

Unless disclosed below, all the best practice recommendations of the ASX Corporate Governance Council have been applied by Spring FG Limited ABN 87 169 037 058 (**Company**).

Where reported that the Company has not complied with the ASX Corporate Governance Council Principles and Recommendations, these were not followed and alternative practices were adopted.

This Corporate Governance Statement is dated 27 September 2018 and was approved on 27 September 2018 by the Company's Directors.

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 1

Lay solid foundations for management and oversight. A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
Recommendation 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.	Complies	<p>The Company's Board Policy sets out the specific responsibilities of the Board and management. The Board is responsible for the overall operation, strategic direction, leadership and integrity of the Company and in particular, is responsible for the Company's growth and profitability.</p> <p>The role of management is to implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.</p> <p>The Company's Board Policy is incorporated into the Company's Corporate Governance Charter (Charter) publicly available on its website (www.springfg.com).</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 1.2:</p> <p>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>	Complies	<p>The Company's Board Policy requires the entity to undertake background checks and to provide security holders with all relevant information when appointing a new director to the Board.</p> <p>The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable
<p>Recommendation 1.3:</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>The Company's Board Policy requires there to be a letter of appointment that will form the basis of the written agreement between the Company and the director.</p> <p>The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable
<p>Recommendation 1.4:</p> <p>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.</p>	Complies	<p>The Company's Board Policy states that the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> <p>The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 1.5:</p> <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>	Complies	<p>The Company has adopted a Diversity Policy. The Diversity Policy provides a framework for the Company to achieve, among other things, a diverse and skilled workforce, a workplace culture characterized by inclusive practices and behaviours for the benefit of all staff and equity and respect for all aspects of diversity.</p> <p>Gender diversity objectives and progress were not assessed during the financial year ended 30 June 2018.</p> <p>The Board is responsible for and will develop measurable objectives for achieving gender diversity (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed in the Diversity Policy.</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p><i>Recommendation 1.5 cont.</i></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>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>	Complies / will comply	<p>The Company's Diversity Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p> <p>The Company has no women on its Board and three women in senior executive positions¹. The Company's proportions of men and women employed are respectively 60% and 40%.</p> <p>The Company is not a "relevant employer"² under the <i>Workplace Gender Equality Act 2012 (Cth)</i>.</p>	Not applicable

¹ A senior executive position is defined as a position reporting directly to the Managing Director.

² *relevant employer* means:

(a) a registered higher education provider that is an employer; or

(b) a natural person, or a body or association (whether incorporated or not), being the employer of 100 or more employees in Australia; but does not include the Commonwealth, a State, a Territory or an authority.

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 1.6:</p> <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>	Complies	<p>(a) The Company's Board Policy requires the Board to be responsible for the evaluation of its performance and its individual directors and executives. This internal review is to be conducted on an annual basis and if deemed necessary, the internal review will be facilitated by an independent third party. To determine whether it is functioning effectively, the Board will review the Company's Board Policy on an annual basis and perform an evaluation of the Board's and management's performance at intervals considered appropriate.</p> <p>(b) The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p> <p>(c) A performance evaluation was not undertaken during the financial year ended 30 June 2018.</p>	Not applicable
<p>Recommendation 1.7:</p> <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>	Complies	Refer Recommendation 1.6 above.	Not applicable

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PRINCIPLE 2

Structure the board to add value. A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 2.1: The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul 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, <p>and disclose:</p> <ul 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>	Complies	<p>Due to the size and nature of the Company the Board has combined a remuneration and nomination committee. It has three members (currently, Keith Cullen, Guy Hedley and Jeff Zulman) the majority of whom are independent. It is chaired by an independent director (Guy Hedley).</p> <p>The Board will prepare a charter for the committee if necessary.</p> <p>The number of meetings and attendees during the financial year ended 30 June 2018 are reported in the Company's FY2018 Financial Statements.</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 2.2:</p> <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>	Complies	The Company's FY2018 Financial Statements disclose the skills and diversity of the Company's Board members.	Not applicable
<p>Recommendation 2.3:</p> <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>	Complies	<p>The Board consists of four Directors (Messrs Hedley – appointed 10 April 2014, Cullen – appointed 10 April 2014; Kelesis – appointed 10 April 2014; and Zulman – appointed 20 November 2014), and two Directors are executives (Messrs Cullen and Kelesis).</p> <p>The Board considers Messrs Hedley and Zulman to be independent.</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 2.4:</p> <p>A majority of the board of a listed entity should be independent directors.</p>	Does not comply	<p>The Company does not comply with ASX Recommendation 2.4, as the majority of the Board are not independent Directors.</p>	<p>The Company considers that the Board is appropriately structured notwithstanding this ASX Recommendation given the nature and size of the Company and the extensive knowledge of the Directors regarding the Company and its Business.</p> <p>For this reason, the Company takes the view that it is in the best interests of members that the current Directors are Directors of the Board.</p>
<p>Recommendation 2.5:</p> <p>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>	Complies	<p>The Chair is independent and is not the same person as the Managing Director (CEO).</p>	Not applicable
<p>Recommendation 2.6:</p> <p>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.</p>	Complies	<p>The Company's Board Policy provides that the Company Secretary is responsible for induction of and information for new directors.</p> <p>The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable

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PRINCIPLE 3

Act ethically and responsibly. A listed entity should act ethically and responsibly

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
Recommendation 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.	Complies	<p>The Company has adopted a formal code of conduct. This is incorporated into the Charter. The Company requires all its directors to comply with the standards of behavior and business ethics in accordance with the law and the code of conduct. These include acting honestly and with integrity and fairness in all dealings.</p> <p>The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable

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PRINCIPLE 4

Safeguard integrity in financial reporting. A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 4.1:</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> (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, <p>and disclose:</p> <ul style="list-style-type: none"> (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 meetings; or <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>	Complies	<p>Due to the size and nature of the Company, the Board has a combined audit and risk committee. The Committee has three members (currently, Keith Cullen, Guy Hedley and Jeff Zulman), the majority of whom are independent. The Chair of the Committee is independent (Jeff Zulman).</p> <p>The Board will prepare a charter for the Committee if necessary.</p> <p>The number of meetings and attendees during the financial year ended 30 June 2018 are reported in the Company's FY2018 Financial Statements.</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 4.2:</p> <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>	Complies	<p>As is required by section 295A of the <i>Corporations Act 2001 (Cth)</i>, the Managing Director and CFO make 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.</p> <p>The Company has extended this declaration to include a declaration that:</p> <ul style="list-style-type: none"> (a) The opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively; and (b) It is in respect of the Company's financial statements for any financial period. 	Not applicable
<p>Recommendation 4.3:</p> <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>	Complies	The Company's external auditor attends the Company's annual general meeting and is available to answer questions from security holders relevant to the audit.	Not applicable

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PRINCIPLE 5

Make timely and balanced disclosure. A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
Recommendation 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.	Complies	The Company has adopted a Continuous Disclosure Policy for complying with its continuous obligations under the Listing Rules. This policy is incorporated into the Charter. The Company's Board Policy is incorporated into the Charter publicly available on its website (www.springfg.com).	Not applicable

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PRINCIPLE 6

Respect the rights of security holders. A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 6.1:</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Complies	The Company's website contains information about the Company and its governance (www.springfg.com).	Not applicable
<p>Recommendation 6.2:</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Complies	See 6.1 above. The Company's website allows investors to communicate directly with the Company. Contact details are also included in the Corporate Directory of the Company's FY2018 Financial Statements.	Complies
<p>Recommendation 6.3:</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Complies	<p>The Company has adopted a Continuous Disclosure Policy that sets out its policy on communication with shareholders.</p> <p>The Company endeavours to maximise shareholders' ability to participate in meetings of shareholders by making directors, members of management and the external auditor available at meetings (where possible), allowing shareholders in attendance at meetings a reasonable opportunity to ask questions regarding the items of business and setting the timing and location of meetings so that it is convenient for shareholders generally.</p> <p>The Company's Continuous Disclosure Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
Recommendation 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.	Complies	<p>The Company has adopted a Continuous Disclosure Policy that sets out its policy on communication with shareholders.</p> <p>The Board aims to keep shareholders informed of all major developments affecting the Company's activities and its state of affairs through announcements to the ASX, releases to the media and dispatch of financial reports. All such announcements are also published on the Company's website (www.springfg.com).</p> <p>The Company's Continuous Disclosure Policy is incorporated into the Charter publicly available on its website (www.springfg.com).</p>	Not applicable

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PRINCIPLE 7

Recognise and manage risk. A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 7.1:</p> <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,</p> <p>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>	Complies	Refer Recommendation 4.1	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 7.2:</p> <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>	Complies	<p>(a) The audit and risk committee review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and will disclose, in relation to each reporting period, whether such a review has taken place.</p> <p>(b) A risk review has not taken place during the financial year ended 30 June 2018.</p>	Not applicable
<p>Recommendation 7.3:</p> <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>	Complies	<p>(a) The Company's audit and risk committee reviews and oversees the operation of systems of risk management in order to ensure that risks are identified and managed properly.</p> <p>(b) The Company does not have an internal audit function, however the audit and risk committee oversee the risk management and internal control processes.</p>	Not applicable
<p>Recommendation 7.4:</p> <p>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>	Complies	<p>Key risks associated with the Company include risks associated with regulatory compliance, legislative and regulatory changes, the Company's acquisition and renovation strategy and the Company's management of future growth.</p> <p>The Board, together with the audit and risk committee, reviews and oversees the operation of systems of risk management to ensure that the significant risks facing the Company are identified, appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with.</p>	Not applicable

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PRINCIPLE 8

Remunerate fairly and responsibly. A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 8.1:</p> <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,</p> <p>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>	Complies	<p>The Board has a nomination and remuneration committee which has three members (currently, Keith Cullen, Guy Hedley and Jeff Zulman), the majority of whom are independent. The Chair of the Committee is independent (Guy Hedley).</p> <p>The Board will prepare a charter of the Committee if necessary.</p> <p>The number of meetings and attendees during the financial year ended 30 June 2018 are reported in the Company's FY2018 Financial Statements.</p>	Not applicable

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Recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
<p>Recommendation 8.2:</p> <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>	Complies	The Company's FY2018 Financial Statements set out the remuneration of executive and non-executive directors and the policies applicable to those.	Not applicable
<p>Recommendation 8.3:</p> <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>	N/A	The Company does not have an equity-based remuneration scheme.	N/A