
CORPORATE GOVERNANCE PLAN
AXSESSTODAY LIMITED

Corporate Governance Plan

Axsesstoday Limited | ACN 603 323 182

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1. General

- 1.1** The Axsesstoday Limited ACN 603 323 182 (Company or Axsesstoday) corporate governance framework has been formulated in light of the corporate governance principles and recommendations released by the ASX Corporate Governance Council, Third edition (Principles and Recommendations). The Company's framework largely complies with these Principles and Recommendations. Consistent with the Company's approach to sound corporate governance, opportunities for improvement are regularly considered.
- 1.2** The Directors are responsible to shareholders for the performance of the Company and their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed. The main processes that the Directors of the Company use in doing so are set out in this plan.

2. Board Charter

The Board Charter in Annexure 1 sets out the principles for the operation of the board of Directors of the Company (Board) and the functions and responsibilities of the Board and management of the Company.

3. Board Committees

- 3.1** Audit and Risk Management Committee
- (a) Principle and Recommendation 4.1 recommends the Board should establish an audit committee. Principle and Recommendation 7.1 recommends the Board should establish a risk management committee.
 - (b) The Board has established an Audit and Risk Management Committee. This committee will be central to the Company's process to ensure integrity in financial reporting and to ensure the Company addresses the material risks to its business and reputation. The committee will have at least three members (all of whom are non-executive Directors and the majority of whom are Independent Directors) and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.
 - (c) The establishment of further Board committees will be reviewed at the appropriate stages of the Company's development. The external auditors and other officers of the Company may attend meetings of the Committee by invitation.
 - (d) The Audit and Risk Management Committee is responsible for the selection and recommendation of the Company's external auditor.
 - (e) The external auditors have direct access to the chairperson of the Audit and Risk Management Committee and where necessary, the Chairman of the Board. The Audit and Risk Management Committee meets with the external auditors without management present on an as required basis, but at least once a year. The external auditor attends the Annual General Meeting and is available to answer questions from shareholders.
 - (f) The Audit and Risk Management Committee Charter is provided in Annexure 4.

3.2 Nomination and Remuneration Committee

Principle and Recommendation 2.1 recommends the Board should establish a nomination committee. Principle and Recommendation 8.1 recommends the Board should establish a remuneration committee.

- (a) The Board considers that Axsesstoday is not currently of a size, nor are its affairs of such complexity to justify the expense of a nomination and/or remuneration committee at this stage.
- (b) Axsesstoday will reconsider the need for a nomination and/or remuneration committee on an annual basis and provide detail of its deliberations in Axsesstoday's annual report.

4. Risk Management

- 4.1 Principle and Recommendation 7.1 recommends that the Board should establish a risk management committee.
- 4.2 The Company has a risk management program that is reviewed by the Audit and Risk Committee and approved by the Board. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.
- 4.3 The Company's risk management program is managed by the Audit and Risk Management Committee. The Audit and Risk Management Committee will have at least three members (all of whom are non-executive Directors and the majority of whom are Independent Directors) and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.
- 4.44 The Board receives regular monthly reports on progress in addressing the risks. The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks. The Audit and Risk Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Audit and Risk Committee.
- 4.5 The Audit and Risk Management Committee Charter is provided in Annexure 4.

5. Code of Conduct

- 5.1 The Code of Conduct was adopted to reflect current business and community expectations. In summary, the Code of Conduct requires that at all times Directors and employees act with integrity, objectivity and in compliance with the letter and spirit of the law and Company policies.
- 5.2 The Code of Conduct requires employees who are aware of unethical practices within the Company to report these using the avenues available under the Corporate Governance manual. Employees have direct access to the executive Directors or, if this would cause a conflict, the Chairman of the Board. The Company's Code of Conduct is provided in Annexure 2.

6. Dealings in Axesstoday securities by Directors and employees

- 6.1** Directors and officers are subject to the provisions of the Corporations Act 2001 (Cth) (Corporations Act) relating to conduct by a person in possession of inside information. A person possesses inside information, if they know, or ought to reasonably know, that if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities.
- 6.2** Directors and officers in possession of inside information are prohibited from trading in the Company's securities.
- (a) The Board is responsible for ensuring that management put in place an education program that makes all employees aware of their legal obligations with respect to insider trading.
 - (b) The Company's Securities Trading Policy is provided in Annexure 3.

7. Continuous disclosure and shareholder communication

- 7.1** The Company Secretary is responsible for communication with the Australian Securities Exchange (ASX). This includes ensuring compliance with the continuous disclosure requirements in the ASX listing rules and overseeing information disclosure to analysts, brokers, shareholders, the media and general public.
- 7.2** The Company's Continuous Disclosure Policy and Communications Strategy is provided in Annexure 6.

8. Diversity

- 8.1** The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of its people.
- 8.2** The Company's Diversity Policy is provided in Annexure 7.

9. Publication

A copy of this Corporate Governance Plan is available at www.axesstoday.com.au.