



Corporate Governance Statement 2019

The Directors and management of Simble Solutions Limited (**Simble** or the **Company**) are committed to conducting the business of Simble in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Third Edition)* (the **Recommendations**) to the extent appropriate to the size and nature of the Company's operations.

The Company has prepared this statement which sets out its corporate governance practices during the financial year ending on 31 December 2019. This statement identifies any Recommendations that have not been followed and provides reasons for not following such Recommendations. This statement is current as at 31 March 2020 and has been approved by the Board of Simble.

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, this Corporate Governance Statement will be available on the Company's website (<https://simblegroup.com/investors/governance>) (the **Website**), and will be lodged together with an Appendix 4G with ASX at the same time that the Company's 2019 Annual Report is lodged with ASX. The Appendix 4G will particularise each Recommendation that needs to be reported against by the Company and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies, charters and policies are all available under the Corporate Governance section of the Company's Website.

PRINCIPAL 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

	Corporate Governance Council Recommendation	Compliance	Disclosure
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.	Complying	The role of the Board and delegation to Management is formalised in the Board Charter. The Board is responsible for the overall operation and stewardship of the Company and, in particular, for the long-term growth and profitability of the Company, the strategies, policies and financial objectives of the Company, and for monitoring the implementation of those policies, strategies and financial objectives. The role of Management is to support the Chief Executive Officer (or equivalent) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

			<p>The Board Charter additionally sets out the role and responsibility of the Chairman and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company.</p> <p>The Board has delegated to the Chief Executive Officer the authority and power to manage Simble and its businesses within levels of authority specified by the Board from time to time. The Chief Executive Officer may sub-delegate aspects of his authority and power but remains accountable to the Board for Simble's performance and is required to report regularly to the Board on the progress being made by Simble's business units.</p> <p>Appointment of the Chairman of the Board as well as appointing, and where necessary replacing, the Chief Executive Officer are matters which are expressly reserved to the Board.</p> <p>In accordance with the Board Charter, the Board will review the Board Charter as and when required, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.</p> <p>A copy of the Board Charter is available on the governance section of the Company website (https://simblegroup.com/investors/governance).</p>
1.2	<p>A listed entity should;</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	Complying	<p>The Board has established and operates a Remuneration and Nomination Committee. The Remuneration and Nomination Committee's functions and powers are formalised in a Remuneration and Nomination Committee Charter, a copy of which is available on the Website.</p> <p>The nomination-related function of the Remuneration and Nomination Committee is to, where required:</p> <ul style="list-style-type: none"> ■ identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in order for the Board

			<p>to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board; and</p> <ul style="list-style-type: none"> ■ undertake appropriate checks on a candidate and seek confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director; and ■ subject to the results of such checks and confirmations, make recommendations to the Board on their appointment. <p>Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks.</p> <p>The Charter specifies that the Company will provide information to shareholders about Directors seeking re-election at a general meeting to enable them to make an informed decision on whether or not to re-elect the Director, including their relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director; whether the Director is considered to be independent; and a recommendation by the Board in respect of the re-election of the Director.</p> <p>The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material adverse information revealed by any checks the Remuneration and Nomination Committee has performed on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company and its shareholders generally; the Board's view on whether the candidate will be considered to be an independent Director; and a recommendation by the Board in respect of the election of the candidate.</p>
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1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Complying	<p>All Directors and senior executives have entered into written agreements with the Company.</p> <p>Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies. Similarly, senior executives have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.</p>
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.	Complying	<p>The Company Secretary is responsible for the day to day operations of the company secretary's office, including the administration of Board and committee meetings, overseeing Simble's relationship with its share registrar and lodgements with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Simble's Continuous Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures and coordinating the completion and dispatch of Board agendas and briefing papers.</p> <p>The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary.</p> <p>The decision to appoint or remove the Company Secretary is made or approved by the Board.</p>
1.5	A listed entity should; (a) have a diversity policy which includes requirements for the board or a relevant	Non-Complying	The Board has not adopted a formal diversity policy. However, the Board Charter provides that the Board should comprise people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively. It is the Board's intention to continue to consider matters of

	<p>committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either;</p> <ol style="list-style-type: none"> 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 the Act. 		<p>diversity in the course of its recruitment and retention on the basis of merit. Although this is a departure from recommendation 1.5, the Board considers it appropriate given the current size of the Company. The Board does not believe this departure will be detrimental to Simble or its Shareholders.</p> <p>Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>As at 31 March 2020, the Company and its subsidiary had 9 employees, of which 1 is female, with nil holding a senior executive role.</p> <p>The Board is composed of 100% males.</p> <p>The Company is not a relevant employer under the Workplace Gender Equality Act.</p>
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1.6	<p>A listed entity should;</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Complying	<p>The Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The Company Secretary will oversee this process. The review will assess, amongst other things:</p> <ul style="list-style-type: none"> ■ the effectiveness of the Board in meeting the requirements of its Charter; ■ whether the Board's current members have the appropriate mix of skills and experience to continue to properly perform their functions; ■ the contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and ■ whether adequate time is being allocated to Company matters, taking into account each Director's other commitments. <p>As part of the review, each Director will be requested to complete, on a confidential basis, a self-appraisal questionnaire, and the Company Secretary will collate the results and present them to the Board for discussion. The Chairman will then lead a discussion of the questionnaire results with the Board as a whole and provide feedback to individual Directors as necessary.</p> <p>A self-appraisal and evaluation of the Company's directors was undertaken in respect of the reporting period.</p>
1.7	<p>A listed entity should;</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Complying	<p>The Board Charter provides for a process of ensuring that the performance of senior executives of the Company is reviewed at least annually.</p> <p>The Board intends to evaluate the performance of senior executives and disclose in each reporting period whether an evaluation was undertaken.</p> <p>An evaluation was undertaken for the relevant period.</p>

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

<p>2.1</p>	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 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 <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Complying</p>	<p>The Board has established the Remuneration and Nomination Committee which comprises Philip Tye (Committee Chairman), Fadi Geha and Ben Loiterton. The majority of the Committee are independent Directors, including the Committee Chairman.</p> <p>The Remuneration and Nomination Committee’s functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>The nomination-related function of the Remuneration and Nomination Committee is, in summary, to review and make recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management).</p> <p>The Remuneration and Nomination Committee will meet as often as is required by the Remuneration and Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration and Nomination Committee. Following each meeting, the Remuneration and Nomination Committee will report to the Board on any matter that should be brought to the Board’s attention and on any recommendation of the Remuneration and Nomination Committee that requires Board approval.</p> <p>The Company discloses in its annual reports the number of times the Remuneration and Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Remuneration and Nomination Committee members are disclosed in the Company’s 2019 Annual Report.</p>
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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.	Complying	<p>The Board aims to be composed of Directors who have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Simble's businesses and the Board's responsibilities. This objective is enumerated in the Board Charter. The Board regularly evaluates the mix of skills, experience and diversity at the Board level, to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities.</p> <p>Whilst the Company does not disclose its board skills matrix setting out the mix of skills of the Directors, it has assessed each Director's skill level against the following key skills set out in the matrix which the Board considered to be desired by the Board of Simble:</p> <ul style="list-style-type: none"> • Board experience • Executive leadership and management experience • Accounting and financial reporting • Corporate Governance and Compliance • Legal • Energy Sector experience • Health Safety and Environment • Strategy development • People and culture • Diversity management • Finance • Risk Management and Capital Management • Intellectual property • Information technology
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			<ul style="list-style-type: none"> • Digital Commerce and Disruptive technologies • Sales, branding and marketing • Media and telecommunications <p>The Board considers that it currently has an appropriate mix of skills and diversity and provides in the Company's 2019 Annual Report information about the skills, experience and expertise of each Director.</p>
2.3	<p>A listed entity should disclose;</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Complying	<p>The Board comprises the following Directors:</p> <ul style="list-style-type: none"> • Philip Tye - an Independent Non-Executive Director and Chairman of the Board (appointed 8 December 2017). Length of service: 2 year 3 months. • Ben Loiterton – an Independent Non-Executive Director (appointed 24 July 2019). Length of Service: 5 months. • Fadi Geha – an Executive Director (appointed 1 September 2016). Length of service: 3 years 6 months.
2.4	A majority of the Board should be independent directors.	Complying	The Board currently has a majority of Independent Directors.
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.	Complying	The Chairman of the Board is Philip Tye, is an Independent Non-Executive Director.

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.	Non-Complying	<p>The Board does not currently have a formal induction program for new Directors and does not have a formal professional development program for existing Directors.</p> <p>The Board does not currently have any plans to appoint any additional Directors and does not believe, given the size of the Company, that this departure will be detrimental to Simble or its Shareholders.</p>
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PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

3.1	<p>A listed entity should;</p> <p>(a) Have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) Disclose that code or a summary of it.</p>	Complying	<p>The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on the Website, and which sets out the way in which Simble seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on Simble in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct.</p> <p>Responsibilities of Simble's personnel under the Code of Conduct include protection of Simble's business, using Simble's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.</p>
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PRINCIPAL 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

<p>4.1</p>	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which;</p> <ol style="list-style-type: none"> 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 chair of the board, <p>and disclose</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and <p>in relation to each reporting period the number of times the committee met through the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Complying</p>	<p>The Board has an Audit and Risk Management Committee. comprises Ben Loiterton (Committee Chairman), Fadi Geha and Philip Tye.</p> <p>The audit-related role of the Audit and Risk Management Committee is to oversee Simble’s financial reporting and its external audit functions.</p> <p>This includes confirming the quality and reliability of the financial information prepared by Simble, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence.</p> <p>All Audit and Risk Management Committee members, including the Chairman of the Committee. The Committee Chairman is not the Chairman of the Board.</p> <p>The Audit and Risk Management Committee’s functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>The Audit and Risk Management Committee will meet as often as is required by the Audit and Risk Management Committee Charter or other policy approved by the Board to govern the operations of the Audit and Risk Management Committee.</p> <p>The Chairman of the Committee may invite other Directors, members of senior management and representatives of the external auditor to be present at meetings of the committee and seek advice from external advisers. The Audit and Risk Management Committee will regularly report to the Board about committee activities, issues and related recommendations.</p>
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			<p>The Company discloses in its annual reports the number of times the Audit and Risk Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2019 Annual Report.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Complying	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects.</p> <p>The Board reviews the Company's half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the Chief Executive Officer and the Chief Financial Officer that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>The Board does and will continue to seek these assurances prior to approving the financial statements for all half year and full year results.</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Complying	<p>In accordance with the Company's Communications Policy, a copy of which is available on the Website, shareholders are encouraged to attend the Company's Annual General Meeting, which the Company's auditors will be requested to attend.</p> <p>Shareholders will be given an opportunity to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p>

PRINCIPLE 5: MAKE TIMELY AND BALANCE DISCLOSURE

5.1	<p>A listed entity should;</p> <ul style="list-style-type: none">(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.	Complying	<p>The Board has adopted a Communications Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.</p> <p>The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior management to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Policy is available on the Website.</p>
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PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complying	<p>The 'Investor' section of Simble's Website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The Investor section of the Website contains information relevant to shareholders and stakeholders including:</p> <ul style="list-style-type: none"> ■ all relevant announcements made to the market, including annual and half yearly reports; ■ shareholder updates; ■ information provided to analysts or media during briefings; and ■ the full text of notices of meeting and explanatory material <p>All corporate governance policies and charters adopted by the Board are available on the Website.</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complying	<p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Communications Policy to define and support this commitment. A copy of the Policy is available on the Website.</p> <p>The Policy sets out the Company's investor relations approach, namely by communicating with its shareholders and investors by posting information on the Website, and by encouraging attendance and participation of shareholders at general meetings.</p>

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	Complying	<p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the Chief Executive Officer and Chairman on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.	Complying	<p>Investors are able to communicate with the Company electronically by emailing the Company Secretary. Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website - https://www.boardroomlimited.com.au.</p> <p>Simble encourages its shareholders to receive company information electronically by registering their email addresses online with Simble's share registry.</p>

PRINCIPAL 7: RECOGNISE AND MANAGE RISK

7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 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 <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Complying	<p>The Audit and Risk Committee comprises Philip Tye, Ben Loiterton (Committee Chairman), and Fadi Geha.</p> <p>The risk-related role of the Audit and Risk Committee is outlined in its Charter. It includes oversight of Simble's internal control structure and risk management systems, provision of advice to the Board and reporting on the status and management of the risks to Simble. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.</p> <p>The Audit and Risk Committee is Chaired by Mr Loiterton who is an independent Director and a majority of the Committee Directors are Independent Directors.</p> <p>The Audit and Risk Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>The Audit and Risk Committee will meet as often as is required by the Audit and Risk Committee Charter or other policy approved by the Board to govern the operations of the Audit and Risk t Committee.</p> <p>The Company discloses in its annual reports the number of times the Audit and Risk Management Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2019 AnnualReport.</p>
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7.2	<p>The board or a committee or the board should;</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period whether such a review has taken place.</p>	Non-Complying	<p>The Audit and Risk Committee is charged with reviewing the Company's risk management framework.</p> <p>No review was undertaken during the period. Given the current size of the Company, risk management is a regular focus of Directors. The Company does not believe that this departure from recommendation 7.2 is to the detriment of the Company.</p>
7.3	<p>A listed entity should disclose;</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Complying	<p>The Company does not at this time, have an internal audit function.</p> <p>The Audit and Risk Management Committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Audit and Risk Management Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>The Company's external auditors also provide recommendations to the Audit and Risk Management Committee where internal control weaknesses have been identified.</p> <p>The Audit and Risk Management Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as to generally oversee reviews and improvements to risk management and internal control processes.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and if it does, how it manages or intends to manage those risks</p>	Complying	<p>The Company has economic, environmental and social sustainability exposures typical for a SaaS company. The Board considers sustainable and responsible business practices as an important long-term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and stakeholders and positive interaction with the community.</p>

PRINCIPAL 8: REMUNERATE FAIRLY AND RESPONSIBLY

<p>8.1</p>	<p>The board of a listed entity should;</p> <p>(a) Have a remuneration committee which;</p> <ol style="list-style-type: none"> 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 <p>(b) If it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Complying</p>	<p>The Remuneration and Nomination Committee comprises Ben Loiterton Philip Tye (Committee Chairman), and Fadi Geha.</p> <p>The Remuneration and Nomination Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website.</p> <p>A majority of members of the Remuneration and Nomination Committee are Non-Executive Directors, including the Chairman of the Committee.</p> <p>The remuneration-related role of the Remuneration and Nomination Committee is to review and make recommendations to the Board on remuneration packages and policies relating to the Directors, Managing Director and other senior executives and to ensure that the remuneration policies and practices are consistent with its strategic goals and human resources objectives.</p> <p>The Committee is also responsible for administering short term and long term incentive plans (including any equity plans).</p> <p>The Remuneration and Nomination Committee will meet as often as is required by the Remuneration and Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration and Nomination Committee.</p> <p>Following each meeting, the Remuneration and Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration and Nomination Committee that requires Board approval.</p> <p>The Company discloses in its annual reports the number of times the Remuneration and Nomination Committee meets throughout each</p>
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			<p>financial year and the individual attendances of the members at those meetings.</p> <p>The relevant qualifications and experience of the Remuneration and Nomination Committee members are disclosed in the Company's 2019 Annual Report.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Complying	<p>The policies and practices regarding the remuneration on Non-Executive Directors and the remuneration of senior executives and Executive Directors has been separately disclosed in the Remuneration Policy which is available on the Company's Website.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should;</p> <p>(a) have a policy on whether participants are permitted to enter into transactions whether through the use of derivatives or otherwise which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it</p>	Complying	<p>Simble has adopted an Incentive Options and Performance Rights Plan (the Plan) to assist in the motivation, retention and reward of senior executives. The Plan is designed to align the interests of senior executives more closely with the interests of shareholders by providing an opportunity for senior executives to receive an equity interest in Simble through the granting of securities, the vesting of which is subject to satisfaction of certain performance or time-based conditions. A summary of the Plan was provided to the ASX on 20 February 2018.</p> <p>Participants in the Plan are not permitted to hedge or otherwise limit the economic risk of participating in the Plan.</p> <p>In addition, the Company has adopted a Securities Trading Policy which prohibits Directors and senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Simble securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving the Company's securities.</p> <p>A copy of the Company's Securities Trading Policy is available on the Website.</p>