

Corporate Governance Statement

Netwealth Group Limited

ABN 84 620 145 404

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24 August 2018

Netwealth's corporate governance practices are in accordance with the recommendations set out in the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Recommendations) during the year ended 30 June 2018.

This statement was approved by Netwealth's Board and is current on 24 August 2018. Appendix D provides a reference to how each Corporate Governance Principle has been incorporated within this Statement.

1.0 Governance

Netwealth operates in the highly regulated superannuation and investment sectors of the financial services industry. The Netwealth Board believes that sound governance is fundamental to the ongoing success and growth of Netwealth in the markets in which it participates. Accordingly, the Board has created a framework of governance, culture and accountability for managing Netwealth, including adopting relevant internal controls, risk management processes and corporate governance policies and practices to meet the Group's trustee, IDPS operator and responsible entity obligations to the users of its financial products and services and to meet the Board's obligations to shareholders and other stakeholders.

Shareholders can access information about Netwealth's governance framework from [Netwealth's public website](#). Information including the Annual Report, ASX Announcements and Netwealth's Governance Policies can be located [here](#). Shareholders can access this information and communicate with Netwealth through the shareholder contact link. Netwealth encourages electronic communication with shareholders, however we will provide hard copy information on request.

1.1 Board of directors

The Board has the responsibility to:

- Select, appoint and evaluate the performance of the Joint Managing Directors and their direct reports;
- Determine the remuneration of the Joint Managing Directors and their direct reports;
- Contribute to and approve Netwealth's corporate strategy, including to establish performance objectives and operating budgets;
- Approve the risk management framework, including Netwealth's main risks and the implementation of appropriate systems to manage the risks;
- Monitor corporate performance and implement strategy and policy;
- Develop and review Netwealth's values and corporate governance policies and monitor corporate culture;
- Approve major capital expenditure, acquisitions and divestitures, including overseeing capital management;
- Monitor and review management processes aimed at ensuring the integrity of financial and other reporting;
- Approve financial reports, profit forecasts and other reports required by law;
- Ensure shareholders are informed of Netwealth's performance and any major developments affecting its state of affairs; and

- Evaluate the performance of the Board, its committees and individual Directors and establish Board succession plans.

The responsibilities of the Board are detailed in [Netwealth's Board Charter](#).

Directors are expected to attend all meetings where possible. Details of Director attendance at Board meetings up to 30 June 2018 is published on Netwealth's shareholder information website as part of Netwealth's Annual Report 2018, which can be found on our [website](#).

1.2 Board committees

The Board has established committees to assist the Board in discharging its duties. The Board has four committees: the Audit Committee, the Compliance and Risk Management Committee, the Remuneration Committee and the Nomination Committee, which are described below.

Day-to-day management of Netwealth is delegated to Netwealth's Joint Managing Directors and Netwealth's Executive committee (the Executive) (refer Section 2).

Details of Director attendances at Committee meetings up to 30 June 2018 are published on Netwealth's shareholder information website as part of Netwealth's Annual Report 2018, which can be found on our [website](#). Provided there is not a conflict of interest, Joint Managing Directors may also attend any of the Board Committees of which they are not members.

All Directors have access to agendas and papers of all Board Committee meetings through Netwealth's Board portal. The signed minutes of each Board Committee are also tabled at a subsequent Board meeting. The Chair of each Board Committee is also invited by the Chairman to report any relevant matters to the Board at each scheduled Board meeting. If required, matters can be escalated to the Board, at any time, and Board meetings can be called if required to consider a matter that requires Board consideration before the next scheduled Board meeting.

1.2.1 Audit Committee

The Audit Committee consists of Netwealth's three independent directors, Timothy Antonie (Chair), Jane Tongs, and Davyd Lewis. The responsibilities of the Audit Committee, in assisting the Board, are detailed in the [Audit Committee Charter](#) and include:

- Oversight of Netwealth's relationship with the external and internal auditors;
- Oversight of Netwealth's external and internal audit functions;
- Undertaking an objective review of the effectiveness and integrity of the external reporting of financial information including financial reports and statements; and
- Oversight of Netwealth's financial controls and systems.

Non-committee members, including members of the Executive, the external auditor (currently Deloitte Touche Tohmatsu), and/or the internal auditor (currently RSM Australia) may attend all or part of a meeting of the committee at the invitation of the committee's chair.

1.2.2 Compliance and Risk Management Committee

The Compliance and Risk Management Committee consists of Netwealth's three independent directors, Davyd Lewis (Chair), Jane Tongs, and Timothy Antonie. The responsibilities of the Compliance and Risk Management Committee, in assisting the Board, are detailed in the [Compliance and Risk Management Committee Charter](#) and include:

- Annual review of Netwealth's risk management framework;
- Evaluation of the adequacy and effectiveness of Netwealth's financial and operational risk management control systems;
- Evaluation of the adequacy and effectiveness of Netwealth's identification and management of economic, environmental and social sustainability risks;
- Evaluation of Netwealth's exposure to fraud and recommending to the Board any incident involving fraud or other break down of Netwealth's internal controls;
- Evaluation of and making recommendations to the Board in relation to the structure and adequacy of Netwealth's insurance program having regard to Netwealth's business and the insurable risks associated with Netwealth;
- Oversight of the establishment and maintenance of processes to ensure that there is an adequate system of internal control, management of business risks and safeguard of assets; and
- Recommendations to the Board for changes to and improvements of Netwealth's Risk Management Framework.

At the invitation of the CRMC chair, any Board member, any invitee of the Board or CRMC, each managed investment scheme's auditor and each compliance plan auditor may attend and speak at a CRMC meeting.

Netwealth is exposed to some economic, environmental and social sustainability risks. Netwealth sets out these risks and how it manages these risks in Appendix C.

1.2.3 Remuneration Committee

The Remuneration Committee consists of Netwealth's three independent directors, Davyd Lewis (Chair), Jane Tongs, and Timothy Antonie. The responsibilities of the Remuneration Committee, in assisting the Board are set out in the [Remuneration Committee Charter](#) and include:

- Make recommendations to the Board on the Remuneration Policy, including its compliance with the relevant requirements;
- Make recommendations to the Board on the remuneration arrangements for the Joint Managing Directors, the Joint Managing Directors' direct reports, other persons specified by APRA and the non-executive directors of the Board;
- Make recommendations to the Board regarding major changes and developments in relation to Netwealth's employee equity incentive plans;

- Oversight of the operation of Netwealth’s employee equity incentive plans and make recommendations to the Board whether offers are to be made under any or all of Netwealth’s employee equity incentive plans in respect of a financial year;
- Make recommendations to the Board on remuneration by gender and recommend strategies or changes to address any pay gap;
- Make recommendations to the Board on the remuneration report for inclusion in the annual Directors’ report; and
- Approve the appointment of remuneration consultants for the purposes of the Corporations Act (where applicable).

Netwealth also has a [Remuneration Policy](#) which is available on Netwealth’s shareholder website. The Remuneration Policy sets out Netwealth’s policy and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Netwealth has in place a Netwealth Employee share loan plan. Details of Netwealth’s Employee share loan plan are provided within the Netwealth Annual Report 2018, which can be found on our [website](#)..

1.2.4 Nomination Committee

The Nomination Committee consists of Netwealth’s three independent directors, Jane Tongs (Chair), Davyd Lewis and Timothy Antonie. The responsibilities of the Nomination Committee, in assisting the Board, are set out in the [Nomination Committee Charter](#) and include:

- Assist the Board to develop and maintain a board skills matrix;
- Make recommendations to the Board on the size and composition of the Board including reviewing Board succession plans;
- Review the ongoing independence of Non-Executive Directors to ensure the requirements of APRA Prudential Standard SPS 510 for independent directors to be independent is maintained;
- Make recommendations to the Board on the criteria for nomination as a Director and the membership of the Board more generally;
- Assist the Board in relation to the performance evaluation of the Board, its committees and individual Directors;
- Ensure processes are in place to support Director induction and ongoing education and regularly review the effectiveness of these processes;
- In accordance with the Diversity & Inclusion Policy, review the measurable objectives for achieving gender diversity set by the Board on an annual basis and recommend any changes to the Board;
- Review the effectiveness of the Diversity & Inclusion Policy; and

- Review the gender diversity of the Board, senior executives and in the workforce at all levels of Netwealth and report to the Board on the outcomes.

1.3 Responsibilities of the Chairman

Netwealth's Chairman is Jane Tongs. Netwealth's Chairman is independent and non-executive. The Chairman's responsibilities include to:

- Ensure Board meetings are conducted in accordance with Netwealth's constitution and the law;
- Ensure the efficient organisation and conduct of the Board's function;
- Facilitate the effective contribution of each Board member;
- Lead the Board in the conduct of its responsibilities and discharge of its duties under all applicable laws;
- Lead the Board in ensuring the effective governance of Netwealth;
- Take reasonable steps to ensure that Netwealth has an effective reporting system to enable Directors to monitor the financial health of Netwealth;
- Interpret Board policy as needed;
- Set the meeting agenda of the Board and oversee the provision of adequate information to the Board;
- Lead effective Board relationships with the Joint Managing Directors; and
- Ensure the Board's performance is annually self-reviewed.

1.4 Director nomination and appointment

The Board is currently comprised of five Directors, comprising an independent Chairman, two Joint Managing Directors and two Non-Executive Directors (both of whom are independent). Netwealth's Board Renewal Performance Policy requires that the Chairman will at all times be a non-executive director. The majority of Netwealth's Board are independent. Details of Netwealth's Independent Directors are listed in Appendix B.

When considering an appointment to the Board, the Board has regard to the candidate's skill, judgement, diversity and experience. The Board uses a skills matrix to assist the Nomination Committee and to assist the Board in its assessment of the skills and experience of the current Board and to identify any gaps in the collective skills of the Board (refer to Appendix A – Board Skills Matrix).

Netwealth each year considers the Board skills matrix to ensure the skills and experience on the Board will provide the judgement, experience and diversity that will best enable Netwealth to achieve its strategic objectives.

The Board has authorised the Nomination Committee to assess a candidate's independence having regard to any previous employment and personal interests of the candidate. The Nomination Committee must put this assessment to the Board for approval along with comprehensive reference checks on education, employment, character, criminal history and bankruptcy. New directors are required to make statements that they are not a disqualified person and that they are fit and proper for the position. All directors make an annual declaration to this effect.

Non-executive Directors are generally appointed for a term of three years and will stand for election at the Annual General Meeting (AGM) which occurs three years after their last appointment date. All directors (except the Joint Managing Directors) appointed during the year must stand for election at the next AGM. As each of Netwealth's Directors was appointed on 20 October 2017 to the Netwealth Group Limited Board, all will stand for election at the next AGM. Information will be provided to shareholders on each Director standing for election to make it possible for them to decide on whether or not to vote to elect or re-elect the Director.

New directors will be provided a letter of appointment and a copy of Netwealth's Board Director Handbook. Together, these two documents outline Netwealth's expectations of the director and the induction process. A Company Secretary is responsible for ensuring the new director is appropriately inducted.

The Board Director Handbook contains the contact details of every senior executive and all Board Directors. This ensures that the Directors have access to Netwealth's Joint Managing Directors, the Executive and each other to request information as required.

1.5 Board Director performance and training

Each year each director is requested to assess the Board's performance. The Chairman (or a third party where appointed by the Chairman), collates the results of these assessments. A summary of this performance review is provided to the Board for discussion. In addition to the Board discussion, the Chairman (or a third party where appointed by the Chairman) meets one-on-one with each director to specifically address performance and effectiveness of the Board as a whole and of the Director.

The performance of the Chair is reviewed by the Board and the Joint Managing Directors.

The calendar year ending 31 December 2017 performance review has been performed by both the Chairman and an appointed third party.

The Board is responsible for the appointment of the Company Secretaries. The Company Secretaries are accountable to the Chairman on all matters to do with the proper functioning of the Board. The Chairman meets from time to time with one or both Company Secretaries on Board activities and the performance of the Secretariat in providing services to the Board. The Chairman provides feedback to the Joint Managing Directors on the individual performance of the Company Secretaries for inclusion in their formal performance review.

The Board keeps up-to-date with relevant market and industry developments through a range of training and briefings. Annually, each Director is required to complete at least 10 hours of continuous professional development. This may be achieved by attending industry events and through briefings within Board or Committee meetings. A Company Secretary collects Directors' training registers annually and retains this information.

2.0 Netwealth's Joint Managing Directors and Executive

The Board has delegated the day-to-day business activities associated with Netwealth to the Joint Managing Directors and the Executive. This includes the execution of the Netwealth's strategy, managing risk and acting in accordance with policy as approved by Netwealth's Board.

Members of the Executive are appointed by the Joint Managing Directors. Each member of the Executive is subject to comprehensive reference checks on education, employment, character, criminal history and bankruptcy. New members of the Executive are required to make statements that they are fit and proper for the position. Each member of the Executive must make an annual declaration to this effect.

Each member of the Executive is provided with an employment contract and job description as relevant to their role.

At least annually, each member of the Executive is subject to a performance evaluation in accordance with their job description, compliance with the Risk Framework, the Netwealth's agreed company performance objectives, the strategic objectives of Netwealth and Netwealth's values. All members of the Executive were subject to a performance evaluation in the financial year ending 30 June 2018.

3.0 Integrity of financial reporting

The Audit Committee assists the Board in reviewing and monitoring the integrity of Netwealth's financial reports and statements. The Audit Committee reviews the financial reports and statements with the Chief Financial Officer (CFO), the Joint Managing Directors and Netwealth's external auditor to ensure their accuracy, compliance with accounting standards and compliance with other policies and laws.

The CFO and one of the Joint Managing Directors provide a statement to the Board consistent with the requirements of *the Corporations Act 2001* to assist the Board in its consideration of the full-year financial statements. This process commenced for the full-year financial statements for FY2018 and will also be adopted going forward for the half-year statements in FY2019 and beyond.

Netwealth's external auditor, Deloitte Touche Tohmatsu, is invited regularly to Netwealth's Audit Committee meetings and at least annually have the opportunity to present to Audit Committee without the Joint Managing Directors or members of the Executive present. Deloitte Touche Tohmatsu will attend Netwealth's Annual General Meeting in November 2018.

4.0 Board policies

4.1 Diversity Policy

Netwealth has in place a Diversity & Inclusion Policy which is available on Netwealth's website. The Board has set measurable objectives in accordance with this Policy and publishes these objectives within Netwealth's Annual Report for 2018, which can be found on our [website](#). These objectives deal with gender equality and gender pay equality.

4.2 Code of Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal [Code of Conduct](#) that outlines how Netwealth expects its employees and Directors to behave during the course of their employment in dealing with employees, suppliers, contractors and customers of the business. The key aspects of this code are:

- complying with Netwealth's policies, procedures and regulations;
- acting with integrity and being fair in dealings with customers, shareholders, government, employees, suppliers and the community; and
- protecting Netwealth's property and assets from unauthorised use.

4.3 Continuous Disclosure Policy

Netwealth is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Netwealth is aware of its obligation to keep the market fully informed of any information we become aware of, which may have a material effect on the price or value of Netwealth's securities, subject to certain exceptions.

Netwealth has adopted a [Continuous Disclosure Policy](#) aimed at ensuring Netwealth fulfils its obligations in relation to the timely disclosure of material price-sensitive information.

4.3.1 4.3.1 Shareholder Communications Statement

[Netwealth's Shareholder Communication Statement](#) was developed in August 2018. This document sets out how Netwealth communicates with shareholders. It details the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. Prior to August 2018 this information was contained in Netwealth's Continuous Disclosure Policy located on our website.

Appendix A – Board Skills Matrix

Category	Explanation
Product and strategy	<ul style="list-style-type: none"> • Understanding of Netwealth’s products and customers • Ability to contribute to and challenge the strategic direction of Netwealth
Financial acumen	<ul style="list-style-type: none"> • Key administration and accounting controls • Understanding of financial records and presentations • Strong financial literacy and analytical thinking skills
People and change management	<ul style="list-style-type: none"> • Oversight of Netwealth’s Joint Managing Directors and members of the Executive and contribution to their performance evaluation • Oversight of Netwealth’s remuneration and employee policies including management of change • Knowledge of remuneration and bonus schemes
Legal, regulatory and governance	<ul style="list-style-type: none"> • Knowledge of a Director’s legal requirements • Ability to understand and contribute to debate on law as applicable to Netwealth’s Products and Services • Understanding of the requirements applicable to a listed company • Ability to participate in debate as to the content of Netwealth’s Board policies and to the delegation of duties to Netwealth’s Joint Managing Directors and Executive
Risk management and audit	<ul style="list-style-type: none"> • Understanding of Netwealth’s Risk Management Framework • Ability to understand and contribute to debate on the Netwealth’s risk and control framework • Understanding of the role of Netwealth’s internal and external auditors
Investments	<ul style="list-style-type: none"> • Ability to debate management proposals and issues relating to investments • Ability to debate investment issues and recommendations
Information technology	<ul style="list-style-type: none"> • Ability to contribute to debate on the strategic direction of Netwealth’s information technology • Ability to contribute to the debate on cyber risk management and appropriate controls for business resilience and continuity
Other	<ul style="list-style-type: none"> • Competent in dealing with media • Commitment to Netwealth’s company values • Meets the Netwealth Investments Limited’s Fit and Proper Person requirements

Appendix B – Netwealth’s Independent Directors

Netwealth has three independent Directors.

Jane Tongs

Jane is the Independent Chairman of Netwealth Group Limited and its related subsidiaries. Jane was appointed as Chairman of the original company in the Group (Netwealth Investments Limited) in April 2000. Jane was appointed Chairman of Netwealth Group Limited (NWL) (ACN 620 145 404) on 20 October 2017.

Prior to 2000, Jane was a partner at PricewaterhouseCoopers, specialising in the financial services sector. She has experience with insurance, funds management and superannuation entities. Jane has over 20 years’ experience as non-executive director and superannuation fund trustee.

Jane holds a Bachelor of Business and a Master of Business Administration. Jane is a Fellow of the Institute of Chartered Accountants and a member of the Institute of Company Directors.

- Related subsidiaries:
 - Netwealth Investments Ltd (NIL) ABN 85 090 569 109
 - Netwealth Holdings Ltd (NHL) ABN 57 133 790 146
 - Netwealth Group Services Pty Ltd ABN 89 135 940 840
 - Bridgeport Financial Services Pty Ltd ABN 99 140 783 491
 - Pathway Licensee Services Pty Ltd ABN 13 114 805 104
 - Netwealth Advice Group Pty Ltd ABN 68 144 802 532

- Other directorships held:
 - Brighton Grammar School ABN 61 004 117 668
 - Catholic Church Insurances Ltd ABN 76 000 005 210
 - related subsidiary
 - CCI Asset Management Limited ABN 65 006 685
 - Cromwell Property Group Pty Ltd ABN 36 600 000 477
 - Warakirri Asset Management Pty Ltd ABN 33 057 529 370
 - Related entities:
 - Daybreak Cropping Pty Ltd ABN 25 614 043 873
 - Warakirri Agricultural Farm Trust II ABN 58 128 446 181
 - Warakirri Agricultural Land Trust II ABN 21 177 100 857
 - Warakirri Dairies Ltd ABN 55 121 510 067

- Netwealth Chair:
 - All Netwealth Boards
 - NIL Investment Committee
 - NWL Nomination Committee

- Netwealth Committee member:
 - NWL Compliance and Risk Management Committee
 - NWL Remuneration Committee
 - NWL Audit Committee

Davyd Lewis

Davyd was appointed a director of the original company in the Group (Netwealth Investments Limited) in July 2009. Davyd was appointed a director of Netwealth Group Limited (ACN 620 145 404) on 20 October 2017.

Davyd was a partner of Mallesons Stephen Jaques for 20 years until his retirement in 2008. Davyd's role included Partner in Charge of the Melbourne Centre, Managing Partner Practice of Mergers & Acquisitions, Property and Construction, Dispute Resolution and Intellectual Property, National Practice Team Leader of the Mergers & Acquisitions Group and responsibility for supervising the relationship with 50 of the firm's biggest clients.

Davyd holds a Bachelor of Economics, a Bachelor of Laws and a Master of Laws (majoring in securities markets and takeovers).

- Related subsidiaries:
 - Netwealth Investments Ltd (NIL) ABN 85 090 569 109
 - Netwealth Holdings Ltd (NHL) ABN 57 133 790 146
 - Netwealth Group Services Pty Ltd ABN 89 135 940 840
 - Bridgeport Financial Services Pty Ltd ABN 99 140 783 491
 - Pathway Licensee Services Pty Ltd ABN 13 114 805 104
 - Netwealth Advice Group Pty Ltd ABN 68 144 802 532

- Netwealth Chair:
 - NWL Compliance and Risk Management Committee
 - NWL Due Diligence Committee
 - NWL Remuneration Committee

- Netwealth Committee member:
 - All Netwealth Boards
 - NWL Audit Committee
 - NWL Nomination Committee

Timothy Antonie

Timothy was appointed a director of Netwealth Holdings Limited (then called Netwealth Group Limited) in November 2015. Tim was appointed a director of Netwealth Group Limited (ACN 620 145 404) on 20 October 2017.

Timothy commenced his career at Price Waterhouse (now PricewaterhouseCoopers) and qualified as a chartered accountant. He subsequently worked at a number of investment banks, including UBS Investment Bank as a Managing Director, where he advised major Australian companies in large scale mergers, acquisitions, sales and restructures and equity transactions, as well as day-to-day equity market facing matters.

- Related subsidiaries:
 - Netwealth Investments Ltd (NIL) ABN 85 090 569 109
 - Netwealth Holdings Ltd (NHL) ABN 57 133 790 146
 - Netwealth Group Services Pty Ltd ABN 89 135 940 840
 - Bridgeport Financial Services Pty Ltd ABN 99 140 783 491
 - Pathway Licensee Services Pty Ltd ABN 13 114 805 104
 - Netwealth Advice Group Pty Ltd ABN 68 144 802 532

- Other directorships held:
 - Breville Group Ltd ABN 90 086 933 431
 - Premier Investments Ltd ABN 64 006 727 966
 - Village Roadshow Ltd ABN 43 010 672 052
 - Stratford Advisory Group Holdings Pty Ltd ABN 18 610 354 222

- Netwealth Chair:
 - NIL Audit Committee

- Netwealth Committee member:
 - All Netwealth Boards
 - NIL Investment Committee
 - NWL Compliance and Risk

Appendix C – Economic, environmental and social sustainability risks

An investment in Netwealth is subject to risk factors, some of which are specific to Netwealth's business activities and others that are of a more general nature. Any single risk, or a combination of these risks, may have a material adverse impact on Netwealth's business, financial performance and operations.

This Section does not purport to list every risk that may be associated with an investment in Netwealth. While Netwealth seeks to manage risks to prevent adverse outcomes, many of these risks are outside the control of Netwealth, the Board, the Joint Managing Directors and the Executive.

1 Compliance and regulatory risk

There is a range of legislation, regulation, policies and standards in Australia that govern Netwealth's business undertakings. The level and complexity of the regulatory environment for financial services in Australia continues to increase, bringing an increased cost and burden of compliance, and it is anticipated the regulatory environment will continue to change and become more complex. Many commentators also expect that there will be substantial changes to the regulation of financial services as a result of the findings of the Royal Commission into Misconduct in the Banking, Superannuation and Financial Services Industry.

Netwealth's Risk and Compliance function are responsible for monitoring regulatory change and implementing appropriate controls to manage compliance risk. Regulatory change and compliance matters are reported to the Compliance and Risk Management Committee and monitored by both the Committee and the Board.

2 Operational risk

Efficient internal processes are critical to the operation of Netwealth's business. There is a risk that inadequate or failed internal processes, people or systems (including failure of staff to follow defined processes, inadequate training or failure to implement appropriate controls) or external events may give rise to failures or disruptions in operational systems and controls (e.g. fraud, security failures, manual processing errors), which may result in losses to clients that Netwealth is liable to compensate.

Netwealth monitors systems and controls as part of its risk management framework.

3 People and culture risk

The success of Netwealth depends to a significant extent on the ability and performance of its key personnel and Netwealth's ability to attract and retain experienced and high performing employees with specialist skills and complementary cultural values. The loss of key personnel, sustained underperformance by key personnel and/or inability to attract staff that share Netwealth's cultural values may have a material adverse effect on its future financial performance.

Netwealth's Human Resources team have implemented a range of policies and processes which outline Netwealth's employee guidelines and benefits, particularly around the employment process, induction of employees and managing underperformance.

4 Strategic risk

The core of Netwealth's corporate strategy is to operate a market-leading platform of its superannuation and investor-directed portfolio service products (Platform). This requires Netwealth to continue introducing and developing innovative software and technology products while maintaining high standards of client service for its Platform, to expand its existing market share and maintain its competitive position. However, Netwealth must also continue to update its existing technology, to avoid legacy issues, and continue to create efficiencies and scalability in its Platform to remove or avoid manual processes (which increase operating costs and the risk of error).

Netwealth's Executive and Board regularly discuss Netwealth's strategic direction and technology systems to ensure it remains aware of the competitive market dynamics.

5 Fee and/or margin compression risk

Netwealth charges administration, management, transaction, ancillary and other fees to clients for use of its products and services. Actions of competitors, political or economic pressures may result in Netwealth having to reduce administration fees, resulting in a reduction in revenue. In addition, changes to the mix of the products and services that investors in Netwealth's Platform products use may have an adverse impact on Netwealth's financial performance through reduced fees or margins.

Netwealth's Joint Managing Directors and Chief Financial Officer regularly monitor the actions of competitors and the mix of Netwealth products and services held by Netwealth's Platform product investors. This information is provided regularly to the Board through Sales and Marketing updates and the Monthly Chief Financial Officer's report.

6 Cyber and privacy risk

The use of information technology and the effectiveness of Netwealth's Platform are critical to Netwealth's ability to deliver services to its clients and the growth of its business. It is possible that measures taken by Netwealth to prevent technology breaches may prove to be inadequate. By their nature, information technology systems are susceptible to cyber-attacks, with third parties seeking unauthorised access to data.

Netwealth has in place an Infrastructure function which manage Netwealth's technology and security requirements. Regular meetings across different infrastructure and security teams occur to discuss recent issues, threats and technology, with at least quarterly meetings involving the Executive. Recently, Netwealth has further improved its technology and security capability by employing a dedicated security analyst.

7 Development and technology risks

Netwealth, as a technology provider, is continuously updating its Platform to provide new services and features to financial intermediaries and investors. System design issues or coding errors could lead to loss or breaches of legislation. Netwealth also relies on technology and third-party providers to provide availability of Netwealth's Platform.

Netwealth has in place a compensation policy and guidelines for handling loss to investors resulting from a Netwealth error. Broadly this policy provides that Netwealth will seek to put the investor back in the position they had have been had the error not occurred. Netwealth also has in place

appropriate insurance to protect the financial interests of Netwealth, financial intermediaries and investors using Netwealth's products and services.

The Information Technology team have in place processes, practices and reviews to minimise the risk of development and technology risk. These include defined rules for release, code reviews and testing. In addition, Netwealth has in place a Business Continuity Policy and Program which details how it will respond to a disruption event.

8 Market performance risk

The operating and financial performance of Netwealth is influenced by a variety of general domestic and international economic and business conditions, performance of equity and debt capital markets, interest rates, foreign exchange rates, and government fiscal, monetary and regulatory policies.

9 Reputation and brand risk

Netwealth's reputation is important in attracting and retaining financial intermediaries, clients and employees. There is a risk that certain issues or events, including many of those identified above, may adversely affect Netwealth's reputation, including through negative publicity, disputes or negative client experiences.

Netwealth monitors its reputation risk and reports any reputation risk to the Board.

10 Other risks of Netwealth

Netwealth also monitors and manages the risk associated with:

- governance, including, but not limited to, management of conflicts of interest of the Board, its subsidiaries and the regulated functions that Netwealth performs;
- the use of Netwealth's intellectual property of its Platform products and services;
- potential exposure to litigation, claims and disputes;
- failure to meet profit forecasts;
- Netwealth's ability to access equity and debt if it was required; and
- the interests of shareholders associated with Michael Heine to ensure they align with the interests of other shareholders.

Appendix D – ASX Corporate Governance Principles and Recommendations index

ASX recommendations listed are a summary of the obligation and do not attempt to replicate the full recommendation. The section references relate to this document. External sources are also provided.

ASX Recommendation	Location
1.1 – Board roles and responsibilities	Section 1.1 & 1.2
1.1 – Management roles and responsibilities	Section 2
1.2(a) – Appropriate checks for directors	Section 1.4 (paragraph 4)
1.2(b) – Security holder notices regarding director election	Section 1.4 (paragraph 5)
1.3 – Written agreements with directors	Section 1.4 (paragraph 6) Section 2 (paragraph 3)
1.4 – Company Secretary accountable to the Board	Section 1.5 (paragraph 4)
1.5(a) – Diversity policy and measurable gender diversity objectives (and annual review)	Section 4.1
1.5(b) – Disclosure of the policy (or summary)	Section 4.1 Netwealth shareholder website
1.5(c) – Disclosure: gender diversity progress against objectives and gender proportions	Section 4.1 Annual Report FY2018
1.6(a) – Board, committee and director evaluation process	Section 1.5
1.6(b) – Confirmation of Board, committee and director performance evaluation in reporting period	Section 1.5 (paragraph 3)
1.7 – Senior executive performance evaluation process	Section 1.7 (paragraph 4)
2.1 – Nomination committee independence	Section 1.2.4
2.1 – Nomination committee charter, members and number of meetings	Section 1.2.4 Netwealth shareholder website Annual Report FY2018
2.2 – Board skills matrix setting out skills and diversity required	Section 1.4 (paragraph 2) Appendix A
2.3 – Independent directors, their interests, positions and length of service	Section 1.4 (paragraph 1) Appendix B
2.4 – Independence of the board	Section 1.4 (paragraph 1) Appendix B
2.5 – Board chair is independent and not the CEO	Appendix B
2.6 – Program for induction of new directors	Section 1.4 (paragraph 6)
3.1 – Code of conduct	Section 4.2 Netwealth shareholder website
4.1 – Audit committee independence and chair independence	Section 1.2.1 Appendix B
4.1 – Audit committee charter, qualifications/experience and number of meetings	Section 1.2.1 Netwealth shareholder website Annual Report FY2018
4.2 – CEO and CFO declaration as to the integrity of the financial records	Section 3
4.3 – External auditor attends AGM	Section 3 (paragraph 3)
5.1 – Continuous disclosure policy	Section 4.3 Netwealth shareholder website

ASX Recommendation	Location
6.1 – Governance processes	Section 1 (paragraph 2) Netwealth shareholder website
6.2 – Investor relations program	Section 1 (paragraph 2)
6.3 – Policies and processes for security holder participation	Section 1 (paragraph 2) Netwealth shareholder website
6.4 – Option for electronic communications	Section 1 (paragraph 2)
7.1 – Risk committee independence and chair independence	Section 1.2.2
7.1 – Risk committee charter, members and number of meetings	Section 1.2.2 Netwealth shareholder website Annual Report FY2018
7.2 – Annual review of the risk management framework and disclosure	Section 1.2.2
7.3 – Internal audit function	Section 1.2.1 (paragraph 2)
7.4 – Economic, environmental and social sustainability risks	Section 1.2.2 (paragraph 3) Appendix C
8.1 – Remuneration committee independence and chair independence	Section 1.2.3
8.1 – Remuneration committee charter, members and number of meetings	Section 1.2.3 Netwealth shareholder website Annual Report FY2018
8.2 – Remuneration policy	Section 1.2.3 Netwealth shareholder website
8.3 – Incentive scheme	Section 1.2.3 (paragraph 3)

