

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

MOQ LIMITED

ABN / ARBN

94 050 240 330

Financial year ended:

30 June 2020

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: [www.moq.com.au/corporate-governance](http://www.moq.com.au/corporate-governance)

The Corporate Governance Statement is accurate and up to date as at 30 June 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 27 August 2020

Name of Director authorising lodgement:

Joe D'Addio



<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

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## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation                             |   | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|---|---|--|---|
| <b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b> |   |  |   |
| 1.1   | A listed entity should disclose:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.  | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement<br>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):<br><input checked="" type="checkbox"/> in the Company's 2020 Annual Report |   |
| 1.2   | A listed entity should:<br>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and<br>(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. | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement  |   |
| 1.3   | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.   | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement  |   |
| 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.   | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement  |   |

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |   | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|---|---|--|---|
| 1.5   | <p>A listed entity 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>(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</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> | <p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>        |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation           | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>  |  |
|---|--|--|--|
| <b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b> |  |  |  |
| 2.1   | <p>The board of a listed entity should:</p> <p>(a) have a nomination 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 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>[[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au/corporate-governance/">www.moq.com.au/corporate-governance/</a></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>   | <p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>  |  |
| 2.4   | <p>A majority of the board of a listed entity should be independent directors.</p>   |  | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation        |  | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|--|--|--|---|
| 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.  | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement  |   |
| 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. |  | <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement               |
| <b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b> |  |  |   |
| 3.1  | A listed entity should:<br>(a) have a code of conduct for its directors, senior executives and employees; and<br>(b) disclose that code or a summary of it.  | ... our code of conduct or a summary of it:<br><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au/corporate-governance/">www.moq.com.au/corporate-governance/</a> |   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|--|--|--|
| <b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b> |  |  |  |
| 4.1   | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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 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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au/corporate-governance/">www.moq.com.au/corporate-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the Company's 2020 Annual Report</p> | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>   | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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>   | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>   |  |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|--|--|---|
| <b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>    |  |  |   |
| 5.1   | A listed entity should:<br>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and<br>(b) disclose that policy or a summary of it. | ... our continuous disclosure compliance policy or a summary of it:<br><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au/corporate-governance/">www.moq.com.au/corporate-governance/</a> |   |
| <b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b> |  |  |   |
| 6.1   | A listed entity should provide information about itself and its governance to investors via its website.   | ... information about us and our governance on our website:<br><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au">www.moq.com.au</a>   |   |
| 6.2   | A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.  |  | <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement               |
| 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.                                      | ... our policies and processes for facilitating and encouraging participation at meetings of security holders:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement                  |   |
| 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.                   | ... the fact that we follow this recommendation:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement  |   |

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|--|--|---|--|
| <b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b> |  |   |  |
| 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> <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 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> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.moq.com.au/corporate-governance/">www.moq.com.au/corporate-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |
| 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>   |   | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>  | <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>   | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |



## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |   | We have followed the recommendation in full for the whole of the period above. We have disclosed ...  | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup> |
|---|---|---|---|
| 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. | ... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:<br><input checked="" type="checkbox"/> in our Corporate Governance Statement |   |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation            | We have followed the recommendation in full for the whole of the period above. We have disclosed ...   | We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>   |   |
|--|--|---|---|
| <b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b> |  |   |   |
| 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>[[If the entity complies with paragraph (b):]</p> <p>... the fact that we have a remuneration committee and the processes we employ 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><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> | <p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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>  | <p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in the Company's 2020 Annual Report</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>   |   | <p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable</p> |

# Corporate Governance Statement

MOQ LIMITED ACN 050 240 330

This corporate governance statement sets out MOQ Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 30 June 2020 and has been approved by the board of the Company (**Board**).

| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation   |
|--|-----------------|---|
| <b>1. Lay solid foundations for management and oversight</b>   |                 |   |
| 1.1 A listed entity should disclose:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management. | Yes             | <p>The Board is responsible for charting the strategy and financial objectives for the Company, monitoring the implementation of those policies, strategies and financial objectives, and monitoring compliance with regulatory requirements and ethical standards.</p> <p>The Board has the following specific responsibilities:</p> <ul style="list-style-type: none"> <li>(a) considers and approves the strategy of the Company;</li> <li>(b) adopts an annual budget and monitors financial performance including approving the annual and half year financial statements and reports;</li> <li>(c) approves major investments and monitors the return on those investments;</li> <li>(d) monitors the adequacy, appropriateness and operation of internal controls including reviewing and approving the Company's compliance systems and corporate governance principles;</li> <li>(e) provides continuous disclosure of information to the investment community, and makes available information shareholders can reasonably require to make informed assessments of the Company's prospects;</li> <li>(f) reviews and monitors significant business risks and oversees how they are managed;</li> <li>(g) monitors the conduct of the relationship with key regulators to meet the Company's obligations;</li> <li>(h) determines delegations to Committees, subsidiary boards and management and considers transactions in excess of delegated levels;</li> <li>(i) appoints and reviews the</li> </ul> |

| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation  |
|--|-----------------|--|
|  |                 | <p>performance of the Chairman, CEO and COO including overseeing the remuneration, development and succession planning for the Chairman, CEO and COO and management, while overseeing the operation of appropriate human resource management systems including remuneration;</p> <p>(j) assesses its own performance and that of individual Directors;</p> <p>(k) selects and appoints new Directors;</p> <p>(l) considers, approves and endorses major policies of the organisation including a code for ethical behaviour and social responsibility;</p> <p>(m) oversees the implementation of appropriate work health and safety systems; and</p> <p>(n) protects and oversees the enhancement of the reputation of the Company.</p> <p>Management is responsible for implementing the matters delegated to it by the Board of Directors within the framework, risk management criteria and oversight set by the Board of Directors. Management is responsible for reporting to the Board of Directors on performance of its areas of responsibility.</p> |
| <p>1.2 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> | Yes             | <p>In respect of any new Directors, the Company conducts specific checks of candidates prior to their appointment or nomination for election by shareholders.</p> <p>The Chairman and the incumbent Directors assessed each of the Directors appointed during the reporting period, prior to their election or appointment, and they consider that each candidate had appropriate experience that was of value to the Company and had a strong professional reputation in their relevant industry.</p> <p>As a matter of practice, the Company includes in its notices of meeting a brief biography of each Director who stands for election or re-election and whether the Board of Directors (excluding that Director) recommend the election or re-election. The biography sets out the relevant qualifications and professional experience of the nominated Director for consideration by shareholders. This information is also included on the Company's website.</p>  |
| <p>1.3 A listed entity should have a written agreement with each director and</p>  | Yes             | <p>The Company engages or employs its Directors and other senior executives under</p>  |

| ASX Principles and Recommendations   | Comply (Yes/No)                 | Explanation  |
|--|---------------------------------|--|
| senior executive setting out the terms of their appointment.   |                                 | written agreements setting out key terms and otherwise governing their engagement or employment by the Company.  |
| 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.  | Yes                             | <p>The Company Secretary reports directly, and is accountable, to the Board through the Chairman in relation to all governance matters.</p> <p>The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers. The Company Secretary prepares and circulates minutes of board meetings.</p>   |
| <p>1.5 A listed entity 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 measureable 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>(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</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> | <p>Yes</p> <p>Yes</p> <p>No</p> | <p>The Board has adopted a Diversity Policy, which sets out the commitments, key principles and diversity initiatives for the Company. Whilst the Company's vision for diversity incorporates a number of different factors, at a Board and senior management level, gender and cultural diversity have been identified as key areas of focus for the Company.</p> <p>A copy of this policy is available on the Company's website.</p> <p>Although a formal policy has been adopted, the Board did not set measurable objectives for the reporting period.</p> <p>However, generally, at all levels, the Company employs a broad mix of individuals reflecting our philosophy of hiring the best candidate for all positions, at all levels irrespective of gender, age, disability, cultural background, religious beliefs or sexual orientation. The objective of the Company is to embrace the diversity of skills, ideas and experiences of each individual whilst ensuring the company's business objectives are met.</p> |
| 1.6 A listed entity should:<br>(a) have and disclose a process for   | No                              | The Company does not have in place a formal process for evaluation of the Board,   |



| ASX Principles and Recommendations  | Comply (Yes/No) | Explanation   |
|---|-----------------|---|
| responsibilities effectively.   |                 |   |
| 2.2 A listed entity should disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve its membership.   | Yes             | The Board has adopted a Board Skills Matrix, which is available on the Company's website.   |
| 2.3 A listed entity should disclose:<br>(a) the names of the directors considered by the board to be independent directors;<br>(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<br>(c) the length of service of each director. | Yes             | <p>During the reporting period, the Company had two Directors who satisfied the criteria for independence as outlined in Recommendation 2.3.</p> <p>The Board currently comprised the following members:</p> <p><u>Mr David Shein, Non-Executive Chairman</u><br/>Mr Shein has been appointed as a Director on 17 February 2014.</p> <p>The Board considers Mr Shein to be independent as per its guidelines set out in Schedule 1 of the Board Charter.</p> <p><u>Mr Michael Pollak, Non-Executive Director</u><br/>Mr Pollak was appointed as a Director on 17 February 2014.</p> <p>The Board considers Mr Pollak to be independent as per its guidelines set out in Schedule 1 of the Board Charter.</p> <p><u>Mr Joseph Fridman, Non-Executive Director</u><br/>Mr Fridman was appointed as a Director on 17 February 2014.</p> <p>The Board considers Mr Fridman may not be independent as a related party holds a large parcel of securities (more than 5% of issued capital) in the Company as at the date of this statement.</p> <p><u>Mr Joseph D'Addio, Executive Director and CEO</u><br/>Mr D'Addio was appointed as a Director on 29 May 2015.</p> <p>The Board considers Mr D'Addio not to be independent as he is employed in an Executive capacity by the Company.</p> <p><u>Mr Scott McPherson - Executive Director and Solutions Director</u><br/>Mr McPherson was appointed as a Director on 29 May 2015.</p> <p>The Board considers Mr McPherson not to be independent as he is employed in an</p> |

| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation   |
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|  |                 | <p>Executive capacity by the Company.</p> <p><u>Mr Alex White, Non-Executive Director</u><br/>Mr White was appointed as a Director on 1 June 2019.</p> <p>The Board considers Mr White not to be an independent as a related party holds a large parcel of securities (more than 5%) in the Company as at the date of this statement.</p>   |
| <p>2.4 A majority of the board of a listed entity should be independent directors.</p>   | <p>No</p>       | <p>For the reporting period, a majority of the Board was not independent. However, the Company considers that the Board is appropriately structured given the extensive knowledge of each of the directors regarding the Company and its business and their substantial experience and recognition in the Software and Services industry and other industries relevant to the Company's operations. For these reasons, and the stage of the development of the Company, the Company takes the view that it is in the best interests of members that the current Directors, with their extensive background and experience, be Directors of the Board.</p> |
| <p>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.</p>   | <p>Yes</p>      | <p>The roles of Chairman and CEO were exercised by different persons during the reporting period.</p> <p>The Chairman of the Company, Mr David Shein, is an independent director in accordance with the criteria for independence as outlined in ASX Recommendation 2.3.</p>  |
| <p>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 director effectively.</p> | <p>No</p>       | <p>The Company does not currently have a formal induction program for new Directors nor does it have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of the Company's operations, though the Board may adopt such a program in the future as the Company's operations grow and evolve.</p>  |



| ASX Principles and Recommendations  | Comply (Yes/No)                 | Explanation  |
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| <b>3 Act ethically and responsibly</b>  |                                 |  |
| <p>3.1 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>  | Yes                             | <p>The Board has adopted a Code of Conduct, which is available on the Company's website.</p> <p>The Board believes that the success of the Company and its related entities relies on the confidence that clients and the community have in the way the Company conducts its business. Integrity, confidentiality and acting ethically and responsibly are the Company's key principles.</p> <p>Accordingly, the Company has established a Code of Conduct which sets out the standards with which the directors, officers, managers, employees and consultants of the Company are expected to comply in relation to the affairs of the Company's business and when dealing with each other, shareholders and the broader community.</p> <p>The Code of Conduct sets out the Company's policies on various matters, including the following:</p> <ul style="list-style-type: none"> <li>(a) Compliance with regulations;</li> <li>(b) Fair trading and dealing;</li> <li>(c) Conflicts of interest;</li> <li>(d) Improper use or theft of company property, assets and email;</li> <li>(e) Privacy;</li> <li>(f) Employment practices; and</li> <li>(g) Public Communications and Disclosures.</li> </ul> <p>In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.</p> |
| <b>4 Safeguard integrity in corporate reporting</b>   |                                 |  |
| <p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the</p> | <p>No</p> <p>Yes</p> <p>Yes</p> | <p>The Company has a separately constituted Audit and Risk Committee pursuant to a Charter that was adopted in June 2015. A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>The committee has three members and is chaired by a Non-Executive Director who is an independent Director.</p> <p>The members of the committee are as follows:</p>  |

| ASX Principles and Recommendations   | Comply (Yes/No)                        | Explanation  |
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| <p>committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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 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>Yes</p><br><p>Yes</p><br><p>N/A</p> | <p>(a) Michael Pollak (Chair)</p> <p>(b) Joseph Fridman</p> <p>(c) Joseph D'Addio</p> <p>The qualifications of each of the committee members is set out in the Company's 2020 Annual Report.</p> <p>The committee met twice in the reporting period, on 27 August 2019 and 25 February 2020. The individual attendances of the members at each of the committee meetings is set out in the Company's 2020 Annual Report.</p> |
| <p>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.</p>                               | <p>Yes</p>                             | <p>As a matter of practice, the Company obtains declarations from its CEO and CFO before its financial statements are approved substantially in the form referred to in ASX Recommendation 4.2.</p>  |
| <p>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.</p>   | <p>Yes</p>                             | <p>It is the Company's practice to request its external auditor to attend each annual general meeting of the Company and be available to answer questions from shareholders in relation to the conduct of the audit and the preparation and content of the auditor's report.</p>   |
| <p><b>5 Make timely and balanced disclosure</b></p>  |  |  |
| <p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure requirements under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>   | <p>Yes</p>                             | <p>The Board has adopted a Continuous Disclosure Policy, which is available on the Company's website.</p>  |
| <p><b>6 Respect the rights of security holders</b></p>   |  |  |

| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation   |
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| 6.1 A listed entity should provide information about itself and its governance to investors via its website.   | Yes             | Information on the Company's corporate governance, including copies of its various corporate governance policies and charters, is available on the Company's website <a href="http://www.MOQ.com.au">www.MOQ.com.au</a> .   |
| 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.                                  | No              | <p>The Company does not comply with Recommendation 6.2 as it has not developed a formal investor relations program, relying instead on the traditional lines of communication with shareholders.</p> <p>The Board will continue to monitor the demand for such a program from the Company's shareholders.</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.                    | Yes             | <p>The Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places to encourage shareholder participation.</p> <p>In preparing for general meetings of the Company, the Company drafts the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information is presented clearly and concisely so that it is easy to understand and not ambiguous.</p> <p>The Company uses general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting.</p> <p>Mechanisms for encouraging and facilitating shareholder participation will be reviewed regularly to encourage the highest level of shareholder participation.</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 registry electronically. | Yes             | <p>The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.</p> <p>The Company has, as a matter of practice, provided new shareholders with the option to receive communications from the Company electronically and the Company encourages them to do so. Existing shareholders are also encouraged to request communications electronically.</p>   |

| ASX Recommendations   | Principles and | Comply (Yes/No) | Explanation   |
|---|----------------|-----------------|---|
| <b>7 Recognise and manage risk</b>  |                |                 |   |
| 7.1 The board of a listed entity should:  |                |                 |   |
| (a) have a committee or committees to oversee risk, each of which:  |                | No              | The Company has a separately constituted Audit and Risk Committee pursuant to a Charter that was adopted in June 2015. A copy of the Audit and Risk Committee Charter is available on the Company's website.  |
| (1) has at least three members, a majority of whom are independent directors and;   |                | Yes             | The committee has three members and is chaired by a Non-Executive Director who is an independent Director.  |
| (2) is chaired by an independent director, and disclose:  |                | Yes             | The members of the committee are as follows:  |
| (3) the charter of the committee;   |                | Yes             | (a) Michael Pollak (Chair)  |
| (4) the members of the committee; and   |                | Yes             | (b) Joseph Fridman  |
| (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           |                | N/A             | (c) Joseph D'Addio  |
| (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 qualifications of each of the committee members is set out in the Company's 2020 Annual Report.   |
|   |                |                 | The committee met twice in the reporting period, on 27 August 2019 and 25 February 2020. The individual attendances of the members at each of the committee meetings is set out in the Company's 2020 Annual Report.  |
| 7.2 The board or a committee of the board should:   |                | No              | The Board and the Audit and Risk Committee have responsibility for the monitoring of risk management, however neither are required to prepare a formal report regarding the material risks and whether those risks are managed effectively.   |
| (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and  |                |                 | The Board considers that the Company is currently effectively reviewing its risks within an appropriate risk management framework and communicating its significant and material risks to the Board and its affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing risk in the Company. |
| (b) disclose, in relation to each reporting period, whether such a review has taken place.  |                |                 |   |
| 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  |                | No              | The Company does not currently have an internal audit function. This function is undertaken by relevant staff under the direction of the CFO and CEO.   |
| (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually   |                | Yes             | The Company has adopted internal control procedures which include the following:  |
|   |                |                 | (a) identification of key risks;  |

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| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation  |
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| <p>improving the effectiveness of its risk management and internal control processes.</p>  |                 | <p>(b) managing activities within budgets and operational and strategic plans;</p> <p>(c) monthly financial reporting against budget;</p> <p>(d) regular visits to the Company's interstate offices to review the Company's decentralised operations;</p> <p>(e) appraisal procedures and due diligence requirements for potential acquisitions or divestments; and</p> <p>(f) reliance on auditor reviews and senior management declarations.</p> <p>The CEO is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.</p> <p>The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.</p> <p>As the Company's operations grow and evolve, the Board will reconsider the appropriateness of adopting an internal audit function.</p> |
| <p>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.</p>   | Yes             | <p>The Company's primary operation of the provision of information technology services does not expose it to any particular economic, environmental or social sustainability risks not faced by all other participants in an open economy.</p>   |
| <p><b>8 Remunerate fairly and responsibly</b></p>  |                 |  |
| <p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) 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</li> </ol> | No              | <p>Although the Company adopted a Remuneration and Nomination Committee Charter in June 2015, no formal remuneration committee for the review of remuneration in the reporting period was implemented by the Board.</p> <p>In the reporting period, the Board considered the matters and issues that would otherwise be addressed by a formal committee.</p> <p>The maximum aggregate remuneration payable to Non-Executive Directors is presently set at \$500,000.</p> <p>The Company sets out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within the Company's 2020 Annual Report. The Board determines all compensation arrangements for Directors. It</p>  |
|  | Yes             |  |

| ASX Principles and Recommendations   | Comply (Yes/No) | Explanation   |
|--|-----------------|---|
| <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>is also responsible for setting performance criteria, performance monitors, share option schemes, incentive performance schemes, superannuation entitlements, retirement and termination entitlements and professional indemnity and liability insurance cover.</p> <p>The Board regularly reviews its practices and may appoint a formal committee in the upcoming financial year pursuant to the Remuneration and Nomination Committee Charter that has been adopted.</p>  |
| <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.</p>  | Yes             | <p>The Company's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other senior executives is set out in the Remuneration Report contained in the Company's Annual Report for each financial year.</p>   |
| <p>8.3 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> | No              | <p>The Company currently does not have an equity-based remuneration scheme in place (other than the company's option scheme).</p> <p>The Company has a Securities Trading Policy which sets out the circumstances in which the Company's directors, executives, employees, contractors, consultants and advisors are prohibited from (or require prior approval for) dealing in the Company's securities (and "dealing" includes entering into transactions which limit the economic risk of a person's holdings in the Company).</p> <p>The Securities Trading Policy is available on the Company's website.</p> |