



**ONEMARKET LIMITED (“ONEMARKET”)
CORPORATE GOVERNANCE STATEMENT**

Approved by the Board on 31 May 2019

Corporate Governance

The OneMarket Board (“**OneMarket Board**” or the “**Board**”) strongly supports the principles of good corporate governance and is committed to maintaining the highest standards of business behaviour and accountability within OneMarket.

This report outlines OneMarket’s main corporate governance practices and policies during the period from 1 January 2018 to 31 March 2019 (the “**Financial Year**”) and the extent of compliance with those practices and policies as at the end of that period. Reporting is by reference to the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd edition) (the “**ASX Principles**”).

Corporate governance documentation, including Board and Committee charters and relevant corporate governance policies and codes, can be found on the corporate governance section of OneMarket’s website at <https://www.onemarketnetwork.com/investor-relations/corporate-governance>.

As at 31 March 2019, OneMarket’s corporate governance framework was consistent with the ASX Principles other than:

- the Board currently does not have a majority of independent directors
- the Chairman of the Board is not an independent director
- the Board did not set measurable objectives for achieving gender diversity for the Financial Year.

1. OneMarket Board

1.1. Composition and size

The OneMarket Directors will determine the size of the OneMarket Board from time to time, subject to OneMarket’s constitution and applicable law, including the rules concerning board limits under the Corporations Act. The OneMarket Constitution provides that there can be no less than three OneMarket Directors. The number of OneMarket Directors and the composition of the OneMarket Board must at all times be appropriate to OneMarket to achieve efficient decision making and adequately discharge its responsibilities and duties.

As at the date of this statement, the Board comprised the following Directors:

Name	Position Held	Independent (Y/N)	Appointment date
Steven Lowy AM	Non-Executive Chairman	N	5 December 2017
Joseph Polverari	Executive Director and CEO	N	30 January 2019
Don Kingsborough	Non-Executive Director	N	23 May 2018



Ilana Atlas	Non-Executive Director	Y	23 May 2018
Mark Johnson AO	Non- Executive Director	Y	23 May 2018
Brian Long	Non-Executive Director	Y	7 June 2018

As a result of Mr Kingsborough stepping down from the Chief Executive Officer role for health reasons and Mr Polverari’s appointment as an executive director in January 2019 the OneMarket Board currently does not consist of a majority of independent non-executive directors as required by the Board’s Charter. The Board intends to address this in due course.

OneMarket notes the recommendation in the ASX Principles that listed companies should have an independent director as Chairman. Mr Lowy was previously an executive Director and Co-Chief Executive Officer of Westfield Corporation Limited and the Lowy family are substantial shareholders of OneMarket. Having regard to these considerations, Mr Lowy will not be considered to be an independent director.

Given Mr Steven Lowy’s extensive experience and knowledge of the global retail business, the OneMarket Board considers it is in the best interests of OneMarket Shareholders that Mr Lowy be the Chairman of OneMarket, notwithstanding that he is not an independent director.

Mr Joseph Polverari is the Chief Executive Officer of OneMarket and is not considered to be an independent director. Mr Donald Kingsborough is the former Chief Executive Officer of OneMarket and is not considered to be an independent director. Each of the other non-executive directors of OneMarket (Mssrs Ilana Atlas, Mark Johnson and Brian Long) are considered to be an independent director.

The notice of meeting and explanatory memorandum for OneMarket’s 2019 Annual General Meeting will contain the relevant information in respect of all candidates for re-election as a Director.

1.2. Board Skills Matrix

The Board of OneMarket considers that a diversity of skills, backgrounds, knowledge, experience and gender is required in order to effectively govern the business. The Board and the Nomination and Remuneration Committee work together to ensure that the Board continues to have the appropriate balance of skills, experience, independence and depth of working knowledge of the Group’s business necessary to properly and effectively discharge its responsibilities.

The following table sets out the mixture of skills and experience the Board considers necessary or desirable and the extent to which they are represented on the current Board and its Committees.

Skills and Experience	Number of Directors (out of 6)
Leadership – organisational, including senior executive leadership experience	6
Strategy – experience in developing and implementing strategic business plans	6



Financial acumen – senior experience in finance, including in financial accounting and reporting	5
Technology – experience in the Information Technology and/or digital industries	5
Retail and consumer marketing – experience in retail (including physical and digital) and in customer service and management strategies	4
Capital management – experience in capital management strategies, corporate finance, capital markets and funds management	5
Governance – experience with governance in the listed sector	6
Human resources – experience in people management and human resources policy	6
Innovation – experience in transforming business models and processes including in relation to technology and digital platforms	3

1.3. Roles and responsibilities

The OneMarket Board has overall responsibility for overseeing the effective management and control of OneMarket on behalf of OneMarket Shareholders, and supervising executive management’s conduct of OneMarket’s affairs within a control and authority framework which is designed to enable risk to be prudently and effectively assessed and monitored.

The OneMarket Board has delegated day to day management of the business and affairs of OneMarket to executive management. However, there are certain matters which are reserved for the collective decision of the OneMarket Board. The principle underlying this approach is the need to ensure that appropriate matters can be dealt with effectively under delegated authority, while ensuring good corporate governance by retaining OneMarket Board’s control over significant decisions.

These matters include, among others:

- OneMarket’s overall strategy and direction
- appointments to, and removals from, the OneMarket Board
- appointments of, and if necessary replacing, the Chief Executive Officer and other senior executives, and monitoring their performance and implementation of OneMarket’s strategic objectives
- executive compensation and remuneration
- approval and adoption of OneMarket’s policies and any changes to those policies
- the financial controls, compliance and internal control and risk management of OneMarket
- changes to OneMarket’s corporate or capital structure
- dividend policy and the details for the payment of dividends
- disclosure obligations



The OneMarket Board has adopted a strategic, consistent and structured risk management approach in order to achieve an appropriate balance between realising opportunities for gains and minimising losses. The objectives of the Risk Management Policy are to:

- ensure that OneMarket makes informed decisions with respect to the activities that it undertakes by appropriately considering both risks and opportunities
- incorporate effective risk management as part of OneMarket's strategic planning process
- outline roles and responsibilities of the OneMarket Board, the Audit and Risk Committee, management, Chief Risk Officer and individual staff in relation to risk management develop and confirm a risk management framework

The OneMarket Board has adopted various corporate governance policies, each of which has been prepared having regard to the ASX Principles. OneMarket's policies and corporate governance practices will continue to be reviewed regularly and will continue to be developed and refined to meet the needs of OneMarket and best practice.

The OneMarket Board also delegates some of its functions to its committees, although overall responsibility for those functions will remain with the OneMarket Board.

1.4. OneMarket Board committees

To assist in carrying out its responsibilities, the OneMarket Board has an Audit and Risk Committee and a Nomination and Remuneration Committee.

OneMarket Board committee membership is restricted to non-executive OneMarket Directors. Each board committee has a committee charter which sets out the roles, responsibility, composition and processes of each committee.

1.4.1. Audit and Risk Committee

The Audit and Risk Committee is responsible for monitoring, reviewing, and making recommendation and reporting to the OneMarket Board on corporate reporting matters, internal and external audit functions, risk management and related party transactions. A copy of the Audit and Risk Committee charter can be found in the corporate governance section of OneMarket's website.

The Audit and Risk Committee is responsible for making recommendations to the OneMarket Board in relation to the appointment of the external auditors, the approval of their remuneration and the terms of their engagement.

In addition, the Audit and Risk Committee is responsible for overseeing the executive management on the design and implementation of an appropriate and effective risk management framework. The Audit and Risk Committee reviews that framework at least once every year and oversees the preparation of summaries and of recommendations to the OneMarket Board for the Directors' Report and the Corporate Governance Statement. The Audit and Risk Committee undertook such a review during the Financial Year.

As required by the Audit and Risk Committee Charter, the committee oversees the adequacy of OneMarket's corporation reporting processes. The Chief Executive Officer and the Chief Financial Officer



are required to confirm in writing to the Board, at the time the financial statements of OneMarket are being considered for approval by the Board, that in their opinion:

- the financial records of OneMarket have been properly maintained
- the financial statements comply with the appropriate accounting standards
- the financial statements present a true and fair view of the financial position and performance of OneMarket

and that the opinion has been formed on the basis of a sound system of risk management and internal control which has been developed and confirmed to be operating effectively.

The internal audit function is overseen by the Audit and Risk Committee. During the Financial Year, OneMarket engaged Deloitte to develop and perform the internal audit function. Representatives of Deloitte regularly participate in Audit and Risk Committee meetings and have a direct line of communication to the Chairman of the Committee.

OneMarket is in the business of providing retail technology platforms and services, and it does not believe it has any material exposure to environmental or social sustainability risks. OneMarket is exposed to certain economic risks inherent to its business, such as loss of business or market uncertainty. However, the Board does not consider that it has any specific material economic risks that are unusual given the nature of its business. OneMarket has a risk management framework in place to identify, protect against, detect, respond to and recover from risks.

Mr Long is the chairman of the Audit and Risk Committee. Ms Atlas and Mr Johnson are the other members of the Audit and Risk Committee. The qualifications and experience of the members of the Audit and Risk Committee can be found on OneMarket's website at <https://www.onemarketnetwork.com/investor-relations/board>. The Committee met five times during the Financial Year. The full Committee was in attendance at all five meetings.

1.4.2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for assisting and advising the OneMarket Board in relation to the nomination of OneMarket Directors and senior executives, the development and implementation of a process for evaluating the performance of the OneMarket Board and its committees, evaluating the performance of OneMarket Directors and all key management personnel, remuneration arrangements and incentive plans, and preparation of the annual remuneration report. A copy of the Nomination and Remuneration Committee charter can be found in the corporate governance section of OneMarket's website.

All directors and senior executives have an appointment agreement or employment contract setting out the terms of their appointment or employment. The Nomination and Remuneration Committee oversees the process for evaluating the performance of the directors and senior executives as against the terms of their appointment or employment contracts and any applicable incentive plans.

OneMarket has a process for periodically evaluating the performance of the Board, its committees, individual directors and senior executives in place, which include performance surveys, performance discussion meetings, and, in the case of senior executives, assessment against their performance criteria.



As OneMarket was only demerged from Westfield Corporation Limited and became a stand-alone company in June 2018, such performance evaluation was not undertaken during the Financial Year. The Board intends to commence the performance evaluation process for the past Financial Year soon.

The Nomination and Remuneration Committee is also responsible for formulating the Board Skills Matrix, at least annually, reviewing the performance of the Board, and overseeing the implementation of OneMarket's Diversity Policy. Recommendations regarding future appointment of additional Directors are made by the Nomination and Remuneration Committee and considered by the Board having regard to the Board Skills Matrix and the strategic direction of OneMarket. Appropriate checks are undertaken before a new candidate is recommended to the Board for appointment. These include checks as to the person's experience, educational qualifications, character, criminal record and bankruptcy history.

Once a Director is appointed, the Director is provided with an induction program as well as additional professional development opportunities to develop and maintain their skills and knowledge needed to perform their role as a Director effectively.

OneMarket's remuneration objectives and policies regarding the remuneration of its Directors and other senior executives are set out in its Remuneration Report, as well as details of all Directors and executive Key Management Personnel's remuneration.

OneMarket has adopted a Trading Policy which provides a summary on the legal prohibitions on insider trading in Australia and details OneMarket's policy and rules for trading in its securities (which includes OneMarket Shares). Insider trading laws apply to everyone and OneMarket's additional restrictions apply to all OneMarket Directors, officers, other key management personnel, any other person designated by the OneMarket Board / and their associates ("**Designated Persons**"). A copy of the Trading Policy can be found in the corporate governance section of OneMarket's website.

Pursuant to the Trading Policy, all Designated Persons (which include participants of equity-based remuneration scheme) are prohibited from margin lending, short term or speculative trading, short selling or hedging (whether through the use of derivatives or otherwise).

Mr Johnson is the chairman of the Nomination and Remuneration Committee. Ms Atlas and Mr Long are the other members of the Nomination and Remuneration Committee. The Committee met three times during the financial year. The full Committee was in attendance at all three meetings.

1.5. Company Secretary

The Company Secretaries are appointed and removed by the Board. The Company Secretaries assist the Chairman, the Board and the Board Committees to perform their roles and to ensure that all governance related issues are properly addressed. The Company secretaries are accountable directly to the board through the Chairman, on all matters to do with the proper functioning of the Board.

2. Code of Conduct

OneMarket is committed to and strives to act honestly and with integrity in all its dealings and to act ethically and responsibly. Accordingly, OneMarket has adopted a Code of Conduct which provides the values, commitments, ethical standards and policies of OneMarket and outlines the standard of conduct expected of OneMarket's business and people.



The Code of Conduct applies to all OneMarket Directors, officers, employees, contractors, consultants, other persons that act on behalf of OneMarket and associates of OneMarket. A copy of the Code of Conduct can be found in the corporate governance section of OneMarket's website.

3. Disclosure and Communication Policy

OneMarket is committed to the objective of promoting investor confidence and the rights of investors by taking steps within its power to ensure that trading in OneMarket Shares occurs in an efficient and well-informed market.

OneMarket has adopted a Disclosure and Communication Policy to:

- reinforce OneMarket's commitment to the continuous disclosure obligations imposed by law
- establish a Disclosure Committee comprised of OneMarket's Chief Executive Officer, General Counsel, Chief Financial Officer, and Company Secretary¹
- describe the internal procedures OneMarket implements to ensure compliance
- outline OneMarket's corporate governance standards and related processes and ensure that investors have equal and timely access to material information concerning OneMarket
- outline OneMarket's commitment to communicating effectively with OneMarket Shareholders and to make it easy for them to participate in general meetings

A copy of the Disclosure and Communication Policy can be found in the corporate governance section of OneMarket's website. OneMarket has also adopted Disclosure and Materiality Guidelines to assist employees and officers of OneMarket to understand and comply with OneMarket's Disclosure and Communication Policy and OneMarket's disclosure obligations imposed by law.

OneMarket has developed a program on investor engagement for engaging with shareholders and the broader investment community. OneMarket uses its website to provide investors with information about itself and its governance. The website includes a separate part for information for investors, with its key governance policies and the processes it has in place disclosed in full. OneMarket also posts on its website relevant announcements made to the market, after they have been given to ASX and following confirmation of release to the market by ASX.

OneMarket's website provides contact information for its share registry and provides an email address that investors can use to make inquiries. Additionally, the website provides a link for investors to join OneMarket's investor relations mailing list.

OneMarket will hold its first AGM in 2019. The AGM represents a key opportunity for shareholders to meet the Board and ask questions. The auditor of OneMarket, Ernst and Young, will attend the AGM and be available to answer questions relevant to the audit.

¹ The roles of the General Counsel and the Chief Financial Officer are currently filled by a single executive, Mr Todd Suko, who has the title of Chief Financial and Legal Officer.



4. Anti-Bribery & Corruption Policy

OneMarket has adopted an Anti-Bribery & Corruption Policy to reinforce its strict prohibition to the offer, provision, solicitation or acceptance of bribes, and to set out OneMarket's standards and guidelines in connection with anti-bribery and corruption. A copy of the Anti-Bribery & Corruption Policy can be found in the corporate governance section of OneMarket's website.

5. Whistleblower Policy

OneMarket has adopted a Whistleblower Policy which promotes and reinforces OneMarket's culture of honest and ethical behaviour by providing a mechanism which encourages concerns to be raised about misconduct, malpractice, irregularities or any other behaviour which is dishonest, corrupt, illegal or inconsistent with any of OneMarket's value or policies, without the person raising the concern being subject to victimisation, harassment or discriminatory treatment. A copy of the Whistleblower Policy can be found on the corporate governance section of OneMarket's website.

6. Diversity Policy

OneMarket's Diversity Policy reflects the commitment of the OneMarket Board to create and ensure a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of OneMarket. A copy of the Diversity Policy can be found on the corporate governance section of OneMarket's website.

OneMarket has delegated to the Nomination and Remuneration Committee oversight of the implementation of the Diversity Policy. Pursuant to the Diversity Policy, the Nomination and Remuneration Committee will, in consultation with the human resources team, propose measurable diversity objectives to the Board to achieve gender diversity, and such objectives will be reviewed and approved by the Board.

As OneMarket was only demerged from Westfield Corporation Limited and became a stand-alone company in June 2018, the Board has not set measurable objectives to achieve gender diversity as at the date of this statement, but intends to address this in due course.