Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

9		Reco	Jiiiiieiidatioiis	
Name o	f entity			
Con	nexion M	ledia Limited		
ABN/AI	RBN			Financial period ended
68 oo	4 240 313			30 June 2016
Our co	orporate g	governance statement² for t	the above period above ca	an be found at:3
	these page	es of our annual report:		
	this URL o	on our website:	Corporate Governance https://connexionltd.co	e Statement link at at com/investors/corporate-info/
	The Corporate Governance Statement is accurate and up to date as at 28 August 2016 and has been approved by the board.			
The ar	The annexure includes a key to where our c		corporate governance di	sclosures can be located.
Date h	iere:	29 September 2016		
Sign h	ere:	Company secretary	>	
Print r	name:	George Karafotias		
	Listing Rul	le 4.7.3, an entity must lodge wit	h ASX a completed Appendix	4G at the same time as it lodges its annual
either a where s followed not follo identify	corporate such a state the recomposed a recomposed that recomposed the recomposed that recomposed the recomposed that recomposed the recomposed that the recomposed the recomposed that the recomposed that the recomposed the recomposed that the recomposed the recomposed that the recomposed that the recomposed the recomposed the recomposed that the recomposed the reco	governance statement that meet ment is located. The corporate g mendations set by the ASX Corp ommendation for any part of the mendation and the period during	ts the requirements of that rugovernance statement must do porate Governance Council dust reporting period, its corporang which it was not followed as	SX Listing to include in its annual report de or the URL of the page on its website isclose the extent to which the entity has ring the reporting period. If the entity has te governance statement must separately and state its reasons for not following the n lieu of the recommendation during that

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.

1

² "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.

³ 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.

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
PRIN	CIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGER	MENT AND OVERSIGHT	
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	the fact that we follow this recommendation: in our ✓ Corporate Governance Statement OR — at this location: — Insert location here 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): ✓ at this location: Board Charter link at: https://connexionltd.com/investors/corporate-info/	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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. A listed entity should have a written agreement with each director and senior executive setting out the	the fact that we follow this recommendation: ✓ in our Corporate Governance Statement OR — at this location: — Insert location here the fact that we follow this recommendation:	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable □ an explanation why that is so in our Corporate
	each director and senior executive setting out the terms of their appointment.	in our Corporate Governance Statement OR at this location: Insert location here	Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable

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
1	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: ✓ in our Corporate Governance Statement OR at this location: Insert location here	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
1.	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (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.	 the fact that we have a diversity policy that complies with paragraph (a): ✓ in our Corporate Governance Statement OR ☐ at this location: and a copy of our diversity policy or a summary of it: ✓ at this location: Diversity Policy link at: https://connexionltd.com/investors/corporate-info/ the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ✓ in our Corporate Governance Statement: OR ☐ at this location: ☐ Insert location here and the information referred to in paragraphs (c)(1) or (2): ✓ in our Corporate Governance Statement: OR ☐ at this location: ☐ Insert location here 	the fact that we have a diversity policy that complies with paragraph (a): in our Corporate Governance Statement OR at this location: Insert location here and a copy of our diversity policy or a summary of it: at this location: Diversity Policy link at: Insert location here in relation to item 1.5(c) an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): ✓ in our Corporate Governance Statement OR at this location: Insert location here and the information referred to in paragraph (b): ✓ in our Corporate Governance Statement OR at this location: Insert location here	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	the evaluation process referred to in paragraph (a): ✓ in our Corporate Governance Statement OR □ at this location: Insert location here and the information referred to in paragraph (b): ✓ in our Corporate Governance Statement OR □ at this location: Insert location here	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed
PRIN	NCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a 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.	[If the entity complies with paragraph (a):] the fact that we have a nomination committee that complies with paragraphs (1) and (2): in our Corporate Governance Statement OR at this location: Insert location here and a copy of the charter of the committee: at this location: and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at this location: Insert location here [If the entity complies with paragraph (b):] 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: in our Corporate Governance Statement OR at this location:	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed
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: ✓ in our Corporate Governance Statement OR at this location: Insert location here	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
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.	the fact that we follow this recommendation: ✓ in our Corporate Governance Statement OR at this location: Insert location here	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
PRIN	CIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	our code of conduct or a summary of it: in our Corporate Governance Statement OR at this location: Code of Conduct link at:	an explanation why that is so in our Corporate Governance Statement
PRIN	CIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE	REPORTING	
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with paragraphs (1) and (2): in our Corporate Governance Statement OR at this location: Insert location here and a copy of the charter of the committee: at this location: and the information referred to in paragraphs (4) and (5):	an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have \underline{NOT} followed the recommendation in full for the whole of the period above. We have disclosed
PRIN	CIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSU	<u>URE</u>	
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.	our continuous disclosure compliance policy or a summary of it: in our Corporate Governance Statement OR at this location: Insert location here	an explanation why that is so in our Corporate Governance Statement
PRIN	 CIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOL	<u>DERS</u>	
6.1	A listed entity should provide information about itself and its governance to investors via its website. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	information about us and our governance on our website: ✓ at these locations: The Investors link at: https://connexionltd.com/investors/corporate-info/ Insert location here the fact that we follow this recommendation: in our Corporate Governance Statement OR at this location: Insert location here	an explanation why that is so in our Corporate Governance Statement 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: ✓ in our Corporate Governance Statement OR at this location:	□ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed	
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: in our Corporate Governance Statement OR at this location: Insert location here	an explanation why that is so in our Corporate Governance Statement	
DDIN	CIRLE DECOCNICE AND MANAGE DICK	Insert location nere		
PRIN	CIPLE 7 – RECOGNISE AND MANAGE RISK	T	T	
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):	an explanation why that is so in our Corporate Governance Statement	
	(1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	in our Corporate Governance Statement OR at this location: Insert location here and a copy of the charter of the committee: at this location: at this location: in our Corporate Governance Statement OR at this location: Insert location here [If the entity complies with paragraph (b):] the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: In our Corporate Governance Statement OR at this location: Insert location here		

Corp	orate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed
PRIN	CIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a 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.	[If the entity complies with paragraph (a):] the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement OR ☐ at this location: ☐ Insert location here and a copy of the charter of the committee: ☐ at this location: and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement OR ☐ at this location: ☐ Insert location here [If the entity complies with paragraph (b):] the fact that we do not 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: ☐ in our Corporate Governance Statement OR ☐ at this location: ☐ Insert location here	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed	
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.	separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: \[\sum_{\text{in our Corporate Governance Statement \text{OR}}}\] \[\sum_{\text{at this location:}}\] Insert location here	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	our policy on this issue or a summary of it: in our Corporate Governance Statement OR at this location: Insert location here	 □ an explanation why that is so in our Corporate Governance Statement OR ☑ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR □ we are an externally managed entity and this recommendation is therefore not applicable 	
<u>ADDI</u>	Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.		an explanation why that is so in our Corporate Governance Statement	
-	Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	the terms governing our remuneration as manager of the entity: N/A	an explanation why that is so in our Corporate Governance Statement	