Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name	Name of entity:				
	Euroz Limited				
ABN /	ARBN:	Financial year ended:			
	53 000 364 465	30 June 2018			
☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	oard.	https://www.euroz.com/investor-relations/corporate-governance.html urate and up to date as at 27 September 2018 and has been approved by reporate governance disclosures can be located.			
Anthony Hewett					
Com	pany Secretary				

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.

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 "<u>OR</u>" at the end of the selection and you delete the other options, you can also, if you wish, delete the "<u>OR</u>" at the end of the selection.

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.

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.

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 \dots^4
PRINC	IPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVI	ERSIGHT	
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	the fact that we follow this recommendation: in our Corporate Governance Statement OR 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): at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

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

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 \dots^4
PRINCI	PLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] the fact that we have a nomination committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	our board skills matrix: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

· ·		We have followed the recommendation in full for the whole of the period above. We have disclosed		ave NOT followed the recommendation in full for the whole e period above. We have disclosed \dots^4
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	the names of the directors considered by the board to be independent directors: in our Corporate Governance Statement OR at [insert location] and, where applicable, the information referred to in paragraph (b): in our Corporate Governance Statement OR at [insert location] and the length of service of each director: in our Corporate Governance Statement OR at [insert location]	\boxtimes	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: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement OR 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: ☐ in our Corporate Governance Statement OR ☐ at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPI	E 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	our code of conduct or a summary of it: ☑ in our Corporate Governance Statement OR ☐ at [insert location]		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 \dots^4	
PRINCIP	LE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	the fact that we follow this recommendation: ☑ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement	

•		We have followed the recommendation in full for the whole of the period above. We have disclosed	_	ave NOT followed the recommendation in full for the whole e period above. We have disclosed \dots^4
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIP	LE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	our continuous disclosure compliance policy or a summary of it: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement
PRINCIP	LE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	information about us and our governance on our website: at http://www.euroz.com/investor-relations/corporate-governance.html		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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]		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: in our Corporate Governance Statement OR at [insert location]		an explanation why that is so in our Corporate Governance Statement <u>OR</u> 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: ☑ in our Corporate Governance Statement OR ☐ at [insert location]		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 \dots^4	
PRINCIP	PLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR	an explanation why that is so in our Corporate Governance Statement	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	□ at [insert location] the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: □ in our Corporate Governance Statement OR □ at [insert location] and that such a review has taken place in the reporting period covered by this Appendix 4G: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement	

Corpora	te 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 \dots^4
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] how our internal audit function is structured and what role it performs: ☑ in our Corporate Governance Statement OR ☐ at [insert location] [If the entity complies with paragraph (b):] 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: ☐ in our Corporate Governance Statement OR ☐ at [insert location]	an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: In our Corporate Governance Statement OR at [insert location]	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 \dots^4
PRINCIP	LE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	[If the entity complies with paragraph (a):] the fact that we have a remuneration committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] 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: □ in our Corporate Governance Statement OR □ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	our policy on this issue or a summary of it: ⊠ in our Corporate Governance Statement <u>OR</u> □ at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement OR □ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR □ we are an externally managed entity and this recommendation is therefore not applicable

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

Furoz Limited

2018

Corporate Governance Statement





EUROZ LIMITED ACN 000 364 465 (Company)

CORPORATE GOVERNANCE STATEMENT

RECOMMENDATIONS (3RD EDITION)

This Corporate Governance Statement is current as at 27 September 2018 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (Recommendations). The recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

Euroz Limited (Euroz) is the listed holding company of the Euroz Group of companies (the Euroz Group). The Euroz Group consists of Euroz together with its subsidiaries Euroz Securities Limited (Euroz Securities), Westoz Funds Management Limited (Westoz), Prodigy Investment Partners Limited (Prodigy) and Entrust Private Wealth Management Pty Ltd (Entrust).

Euroz's Board and management are committed to the creation of shareholder value and meeting the expectations of its stakeholders through sound corporate governance.

COMPLY

EXPLANATION\$

RECOMMENDATIONS (SRD EDITION)	COMPLY	EXPLANATIONS
Principle 1: Lay solid foundations for management and	oversight	
Recommendation 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.	PARTIALLY	The Board of Euroz has adopted a Charter which sets out the role and functions of the Board. The members of the Board are also the most senior executives of the Euroz Group and play an integral part in the day-to-day management of the Group's activities. Accordingly, Euroz does not delegate functions in the manner anticipated by this Recommendation.
		A copy of the Company's Board Charter, is available on the Company's website.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.	YES	 (a) All employees of the Euroz Group are subjected to appropriate checks before being made an offer of employment. These checks include character references along with experience and education. Furthermore all employees are subject to National Federal Police checks. The Directors of Euroz are subject to these checks prior to their appointment to the Board. (b) Information on each of the Directors qualifications and experience can be found within the Annual Report to shareholders or on the Euroz website.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Directors of Euroz are all senior executives within the Euroz Group. As such written agreements outlining the terms of their employment are in place.
Recommendation 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.	YES	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

RECOMMENDATIONS (3RD EDITION)		COMPLY		EXPLANATION\$
Recommendation 1.5 A listed entity should:		NO	(a)	Euroz has a Diversity Policy that applies to each company within the Euroz Group.
(a)	have a diversity policy which includes requirementhe Board or a relevant committee of the Board measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;	to set ersity		The policy is available on Euroz's website. In accordance with the matters set out in the Divers Policy, Euroz, given its size (Euroz employs less than 100 staff across the group) has formed the view that would not be appropriate or practical to, at this time.
(b)				establish measurable objectives for achieving gender diversity.
(c)	disclose as at the end of each reporting period: (i) the measurable objectives for achieving ge diversity set by the Board in accordance wi entity's diversity policy and its progress tow achieving them; and	ith the	to re	accordance with the reasons set out above with respect ecommendation 1.5(c), Euroz does not at this time nd to comply with this recommendation. However, this tion will be reviewed annually at board level.
	(ii) either:			
	 (A) the respective proportions of men and women on the Board, in senior execut positions and across the whole organi (including how the entity has defined "senior executive" for these purposes) (B) if the entity is a "relevant employer" up the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined under that act 	tive isation); or nder		
Rec	received commendation 1.6	YES	(a)	A review of the performance of the Board and its
Λlic	sted entity should:		(-)	Directors is undertaken on an annual basis.
	have and disclose a process for periodically evaluate performance of the Board, its committees are individual Directors; and		(b)	Euroz discloses in the Annual Report to shareholders details regarding Board performance evaluation.
(b)	disclose, in relation to each reporting period, who a performance evaluation was undertaken in the reporting period in accordance with that process			
Recommendation 1.7		YES	(a)	The Company's Remuneration Committee in
A lis	sted entity should:			consultation with the Board is responsible for evaluating the performance of the Company's senior
(a)	have and disclose a process for periodically evaluate the performance of its senior executives; and	_		executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-
(b)	disclose, in relation to each reporting period, who a performance evaluation was undertaken in the			executive Director.
	reporting period in accordance with that process.			The Remuneration Policy set out in the Directors Report of the Annual Report to Shareholders outlines the methodology used to assess the performance and remuneration of senior executives.
			(b)	The annual report confirms details of performance based pay received by Directors and Key Management Personnel for the time period under review as determined by the Remuneration Committee.

RECOMMENDATIONS (3RD EDITION)	COMPLY	EXPLANATION\$	
Principle 2:			
Recommendation 2.1	NO	(a) The Company does not have a Nomination	
The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughou the period and the individual attendances of the members at those meetings; or	t	Committee. (b) The Company does not have a Nomination Committee as the Board considers the Company will not benefit from its establishment at this time. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee including; (i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and	
(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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effective	<u>,</u>	ASX Listing Rules.	
Recommendation 2.2 A listed entity should have and disclose a Board skill matri setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	YES x	The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has. Full details with regard to the experience and qualifications of the Directors can be found in the annual report and at the conclusion of this document.	
Recommendation 2.3	NO	a) The Euroz board does not currently have any	
A listed entity should disclose:		Independent Directors b) N/A	
(a) the names of the Directors considered by the Board be independent Directors;	to	c) N/A	
 (b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and (c) length of service of each Director 			
Recommendation 2.4	NO	Refer to Recommendation 2.3.	
A majority of the Board of a listed entity should be ndependent Directors.	110	Note: to Necommendation 2.5.	
Recommendation 2.5	NO	The Executive Chair of the Company is not an independent	
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.		Director. Refer to recommendation 2.3.	
Recommendation 2.6	YES	The Board is responsible for the approval and review	
A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.		of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. As each of the Directors are senior executives of Euroz, each of the directors are subject to Continuing Professional Development (CPD) requirements on an annual basis.	
		The Company Secretary is responsible for facilitating inductions and professional development.	

RECOMMENDATIONS (3RD EDITION)		COMPLY		EXPLANATION\$			
Principle 3: Act ethically and responsibly							
Recommendation 3.1		YES	(a)	The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and			
A lis	sted e	entity should:		(b)	employees.		
(a)		ve a code of conduct for its Directors, senior ecutives and employees; and			The Company's Corporate Code of Conduct is available on the Company's website.		
(b)	disc	close that code or a summary of it.					
Prir	ncipl	e 4: Safeguard integrity in financial reporting					
Recommendation 4.1		PARTIALLY	(a)	The Board has an Audit & Risk Committee. Given th			
The	Boa	rd of a listed entity should:			composition of the Euroz Limited Board, Euroz has not appointed independent or non-executive directors		
(a)	hav	ve an audit committee which:			to the Audit and Risk Committee. Refer to 2.3.		
	(i)	has at least three members, all of whom are non- executive Directors and a majority of whom are independent Directors; and			The Euroz Audit & Risk Committee Charter and the relevant qualifications of the committee's members can be located on the Euroz website.		
	(ii)	is chaired by an independent Director, who is not the Chair of the Board, and disclose:			Furthermore, details regarding the number of meetings held and attendance in each reporting		
	(iii)	the charter of the committee;			period is outlined in the annual report.		
	(iv)	the relevant qualifications and experience of the members of the committee; and					
	(v)	in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or					
(b)	fact veri rep and	does not have an audit committee, disclose that t and the processes it employs that independently ify and safeguard the integrity of its financial orting, including the processes for the appointment d removal of the external auditor and the rotation of audit engagement partner.					
Rec	omm	nendation 4.2	YES		Company's Audit Committee Charter requires the CEO		
The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive					CFO (or, if none, the person(s) fulfilling those functorovide a sign off on these terms.		
fron reco that acco the that syst	n its ords of the counting of	CEO and CFO a declaration that the financial of the entity have been properly maintained and financial statements comply with the appropriate ing standards and give a true and fair view of incial position and performance of the entity and opinion has been formed on the basis of a sound of risk management and internal control which is g effectively.			Company obtains a sign off on these terms for each of inancial statements in each financial year.		
Rec	Recommendation 4.3		YES		Board ensures the Company's external auditor attends		
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.				AGM and is available to answer questions from security ders relevant to the audit.			
Prir	ncipl	e 5: Make timely and balanced disclosure					
Rec	omm	nendation 5.1	YES	(a)	The Euroz Market Disclosure Policy provides details		
A lis	sted 6	entity should:			of the Company's policies and procedures for compliance with its continuous disclosure obligations.		
(a)		ve a written policy for complying with its continuous closure obligations under the Listing Rules; and		(b)	The Market Disclosure Policy is available on the Company website.		
(b)	disc	close that policy or a summary of it.					

RECC	MMENDATIONS (3RD EDITION)	COMPLY		EXPLANATION\$		
Princi	ple 6: Respect the rights of security holders					
A liste	d entity should provide information about itself and	YES	Euroz's website provides detailed information regarding the operations of the Euroz Group including copies of all information that has been released to the market.			
its gov	vernance to investors via its website.			The website contains a specific 'Corporate Governance' landing page where information regarding group policies easily accessible by shareholders.		
Recon	nmendation 6.2	YES		oz has an Investor Relations Policy that outlines its		
relatio	d entity should design and implement an investor ns program to facilitate effective two-way unication with investors.		Investor Relations program. A copy of this policy can be found on the Euroz website.			
Recon	nmendation 6.3	NO	Given the relatively small size of the Euroz registry and the			
it has i	A listed entity should disclose the policies and processes t has in place to facilitate and encourage participation at meetings of security holders.		high proportion of staff ownership, demand from securitie holders for such engagement is low. As such the Board does not deem it necessary for such a policy at this point in time.			
Recon	Recommendation 6.4		Euroz actively encourages security holders to communicate			
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.			with the company and the registry services provider, Computershare, electronically. Security holders can elect to receive electronic communications from the company via the Computershare Investor Centre. Euroz has rolled out online voting for general meetings via the Computershare Investor Centre to encourage higher voting participation from its security holders.			
			Security holders can email the company direction euroz.com which is monitored during normal hours.			
Princi	ple 7: Recognise and manage risk					
Recon	nmendation 7.1	PARTIALLY	(a)	The Company has an Audit and Risk Committee.		
The Bo	pard of a listed entity should:			The Company's website discloses the Audit and Risk Committee Charter.		
	have a committee or committees to oversee risk, each of which:			The members of the Audit and Risk Committee, the number of times the committee meets during each		
(i)	has at least three members, a majority of whom are independent Directors; and			financial year, and the individual attendances of the members, will be disclosed in the Annual Report.		
(ii	i) is chaired by an independent Director, and disclose:			Euroz does not currently have independent Directors.		
(ii	ii) the charter of the committee;					
(i	v) the members of the committee; and					
(\	 as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 					
s e	it does not have a risk committee or committees that atisfy (a) above, disclose that fact and the process it mploys for overseeing the entity's risk management ramework.					

RECOMMENDATIONS (3RD EDITION)		COMPLY		EXPLANATIONS		
The (a)	Board or a committee of the Board should: review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and disclose in relation to each reporting period, whether such a review has taken place.	YES	(a)	Euroz undertakes risk management in the context of the activities undertaken by its subsidiaries. Euroz is the listed holding company of 4 subsidiaries each holding an Ausralian Financial Services License. As such each subsidiary is subject to extensive risk management obligations pursuant to the Corporations Act, the ASIC Market Integrity Rules and the Operating Rules of the ASX Group and Chi-X Australia. Written policies and procedures are in place to ensure compliance with these obligations.		
				Risk management is achieved by way of the implementation, monitoring, supervision and regular review of these policies and procedures.		
				In particular, the financial position of Euroz and matters of risk are considered by the Board on a daily basis.		
			(b)	Details of the meetings of the Audit & Risk Committee is published in the annual report. The committee conducts an annual review of its subsidiaries.		
Rec	ommendation 7.3	YES	(a)	The Audit and Risk Committee Charter provides for		
A listed entity should disclose:				the Audit and Risk Committee to monitor the need for an internal audit function.		
` '	if it has an internal audit function, how the function is structured and what role it performs; or 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.		(b)	The subsidiary companies of Euroz each have dedicated compliance staff and a compliance committee that acts as the internal audit function for that subsidiary. Given each of the subsidiaries holds an AFSL, internal audit by the compliance department is continuous throughout the daily operations.		
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.		YES	Euroz and its subsidiaries operate in the financial services industry. Euroz has no manufacturing operations so environmental and sustainability risks are negligible. As a Financial Services company, Euroz has economic exposure to financial markets and their cyclical fluctuations. Risk management policies and regulatory compliance requirements mitigate this risk.			
			Euroz recognizes that its subsidiaries from time to time provide advice with regard to investments in companies that do have economic, environmental and social risks pertinent to their business. Euroz conducts thorough due diligence on these companies prior to establishing a corporate relationship.			
			env mat	uld Euroz discover any material economic, ironmental or social sustainability risks that it deems erial; this will be disclosed in accordance with its Market closure Policy.		

RECOMMENDATIONS (3RD EDITION)

COMPLY

EXPLANATION\$

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1

The Board of a listed entity should:

- (a) have a remuneration committee which:
 - (i) has at least three members, a majority of whom are independent Directors; and
 - (ii) is chaired by an independent Director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

PARTIALLY

Euroz has a remuneration committee that meets on an as-required basis. Euroz has developed a Remuneration Committee Charter that specifies the authority delegated to the committee by the Board of Directors and sets out the roles, responsibilities, membership and operation of the Committee.

Euroz does not have independent Directors at this time

Details with regard to meetings of the remuneration committee are published in the Annual Report to shareholders.

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.

YES

Euroz does not have any non-executive Directors.

Details regarding the remuneration of Key Management Personnel are published in the Annual report to Shareholders.

The remuneration charter adopted by Euroz is in accordance with the mechanisms adopted within the Stockbroking/ Financial Advisory & Funds Management industries and is appropriate to Euroz's circumstances and goals.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

YES

(a) Euroz has an equity based remuneration scheme in place in the form of a performance rights plan. Euroz does not permit the use of derivatives to limit the economic exposure of positions held within this plan. As at the date of this Governance Statement, Euroz is unaware of any derivatives or other financial instruments that could be used for such a purpose. As such it is the view of the Board that a policy is not required at this point in time.

Board Skills Matrix

Skill and description Board Skill and description **Board Risk & Compliance** Leadership Identify key risks to the Make decisions and take organisation related to each necessary actions in the best interest of the organisation, key area of operations. Ability to monitor risk and compliance and represent the organisation and knowledge of legal and favourably. regulatory requirements. Financial & Audit **Ethics & Integrity** Experience in account and Understand the role of director and continue to self-educate finance to analyse statements, assess financial viability, on legal responsibility, ability to contribute to financial planning, maintain board confidentially, oversee budgets, oversee declaration of any conflicts. funding arrangements. Contribution Strategy Ability to identify and critically Ability to constructively assess strategic opportunities contribute to board discussions and threats to the organisation. and communicate effectively Develop strategies in context with management and other to our policies and business directors. objectives. **Policy Development** Negotiation Ability to identify key issues for Process excellent negotiation the organisation and develop skills, with the ability to drive appropriate policy parameters stakeholders support for board within which the organisation directors. should operate. **Technology** Crisis Management Knowledge of IT Governance Ability to constructively manage including privacy, data crisis, provide leadership around management and security. solutions and contributes to communication strategy with stakeholders **Executive Management Previous Board Experience** Experience in evaluating The board's directors should performance of senior have extensive director management, and oversee experience and have completed strategic human capital planning. formal training in governance Experience in industrial relations and risk. and organisational change

management programs.



■ Moderate Experience

■ Little Experience

■ No Experience