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Collection House Group

Corporate Governance Statement

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| Approved By | CLH Board |
| Approval Date | September 2019 |
| Version | 13 |
| Review Period | 2019 |

Corporate Governance Statement

Collection House Limited's Board (the Board) and its Senior Executives are committed to achieving and demonstrating the highest standard of good corporate governance practices. We also foster a culture that values ethical behaviour and integrity.

The Board keeps the governance system under regular review to ensure it reflects changes in law and keeps pace with best practice developments in corporate governance.

The Company's listing on the Australian Securities Exchange (ASX) means it must comply with the Corporations Act 2001, the ASX Listing Rules and other Australian laws. As a part of this compliance, Collection House Limited (the Group) is required to disclose how it has applied the Recommendations contained in the ASX Corporate Governance Council's Principles and Recommendations – 3rd Edition (the Principles and Recommendations) during the financial year ending 30 June 2019 (reporting period), explaining any departures from them. The Group has, unless otherwise stated, followed the Principles and Recommendations throughout the year.

More information

The Group's key policies, Board and Committee Charters and a checklist detailing its compliance with the Principles and Recommendations (Appendix 4G) are available from its website at www.collectionhouse.com.au/investors-corporate-governance.

A summary of the Group's corporate governance policies and procedures, organised in the same order as the Principles and Recommendations, is set out below.

Principle 1

Lay solid foundations for management and oversight

Role and Responsibility of Board and Senior Executives

The relationship between the Board and its Senior Executives is critical to the Group's long-term success.

The Board is responsible for guiding and monitoring the Group on behalf of its Shareholders, to account for performance and deliver long-term Shareholder value. The Board is responsible for the Group's strategic direction, for monitoring and guiding management, for overseeing effective governance and ensuring the Group's long-term financial soundness.

In addition, the Board (in conjunction with the Senior Executives) is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

During the reporting period, the Board had delegated responsibility to the Managing Director and Chief Executive Officer (MD and CEO) and the Senior Executives, for matters that are not specifically reserved for the Board – such as the day-to-day management of the Group's affairs and the implementation of its corporate strategy. These delegations are reviewed on an annual basis.

The Board Charter sets out the principles for how the Board operates and describes the Board's functions and responsibilities and those functions delegated to the MD and CEO, and the Senior Executives.

The standing Board Committees are the:

- Audit and Risk Management Committee.
- PDL Investment Committee.
- Remuneration and Nomination Committee.

Each Board Committee has its own Charter which outlines the Committee's duties, responsibilities, functions, powers and delegation.

The Board may, from time to time, dissolve a Committee, for whatsoever reason, with the duties, powers and responsibilities of the Committee being dissolved to be absorbed by the Board. In such instances, the Board, as a whole, will exercise those functions, powers and delegations in accordance with the Charter of the dissolved Committee.

From the 23 December 2016 and during the reporting period up to 17 September 2018, the above Board Committees were dissolved by the Board dissolved due to an insufficient number of Non-Executive Directors from which to select and appoint to each Committee. During this time, the Board, as a whole, exercised those functions, powers and delegations in accordance with the dissolved Committees' Charters.

On 17 September 2018, the above Committees, each with its own Charter, were reinstated together with their functions, powers and delegations, to assist the Board in carrying out its responsibilities.

More information

A full list of specific functions that are reserved for the Board together with a list of functions delegated to the MD and CEO, and the Senior Executives is set out in the Board Charter. The Board Charter together with the Committee Charters are available at www.collectionhouse.com.au/investors-corporate-governance.

Selection and Appointment of New Directors

When considering the selection and appointment of a new Director, the Board will carry out this function in conjunction with the Remuneration and Nomination Committee. The Remuneration and Nomination Committee Charter sets out the procedure for the selection and appointment of new Directors, which includes, but is not limited to, consideration of the following:

- The qualifications, experience and skills appropriate for an appointee, having regard to those of the existing Board members and likely changes to the Board in the foreseeable future.
- Upon identifying a potential appointee, specific consideration is given to that candidate's:
 - competencies and qualifications
 - independence
 - other directorships and time availability
 - the effect of their appointment on the overall balance and composition of the Board.
- Undertaking the appropriate checks of a potential appointee to ensure they are a fit and proper person before appointing that person as a Director.

The above information, together with biographical detail, will also be made available for the Group's Shareholders when the Director stands for election as a Director in accordance with the Collection House Limited Constitution (the Constitution).

Re-appointment of Directors

The re-appointment procedures for incumbent Directors are outlined in the Constitution. In summary, subject to the specific matters described in the Constitution, an election of Directors must take place each year at which one third (excluding the MD and CEO) of Directors, should there be three (3) or more Directors, must retire. If the number of Directors is not a multiple of 3, then the next lowest whole number of Directors.

Any Director who has been in office for three or more years and for three or more Annual General Meetings must also retire. Directors who retire are generally eligible for re-election.

Information pertaining to tenure and independence, together with any other material information held on a Director standing for re-appointment will be made available for the Group's Shareholders when that Director stands for re-election.

The Explanatory Memorandum attached to the Notice of Annual General Meeting will contain the above information including a statement as to whether the Board supports the election or re-election of the candidate.

More information

The Remuneration and Nomination Committee Charter, which details its duties, objectives and responsibilities, is available at www.collectionhouse.com.au/investors-corporate-governance.

Formal Appointments

All Board and Senior Executive appointments are pursuant to formal terms of appointment.

The formal terms of appointment will generally set out expectations (position description, duties, accountability and responsibility), commitment, remuneration, requirements to comply with key corporate policies including conflict of interest and securities trading policy, indemnity and insurance arrangements, access to corporate information, and circumstances under which the appointment may be terminated.

Company Secretary

Each Director of the Board has full and unfettered support from, and access to the Company Secretary. The Company Secretary is directly accountable to the Board, through the Board Chair, for all governance matters that relate to the Board's proper functioning.

Policy Concerning Diversity

The Group has established a policy concerning diversity and has disclosed the policy on its website. The Diversity Policy recognises that diversity can take many forms: cultural background, race, ethnicity, experience, gender, age, impairment or disability, sexual preference, religion, political beliefs or any other area of potential difference.

The Group values diversity and recognises the important benefits and contributions that people of diverse backgrounds make to the Group. Our diverse workforce is central to our continued growth and improved operational performance as employees of diverse backgrounds and experience are able to provide exceptional customer service to our equally diverse customer base.

The Group reviews annually the proportion of female employees in the Group, women in other Management positions, women in Senior Manager Positions, women in Senior Executive positions, and women on the Board. Set out below is the report for the year ending 30 June 2019.

| Position | Number | % |
|--|--------|-------|
| Number of women employees in the whole organisation | 310 | 48.1% |
| Number of women in other Management positions (Team Leaders, Operations Managers, Supervisors) | 16 | 41% |
| Number of women in Senior Managers positions** | 4 | 40% |
| Number of women in Senior Executive positions* | 3 | 60% |
| Number of women on the Board | 2 | 40% |

* Senior Executive include members of the Executive Management Team (EMT).

** Senior Managers' positions include positions which are 1 and 2 levels down from the CEO.

The Diversity Policy includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

Women account for 49.2 percent of the Group's Non-Managerial positions and 37.7 percent of overall Managers in the Group. The Board has established measurable objectives in the context of a longer-term strategy, which will enable better opportunities for women to move into more senior managerial roles in the future.

Maintaining a workplace free from bullying, discrimination and harassment, and continuing to ensure we maintain a workplace that supports staff with family, carer and cultural responsibilities is embedded into our culture of diversity. The Group will look to continue to improve its standards in this area.

The Board is of the opinion that while Diversity is well embedded in the Company, it will continue to monitor progress against the following gender diversity objectives:

- At least one female is to be considered for each open Board position.
- At least one female is to be considered for each open Senior Executive position.
- The number of females recruited to Management positions increases yearly to achieve an appropriate balance of males and females.
- Continued commitment towards ongoing leadership training, internally or externally and increasing participation of females into Executive Leadership Training by 5 percent, year on year.

More information

The Group's Diversity Policy is available at www.collectionhouse.com.au/investors-corporate-governance.

Evaluating Performance of the Board, its Committees and Directors

The Board is responsible for reviewing its procedure for the evaluation of the performance of the Board, its Committees and Directors, and addressing any issues that may emerge from that review.

A performance evaluation of the Board, its Committees and Directors is undertaken annually near the completion of the financial year by interviewing Directors, and can include written surveys sent to each Director and Committee member.

The performance review is usually facilitated internally and covers the role, composition, procedure and practices of the Board and its Committees. The individual responses provided are confidential to each Board and Committee member. The Chair formally discusses the results with the Directors and the Committees.

The Chair is reviewed by his fellow Directors adjudging his performance and contributions to the Board, Board discussions, leadership, and in guiding and assisting the Board to comply with its Charter.

Periodically, the Board, via the Chair of the Remuneration and Nomination Committee, may consider using external facilitators to conduct these performance reviews.

The performance of the Board and its Committees will be evaluated following the end of the financial year and in accordance with the procedures described above.

Evaluating Performance of Senior Executives

The Board is responsible for reviewing Collection House's procedure for the evaluation of the performance of the Senior Executives and addressing any issues that may emerge from that review.

The Board has established processes for evaluating the performance of the MD and CEO and Senior Executives. The individual performance of the MD and CEO, and each of the Senior Executives is evaluated against the achievement of agreed performance objectives. The evaluation process is conducted annually and is followed by the determination of appropriate remuneration for the relevant Senior Executive.

The performance review of the MD and CEO is undertaken by the Chair of the Board who then makes recommendations to the Board through the Remuneration and Nomination Committee. The performance review of the other Senior Executives is undertaken by the MD and CEO and approved by the Board through the Remuneration and Nomination Committee.

Detailed information regarding the Group's remuneration practices is provided in the Remuneration Report contained in the Directors' Report section of the Annual Report. The MD and CEO, and Senior Executives were evaluated following the end of the financial year in accordance with the processes described in the Remuneration Report.

More information

The Charters and Policies which set out functions, responsibilities and accountabilities that support Principle 1, comprising part of the Group's Corporate Governance suite of policies, are available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 2

Structure the Board to add value

Composition of the Board

As at 30 June 2019, the Board comprised five Directors (including the Chair), four of whom are Independent Non-Executive Directors.

On 1 July 2018, the Board comprised of three Directors (including the Chair), two of whom are Non-Executive Directors. On 17 September 2018, two further Non-Executive Directors, Catherine McDowell and Sandra Birkenleigh were appointed to the Board. In accordance with our Constitution, both Directors stood for election, and were returned as Directors at our AGM on 29 November 2018.

Remuneration and Nomination Committee

From the 23 December 2016 and during the reporting period up to 17 September 2018, the Remuneration and Nomination Committee was dissolved due to an insufficient number of Non-Executive Directors from which to select and appoint to the Committee. During this time, the Board, as a whole, exercised those functions, powers and delegations in accordance with the dissolved Remuneration and Nomination Committee's Charter.

On 17 September 2018, the Remuneration and Nomination Committees was reinstated to carry out its functions, powers and delegations.

From 1 July 2018 until 17 September 2018 the Committee consisted of two independent Non-Executive Directors, with a standing invitation to attend extended to the MD and CEO (Executive Director). On and from 17 September 2018, the Committee consisted of four independent Non-Executive Directors, with a standing invitation to attend extended to the MD and CEO (Executive Director) and the Head of HR.

The members of the Remuneration and Nomination Committee as at 30 June 2019 include Catherine McDowell (Chair and Independent Director), Sandra Birkenleigh, Michael Knox and Leigh Berkley. A majority of the members, including the Chair, are Independent Non-Executive Directors. During the reporting period, the Committee met on five (5) occasions.

Information about each Committee member's qualifications, skills, experience and their attendance at Remuneration and Nomination Committee meetings, where the functions, powers and delegations of the Committee were carried out in accordance with its Charter, are set out in the Directors' Report section of the Annual Report.

The role of the Remuneration and Nomination Committee in relation to nomination matters is set out in the Remuneration and Nomination Committee Charter. Below outlines duties usually reviewed by the Remuneration and Nomination Committee on nomination matters prior to recommendations being made to the Board:

- Board succession planning.
- Induction and continuing professional development program for Directors.
- The development and implementation of a process for evaluating the performance of the Board, its Committees and Directors.
- The process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in light of the evaluation, preparing a description of the role and capabilities required for a particular appointment.
- The appointment and re-election of Directors.
- Ensuring there are plans in place to manage the succession of the MD and CEO, and other Senior Executives.

More information

The Remuneration and Nomination Committee Charter, which details its duties, objectives and responsibilities, is available at www.collectionhouse.com.au/investors-corporate-governance.

Directors Skills and Experience

The Board is committed to ensuring its composition has the appropriate collective mix of skills, experience, expertise and diversity to enable the Board to appropriately discharge their duties effectively.

The Remuneration and Nomination Committee has been delegated the function of developing a skills matrix that sets out the mix of skills, experience and diversity that the Board currently has together with identifying the desired skills and diversity the Board aims to achieve.

Collectively, the Board has an extensive range of commercial skills and other relevant experience to ensure the effective management of the business. Board members, including some who are also Directors of other ASX-listed companies, together have a combination of experience in the following business areas:

- financial qualifications, experience and literacy
- law, governance and regulation
- data analytics/management
- industry
- risk and compliance
- corporate strategy.

The Board considers its current members to have an appropriate mix of skills that enable the Board to discharge its responsibilities, and deliver the Company's strategy and corporate objectives.

Information about each current Director's qualifications, skills, experience and period in office is set out in the Directors' Report section of the Annual Report.

Independence of Directors and the Board

The Board comprises five Directors, four of whom are independent Directors. Therefore, the majority of Directors are independent. On and from 1 July 2019 the Board comprises of five Directors, four of whom are independent Directors, thus, the majority of the Directors are independent.

The Board considers a Director to be independent if they are independent of Management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In the context of Director Independence, 'materiality' is considered from the perspective of both the Group and individual Director. In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it may interfere, or may reasonably be perceived to interfere, with the Director's capacity to bring an independent unfettered judgement to bear, and to act in the best interests of the Group and its Shareholders.

Assessment requires consideration of both quantitative and qualitative elements. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors which point to the actual ability of the Director in question to act in an independent manner.

As at 30 June 2019 and in accordance with the definition of independence above, and in consideration of the independence criteria set out in Box 2.3 of the ASX Principles and Recommendations 3rd Edition, the Board has reviewed the independence status of each Director.

The table below details the names of the Directors, their independence status and tenure on the Board.

| Director | Independent | Executive / Non-Executive | Tenure |
|---|-----------------|---|------------------|
| Leigh Berkley (appointed 1 July 2016) | Independent | Non-Executive (Appointed Chair 30 November 2017) | 3 years |
| Michael Knox (appointed 24 March 2017) | Independent | Non-Executive | 2 year, 3 months |
| Anthony Rivas (appointed 27 November 2017) | Non-Independent | Executive | 1 year, 7 months |
| Catherine McDowell (appointed 17 September 2018) | Independent | Non-Executive | 9 months |
| Sandra Birkenleigh (appointed 17 September 2018) | Independent | Non-Executive | 9 months |

In accordance with the Group's Conflict of Interest Policy and the Board of Directors' Charter, Directors have a continuing obligation to disclose any interests or relationships, including any related financial or other details, to the Board for determination as to whether that interest or relationship could, or could reasonably be perceived to, materially interfere with the exercise of a Director's unfettered and independent judgement. Conflicts of interest is a standing agenda item at each Board meeting, requiring each Director to disclose any new information which could, or could reasonably be perceived to, impair the Director's independence.

In applying its policy on independence, the Board's emphasis is to encourage independent judgement amongst all Directors at all times – irrespective of their background. Nonetheless, the independence of each Director is assessed annually.

More information

The Group's Board of Directors Charter, together with the Conflict of Interest Policy, are available at www.collectionhouse.com.au/investors-corporate-governance.

Independent Chair and the MD and CEO

The roles of Chair and the MD and CEO are exercised by separate persons.

The role of the Chair during the reporting period was filled by Leigh Berkley (Independent Non-Executive Director). The role of the MD and CEO for the reporting period was filled by Anthony Rivas.

Director Induction and Continuing Education

Upon appointment, an induction process is carried out as part of the new Director's appointment to the Board.

The induction process is designed to enable the immediate, active and valuable contribution by the incoming new Director to the Board's decision-making processes. Typically, the induction process involves the new Director meeting with their fellow Directors and Senior Executive members to discuss the Group's strategic objectives, financial affairs, culture, values, risks and operations.

An induction pack is also provided by the Company Secretary which documents a wide range of matters relevant to the Group's governance. This includes the roles, responsibilities and activities of the Board, its Committees, the Senior Executives and Management.

Ongoing director education is provided through regular presentations on key business functions or activities. The external auditor, and industry experts also address the Board from time to time on matters relevant to the Group's business or its operating environment.

Continuing education and training and/or professional development of Directors to enhance, maintain or develop skills and experience is encouraged and supported by the Board to assist the effective performance of the Director. The Board has delegated the function of identifying skills desired or identifying gaps that will result in professional development to the Remuneration and Nomination Committee. Continuing education and training and/or professional development for those desired skills identified and/or gap filling, will be made available to Directors at the Company's expense.

Independent Advice

To enable the Group's Board to fulfil its role, each Director may obtain independent advice on relevant matters at the Group's expense.

Directors are entitled, with the approval of the Board Chair, to obtain independent professional advice relating to their role as a Director. A copy of any advice received by a Director is made available to all other Board members, except where the circumstances make that inappropriate.

Further, all Directors have unrestricted and unfettered access to the Group's records and information, and receive regular detailed financial and operational reports from members of the Senior Executive that enable them to carry out their duties.

The Chair and the Directors regularly consult with the MD and CEO, the CFO/Company Secretary and members of the Senior Executive. In addition, Directors may consult with, and request additional information from, any of the Group's employees.

Each Board Committee has the full authority of the Board to:

- communicate and consult with external and internal persons and organisations concerning matters delegated to the Committee
- appoint independent experts to provide advice on matters delegated to the Committee.

More information

The Charters and Policies which set out functions, responsibilities and accountabilities that support Principle 2, comprising part of the Group's Corporate Governance suite of policies, are available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 3

Act ethically and responsibly

The Board demonstrates its commitment to, and encourages a culture of ethical and responsible behaviour in all business activities and operations carried out by the Group. This is achieved by articulating in the Code of Conduct for Directors and Senior Executives, together with the philosophy and standards the Board regards as 'acceptable business' and 'ethical practices' for its Directors, Senior Executives and all employees.

As one of Australia's leading receivables management companies, and with an exemplary record in handling purchased debt ledgers for a variety of Banks and credit providers for over 25 years, our goal is to provide world-class solutions in customer care, credit management and collections.

To deliver on this goal, we believe we need to support customers getting back to financial freedom, and we do this by working closely with them and the debt-counselling sector. We are a foundation member of the industry funded National Hardship Register established to protect those consumers who are experiencing long-term and severe financial hardship from unnecessary debt collection activity.

We offer assistance programs for those customers experiencing difficulties, including financial hardship or domestic violence. Vulnerable customers with no ability to make payment toward their debt now or in the foreseeable future can - and do - receive full or partial debt relief.

Our client and customer focus is embedded into our systems and processes which are designed to continually engage and assist the customer in getting back to financial freedom, and to minimise the risk of non-compliance with relevant legislative requirements and significant reputational impact to our clients.

Code of Conduct

The Code of Conduct outlines the standard of ethical behaviour that is expected of its Directors and Officers at all times. Together with the philosophy for all employees, these policies act as the guiding principles for acceptable behaviours and responsibilities. It also states:

- practices required by employees to maintain confidence in Collection House's integrity and ethical standards
- expectations regarding professionalism, respect for the law, conflicts of interest, confidentiality, environment and good corporate values
- legal obligations of employees and the reasonable expectations of their stakeholders
- responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

There are a number of internal policies in place as part of a compliance framework to monitor and encourage adherence with the Code of Conduct and industry codes. The key related policies include:

- Conflict of Interest Policy.
- Whistleblower Policy.
- Securities Trading Policy.

More information

The Code of Conduct for Directors and Senior Executives is available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 4

Safeguard integrity in corporate reporting

Collection House Audit and Risk Management Committee and Charter

From the 23 December 2016 and during the reporting period up to 17 September 2018, the Audit and Risk Management Committee was dissolved due to an insufficient number of Non-Executive Directors from which to select and appoint to the Committee. During this time, the Board, as a whole, exercised those functions, powers and delegations in accordance with the dissolved Audit and Risk Management Committee Charter.

On 17 September 2018, the Audit and Risk Management Committees was reinstated to carry out its functions, powers and delegations. During the reporting period, the Committee met on seven (7) occasions.

The Audit and Risk Management Committee was established to review the integrity of the Group's financial reporting, and to oversee the Group's external and internal auditors. The Audit and Risk Management Committee has adopted a formal Charter that outlines its duties and responsibilities.

As at 17 September 2018, the members of the Audit and Risk Management Committee are Sandra Birkenleigh (Chair and Independent Director), Leigh Berkley Catherine McDowell, Michael Knox and Anthony Rivas. A majority of members of the Committee are independent Non-Executive Directors.

Information about each Committee member's qualifications, skills, experience and their attendance at Audit and Risk Management Committee meetings are set out in the Directors' Report section of the Annual Report.

The Charter includes information on the procedures for the selection and appointment of the external auditor of the Group, and for the rotation of external audit engagement partners. Annually, the Committee is responsible for evaluating and monitoring the external auditor's qualifications, independence, performance, capability and service provided by the external auditor. During the reporting period, the Committee conducted its monitoring of the performance of the external auditor and provided its findings to the Board.

More information

A full copy of the Group's Audit and Risk Management Committee Charter is available at www.collectionhouse.com.au/investors-corporate-governance.

Managing Director and Chief Executive Officer, and Chief Financial Officer Financial Statement Declarations

The Board regularly receives reports about the Group's current financial and operational results.

At each reporting period, the MD and CEO, and CFO declare and certify to the Board, pursuant to section 295A of the *Corporations Act 2001*, that in their opinion, the financial records of the Group have been properly maintained and that the financial statements present a true and fair view in all material respects, of the financial position, the financial conditions and operational/performance results of the Group at that date, and are in compliance with the relevant Accounting Standards and section 286 of the *Corporations Act 2001*. In their opinion, the report has been formed on the basis of a sound system of risk management and internal control, which is operating effectively.

Auditor Attendance at Annual General Meeting

The Board is committed to safeguarding the integrity of the Group's corporate reporting, and aims to ensure reporting is accurate, reliable and presents a true and fair view of the Group's financial position and its performance, and has been based on a sound system of risk management and internal controls.

In support of the Board's commitment, the Board requests and requires as part of the auditor appointment, the external auditor who conducted and supervised the audit of the Group's financial results together with its internal controls, attends our Annual General Meeting each year. This is for the purpose of supporting the audited financial reports and to answer any relevant questions from our Shareholders concerning the audit. The Board's requirements are contained in the Investor Relations Guideline.

More information

The Audit and Risk Management Charter together with the Investor Relations Guideline are available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 5

Make timely and balanced disclosure

Policy to Ensure Compliance with ASX Listing Rule Disclosure Requirements

The Group aims to keep analysts, investors, Shareholders and the market fully informed of its financial performance and strategy.

The Continuous Disclosure Policy sets out the procedures to be followed to regulate the communication of market sensitive information, ensure material information is not disclosed on a selective basis and to ensure the Group's processes are compliant with its continuous disclosure obligations.

The policy addresses:

- the roles and responsibilities of Directors, Senior Executives and employees in complying with the Group's disclosure obligations
- safeguarding the confidentiality of corporate information to avoid premature disclosure
- media contact and comment
- external communications such as analyst briefings and responses to Shareholders' questions
- measures for responding to or avoiding the emergence of a false market in the Group's securities.

More information

The Group's Continuous Disclosure Policy that supports Principle 5 is available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 6

Respect the rights of Shareholders

Corporate Governance Website

The Group has a corporate website that has a dedicated Investors' web page which includes links to:

- All ASX communications, daily and historical share price information, annual reports and financial statements, presentations, notices of meetings of Shareholders and accompanying memorandums and other important information about the Group.
- The names, and a brief biographical for each of the Group's Directors and Senior Executives.
- The Constitution, the Board of Directors' Charter, the Committee Charters (Audit and Risk Management Committee, PDL Investment Committee and the Remuneration and Nomination Committee).
- The corporate governance policies, including the current Corporate Governance Statement.
- Key company dates and if applicable, the venue.
- Contact details of our securities registry.
- Make Shareholder enquiries with the Group at any time (via the Investor Enquiries link on our website, <http://www.collectionhouse.com.au/contact>).

Promotion of Effective Communication with Shareholders

The Group has an Investor Relations Guideline which seeks to promote effective communication with its Shareholders. The Guideline explains how information concerning the Group will be communicated to Shareholders. The communication channels include:

- Collection House's Annual Report.
- Disclosures made to the ASX.
- Notices of Meeting and other Explanatory Memoranda.
- Investor presentations.

Shareholders are able to make enquiries with the Group at any time through the Investor Enquires page on the Group's website.

Facilitate and Encourage Participation and Meetings of Shareholders

The Investor Relations Guideline seeks to provide non-attending Shareholders with the ability to exercise their rights to ask questions about, or make comments on, the management of the Group by providing their questions and/or commentary ahead of the Annual General Meeting.

Where appropriate, these questions or comments will be read and answered at the Annual General Meeting or by the Group providing a transcript of the questions and a written answer at the Annual General Meeting. The Shareholder will be provided with the transcript of the question and the written answer after the close of the Annual General Meeting.

Electronic Communication with Shareholders

Since the 2011 Annual General Meeting and in continuance of promoting the speed, convenience and environmental friendliness of electronic communications, the Group has enabled Shareholders to directly send and receive electronic communications from the Group's share registry.

Shareholders can access these services directly from the Group's website available at www.collectionhouse.com.au (under the heading Investors).

More information

The Group's website and the Investor Relations Guideline are available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 7

Recognise and manage risk

Oversight and Management of Risk

The Board recognises that risk management is an integral part of the industry in which the Group operates. The Board is responsible for providing oversight and management of business risks faced by the Group, and has adopted the formal Risk Management Policy and Framework implemented by Senior Management.

Management of risk is overseen by the Board. The Audit and Risk Management Committee oversee, review and report back to the Board on the integrity and soundness of the Risk Management Policy and Framework to ensure that it not only identifies and manages risk, but also identifies opportunities for the Group that can create additional value.

The Audit and Risk Management Committee reviews and makes recommendations to the Board on:

- the adequacy of the Group's processes for managing risk
- any incident involving fraud and other breakdowns of the Group's internal controls
- the Group's insurance program, having regard to the Group's business and the insurable risks associated with the Group's business operations.

The structure of the Audit and Risk Management Committee, its members, its Chair and the number of times it has met throughout the reporting period is detailed above under Principle 4. The Charter of the Audit and Risk Management Committee is available from www.collectionhouse.com.au/investors-corporate-governance.

As the Board is responsible for providing oversight and management of business risks faced by the Group, it has established the risk appetite and strategy for the Group. It is the role of the Senior Executive to design, implement and report on the soundness, adequacy and effectiveness of the risk management system and internal controls within the Group and to ensure that Group operations operate within the risk appetite and strategy set by the Board.

Senior Management has implemented a Risk Management Policy and Framework based on *AS/NZS ISO 31000:2009: Risk Management – Principles and Guidelines*. The Risk Management Policy provides guidance to assist in the identification, assessment, monitoring and management of risk for the Group and requires that the results are reported to the Board through the Audit and Risk Management Committee. The Framework identifies specific key risks at all levels of the business and provides for the reporting and monitoring of material risks across the Group.

The Board receives periodic reports through the Audit and Risk Management Committee, that provides a summary of the results of risk management initiatives within the Group so that the Board can satisfy itself that the Risk Management Framework continues to be sound, and that the Group is operating within the risk appetite and strategy set by the Board.

Internal Audit Function

The Group's internal audit function provides assurance over the Company's governance, risk management and internal control frameworks. The internal audit function provides the Board and Senior Management with an independent and objective evaluation of the adequacy and effectiveness of management's control over risk.

The responsibilities of the internal audit function include providing regular reports to, and raising any significant issues with the Audit and Risk Management Committee, including how each issue is to be addressed and the period for the issue to be closed out. Any overdue actions identified by Internal Audit are also reported.

Internal Audit has a direct reporting line to the Chair of the Audit and Risk Management Committee, and an administrative reporting line to the Head of Risk. Internal Audit is governed by an Internal Audit Charter which is reviewed and approved annually by the Audit and Risk Management Committee. The Internal Audit Charter sets out the purpose, role, scope and standards for the function.

During 2019, the Board initiated the repositioning and strengthening of the Group's internal audit function through the engagement of PwC as the Group's outsourced internal audit services provider. This allows the Group to access a diverse range of expertise to ensure appropriately skilled resources to deliver audit activity.

Risk Exposure

Collection House is committed to managing our business sustainably for today and for the future, by creating long-term shared value for our customers, our people and our communities. Economic, environmental and social sustainability risks are identified and managed as part of the Group's overall risk management framework.

The Group continues to monitor and assess its operations in the following four areas:

- Supporting the Community – The Group supports the communities in which it operates through initiatives such as community partnerships, Corporate Giving Program and Community Volunteering Program.
- Protecting the Environment – The Group maintains sustainable business practices as demonstrated through the application of our Environmental Management Policy and related initiatives.
- Respect for the Law – The Group maintains a strong commitment to the spirit and intent of the law, relevant legislation and the regulatory requirements for each jurisdiction we operate in.
- Engaging Stakeholders – The Group preserves constructive engagement with stakeholder groups consistent with our commitment to open and transparent business practices.

More information

Full copies of the Group's Audit and Risk Management Committee Charter and Risk Management Policy are available from www.collectionhouse.com.au/investors-corporate-governance.

Principle 8

Remunerate fairly and responsibly

Remuneration of Board Members and Senior Executives

Remuneration is a key focus for investors and our Shareholders. The Board has accordingly charged and empowered the Remuneration and Nomination Committee to balance the:

- Group's desire to attract and retain high quality Directors and to attract, retain and motivate Senior Executives
- need to ensure incentives for Executive Directors and other Senior Executives encourage them to pursue the growth and success of the Group (both in the short-term and over the longer-term) without taking undue risks
- need to ensure incentives for Non-Executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board
- Group's commercial interest by not excessively over-remunerating.

From the 23 December 2016 and during the reporting period up to 17 September 2018, the Remuneration and Nomination Committee was dissolved due to an insufficient number of Non-Executive Directors from which to select and appoint to the Committee. On 17 September 2018, the Remuneration and Nomination Committee was reinstated to carry out its functions, powers and delegations.

Detailed information regarding the Group's remuneration practices is provided in the Remuneration Report contained in the Directors' Report section of the Annual Report. Senior Executives were evaluated following the end of the financial year in accordance with the processes described in the Remuneration Report. No individual Director or Senior Executive was involved in deciding their own remuneration.

Remuneration of Non-Executive Directors and Senior Executives

The role of the Remuneration and Nomination Committee when considering remuneration includes the review and recommendation of appropriate Directors' fees to be paid to Non-Executive Directors. The Remuneration and Nomination Committee also considers how the remuneration policies are applied to Senior Executives, including any equity-based remuneration plan that may be considered, subject to Shareholder approval (where required).

When considering the entitlement by members of the Senior Executives to short-term incentive (STI), and long-term incentive (LTI) payments and entitlements, the Remuneration and Nomination Committee exercises its discretion in relation to the payment of these benefits. This includes having regard to the overall performance of individual Senior Executives against objectives set by the Board for the MD and CEO, and members of the Senior Executive, and the overall performance of the Group. Details of STI and LTI schemes are set out in the Remuneration Report of the Directors' Report section of the Annual Report.

The objectives of the Group's remuneration policies are to ensure that:

- Senior Executives are motivated to pursue the long-term growth and success of the Group.
- There is a clear relationship between performance and remuneration.

The Group will reduce, cancel or claw back any performance-based remuneration in the event of serious misconduct or a material misstatement of the Group's financial statements.

Following the end of the financial year, the Remuneration and Nomination Committee reviewed and approved the:

- MD and CEO's performance against objectives set by the Board for the financial year ending 30 June 2019 and, consequently, the short-term bonus to be awarded to the MD and CEO, and Senior Executives referable to the financial year ending 30 June 2019.
- Remuneration for the MD and CEO, and members of the Senior Executive, which will apply during the financial year ending 30 June 2019.
- Short-term incentives for the MD and CEO, and members of the Senior Executive, which will apply during the financial year ending 30 June 2019.
- Long-term incentives for the MD and CEO and members of the Senior Executive.

Policy on Entering into Transactions in Associated Products which limit Economic Risk

Group employees who hold Collection House shares (unvested or vested as the case may be) under the Performance Rights Plan (PRP or the Plan) are not permitted to hedge or create derivative arrangements in respect to those shares, or any of their rights and interests in any of those shares. Non-Executive Directors do not participate in any Performance Rights Plan.

The rules of the PRP specifically provide that a participant must not grant or enter into any Security Interest in or over any Collection House shares that may be acquired under the Plan (Participant Shares), or otherwise deal with any Participant Shares or interest in them until the relevant Participant Shares are transferred to the participant in accordance with the Plan rules. Security Interests are defined to extend to any mortgage, charge, pledge or lien or other encumbrance of any nature, and include any derivative relating to or involving a Participant Share.

Any Security Interest, disposal or dealing made by a participant in contravention of the Plan rules will not be recognised by the Group.

A summary of current remuneration arrangements, including performance rights are set out in more detail in the Remuneration Report section of the Directors' Report.

More information

The Group's Remuneration Charter and Performance Rights Plan are available at www.collectionhouse.com.au/investors-corporate-governance.

Other Corporate Governance Policies

Securities Trading

Policy Concerning Trading in the Group's Securities

The Group has adopted a formal Securities Trading Policy, which details the Group's policy concerning trading in the Group's shares by Directors, members of the Senior Executive and all employees.

The policy is reviewed annually by the Board and was last updated and disclosed to the ASX on 26 April 2017, in accordance with ASX Listing Rules. The policy addresses each of the ASX requirements, including provisions relating to the prohibition of trading by Directors and members of the Senior Executive in the Group's securities.

A copy of the Securities Trading Policy was given to the ASX and released to the market and is available at www.collectionhouse.com.au/investors-corporate-governance.

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