “C” suite capacity that enables empathy of Management.</p>
<p><b>ASX Board &amp; Governance</b></p> <p>Previous experience as either an Executive or Non-Executive Director that demonstrates sound understanding of Corporate Governance Principles in an ASX listed Company.</p>
<p><b>Strategic Planning &amp; Execution</b></p> <p>Experience in developing, implementing, measuring and reporting strategic objectives that succeed in delivering long term sustainable shareholder value.</p>
<p><b>Financial Management</b></p> <p>Experience in corporate and management financial accounting, management process audit, business risk identification and mitigation and controls, business unit and corporate finance reporting.</p>
<p><b>Retail Marketing &amp; Customer Engagement</b></p> <p>Experience in trading in competitive retail markets and proven ability to successfully service market niches in an Omni-channel environment under ACCC principles.</p>
<p><b>Capital Markets</b></p> <p>Experience in sourcing capital through equity and institutional debt facilities.</p>
<p><b>Innovative &amp; Entrepreneurial</b></p> <p>Ability to think and act innovatively with the required entrepreneurial mindset to ensure success in a fast-moving market environment.</p>
<p><b>E-commerce &amp; Digital</b></p> <p>Experience in delivery of marketing messages, sale transactions, customer relationship management and service and support in a digital environment.</p>
<p><b>Staff Engagement &amp; Executive Remuneration</b></p> <p>Experience in staff engagement principles and executive remuneration packaging, KPI management and reporting.</p>
<p><b>Legal</b></p> <p>Experience in or awareness of legal obligations under the Corporations Act 2001, Competition &amp; Consumer Act 2009, Fair Work Act 2009 &amp; ASX Listing Rules.</p>

Whilst the Board has a good understanding of the laws applicable to the operations of the business, given the technicalities and interpretations of the laws, the Board defers to its external legal advisors as and when required.

A review of the Experience and Skills required of the Board is undertaken annually.

*Composition of the Board and independence of Directors*

The Company currently comprises three Directors. The Board considers its current composition to be appropriate to discharge its duties effectively.

The Board has adopted guidelines in the Board Charter to assist in assessing the independence of Directors. These guidelines are consistent with the factors relevant to assessing the independence of a director set out in the ASX Principles and Recommendations.

Two Directors are considered by the Board to be Independent Non-Executive Directors: Stephen Heath (Chairman of the Board) and Sue Thomas. Conrad Yiu, a Non-Executive Director, is not considered by the Board to be independent as he has previously been engaged as a consultant to the Company.

The Chairman is an Independent Non-Executive Director and there is a clear division of responsibility between the Chairman and the Chief Executive Officer.

The Board regularly reviews the independence of each Non-Executive Director in light of information relevant to this assessment (as disclosed by each Non-Executive Director to the Board).

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operation and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.

The names of current Directors and the date they were appointed to the Board are set out below.

Director	Date of appointment to the Board of Temple & Webster Group Ltd
Conrad Yiu	6 October 2015
Sue Thomas	23 February 2016
Stephen Heath	15 March 2016

#### *Induction and continuing education of Directors*

The Company has a program for induction of new Directors and a continuing development program for Directors to ensure Directors are equipped with opportunities to develop and maintain the skills and knowledge necessary to perform their role effectively.

Directors are expected to participate in all induction and orientation programs and any continuing education or training arranged for them.

#### **Act ethically and responsibly**

##### *Code of Conduct*

The Company is committed to a high level of ethical standards in all business practices. The Company aspires to be a role model in conducting business honestly and fairly. It is proud of the quality of its employees and of the professional reputation and market image built by their work. Accordingly, on 6 November 2015, the Board adopted a formal Code of Conduct, which outlines how the Company expects its representatives to behave and conduct business in the workplace. All employees (including temporary employees and contractors) and Directors must comply with the Code of Conduct.

The Code of Conduct is available on the Company's website under 'About Us' then 'Corporate Governance'.

##### *Conflicts of interest*

Personnel are required to fully disclose any business interest (public or private) and any other matters which may lead to potential or actual conflicts of interest, including any potential related party transactions in accordance with such policies adopted by the Company from time to time. In circumstances where other potential roles (whether serving as directors or trustees of another organisation), arrangements, or activities potentially conflict with the Company or its subsidiaries' interests, the member of personnel will advise and seek approval from the Chair in accordance with the Companies Code of Conduct and, in respect of directors, the Company's Constitution. Personnel will not use their role within the Group for political interests at any time, or for community interests unless authorised by the Company.

The Company regularly monitors and tests the Company's policies under the Code to ensure that commitments remain relevant, effective and consistent with stakeholders' expectations.



## Safeguard integrity in corporate reporting

### *Audit and Risk Management Committee*

The Audit and Risk Management Committee operates under a Charter adopted on 6 November 2015.

The purpose of the Committee is to assist the Directors in fulfilling its statutory, corporate governance and oversight responsibilities by:

- monitoring and reviewing:
  - the integrity of the Company's internal financial reporting and external financial statements;
  - the effectiveness of internal financial controls;
  - the independence, objectivity and performance of external auditors; and
  - the policies on risk oversight and management;
- making recommendations to the Board in relation to the appointment of external auditors and approving the remuneration and terms of their engagement; and
- assist the Board in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

The Committee should have at least three members, all of whom must be non-executive Directors and a majority of whom are independent Directors.

The current members of the Audit and Risk Management Committee are:

- Sue Thomas (Chair);
- Stephen Heath; and
- Conrad Yiu.

The relevant qualifications and experience of the members of the Committee are set out in the Annual Report.

The Committee is required to meet as frequently as required in order to undertake its role effectively but must, at a minimum, meet four times a year.

The Audit and Risk Management Committee Charter is available on the Company website under 'About Us' then 'Corporate Governance'.

### *Chief Executive Officer and Chief Financial Officer declaration*

Before the Board approves the Company's half-year and full-year financial reports, the CEO and CFO provide the Board with declarations that, in their opinion, the financial records of the Group 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 Group, 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 Board received a declaration of this kind in respect of the half-year ended 31 December 2017 and of the financial year ended 30 June 2018 from the Chief Executive Officer and the Chief Financial Officer prior to approving those financial reports.

### *Auditor at Annual General Meeting*

The Company's external auditor will attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders.

## Make timely and balanced disclosure

### *Price Sensitive Information Policy*

On 6 November 2015 the Company adopted a Price Sensitive Information Policy, which establishes procedures to ensure, on the one hand, protection of confidential information and, on the other hand, the timely and balanced disclosure of all material matters concerning the Company.

The basic principle underlying the continuous disclosure framework is that timely disclosure must be made of information which may affect security values or influence investment decisions, and information in which shareholders, investors and ASX have a legitimate interest.

The Board has appointed the Company Secretary to act as the Disclosure Officer to monitor the Company's compliance with disclosure obligations and as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters.

Information will be communicated to shareholders through the lodgement of all relevant financial information and other information with ASX and continuous disclosure announcements will also be made available on the Company's website.

The Price Sensitive Information Policy is available on the Company website under 'About Us' then 'Corporate Governance'.

### Respect the rights of security holders

The Company aims to ensure that shareholders are kept informed of all major developments affecting the state of affairs of the Company. Additionally, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time.

To achieve this, the Company communicates information regularly to shareholders and other stakeholders through a range of forums and publications. The Company also has in place an investor relations program to facilitate two-way communication with investors.

One of the Company's key communication tools is its website located at [www.templeandwebstergroup.com.au](http://www.templeandwebstergroup.com.au). The Company's website contains a comprehensive overview of the Company's profile and businesses.

Measures adopted by the Company for communicating important aspects of the Company's affairs include:

- Notices of meetings: The full text of all notices of meetings and explanatory material are available on its website; the Company encourages shareholders to provide email addresses so that notices of meeting and explanatory material can be sent to shareholders via email;
- Annual General Meeting: The Company encourages attendance and full participation of shareholders at its Annual General Meeting each year and a full transcript of the Chairman's and the Chief Executive Officer's speeches are published. Shareholders are encouraged to lodge proxies electronically in accordance with instructions on the proxy form;
- Annual Report: The Company's Annual Report is available on its website and contains important information about the Company's activities and results for the previous financial year. Shareholders can elect to receive the Company's Annual Report as an electronic copy or in hard copy through the mail;
- Announcements lodged with the Australian Securities Exchange: All ASX announcements made to the market, including annual and half year financial results, are posted on the Company's website as soon as they have been released by ASX; and
- Presentations: Copies of all investor presentations made to analysts and media briefings are posted on the Company's website, and where appropriate, the Company uses webcasting or teleconferencing of these presentations and briefings.

The Company provides a telephone and email inquiry service to assist shareholders with any queries.

The Company is currently considering how to facilitate shareholders' greater participation at meetings of shareholders including through webcasts and other technological opportunities.

Shareholders are given the option of receiving communications from the Company, and sending communications to the Company, electronically.

### Recognises and manages risk

#### *Risk management*

Risk management is viewed by the Company as integral to its objective of creating and maintaining shareholder value. The Company is committed to embedding risk management practices through all levels of the organisation to support the achievement of business objectives and to fulfil its corporate governance obligations.

Under the Board Charter one of the key roles and responsibilities of the Board is reviewing, ratifying and monitoring systems of risk management and internal compliance and control, and identifying business risks facing the Company and using reasonable endeavours to ensure that appropriate monitoring and reporting internal controls are in place to

manage such risks. The Board has established the Audit and Risk Management Committee to assist it in discharging its functions.

The Audit and Risk Management Committee's primary roles with respect to risk management and compliance are to review and report to the Board that:

- the Committee has, at least annually, reviewed the Company's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk;
- adequate policies and processes have been designed and implemented to manage identified risks;
- reviewing the Company's level of insurance;
- overseeing tax compliance and tax risk management;
- at least annually an audit has been undertaken to test the adequacy of and compliance with prescribed policies; and
- proper remedial action is undertaken to redress areas of weakness.

The Committee has reviewed the Company's risk management framework during the 2018 financial year.

Further details regarding the Audit and Risk Management Committee are set out on page 6.

#### *Internal audit*

Given the size of the Company, the Company does not have an internal audit function.

Instead, the finance function, working with external advisors as appropriate, oversees the adequacy and effectiveness of the Company's systems for risk management, internal control and governance, and provides recommendations to improve the efficiency and effectiveness of these systems and processes. The head of finance function provides the Audit and Risk Management Committee with information relevant to assist the Committee discharge its roles and responsibilities.

The Audit and Risk Management Committee is responsible for reviewing the Company's risk management framework and procedures and recommending improvements to the Board to enhance the effectiveness of the risk management framework. The Committee is also responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing the internal control systems and the operational effectiveness of the policies and procedures related to risk and control, monitoring break downs of internal controls, and reviewing the effectiveness of the Company's internal control framework.

#### *Economic, Environmental and social sustainability risks*

The Audit and Risk Management Committee has considered whether the group has any material exposure to economic, environmental and social sustainability risks and determined that there is only exposure to the following economic risk, and no exposure to any environmental and social sustainability risks.

#### *Continued growth of retail ecommerce in general and growth in demand for furniture and homewares may be affected by general economic factors*

While the B2C retail ecommerce market and the furniture and homewares segment have been growing there is no guarantee this will continue into the future or as currently forecast. Temple & Webster Group is subject to factors outside its current control including Australia's outlook for economic growth, cash rate, instability in real estate and housing market taxation, unemployment rate, consumer sentiment, global economic outlook, foreign economic shocks, adverse exchange rate instability and building activity. One or more of these factors could cause a slowing or contraction in the forecasted growth in the market and industry. As a result, Temple & Webster Group may not be able to meet its business objectives which would adversely affect Temple & Webster Group's financial and operational performance.

#### **Remunerate fairly and responsibly**

##### *Nomination and Remuneration Committee*

The Company has established a Nomination and Remuneration Committee which is responsible for matters relating to the remuneration of the Directors, Chief Executive Officer and other senior executives.

Further details regarding the Nomination and Remuneration Committee are set out on page 3.

##### *Policy in relation to remuneration of Non-Executive Directors and executives*

Senior executives are generally entitled to a remuneration package that contains a mix of base salary and performance-related incentives.

To ensure the independence of Directors, Directors are paid fees but are not invited to participate in the Company's performance-based plans.

Full details of remuneration policy for Non-Executive Directors and executives are set out in the Remuneration Report.

#### *Securities Dealing Policy*

On 6 November 2015, the Company adopted a Securities Dealing Policy, which is intended to explain the types of conduct in relation to dealings in securities that are prohibited under the Corporations Act and establish best practice procedure for buying and selling securities that protects the Company, the Directors and employees against the misuse of unpublished information that could materially affect the value of securities.

The purpose of the Policy is to protect the Company and its reputation in the marketplace. The Board considers that compliance with the policy is essential to ensure that the highest standards of conduct are being met by all Directors and employees.

The Securities Dealing Policy applies to all Directors, employees and contractors of the Company.

Directors, employees and contractors in possession of Price Sensitive Information must not at any time: deal in Securities; advise, procure, encourage or suggest another person deal in Securities; or communicate the Price Sensitive Information, or cause the Price Sensitive Information to be communicated, to a person who may deal in Securities or may procure another person to deal in Securities.

Directors, employees and contractors are prohibited from dealing in the Company's securities (subject to limited exceptions) during the blackout periods specified in the Securities Dealing Policy.

Directors, key management personnel and their connected persons are permitted to trade, subject to advance notification, during trading windows specified in the Policy.

Directors and key management personnel must not at any time engage in short-term dealing in Securities of the Company.

The Securities Dealing Policy is available on the Company's website under 'About Us' then 'Corporate Governance'.

**This Corporate Governance Statement is current as at 21 August 2018 and has been approved by the Board**