



amaysim Australia Ltd

**Corporate
Governance
Statement
2016**

amaysim

Corporate Governance Statement 2016

The Board of Directors of amaysim Australia Limited ("amaysim" or "Company") is responsible for the overall governance of amaysim and its subsidiaries (together the "Group").

In order to promote stakeholder confidence and protect shareholder value, the Company is committed to ensuring it maintains a corporate governance system reflective of best practice. Accordingly, the Company has established a framework for overseeing the Group's corporate governance which is designed to comply with regulatory requirements applicable to entities listed on the ASX.

The Company's Corporate Governance Statement is structured with reference to the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (3rd Edition) (the "Principles"). The Principles are outlined below, with the corresponding section of this Corporate Governance Statement addressing amaysim's practices provided for ease of reference.

ASX Corporate Governance Principles and Recommendations	Section reference in this statement
Principle 1 – Lay solid foundations for management and oversight	All sections
Principle 2 – Structure the Board to add value	Sections 1 and 2
Principle 3 – Act ethically and responsibly	Section 3
Principle 4 – Safeguard integrity in corporate reporting	Section 5
Principle 5 – Make timely and balanced disclosure	Sections 4 and 5
Principle 6 – Respect the rights of security holders	Section 4
Principle 7 – Recognise and manage risk	Section 5
Principle 8 – Remunerate fairly and responsibly	Section 6

This Corporate Governance Statement reports amaysim's implementation of its corporate governance since listing on the ASX. We intend to regularly review our governance arrangements as well as developments in market practice, expectations and regulation. This statement, together with our ASX Appendix 4G, have both been lodged with the ASX.

More information on specific matters to note in relation to our current corporate governance arrangements, including policies and charters, can be found on the "Corporate Governance" page of our Investor Centre <https://investor.amaysim.com.au/irm/content/corporate-governance.aspx?RID=353>.

This statement provides an outline of the main corporate governance policies and practices the Company had in place during FY16 and how the Company's framework aligns with the Principles (unless otherwise noted).

This statement has been approved by the Board of Directors of the Company and the information contained herein is correct as of 23 September 2016. Unless otherwise noted, the policies and practices were in place from 15 July 2015, being the date of listing for the entity.

1. Laying solid foundations

Shareholders should refer to the Corporate Governance section of the Company's website for a comprehensive list of governance documents.

The Board Charter governs the operations of the Board and sets out the Board's roles and responsibilities, composition, structure and membership requirements. The Board Charter also sets out the responsibilities delegated to the CEO and the management team.

1.1 Responsibilities of the Board

The Board is responsible for providing strategic direction, defining broad issues of policy and overseeing the management of the Company to ensure it is conducted appropriately and in the best interests of Shareholders.

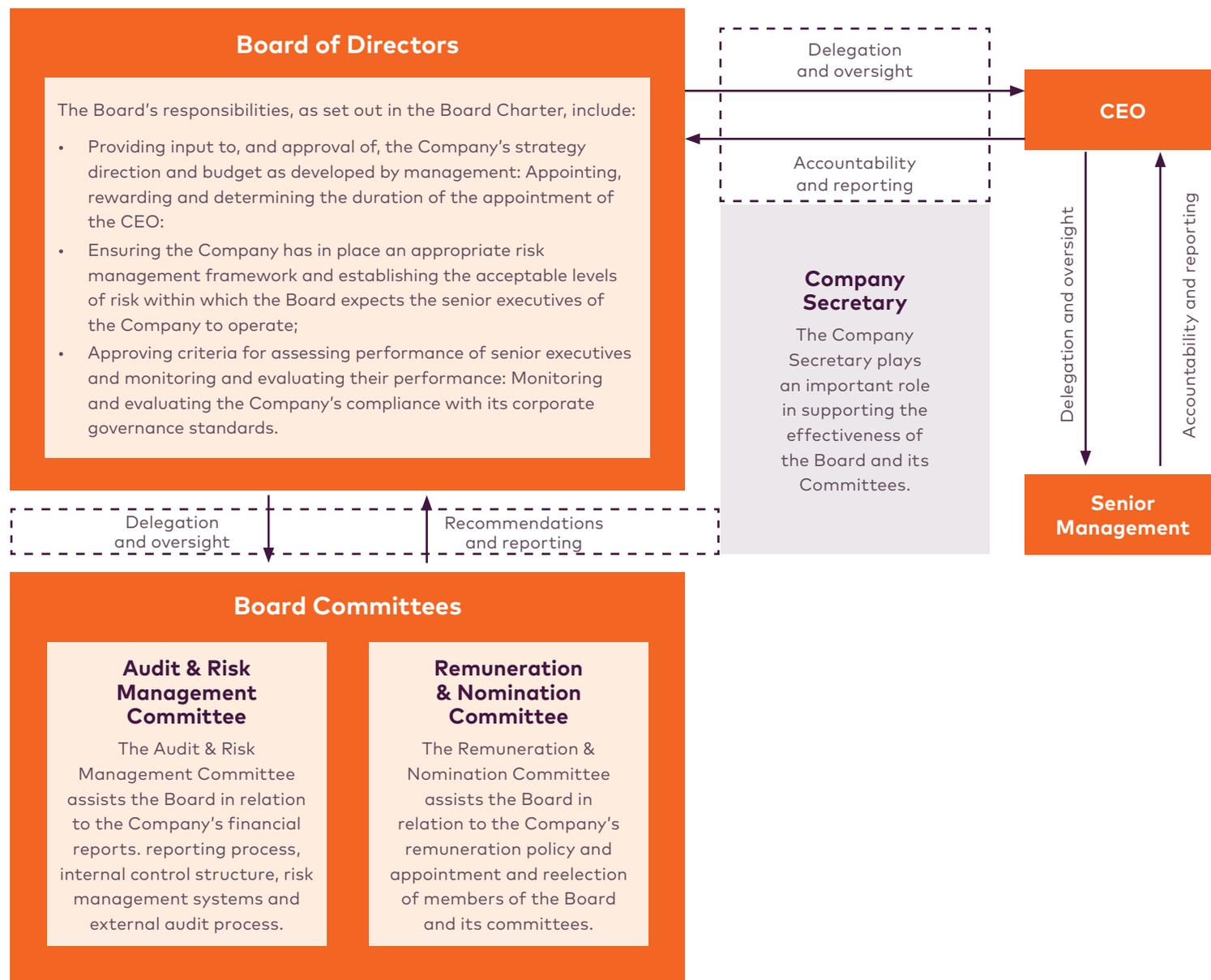
In summary, the Board is responsible for managing the affairs of the company, including its financial and strategic objectives; evaluating, approving and monitoring the Company's annual budgets and business plans; approving and monitoring major capital expenditure and all major corporate transactions, including the issuance of any Company securities; and approving all financial reports and material reporting and external communications by the Company in accordance with Company's Communications Policy.

The Board has delegated certain responsibilities and authorities to the CEO and management team to enable them to conduct the Company's day-to-day activities. The management team's role is to support the CEO and to implement the running of the general operations and financial business of the Company. This includes developing business plans, budgets and strategies and operating amaysim's business within the parameters set by the Board from time to time.

The Company Secretary is accountable to the Board through the Chairman and will be responsible for the proper functioning of the Board and the Board Committees.

All of amaysim's Directors and senior executives have entered into written agreements with the Group setting out the terms of their appointment.

The diagram below sets provides an overview of the Board, committee and management framework at amaysim.



Corporate Governance Statement 2016

continued

1.2 Board composition and Director independence

The Chairman is Andrew Reitzer, who is an independent and non-executive Director.

The Managing Director and CEO is Julian Ogrin.

With the exception of Mr Ogrin, Mr Peter O'Connell and Mr Rolf Hansen, the Board is of the view all Directors are independent Directors. The Board therefore comprises a majority of independent, non-executive Directors.

The Board considers the composition of amaysim's Board reflects an appropriate range of independence, skills and experience. The current Board is also relatively new, having formed immediately prior to the Company's listing on the ASX on 15 July 2015.

The Board will regularly assess the independence of each Director in light of the interests disclosed by them from time to time. That assessment will be made at least annually at, or around the time, the Board considers candidates for election to the Board, and each Director is required to provide the Board with all relevant information for this purpose.

The independence of Directors was considered leading up to the Company's listing on the ASX and in the preparation of the accompanying prospectus material. To the best of the Board's knowledge, there have been no material changes in FY16 which would change this.

If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market. The Company is of the opinion that no currently independent Director has an interest, position, association or relationship of the type described in Box 2.3 of the Principles that would compromise the independence of that Director.

1.3 Skills and diversity of the Board

The Company has developed a skills matrix which sets out the mix of skills and diversity currently reflected in its membership.

The Board recognises that for the effective governance of the business, a diverse set of skills, backgrounds, knowledge and experience, is required. The Board and its Remuneration and Nomination Committee focus on ensuring the Board maintains the appropriate balance of experience, skills, independence and knowledge which is needed to meet its responsibilities in accordance with recognised governance standards.

The skills were determined by reference to what is considered important for the management of a publicly listed company and skills specific to the industry in which the Group operates.

The following table sets out the experience and skills deemed necessary or desirable by the Board in the Company's Directors and whether they are represented on the Board.

Skills Matrix:

Competency	Requirements Overview	Board experience
Legal	Legal Experience	<input checked="" type="checkbox"/>
Technology	Knowledge of IT Governance including privacy, data management and security	<input checked="" type="checkbox"/>
Finance	Experience in accounting and finance	<input checked="" type="checkbox"/>
Human resources	Experience in managing human capital; remuneration and reward, industrial relations, safety, strategic workforce planning	<input checked="" type="checkbox"/>
Risk and compliance	Experience in identifying and managing risks as they relate to an organisation, managing regulatory compliance	<input checked="" type="checkbox"/>
Acquisitions and integration	Experience in acquisitions and post-acquisition integration	<input checked="" type="checkbox"/>
Debt and equity raising	Experience in capital raising	<input checked="" type="checkbox"/>
Multi-country experience	Experience gained in positions outside Australia	<input checked="" type="checkbox"/>
Large enterprise experience	Experience gained within a large enterprise	<input checked="" type="checkbox"/>
Non-executive Director experience	Experience in this capacity	<input checked="" type="checkbox"/>
Executive Director experience	Experience in this capacity	<input checked="" type="checkbox"/>
Executive management	Experience at an executive level including the ability to appoint and evaluate executive performance and lead organisational change	<input checked="" type="checkbox"/>
Commercial experience	Possess a broad range of skills across communications, marketing and business operations	<input checked="" type="checkbox"/>
Telecommunications sector	Senior management level experience within the telecommunications sector	<input checked="" type="checkbox"/>

1.4 Induction and training

In accordance with the Board Charter and the Remuneration and Nomination Committee Charter, the Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

The Company Secretary and amaysim's head of human resources will help to organise and facilitate the induction and professional development of Directors from time to time.

1.5 Performance evaluation

The Company is committed to carrying out periodic Board performance evaluations. The Remuneration and Nomination Committee has been established by the Board to assist the Board in reviewing the performance of senior executives and members of the Board at least annually.

This process includes undertaking an evaluation of the performance of the Board, each Board Committee and individual Directors, comparing their performance with the requirements of the Board Charter, relevant Board Committee Charters and the reasonable expectations of individual Directors.

On the basis the Company's Board is relatively new and FY16 was the Company's first as an entity listed on the ASX, a formal review was not considered necessary for this reporting period.

However moving forward, it is intended annual internal reviews will consist of peer-assessments, where each individual Director assesses the performance of each other Director and the Chairman, both in their roles as Directors and Committee members. It is the Chairman's role to assess performance of individual Directors and of the overall Board.

In addition to evaluating the performance of the Board, the Remuneration and Nomination Committee is also responsible for developing and implementing a plan for identifying, assessing and enhancing competencies of senior executives and non-executive Directors.

The Company undertakes 360 degree reviews of all staff, including its senior executives. In addition, the Board and its Committees regularly include time without management as an agenda item, allowing for discussion and consideration of senior executive and Board and Committee performance. The Company regularly undertook these informal reviews during FY16.

In addition, the remuneration structure (including the legacy employee share rights plan, Long Term Incentive Plan and Short Term Incentives) focuses on rewarding performance over and above expectations and various performance indicators (refer to the Remuneration Report as applicable).

1.6 Director succession planning

The Board, together with the Remuneration and Nomination Committee, plans for its own succession by:

1. considering the skills, backgrounds, knowledge and experience, and gender diversity necessary to allow it to meet the Group's objectives;
2. assessing the skills, backgrounds, knowledge, experience and diversity currently represented;
3. identifying any inadequate representation of the above attributes and establishing a process necessary to ensure a candidate is selected who brings them to the Board; and
4. assessing how Board performance could be enhanced.

The Committee will continue to ensure the Board monitors its succession requirements and implements an approach to Board renewal through a regular cycle of Director elections.

2. Board Committees

2.1 Composition and responsibilities of Committees

As at the date of this statement, the following standing Committees have been established to assist the Board in carrying out its responsibilities:

1. Audit and Risk Management Committee; and
2. Remuneration and Nomination Committee

Each Committee is governed by a formal charter approved by the Board documenting composition and responsibilities. Copies of these Charters are available on the Company's website.

The table over the page on page 5 outlines the composition and responsibilities of each of these Committees.

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	Audit and Risk Management Committee	Remuneration and Nominations Committee
Composition	<p>The Audit and Risk Management Committee is currently comprised of three Non-Executive Directors, a majority of whom are independent Directors (including an independent Director as Chair).</p> <p>Certain members of management, external advisors and the external auditor may attend meetings of the committee by invitation of the committee Chairperson.</p>	<p>The Remuneration and Nomination Committee is currently comprised of three Non-Executive Directors, a majority of whom are independent Directors (including an independent Director as Chair).</p> <p>Certain members of management and external advisors may attend meetings of the committee by invitation of the committee Chairperson.</p>
Roles and responsibilities	<p>The committee will assist the Board in carrying out its corporate governance and oversight responsibilities in relation to amaysim's financial reports, financial reporting process, internal control structure, risk management systems (financial and non-financial) and the internal and external audit process.</p> <p>Under the charter, it is the policy of amaysim that its external auditing firm must be independent. The committee will review and assess the independence of the external auditor on an annual basis.</p> <p>The Committee meets on a regular basis to:</p> <ul style="list-style-type: none"> • review and approve external audit plans; • review and approve financial reports; and • review the effectiveness of the Company's compliance and risk management functions. 	<p>The main functions of the committee are to assist the Board with a view to establishing a Board of effective composition, size, diversity and expertise to adequately discharge its responsibilities and duties, and assist the Board with a view to discharging its responsibilities to Shareholders and other stakeholders to seek to ensure that amaysim:</p> <ul style="list-style-type: none"> • has coherent remuneration policies, procedures and practices which enable amaysim to attract, motivate and retain appropriately skilled and diverse Directors and executives; • fairly and responsibly remunerates Directors and executives; • evaluates the performance of the Board, individual Directors and executives; and • conducts appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director.
Membership as at 30 June 2016	<ul style="list-style-type: none"> • Maria Martin (Independent, Non-executive Director and Chairperson); • Thorsten Kraemer (Independent, Non-executive Director); and • Rolf Hansen (Non-executive Director). 	<ul style="list-style-type: none"> • Andrew Reitzer (Committee Chairperson and Independent, Non-executive Chairman); • Jodie Sangster (Independent, Non-executive Director); and • Peter O'Connell (Non-executive Director).

The Board believes all Directors should attend meetings of the Board and all meetings of each Committee of which a Director is a member. During FY16, participation by Directors in meetings of the Board and Committees is outlined below.

	Board		Audit and Risk Management Committee		Remuneration and Nomination Committee	
	A	B	A	B	A	B
Scheduled meetings	6		4		4	
Unscheduled meetings	8		-		-	
Andrew Reitzer	13	14	4*	-	4	4
Julian Ogrin	14	14	4*	-	4*	-
Rolf Hansen	12	14	4	4	1*	-
Thorsten Kraemer	13	14	4	4	2*	-
Maria Martin	14	14	4	4	3*	-
Peter O'Connell	14	14	-	-	3	4
Jodie Sangster	14	14	1*	-	3	4

A = Number of meetings attended.

B = Number of meetings held during the time the director held office.

* = Indicates that Director is not a member of a specific committee and attended by invitation or as an alternate committee member.

3. Acting ethically and responsibly

Relevant governance document:

- Code of Conduct

3.1 Code of Conduct

The Board is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct which outlines how amaysim expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

All employees of amaysim (including temporary employees, contractors and Directors) must comply with the Code of Conduct.

The Code of Conduct is available on the Company's website on the "Corporate Governance" landing page.

4. Engagement with Shareholders

Relevant governance documents:

- Communications Policy
- Continuous Disclosure Policy

4.1 Communication with our investors

The Company has designed and implemented an investor relations program which facilitates effective two way communication with investors. amaysim communicates with its Shareholders:

- by making timely market announcements;
- by posting relevant information on to its website;
- by inviting Shareholders to make direct inquiries to amaysim; and
- through the use of general meetings

amaysim's Shareholders are encouraged to attend general meetings, and notice of such meetings will be given in accordance with the Company's Communications Policy, Constitution, the Corporations Act, and the ASX Listing Rules. Shareholders are also encouraged to contact the Company via its website which has a dedicated "FAQs" page.

amaysim's Shareholders may elect to receive information from amaysim and its registry by post. Otherwise, the Company and its registry will communicate electronically with shareholders who have not elected to receive information by post.

amaysim encourages all of its Shareholders to receive information electronically as this reduces costs, waste and is better for the environment.

5. Risk management and reporting

Proper management of amaysim's risks is an important priority of the Board. The Board has adopted a Risk Management Policy appropriate for its business which includes that the Board or Committee of the Board will review the entity's risk management framework at least annually.

This policy highlights amaysim's commitment to designing and implementing systems and methods appropriate to identify, minimise and control its risks.

Relevant governance documents:

- Audit and Risk Management Committee Charter
- Risk Management Policy

The Board is responsible for establishing risk parameters, overseeing and approving the risk management system and monitoring its effectiveness. The Board may delegate these functions to the Audit and Risk Management Committee or a separate risk committee in the future. The Board will regularly undertake reviews of its risk management procedures to ensure that they comply with its legal obligations. The Board has in place a system whereby management is required to report as to its adherence to policies and guidelines approved by the Board for the management of risks.

The Company's risk management framework includes various internal controls and written policies, such as policies regarding authority levels for expenditure, commitments and general decision making and policies and procedures relating to health and safety to ensure a high standard of performance and regulatory compliance.

Communication to investors of any material changes to the Company's risk profile is covered by the Company's Continuous Disclosure Policy.

For additional information on the Company's risk management framework and the review undertaken in relation to FY16, please refer to our Annual Report.

Corporate Governance Statement 2016

continued

5.1 CEO and CFO declarations

Before the Board approves the Company's financial statements for a financial period, amaysim's CEO and CFO are required to issue a written declaration to the Audit and Risk Management Committee that, in their opinion, the financial records of the Company 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.

5.2 External audit

Under the Audit and Risk Management Committee Charter, the Committee will make recommendations to the Board on the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditors and resolution of disagreements between management and the auditor regarding financial reporting. The Committee will also consider the scope and adequacy of the external audit.

amaysim's Audit and Risk Management Committee Charter contains a requirement for the external auditor to attend the AGM and to be available to answer questions relevant to the audit.

5.3 Internal audit

The Audit and Risk Management Committee is responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing internal control systems and the operational effectiveness of the policies and procedures related to risk and control.

Given the size of amaysim, it does not have an internal audit function. However, this position will be reviewed by the Committee from time to time and may change if the size of the Company materially changes.

The Committee will ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner and will be responsible for the appointment and removal of the head of the internal audit function or engage external parties to provide internal audit services to the Company.

5.4 Disclosure obligations

amaysim is committed to observing its disclosure obligations under the ASX Listing Rules and the Corporations Act.

amaysim has adopted a Continuous Disclosure Policy, which establishes procedures aimed at ensuring Directors and executive management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

The Company complies with its continuous disclosure obligations by ensuring that price sensitive information is identified, reviewed by management and disclosed to the ASX and any applicable regulators in a timely manner and that all such information is posted on the Company's website as soon as possible after disclosure.

The Company Secretary manages compliance with the Company's continuous disclosure obligations and communications with applicable regulators.

5.5 Sustainability

For additional information the Company's exposure to material risks and, how it manages or intends to manage these risks, please refer to the "Risks" section of our Annual Report.

6. People and remuneration

The Company has developed a set of key cultural values: simplicity, empathy, agility and reliability. These cultural pillars helped build amaysim and the Company's strong culture. The pillars and our remuneration practices enable us to attract and retain high quality directors and senior executives while aligning the interests of these individuals with the creation of value for security holders.

We regularly review skills, offer training programs to fill perceived gaps, and foster continuous improvement of our people.

6.1 Diversity

amaysim is proud of its diverse and inclusive workplace and team which is made up of individuals with diverse skills, values, experiences, backgrounds and attributes. The Company is committed to developing measurable objectives to further promote gender diversity and inclusion in its workplace.

amaysim has implemented the Diversity Policy which is overseen by the Remuneration and Nomination Committee and which aligns amaysim's management systems with its commitment to develop a culture and business model that values and achieves diversity in its workforce and on its Board.

In order to transform its diversity goals into achievable outcomes, amaysim intends to consider the implementation of measurable objectives for achieving gender diversity across the organisation moving forward. It is intended these objectives will complement policies already in place which facilitate the development of a diverse workforce.

Given FY16 is the first reporting period for amaysim as an ASX listed entity, the Remuneration and Nomination Committee deferred assessing the baseline diversity profile of the Company's workforce to enable the Committee to formulate measurable objectives which are best targeted towards achieving diversity. For this reason, the Company has not yet formulated measurable objectives, however it reiterates its commitment to maintaining a diverse workforce.

Gender Diversity statistics as at 30 June 2016 are outlined in the following table.

Level	Number of directors/ employees at 30 June 2016	Number of women at 30 June 2016	Percentage of women at 30 June 2016
Board composition (NEDs)	6	2	33%
Senior Executives (incl. CEO)	4	1	25%
Managers/Team Leaders	25	8	32%
Non-management	122	51	42%
All employees (excl. Board)	152	60	40%

For the purpose of determining the above statistics, the Company considers "Senior Executives" to be those individuals defined as "key management personnel" in the Company's Remuneration Report for FY16, namely Julian Ogrin, Leanne Wolski, Julian Dell and Andrew Balint.

6.2 Executive succession planning

The Remuneration and Nomination Committee meets on a regular basis to discuss and consider executive succession planning.

6.3 Equity-based remuneration scheme

Under amaysim's Remuneration Policy, the entry into transactions which limit the economic risks of participating in an equity based remuneration scheme is not permitted unless the contemplated transaction is permitted under the Securities Trading Policy.

The Securities Trading Policy expressly prohibits Directors and all employees from using, or allowing to be used, any derivatives or other products which operate to limit the economic risk of unvested Company securities.

Further, no Director or employee may enter into a margin loan or similar funding arrangement to acquire any Company securities, or grant lenders any rights over their Company securities without first obtaining prior written approval.

6.4 Remuneration for non-executive directors

As noted above, the Board maintains a Remuneration and Nomination Committee responsible for making recommendations to the Board regarding remuneration. The Remuneration and Nomination Committee Charter is available on the Company's website.

The Remuneration and Nomination Committee Charter forms the basis for the Company's remuneration policies and procedures.

The policies regarding remuneration of non-executive Directors and the remuneration and employment arrangements of executive directors are disclosed separately in this Report.

Other information

This Corporate Governance Statement has been approved by the Board of amaysim Australia Limited and the information contained in it is current as at 23 September 2016, unless stated otherwise.

This statement, together with our 2016 ASX Appendix 4G (which is a checklist cross-referencing the ASX Recommendations to the relevant disclosures in this statement and our website (our ASX Appendix 4G)), have both been lodged with the ASX on 23 September 2016. This statement and our ASX Appendix 4G can be found on the "Corporate Governance" page of our Investor Centre <https://investor.amaysim.com.au/irm/content/corporategovernance.aspx?RID=353>.

More information on our governance arrangements, including our Board and Board Committee Charters and key policies, can also be found on our Investor Centre.

www.amaysim.com.au

ABN 65 143 613478

amaysim

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

amaysim Australia Limited

ABN / ARBN:

65 143 613 478

Financial year ended:

30 June 2016

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

- These pages of our annual report: 10 - 17
- This URL on our website: <https://investor.amaysim.com.au/irm/content/corporate-governance.aspx?RID=353>

The Corporate Governance Statement is accurate and up to date as at 23 September 2016 and has been approved by the Board.

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

Date: 23 September 2016

Name of Secretary authorising lodgement: Alexander Feldman

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... 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"/> in our Corporate Governance Statement AND <input checked="" type="checkbox"/> at this location: Board Charter which is available at https://investor.amaysim.com.au/irm/content/corporate-governance.aspx	
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 AND <input checked="" type="checkbox"/> at this location: All material information relevant to a decision on whether or not to elect or re-elect a director will be provided in amaysim's AGM Notice of Meeting.	
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	
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	

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

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<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 paragraphs (a) and (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Diversity Policy which is available at https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and the information referred to in paragraph (c)(1):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p>... and the information referred to in paragraph (c):</p> <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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</p>	<p>... and the information referred to in paragraph (b):</p> <p>On the basis the Company's Board is relatively new and the 2016 financial year was the Company's first as an entity listed on the ASX, a formal review was not considered necessary for this reporting period.</p> <p>In the future, it is intended internal reviews will be undertaken annually.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... 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 AND</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Remuneration and Nomination Committee Charter which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>The Directors' Report and the "Information on Directors" section within the Company's Annual Report</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	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	
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	
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	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement AND <input type="checkbox"/> at this location: Code of Conduct which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx	

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... 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</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: Audit and Risk Committee Charter which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> 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</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</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement and <input checked="" type="checkbox"/> at this location: Continuous Disclosure Policy which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at this location: Corporate Governance landing page which is available at https://investor.amaysim.com.au/irm/content/corporate-governance.aspx	
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	
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	
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	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<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>... 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 AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Risk Management Policy which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Audit and Risk Committee Charter which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> 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</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"/> at this location:</p> <p>The "Risk" section of amaysim's Annual Report available at: https://investor.amaysim.com.au/irm/content/financial-reports1.aspx?RID=376</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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>... 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</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 checked="" type="checkbox"/> at this location:</p> <p>The "Risk" section of amaysim's Annual Report which is available at https://investor.amaysim.com.au/irm/content/financial-reports1.aspx?RID=376</p>	

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... 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</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Remuneration and Nomination Committee Charter which is available at: https://investor.amaysim.com.au/irm/content/corporate-governance.aspx</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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 checked="" type="checkbox"/> at this location:</p> <p>Remuneration Report (which forms part of the Directors' Report) in amaysim's 2016 Annual Report</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	