

## Appendix 4G

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

Name of entity:

WISEWAY GROUP LIMITED

ABN / ARBN:

26 624 909 682

Financial year ended:

30 JUNE 2019

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: <https://www.wiseway.com.au/investor/>

The Corporate Governance Statement is accurate and up to date as at 27 September 2019 and has been approved by the board.

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

Date: 27 September 2019

Name of Director or Secretary authorising  
lodgement: Roger Tong



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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</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 [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

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

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at page 3 of the Annual Report	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at pages 3 – 4 of the Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a>	<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="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</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 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 [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</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>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at page 4 of the Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	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>... 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 pages 10 – 15 of the 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 <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we 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>

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



**WISEWAY GROUP LIMITED ACN 624 909 682**  
**CORPORATE GOVERNANCE STATEMENT**

The Board of Directors of Wiseway Group Limited (ACN 624 909 682) ("**WiseWay**" or "**Company**") guides and monitors the business and affairs of the Company.

The Board is therefore responsible for the corporate governance framework of Wiseway having regard to the ASX Corporate Governance Council's "*Corporate Governance Principles and Recommendations, 3<sup>rd</sup> Edition*" (**Principles and Recommendations Third Edition**).

The table below outlines Wiseway's compliance with the Principles and Recommendations Third Edition in respect of the period commencing 31 October 2018 (being the date of Wiseway's admission to the Official List of the Australian Securities Exchange (**ASX**)) to 30 June 2019 (**reporting period**).

The ASX Appendix 4G, given to the ASX at the same time as this statement, complements this statement and provides a key to the Company's corporate governance disclosures with respect to the reporting period.

In addition, a copy of the Wiseway 2019 Annual report has been lodged with the ASX and, together with all ASX announcements of the Company, can be found on each of the ASX markets announcement platform and the Wiseway website: [www.wiseway.com.au/investor/](http://www.wiseway.com.au/investor/).

The Board of Directors of Wiseway have approved this Corporate Governance Statement for the reporting period.

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>	
<b>Recommendation 1.1</b> 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.	In accordance with the Board Charter, the Board has reserved to itself the following specific responsibilities to, among other things: <ul style="list-style-type: none"><li>• provide leadership and set the strategic objectives of the Company;</li><li>• appoint the Chair (and any Deputy Chair);</li><li>• appoint and when necessary replace the Chief Executive Officer;</li><li>• approve the appointment and when necessary replace other senior executives of the Company;</li><li>• oversee management's implementation of the Company's strategic objectives and its performance generally;</li><li>• through the Chair, oversee the role of the Company Secretary;</li></ul>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
	<ul style="list-style-type: none"> <li>• oversee the integrity of the Company's accounting and corporate reporting systems, including the external audit;</li> <li>• oversee the Company's process for making timely and balanced disclosure of all material information concerning is that a reasonable person would expect to have a material effect on the price or value of the Company's securities;</li> <li>• with the assistance of the Audit and Risk Committee, ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;</li> <li>• approve the Company's remuneration framework;</li> <li>• review the performance and effectiveness of the Company's governance practices policies and procedures;</li> <li>• determine the Company's dividend policy, the amount and timing of all dividends and the operation of the Company's dividend re-investment plan;</li> <li>• evaluate, approve and monitor operating budgets, major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company; and</li> <li>• ensure that the Company maintains a commitment to promoting diversity in the workplace.</li> </ul> <p>The Board has delegated to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself and any of its committees in, respectively, the Board Charter and any committee charter.</p> <p>The CEO has the authority to sub-delegate to the senior management team.</p> <p>The Board Charter is available on the Company's corporate governance section of its website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p>	<p>One of the responsibilities of the Remuneration and Nomination Committee is to identify and make recommendation to the Board for the appointment of new</p>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</p> <p>(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.</p>	<p>Board candidates, having regard to their skills, experience and expertise.</p> <p>The Company undertakes background checks with regards to the person's character, experience and education prior to nomination for election as director. Any material adverse information revealed by these checks is released to security holders prior to the annual general meeting (<b>AGM</b>) at which they are able to be elected.</p> <p>When an individual is nominated to be a Director, their curriculum vitae with their relevant professional history and qualification is circulated to the security holders in the Company.</p> <p>Retiring directors standing for re-election are assessed by considering a number of factors including but not limited to skills, experience, expertise, personal qualities and attributes, the capability to devote the necessary time and commitment to the role, and potential conflicts of interest and independence.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>All Company directors have entered into written agreements with the Company, and all other senior executives have entered into written agreements with the Company or other members of the Wiseway group.</p> <p>Specifically:</p> <ul style="list-style-type: none"> <li>the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and</li> <li>the executive director and senior executives of the Company have entered into employment agreements, setting out the terms and conditions of their employment.</li> </ul>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Company has appointed Ms Florence Tong to carry out the Company Secretary function for the Company.</p> <p>As set out in the Board Charter, the Company Secretary is accountable directly to the Board, through the chairperson, on matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for:</p>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
	<ul style="list-style-type: none"> <li>• advising the Board and its committees on governance matters;</li> <li>• monitoring that Board and committee policies and procedures are followed;</li> <li>• coordinating the timely completion and despatch of Board and committee papers;</li> <li>• ensuring that the business at Board and committee meetings is accurately captured in the minutes; and</li> <li>• organising and facilitate the induction and professional development of directors and him or herself.</li> </ul> <p>Other responsibilities may be delegated to Ms Florence Tong, as she carries out the Company Secretary function for the Company, as the Board may determine appropriate.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) disclose that policy or a summary of it; and</li> <li>(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:               <ul style="list-style-type: none"> <li>(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</li> <li>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality</li> </ul> </li> </ul>	<p>The Board and executive leadership team of the Company are committed to workforce diversity in its broadest sense and consider this diversity and inclusiveness as strength of the business and an investment in the creation of a sustainable business capable of delivering long term shareholder value.</p> <p>The Company's Diversity Policy is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p> <p>The Company has not currently established any measurable gender diversity objectives; however, the Board may determine to establish measurable objectives for achieving gender diversity and which will be assessed on at least an annual basis.</p> <p>The Diversity Policy is underpinned and supported by a suite of policies and practices that are applicable to all who work at the Company and which promote an environment that attracts and retains well qualified employees, senior management and Board candidates regardless of gender, and reflective of diversity of thought and experience.</p>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
Indicators”, as defined in and published under that Act.	
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>In accordance with the Board Charter, each director's performance will be assessed when standing for re-election. Before each AGM, the chairperson of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the chairperson), will conduct the review of the chairperson. The Company discloses all information relevant to a decision whether or not to elect or re-elect a director in the notice of meeting for the AGM.</p> <p>In addition, each of the Audit and Risk Committee Charter and Remuneration and Nomination Committee, sets out when reviews are to take place with respect to each committee.</p> <p>Specifically, each of the Audit and Risk Committee and Remuneration and Nomination Committee, will review their respective performances annually and report to the Board on that review.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The Board conducts an annual performance review of the CEO and the CEO undertakes assessments of senior executives. In assessing the performance of the individual executives, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.</p> <p>High level performance evaluation of senior executives is undertaken by the CEO, taking into consideration both qualitative and quantitative measures. The CEO also provides regular feedback to senior executives in relation to performance and development.</p>
<p><b>Principle 2 – Structure the Board to add value</b></p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>	
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have a nomination committee which:</li> </ul>	<p>The Board has established a Remuneration and Nomination Committee, which has the authority and power to exercise the roles and responsibilities granted to it under the Remuneration and Nomination Committee Charter, and any other resolutions of the Board from time to time.</p>



ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director;</p> <p>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's 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>The committee is comprised of a majority of Independent Non-Executive Directors, as follows:</p> <ul style="list-style-type: none"> <li>• The Hon. Nick Bolkus (an independent director);</li> <li>• Mr Stephen Chan (an independent director); and</li> <li>• Mr Roger Tong.</li> </ul> <p>In addition, the Chair of the Remuneration and Nomination Committee is The Hon. Nick Bolkus, who is an independent non-executive director.</p> <p>In accordance with the Remuneration and Nomination Committee Charter, the committee will meet as frequently as required to perform its functions (but in any case, not less than twice a year). In addition, the Directors' Report discloses the number of times the Committee met throughout the reporting period and the individual attendances of the members at those meetings.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Recommendation 2.2</b></p> <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>In accordance with the Board Charter, the Company seeks to achieve a range of skills, knowledge, experience, independence and diversity together with an understanding of and competence to deal with current and emerging issues of the business.</p> <p>In establishing the Board, regard was had to the skills and expertise required of the Directors relevant to the Wiseway business and the Company's listing on the ASX. Directors with the desired skills and expertise were carefully selected for appointment to the Board.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the</p>	<p>The Board Charter sets out the criteria adopted by the Board for considering if a Director is independent.</p> <p>The Board has reviewed the position and associations of each of the directors and considers that each of:</p> <ul style="list-style-type: none"> <li>• The Hon. Nick Bolkus;</li> <li>• Mr Michael Hughes; and</li> </ul>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<p>opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<ul style="list-style-type: none"> <li>Mr Stephen Chan, to be independent.</li> </ul> <p>The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>Out of the five Board members, three of the Board's non-executive directors, being The Hon. Nick Bolkus, Mr Michael Hughes, and Mr Stephen Chan, are each considered to be independent directors and The Hon. Nick Bolkus is the Chair of the Board.</p> <p>The Board considers the current composition of the Board, being:</p> <ul style="list-style-type: none"> <li>three independent, non-executive directors; and</li> <li>two executive directors, one of which is the Chief Executive Officer and one of which is the Managing Director,</li> </ul> <p>to be the optimal board composition for the operation of the Company at this time.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Board recognises the recommendation that the chairman should be an independent Non-Executive Director and has accordingly appointed The Hon. Nick Bolkus, an independent, non-executive director as Chairman of the Company.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>All Non-Executive Directors have had an extensive induction into the business of the Company prior to accepting their appointment and have received continuing information on the Company and its operations since being appointed.</p> <p>Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.</p>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<b>Principle 3 – Act ethically and responsibly</b> <i>A listed entity should act ethically and responsibly.</i>	
<b>Recommendation 3.1</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	<p>The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all Directors, other officers, employees, consultants, advisers and contractors of the Wiseway Group.</p> <p>The Code of Conduct is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<b>Principle 4 – Safeguard integrity in corporate reporting</b> <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i>	
<b>Recommendation 4.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(b) if it does not have an audit committee, disclose that fact and the processes it</li> </ul>	<p>The Board has established an Audit and Risk Committee. This committee is responsible for amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.</p> <p>The Audit and Risk committee is comprised exclusively of Independent, Non-Executive Directors, being:</p> <ul style="list-style-type: none"> <li>• Mr Michael Hughes (an independent director);</li> <li>• The Hon. Nick Bolkus (an independent director); and</li> <li>• Mr Stephen Chan (an independent director).</li> </ul> <p>In addition, the Chair of the Audit and Risk Committee is Mr Michael Hughes who is not also the Chair of the Board.</p> <p>The Directors' Report discloses the number of times the Audit and Risk Committee met throughout the reporting period and the individual attendances of the members at those meetings.</p> <p>The Audit and Risk Committee Charter is available on Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<p>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><b>Recommendation 4.2</b></p> <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 Board will receive assurance from the CEO, Mr Roger Tong and the Group Financial Controller, Mr Jason Lynch, that in their opinion:</p> <ul style="list-style-type: none"> <li>the financial statements of the Company have been properly maintained;</li> <li>the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and</li> <li>their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul>
<p><b>Recommendation 4.3</b></p> <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>In accordance with the Company's Shareholder Communication Policy, the external auditor is required to attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p> <p>The Shareholder Communication Policy is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>	
<p><b>Recommendation 5.1</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>disclose that policy or a summary of it.</li> </ol>	<p>The Board has established a Continuous Disclosure Policy to ensure compliance with the ASX Listing Rules disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues had previously arisen, during the course of that meeting.</p> <p>The Continuous Disclosure Policy is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p>	

ASX Principles and Recommendations (Third Edition)	Compliance by the Company
<i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company has established a website which provides information about the Wiseway Group, Directors and executives, key governance policies and other information relevant to its investors. The website is a key communication tool between the Company and its Shareholders.</p> <p>The Company's website URL is: <a href="http://www.wiseway.com.au">www.wiseway.com.au</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Board has adopted a Continuous Disclosure Policy and Shareholder Communication Policy which supports its commitment to effective communication with its shareholders. In addition, the Company intends to communicate with its shareholders:</p> <ul style="list-style-type: none"> <li>• by making timely announcements;</li> <li>• by posting relevant information on to its website;</li> <li>• by inviting shareholders to make direct enquiries to the Company; and</li> <li>• through the use of general meetings.</li> </ul> <p>Each of the Continuous Disclosure Policy and Shareholder Communication Policy are available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company's shareholders are encouraged to attend general meetings and the notice of such meetings will be given in accordance with the Company's constitution, the Corporations Act 2001 (Cth) and the ASX Listing Rules.</p> <p>The Board has adopted a Shareholder Communication Policy and will provide Shareholders with opportunities to have questions addressed at Shareholder meetings, irrespective of whether the Shareholder is able to attend.</p> <p>The Shareholder Communication Policy is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company's shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p>

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	The Company's share registry helps to manage these shareholder communication preferences.
<b>Principle 7 – Recognise and manage risk</b>  <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>	
<b>Recommendation 7.1</b>  The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul>	<p>The Board has established an Audit and Risk Committee to, amongst other matters, ensure that the Company has an effective risk management system in place and to manage key risk areas.</p> <p>The Audit and Risk Committee is comprised exclusively of Independent, Non-Executive Directors, being:</p> <ul style="list-style-type: none"> <li>• Mr Michael Hughes (an independent director);</li> <li>• The Hon. Nick Bolkus (an independent director); and</li> <li>• Mr Stephen Chan (an independent director).</li> </ul> <p>In addition, the Chair of the Audit and Risk Committee is Mr Michael Hughes who is not also the Chair of the Board.</p> <p>The Directors' Report discloses the number of times the Audit and Risk Committee met throughout the reporting period and the individual attendances of the members at those meetings.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at: <a href="http://www.wiseway.com.au/investor/">www.wiseway.com.au/investor/</a>.</p>
<b>Recommendation 7.2</b>  The board or a committee of the board should: <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>The Board has established an Audit and Risk Committee to, amongst other matters, ensure an effective risk management system is developed, adopted, periodically reviewed and updated by the Company to help manage key risk areas.</p> <p>The Company will provide updates in the future as to whether a review of the Company's risk management framework has been conducted.</p>

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<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(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.</li> </ul>	<p>The Wiseway Group has various quality assurance functions throughout the business but not a dedicated internal audit function.</p> <p>It is the Board's intention that the Audit and Risk Committee review the need for an internal audit function, the scope of any function should one be required and whether it will be insourced or outsourced. The outcome of any such review (when undertaken) will be reported in the Company's annual report for that relevant reporting period.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Audit and Risk Committee is responsible for ensuring an effective risk management system is developed, adopted, periodically reviewed and updated by the Company to help manage key risk areas for the Company. This includes, among other things, economic, environmental and sustainability risks.</p> <p>Any such review (when undertaken), and the outcome of that review, will be reported in the Company's annual report for that relevant reporting period.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interest with the creation of value for security holders.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have a remuneration committee which: <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the</li> </ul> </li> </ul>	<p>The Board has formed a Remuneration and Nomination Committee. The Committee is responsible for:</p> <ul style="list-style-type: none"> <li>• the Company's remuneration framework for directors and senior executives;</li> <li>• ensuring that the remuneration policies and outcomes of the Company strike an appropriate balance between the interests of the Company's shareholders and rewarding and motivating the executives and employees in order to secure the long-term benefits of their energy and loyalty;</li> <li>• the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Company as determined by the Board;</li> <li>• short- and long-term incentives being challenging and linked to the creation of sustainable shareholder returns; and</li> </ul>



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<p>period and the individual attendances of the members at those meetings;</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>	<ul style="list-style-type: none"> <li>the termination benefits are justified and appropriate.</li> </ul> <p>The Remuneration and Nomination Committee is comprised of a majority of Independent, Non-Executive Directors, as follows:</p> <ul style="list-style-type: none"> <li>The Hon. Nick Bolkus (an independent non-executive director);</li> <li>Mr Stephen Chan (an independent non-executive director); and</li> <li>Mr Roger Tong (the CEO).</li> </ul> <p>In addition, the Chair of the Remuneration and Nomination Committee is The Hon. Nick Bolkus who is an independent non-executive director.</p> <p>In accordance with the Remuneration and Nomination Committee Charter, the committee will meet as required but not less than twice a year. In addition, the Directors' Report discloses the number of times the Committee met throughout the reporting period and the individual attendances of the members at those meetings.</p> <p>The Remuneration and Nomination Committee Charter is available on the Company's website: <a href="http://www.wiseway.com.au/investor">www.wiseway.com.au/investor</a>.</p>
<p><b>Recommendation 8.2</b></p> <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>The Board has adopted a remuneration policy for Non-Executive Directors, which is summarised in the Directors Report.</p> <p>In addition, the remuneration policy for Executive Directors and other key management personnel is also summarised in the Directors Report.</p>
<p><b>Recommendation 8.3</b></p> <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>The Company's Securities Trading Policy prohibits participants of any equity-based remuneration scheme of the Company from entering into transactions which limits the economic risk of a participant.</p> <p>The Company's Securities Trading Policy is available on the Company's website at: <a href="https://www.wiseway.com.au/investor/">https://www.wiseway.com.au/investor/</a>.</p>