



Jaxsta Limited

ACN 106 513 580 (Jaxsta or the 'Company')

Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations have been developed to assist listed entities in meeting stakeholder expectations and promoting investor confidence. The ASX Principles and Recommendations are not meant to be prescriptive as the ASX recognises that different entities may legitimately adopt different governance practices, based on a range of factors, including their size, complexity, history and corporate culture. However, under the ASX Principles and Recommendations, if the board of a listed entity considers that a recommendation is not appropriate to its particular circumstances, it is entitled not to adopt it.

Jaxsta's Board is committed to adopting best practice (where possible) corporate governance and administering the policies and procedures with openness, fairness and integrity, as appropriate to the structure, size and business operations of Jaxsta.

Disclosure of Jaxsta's adoption of the recommendations within the ASX Principles and Recommendations will be disclosed in its annual Corporate Governance Statement prepared and released to the ASX pursuant to ASX Listing Rule 4.10.3, and where Jaxsta does not adopt a particular recommendation, it will explain its reasons for doing so.

The following policies, charters and corporate governance documents will be publically available on Jaxsta's website at www.jaxsta.com:

- Board Charter
- Continuous Disclosure Policy
- Code of Conduct
- Diversity Policy
- Audit & Risk Committee Charter
- Securities Trading Policy
- Risk Management Policy
- Communications Policy
- Remuneration & Nomination Committee Charter

Principles and Recommendations		Comply Yes / No	Explanation
1.	Lay solid foundations for management and oversight		
1.1	Companies 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.	Yes	The Board Charter sets out the role, responsibilities, structure and processes of the Board and assists the Board to provide strategic guidance for Jaxsta and effective oversight of the management of the Jaxsta group. The Chief Executive Officer has delegated authority by the Board to carry out the day-to-day management of Jaxsta. A copy of the charter is available on the Jaxsta website.
1.2	Companies should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Prior to their appointment as directors, Jaxsta undertook background checks in respect to the prospective directors' character, criminal history, education and bankruptcy with no adverse findings. Pursuant to its Board Charter, Jaxsta will provide security holders with material information in respect to putting forward a candidate for election or re-election as a director.
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Jaxsta has in place written agreements with each of its directors and senior executives setting out the terms of their appointment.
1.4	The company secretary (or person nominated by the Board to perform the role of company secretary) should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Board Charter sets out that the Company Secretary, Naomi Dolmatoff, is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

Principles and Recommendations		Comply Yes / No	Explanation
1.5	<p>Companies should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant 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> <p>(i) 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</p> <p>(ii) 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 that Act.</p>	Yes	<p>Jaxsta has adopted a Diversity Policy which sets out Jaxsta's commitment to achieve diversity and inclusion across its Board, senior executives and throughout the organisation.</p> <p>The Diversity Policy requires that the Board to establish measurable objectives to assist the Company to achieve gender diversity and assess the Company's progress in achieving these objectives.</p> <p>A copy of the policy is available on the Jaxsta website.</p>

Principles and Recommendations		Comply Yes / No	Explanation
1.6	<p>Companies 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>	Yes	The Board Charter requires that Jaxsta annually evaluate the performance of the Board, its Committees (if established) and individual directors.
1.7	<p>Companies 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>	Yes	The Chief Executive Officer is responsible for and will ensure that an annual evaluation performance of senior executives is undertaken.

Principles and Recommendations		Comply Yes / No	Explanation
2.	Structure the board to add value?		
2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendance of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose the 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>	Yes	<p>The Board has established a Remuneration and Nomination Committee which comprises three non-executive directors, all of whom are independent being Mr Brett Cottle, Ms Linda Jenkinson and Ms Launa Inman.</p> <p>The purpose of the committee is to assist the Board:</p> <ol style="list-style-type: none"> 1. in respect of establishing a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and to bring transparency, focus and independent judgment to decisions regarding the composition of the Board; 2. in establishing coherent remuneration policies and practices to attract and retain senior executives and Directors who will create value for shareholders; 3. provide oversight that Jaxsta observes those remuneration policies and practices; and 4. to set fair and responsible rewards for senior executives having regard to the performance of Jaxsta, the individual performance of management and the general external pay environment. <p>A copy of the charter is available on Jaxsta's website.</p> <p>The biographies and experience of the committee members are set out in the Company's Prospectus dated 28 September 2018 (Prospectus).</p>

Principles and Recommendations		Comply Yes / No	Explanation
2.2	Companies 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.	Yes	<p>The Board with the assistance of the Remuneration and Nomination Committee is responsible for reviewing the size composition and skills on the Board to ensure that it is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.</p> <p>Jaxsta will provide a Board skills matrix in future corporate governance statements.</p>
2.3	<p>Companies 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>	Yes	<p>The composition of the Jaxsta Board post re-listing will comprise a total of five directors: four non-executive directors (Mr Brett Cottle, Ms Linda Jenkinson, Ms Launa Inman and Mr Jorge Nigaglioni) and one executive director (Ms Jacqui Louez Schoorl). Detailed biographies setting out the experience and qualifications of each of the directors are set out in the Company's Prospectus.</p> <p>The Company considers that a director is an independent director where that director is free from any business or other relationship that could materially interfere, or be perceived to interfere with, the independent exercise of the director's judgement. Jaxsta has also assessed the independence of its directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Principles and Recommendations.</p> <p>Three directors are considered to be independent directors - Mr Brett Cottle, Ms Linda Jenkinson and Ms Launa Inman.</p>
2.4	A majority of the board should be independent directors.	Yes	Refer explanation in item 2.3.

Principles and Recommendations		Comply Yes / No	Explanation
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	Mr Brett Cottle, the chair of the Board is considered to be an independent director and is not the Chief Executive Officer.
2.6	Companies 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 roles as directors effectively.	Yes	<p>The Board Charter requires that the Company Secretary will arrange for a newly appointed director to undertake an induction program to help them gain an understanding of: the Company's operations and the industry sectors in which it operates; the culture and values of the Company; the Company and Group's financial, strategic, operational and risk management position; their rights, duties and responsibilities; and any other relevant information.</p> <p>The Company Secretary will also assist in facilitating any professional development programs for the Board as required from time to time.</p>
3.	Act ethically and responsibly		
3.1	<p>Companies 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>	Yes	<p>Jaxsta's Board considers that the Company's reputation is critical to its ongoing success. The Board has adopted a Code of Conduct covering the standards of ethical behaviour that Jaxsta expects from its Directors, officers and employees.</p> <p>A copy of the Code of Conduct is available on Jaxsta's website.</p>

Principles and Recommendations		Comply Yes / No	Explanation
4.	Safeguard integrity in corporate reporting		
4.1	<p>The board should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to 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> <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>	Yes	<p>The Board has established an Audit and Risk Committee which comprises three non-executive directors, all of whom are independent being Mr Brett Cottle, Ms Linda Jenkinson and Ms Launa Inman. Ms Jenkinson is the chair of the committee and she is not the chair of the Board.</p> <p>The purpose of the committee is to:</p> <ol style="list-style-type: none"> assist the Board to achieve its governance objectives in relation to: <ul style="list-style-type: none"> financial reporting; the application of accounting policies; business policies and practices; legal and regulatory compliance; and internal control and risk management systems; maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis); promote a culture of compliance across the Jaxsta group; provide a forum for communication between the Board and Jaxsta's management team in relation to audit and compliance matters affecting Jaxsta; ensure effective internal audit (if any) and external audit functions and communication between the Board and the internal auditor (if any) and external auditor; and review and comment on Jaxsta's management plans for managing the material financial and reporting risks faced by Jaxsta. <p>A copy of the charter is available on Jaxsta's website.</p> <p>The biographies and experience of the committee members are set out in the Company's Prospectus.</p>

Principles and Recommendations		Comply Yes / No	Explanation
4.2	The board 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 for the entity and that the opinion has been formed on the bases of a sound system of risk management and internal control which is operating effectively.	Yes	Prior to the Board approving Jaxsta's financial reports (which includes its quarterly cash flow report, half year report and annual report), it will ensure that it receives from the Chief Executive Officer and Chief Financial Operations Officer a declaration in respect of those financial statements.
4.3	Companies should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	As set out in the Audit and Risk Committee Charter, Jaxsta will ensure that its external auditor will be present at each annual general meeting to be available to answer shareholder questions in relation to the audit undertaken.
5.	Make timely and balance disclosure		
5.1	Companies should: (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.	Yes	Jaxsta has adopted a Continuous Disclosure Policy which sets out the procedures that apply to the central collection, control, assessment and if required, release to the ASX, of information considered to be material. A copy of the policy is available on Jaxsta's website.

Principles and Recommendations		Comply Yes / No	Explanation
6.	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	<p>Jaxsta is committed to providing effective communication to its shareholders, market participants, customers, employees, financiers and other stakeholders. Jaxsta's Board has adopted a Communications Policy which sets out Jaxsta's approach and commitment to communication with the objective of providing stakeholders with balanced and understandable information about Jaxsta.</p> <p>Jaxsta provides information about its business, its directors, officers and employees, its governance practices and its products on its website at www.jaxsta.com.</p> <p>Any announcement that Jaxsta makes to the ASX will be placed on its website which will include ASX announcements, quarterly, half yearly and annual reports, investor presentations, and notices of shareholder meetings. Jaxsta's communications approach with its shareholders are set out in its Communications Policy.</p> <p>A copy of the Communications Policy is available on Jaxsta's website.</p>

Principles and Recommendations		Comply Yes / No	Explanation
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Refer explanation for item 6.1.
6.3	Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Refer explanation for item 6.1.
6.4	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	<p>As a listed entity, Jaxsta encourages its shareholders to participate in general meetings by attending in person or by proxy. Shareholders are invited to contact Jaxsta directly by email at investor@jaxsta.com or by telephone on +61 2 8317 1000.</p> <p>Shareholders are able to contact Jaxsta's Share Register, details of which are available on Jaxsta's website.</p>

Principles and Recommendations		Comply Yes / No	Explanation
7.	Recognise and manage risk		
7.1	<p>Companies should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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> <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>	Yes	Refer explanation in item 4.1.

Principles and Recommendations		Comply Yes / No	Explanation
7.2	<p>The board or a committee of 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>	Yes	<p>The Company has established a Risk Management Framework which is available on the Company's website.</p> <p>The Board with the assistance of the Audit and Risk Committee will annually review and evaluate the effectiveness of Jaxsta's risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. In accordance with the Audit and Risk Committee Charter, the Board with the assistance of the Audit and Risk Committee will assess the adequacy, effectiveness and efficiency of the Risk Management Framework.</p> <p>Jaxsta will report in its corporate governance statement each year whether an assessment has taken place.</p>
7.3	<p>Companies 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>	Yes	<p>Given its size and nature of operations, Jaxsta does not have an internal audit function in place. Pursuant to the Audit and Risk Committee Charter, the Board with the assistance of the Audit and Risk Committee is responsible for evaluating and continually improving the effectiveness of its risk management and internal control processes</p>
7.4	<p>Companies 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>	Yes	<p>Notwithstanding the material risks set out in its Prospectus, Jaxsta does not believe that it has any material exposure to economic, environmental and social sustainability risks.</p> <p>Post re-listing, the Board will re-assess this position and any updates will be provided annually in Jaxsta's Corporate Governance Statement.</p>

Principles and Recommendations		Comply Yes / No	Explanation
8.	Remunerate fairly and responsibly		
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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> <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>	Yes	Refer explanation in item 2.1

Principles and Recommendations		Comply Yes / No	Explanation
8.2	Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Board with the assistance of the Remuneration and Nomination Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> <p>Policies and practices regarding remuneration of the non-executive directors, executive directors and key personnel will be disclosed in the annual report of the Company.</p>
8.3	<p>A company 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>	Yes	Jaxsta's Securities Trading Policy sets out that directors and senior executives who participate in Jaxsta's equity based remuneration schemes are prohibited from entering into transactions which act to limit the economic risk any unvested entitlements.