

Corporate Governance Council recommendation		The Company has followed the recommendation in full for the whole of the period.	The Company has not followed the recommendation in full for the whole of the period
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	Refer to the Board Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to securityholders a candidate for election, as a director; and (b) provide securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Refer to the Procedures for Selection and Appointment of Directors on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Refer to section 4 of the Remuneration Report included in the Directors' Report in the Financial Statements for the year ended 30 June 2016.	
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.	Refer to the Board Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/	
1.5	A listed entity should: (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; (b) disclose that policy or a summary of it; and (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: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole		<p>The Company has not formally established or reported measurable objectives for achieving gender diversity given its current stage of operations and number of employees.</p> <p>However, the Company established a Diversity Policy which outlines the Company's objectives in the provision of equal opportunities in respect of employment and employment conditions. The Diversity Policy is available on the Company's website: www.techmpire.com/about-us/corporate-governance/</p> <p>The Company will periodically review the requirement to set measurable objectives for achieving gender diversity as the Company's operations and employee numbers grow.</p>

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	<p>organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>(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 that Act.</p>		
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>	<p>Refer to the Performance and Evaluation Practices on the Company’s website: www.techmpire.com/about-us/corporate-governance/</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>	<p>Refer to the Performance and Evaluation Practices on the Company’s website: www.techmpire.com/about-us/corporate-governance/</p> <p>The performance of the managing director and senior staff was considered by the Board as a whole subsequent to year end in order that their performance could be assessed in conjunction with the Company’s operating results.</p>	

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PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<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: <ol style="list-style-type: none"> (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>The Company has not yet established a formal nomination committee. The Board, as a whole, serves as the nomination committee.</p> <p>Refer to the Nomination Committee Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/</p> <p>This discloses the specific responsibilities of the committee and outlines the processes and considerations to follow when considering the size and composition of the Board. Where necessary, the Board will seek advice of external advisers in connection with the suitability of applicants for Board membership.</p> <p>Given the current size of the Board, no efficiencies or other benefits would be gained by establishing a separate nomination committee. The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and the size of the Board increases.</p>	
2.2	<p>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.</p>	<p>Details of the qualifications, skills and experience of the directors are outlined in the Directors' Report in the Financial Statements for the year ended 30 June 2016.</p>	
2.3	<p>A listed entity should disclose:</p> <ol style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director. 	<p>The current board contains two independent directors: Mr Stephen Belben and Mr Patrick O'Connor.</p> <p>Mr Darren Wates served as Non-Executive Chairman until his resignation on 29 February 2016 and was an independent director.</p> <p>Mr Luke Taylor and Mr Zhenya Tsvetnenko do not pass the criteria for independence outlined in the Recommendations because Mr Taylor is the Managing Director of the Company and Mr Tsvetnenko is a substantial shareholder. Mr Tsvetnenko resigned from his position of Non-Executive Director on 26 July 2016.</p>	

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2.4	A majority of the board of a listed entity should be independent directors.		During the 2016 financial year, the majority of the board did not comprise independent directors. However, it was structured such that its composition and size would enable it to effectively discharge its responsibilities and duties. Subsequent to the end of the 2016 financial year, the board has been restructured such that it comprises 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.	Mr Darren Wates, an independent director, chaired the board throughout the financial year until his resignation on 29 February 2016. Mr Stephen Belben, an independent director, chaired the board since his appointment on 29 February 2016.	
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.	When appointed to the Board, a new director receives an induction appropriate to their experience. Directors are encouraged to undertake on-going professional development to ensure they maintain the appropriate skills to effectively discharge their duties.	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Refer to the Code of Conduct on the Company's website: www.techmpire.com/about-us/corporate-governance/	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (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 the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) 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	The Company does not yet have a separate audit committee. This role is undertaken by the full board. Given the size of the board, time will be set aside in board meetings to address matters that would normally fall to the audit committee. The full board will undertake the role of the audit committee in accordance with the Audit Committee Charter which is on the Company's website: www.techmpire.com/about-us/corporate-governance/	

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	meetings; OR (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.		
4.2	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.	Refer to the Risk Management and Internal Compliance and Control Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
4.3	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.	The Company's auditor will attend its Annual General Meetings.	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity 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.	Refer to the Continuous Disclosure Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
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.	The Company's governance policies are available on the Company's website: www.techmpire.com/about-us/corporate-governance/	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	

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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.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Refer to the Shareholders Communication Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (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 (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.	The board currently does not have a separate risk committee. This role is undertaken by the full Board in accordance with the Risk Management and Internal Compliance and Controls Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Refer to the Risk Management and Internal Compliance and Controls Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; OR (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating	The Company does not have a separate internal audit function. The board and management apply the internal compliance and control processes outlined in the Risk Management and Internal Compliance and Control Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	

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	and continually improving the effectiveness of its risk management and internal control processes.		
7.4	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.	Refer to the Directors' Report in the Financial Statements for the year ended 30 June 2016.	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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>The board currently does not have a separate remuneration committee. This role is undertaken by the full Board in accordance with its Remuneration Committee Charter on the Company's website: www.techmpire.com/about-us/corporate-governance/</p>	
8.2	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.	Refer to the Remuneration Report set out in the Directors' Report in the Financial Statements for the year ended 30 June 2016.	

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8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	Refer to the Securities Trading Policy on the Company's website: www.techmpire.com/about-us/corporate-governance/	