

Corporate Governance Statement 2020

Corporate Governance Principles and Recommendations (3rd edition)

This Corporate Governance Statement for the year ended 30 June 2020 should be read in conjunction with Appendix 4G lodged with ASX on 28 August 2020, and included on the Company's website.

Change in the Company's operations during the year

Prior to the sale of the Company's Hospitality business on 3 December 2019 (and as referenced in the Directors' Report) there was adherence to the Recommendations, unless otherwise stated below. On 3 December 2019, being the sale date of the Hospitality business (including all employees), the Company's continuing operation was the GoGetta business and a corporate office comprising three directors, a part time Company Secretary with the accounting and contract administration function being provided by the purchaser of the Hospitality business under a transitional arrangement. Periodic accounting services being supplemented by an external accounting firm. In May 2020, SIV Capital appointed a full-time General Manager to oversee the GoGetta operations, principally to manage the business rundown and the remediation programme (as referenced in the Chairman's statement in the Company's FY20 annual report).

Adherence to Recommendations post the sale of Hospitality business

Notwithstanding the significant changes referenced above, the Board remained mindful of its obligations to maintain an environment whereby the ASX Corporate Governance Council's Guidelines were recognized, where practical, and departures are noted below.

Corporate Governance Principles and Recommendations (4th edition)

The Company has adopted the Principles and Recommendations included in the Corporate Governance Councils Principles and Recommendations with effect from 1 July 2020 and which is available on the Company's website at www.sivcapital.com.au

The information below provides commentary on the application of the Corporate Governance Charter.

Board of directors and their role

Refer to the Corporate Governance Charter section 2, dated 18 June 2014, for information.

Delegated authority

The Constitution and the Board Charter enable the Board to delegate their responsibilities to Committees and management.

The roles and responsibilities delegated to Board Committees are captured in the Charters of each established committee which includes the Audit & Risk Management Committee, Remuneration Committee and Finance Committee and a summary of their activities is included in this report.

The Board Charter also provides for the Board to delegate to the Chief Executive Officer (, who is responsible for the day to day management of the business and the following:

- strategy – implementing corporate strategies and making recommendations on significant strategic initiatives;
- senior management selection – the appointment of senior management, determining their terms of appointment, evaluating performance and maintaining succession plans for senior management roles;
- financial performance – developing the annual budget and managing day to day operations within the budget;
- risk management – maintaining effective risk management frameworks;
- continuous disclosure – keeping the Board fully informed about material developments to enable the Company to keep the market informed; and
- corporate and social responsibility – including compliance with social, ethical and environmental practices.

Written agreement with directors

The Company has written agreements with each director and senior executive setting out the terms of their appointment.

Company Secretary

The Company Secretary has a direct reporting line to the chair of the board.

Corporate Governance Statement 2020

Diversity

Until the completion date of the sale of the Hospitality business (3 December 2019), the Board was committed to having an appropriate blend of diversity in all levels of the organisation including for its Key Management Personnel. Since this date the Company and its operations are in transition but the Board remains mindful of its obligations to maintain an environment whereby the ASX Corporate Governance Council's Guidelines are recognized, where practical.

Since the sale date, it is not meaningful to measure diversity objectives while in a transitional phase. In respect of directors and employees:

- the board comprised three male directors;
- employees comprised one male.

Board meetings and Directors' fees

Meetings are normally held monthly but will number not less than ten in any year, with meeting papers being circulated prior to the meeting. Minutes of meetings are circulated within ten days of the Board meeting. The Company's Non-Executive Directors only receive fees for their services and the reimbursement of reasonable expenses. The fees are competitively set to attract and retain appropriately qualified and experienced directors. The directors' fees available to Non-Executive Directors were approved by shareholders at a maximum of \$455,000 per annum in the aggregate on the 3 November 2016.

Code of conduct and principles for doing business

The Board encourages the highest standards of ethical conduct by all Directors and employees of the Group and has adopted a Code of Ethics that sets out the principles and standards with which all Group officers and employees are expected to comply in the performance of their respective functions and which include:

- comply with the law;
- act honestly and with integrity;
- reduce the opportunity for situations to arise which result in divided loyalties or conflicts of interest;
- ensure there is responsibility and accountability for individuals for reporting and investigating reports of unethical practices;
- use SIV Capital's assets responsibly and in the best interests of shareholders; and
- be responsible and accountable for their actions.

Independence

The Board assesses the independence of Directors on appointment and at least annually. Each Director provides a regular attestation of their interests and independence. Directors are considered independent if they are independent of management and free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgment.

SIV Capital has not established a nominations committee but the full Board deals with nomination matters in accordance with the Nomination's Committee Charter included in the Corporate Governance Charter dated 18 June 2014.

For the period from 1 July to 18 November 2019, Allan English held the position of Chairman, a position that did not comply with the Principles and Recommendations due to his shareholding interests resulting in him not being an independent director. The Company, to mitigate against this non-compliance, had processes in place to manage any potential conflicts and in this regard an Independent Board Committee managed the Company's process in leading up to the announcement of the Scheme of Arrangement in July 2019, and during the period following up until the completion date of the sale of the Hospitality business on 3 December 2019.

Skills and independence

The Board ensures, in the selection and appointment of proposed Board members, that a diverse range of candidates is considered and may involve professional intermediaries to identify and/or assess candidates.

Together, the Board members have a broad range of relevant financial and other skills and knowledge combined with the extensive experience necessary to guide SIV Capital's business. Details of their skills and knowledge are set out in section 1 of this report.

Induction / Education

On appointment, Directors are offered an induction program appropriate to their experience to familiarise them with the business, strategy and any current issues before the Board. The Company also promotes continuing education.

Corporate Governance Statement 2020

Finance Committee

The members of the Company's Finance Committee were Sophie Mitchell, Andrew Kemp, Bede King and Patrick Tapper.

For the period under review to 3 December 2019, the Finance Committee also facilitated the functions of the Independent Board Committee (IBC) which was formed in December 2018 for the sole purpose of managing all aspects of co-ordinating and managing the functions associated with the Capital Management Plan.

Refer to the Corporate Governance Charter dated 18 June 2014 for more information.

Non-Executive Directors

Total remuneration for Non-Executive Directors is set at a maximum of \$455,000 in the aggregate with such amount being approved at the Annual General Meeting held on 3 November 2016.

Following the advice to shareholders at the Annual General Meeting held on 29th November 2018, the Directors agreed to a 50% reduction in their Board fees for 12 months commencing December 2018. Further, with effect from the 3 December 2019, the remaining directors agreed that for the next 12 months Directors' fees for each Board member would total \$20,000 per annum.

Directors' fees cover all Board activities including attendance at committee meetings of the Board.

Audit and risk management committee

The Audit and Risk Management Committee ("ARM Committee"), has an advisory role to assist the Board.

The purpose of the ARM Committee is to advise on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the Company. The ARM Committee operates with the primary objective to assist the Board of Directors in fulfilling the Board's responsibilities relating to the accounting, reporting and financial risk management practices of the Company.

The specific recommendation issued by the ASX Corporate Governance Council specifies that an ARM Committee comprise at least three Directors, all of whom are Non-Executive Directors, and a majority of whom are independent.

Prior to 18 November 2019, the Company complied with the Principle. Subsequent to this date, Andrew Kemp assuming the role of Chairman of the Board as well as being Chairman of the Committee. Also from 3 December 2020, the Board comprised three members.

Refer to the Corporate Governance Charter dated 18 June 2014 for more information.

Attendance at annual general meeting by auditor

The Company's external auditor receives notice of meeting to attend the annual general meeting and to be available to answer questions from security holders relevant to the audit.

Communication with shareholders

SIV Capital Limited has in place procedures to ensure a level of disclosure that provides all investors with equal, timely, balanced and meaningful information. The Company Secretary is accountable for the compliance with ASX Listing Rules and the Chief Executive Officer and Chief Financial Officer are responsible for monitoring the Company's activities in light of its continuous disclosure policy and where necessary discussing disclosure obligations with the Company Secretary and the Board.

The Group encourages communication with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Group.

Mechanisms (particularly digitally driven forums) are employed to ensure open and timely communications and include financial reports, financial results presentations as presented at the Company's Annual General Meeting,

- shareholder access to all communications through SIV Capital's website, and utilising Boardroom Pty Limited, the Group's share registry service provider, with an online portal.

Shareholders are encouraged to attend and actively participate in SIV Capital's Annual General Meeting, and at the time of receipt of the Notice of Meeting, shareholders are invited to put forward questions that they would like

Corporate Governance Statement 2020

addressed at that meeting.

Recognise and manage risk

The Company's risk management framework was tabled for review on 25 September 2019.

Refer to page 13 of the annual report for the year ended 30 June 2020 for information relating to risk management.

Further information relating to disclosure of material risks is provided in the annual report for the year ended 30 June 2020.

Internal audit

Until the completion date of the sale of the Hospitality business (3 December 2019), the Company had an internal audit function. Post this date, the Company does not have an internal audit function. It does however, employ processes for evaluating and continually improving the effectiveness of its risk management and internal control processes through oversight by the Audit & Risk Committee.

Trading in SIV Capital Shares

Under the Company's Securities Trading Policy all employees (including Directors) may only buy and sell shares in SIV Capital Limited in accordance with the Policy which specifically states that group employees are prohibited from buying and selling shares in the Company at any time if they are aware of any price sensitive information that has not been made public and during periods when a trading blackout applies.

Shareholders are encouraged to attend and actively participate in SIV Capital's Annual General Meeting, and at the time of receipt of the Notice of Meeting, shareholders are invited to put forward questions that they would like addressed at that meeting.

Remuneration Committee

On behalf of the Board, the Remuneration Committee (Committee) oversees the remuneration of Non-Executive Directors and key management personnel. The Committee has no authority independent of the function delegated to it by the Board and is to report its findings and recommendations to the Board.

The Charter states that the Committee is to comprise at least three Non-Executive Directors. In the period under review until 3 December 2019, the Committee members were Bede King, Andrew Kemp, Patrick Tapper and Sophie Mitchell. With effect from 3 December 2019, the functions of Board Committees were assumed by the full Board.

The Charter provides that the Chief Executive Officer attends all Committee meetings except at times where his own arrangements are considered. In addition to matters dealing with remuneration, the Committee has a broader role including oversight of diversity objectives and succession planning.