

Corporate Governance Statement

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 3rd edition*
As at 30 June 2020 and approved by the Board

The Company is committed to high standards of corporate governance designed to enable the Company to meet its performance objectives and better manage its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under its "Corporate Governance" heading – www.rewardleholdings.com.

The Company intends to follow the ASX CGC P&R in all respects other than as specifically provided below.

The independent director of the Company is Mr Rodney House. When determining the independent status of a Director the Board used the Guidelines detailed in the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

Recommendation	Rewardle Holdings Limited Current Practice
1.1 A listed entity should disclose: <ul style="list-style-type: none"> 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. 	Satisfied. The functions reserved for the Board and delegated to senior executives have been established.
1.2 A listed entity should: <ul style="list-style-type: none"> 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 	Satisfied. Appropriate checks have been undertaken.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Satisfied. Agreements are in place.
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 proper functioning of the board.	Satisfied. This practice is in place.
1.5 A listed entity should: <ul style="list-style-type: none"> a. Have a diversity policy; b. Disclose that policy or a summary of it; 	Satisfied. Satisfied, see corporate governance section of website. Not satisfied. The measurable objectives are yet to be set.

	<p>c. Disclose the measurable objectives for achieving gender diversity and the its progress towards achieving them; and</p> <p>d. The respective proportions of men and women.</p>	<p>Board – 100% men; Senior Executives – 100% men; whole organisation – 65% men and 35% women.</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 whether performance evaluations were undertaken.</p>	<p>Satisfied, see process in corporate governance policies.</p> <p>Not satisfied. No evaluations have been undertaken to date.</p>
1.7	<p>A listed entity should:</p> <p>a. Have and disclose a process for periodically evaluating the performance of senior management; and</p> <p>b. Disclose whether performance evaluations were undertaken.</p>	<p>Satisfied, see process in corporate governance policies.</p> <p>Not satisfied. No evaluations have been undertaken to date.</p>
2.1	<p>A listed entity should have a nomination committee which:</p> <ul style="list-style-type: none"> - Consists of at least 3 members, a majority of whom are independent directors; - Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings <p>If it does not have a nomination committee disclose that fact and the process it follows to address that role.</p>	<p>Not Satisfied.</p> <p>The Board has not established a nomination committee given the Board comprises 3 members. The role of the committee is undertaken by the full Board.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix.</p>	<p>Satisfied. See corporate governance section of website.</p>
2.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence. 	<p>Satisfied. Mr Rodney House is a Non-Executive independent director as defined in ASX guidelines.</p> <p>N/A</p>
2.4	<p>A majority of the board should be independent directors.</p>	<p>Not satisfied. Two of the three directors are not independent directors.</p>
2.5	<p>The chair should be an independent director. The roles of Chair and Chief Executive Officer should not be exercised by the same individual.</p>	<p>Not Satisfied.</p> <p>Mr Weerasooriya is an Executive Director.</p>
2.6	<p>A listed entity should have a program for inducting new directors.</p>	<p>Not satisfied given small Board numbers and turn-over.</p>

3.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> - have a code of conduct; and - disclose the code or a summary of it. 	<p>Satisfied.</p> <p>The Code of Conduct is available at www.rewardleholdings.com in the Corporate Governance Section.</p>
4.1	<p>The board of a listed entity should have an audit committee which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The relevant member qualifications; - The number of times the committee met and individual attendance at those meetings 	<p>Not Satisfied.</p> <p>The Board has not established an audit committee whilst the Board consists of only 3 members. The role of the committee will be undertaken by the full Board.</p> <p>The audit committee charter is available at www.rewardleholdings.com in the Corporate Governance Section.</p>
4.2	<p>The board should receive declarations for CEO & CFO in accordance with S.295A of corporations act before approving financial statements.</p>	<p>Satisfied.</p>
4.3	<p>A listed entity should ensure its external auditor attends its AGM.</p>	<p>Satisfied</p>
5.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> - Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and - disclosure that policy or a summary of it. 	<p>Satisfied.</p> <p>Continuous disclosure policy is available at www.rewardleholdings.com in the Corporate Governance Section.</p>
6.1	<p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Satisfied.</p> <p>See www.rewardleholdings.com in the Corporate Governance Section.</p>
6.2	<p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Satisfied. See www.rewardleholdings.com in the Corporate Governance Section.</p>
6.3	<p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>Satisfied. See communication policy at www.rewardleholdings.com in the Corporate Governance Section.</p>
6.4	<p>A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.</p>	<p>Satisfied. See welcome pack to investors.</p>

<p>7.1 The board of a listed entity should have a committee to oversee risk, which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <p>If it does not have a risk committee disclose that fact and the process it follows to address that role.</p>	<p>The Board has not established a risk committee given the Board consists of only 3 members. The role of the committee is undertaken by the full Board.</p> <p>The Company has established policies for the oversight and management of material business risks.</p> <p>Risk management program is available at www.rewardleholdings.com in the Corporate Governance Section.</p>
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<p>7.2 The board or a committee of the board should:</p> <ul style="list-style-type: none"> - Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and - Disclose whether such a review has taken place. 	<p>Not satisfied. Given the small Board and management team, the risks are monitored during the normal course of business.</p>
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<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> - If has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it follows to address that function. 	<p>The entity does not have an internal audit function. The function is undertaken by the Board.</p>
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<p>7.4 The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.</p>	<p>Satisfied. The Company's Risk Management and Internal Compliance and Control policy requires the Board to assist management determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> <p>The Company's Corporate Governance Policies and Charters require the Company to 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. The Company discloses this information in its Annual Report if appropriate, via ASX announcements if materially price sensitive as part of its continuous disclosure obligations and on its ASX website.</p>
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<p>8.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> - have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent director; and <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <p>If it does not have a remuneration committee disclose that fact and the process it follows to address that role.</p>	<p>Not Satisfied.</p> <p>The Board has not established a remuneration and nomination committee given the small size of the Board. The role of the committee is undertaken by the full Board.</p>
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<p>8.2 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.</p>	<p>Satisfied.</p> <p>The structure of Directors' remuneration is disclosed in the Annual Report</p>
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<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> - Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; - Disclose that policy or a summary of it. 	<p>There is no formal policy. The Company has an Employee Share Contribution Scheme.</p>
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Further information about the Company's corporate governance practices is set out on the Company's website at www.rewardleholdings.com .