

**GLOBE INTERNATIONAL LIMITED (“the Company”)
CORPORATE GOVERNANCE STATEMENT (2019)**

The Company and the Board are committed to demonstrating and achieving the highest standards of corporate governance. This Corporate Governance Statement outlines the main corporate governance policies and practices of the Company. Unless otherwise stated, the Board considers that its corporate governance policies and practices comply with the specific recommendations of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (Third Edition released in March 2014) (“Principles”), which applied during the reporting period.

This Corporate Governance Statement is current as at 20 September 2019 and has been approved by the Board.

A description of the Company’s main corporate governance policies is set out below. A copy of this Corporate Governance Statement is available on the Globe corporate website www.globecorporate.com/investors/#governance

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Board functions

The composition of the Board is determined in accordance with the Company’s Constitution and Board Charter.

The Board operates in accordance with the principles set out in its charter, which establishes the functions reserved for the Board. The Board Charter is published on the Globe corporate website at www.globecorporate.com/investors/#governance

A summary of the Board’s responsibilities include:

- providing oversight and strategic direction for the Company;
- reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company’s auditors;
- appointing directors and assessing the performance of the Board;
- selecting, appointing and reviewing the performance of the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and senior management;
- considering, approving and monitoring risk management strategies and policies;
- ensuring the Company meets its social and ethical responsibilities; and
- performing the functions otherwise performed by an Audit and Risk Committee, Nomination Committee and Remuneration Committee.

The Board has formally delegated authority and responsibility to management for the day to day operations of the Company, subject to certain authority limits and reporting requirements.

1.2 Senior Executive Functions

Other than those responsibilities specifically reserved for the Board, responsibility for the management of the Company's business activities is delegated to the CEO, who is accountable to the Board. Sub-delegation occurs as follows:

- senior executives are required to conduct the day-to-day operations of the Company as specified in their Contract of Employment and related job description;
- operations are to be conducted within the framework of approved programs and budgets;
- senior executives are authorized to conduct activities to the extent of their delegated authority; and
- no executive is allowed to approve their personally incurred expenditure.

1.3 Process for evaluating Senior Executive Performance

Senior executive performance is annually reviewed against a mix of both qualitative and quantitative measures. This includes a comparison of actual achievements during the year against specific performance measures established for each year. These measures are set individually for each senior executive depending on the accountabilities of their roles. Quantitative measures are based on the both total group and the senior executive's relevant business unit performance levels. During the year such a review occurred in accordance with the process disclosed above.

1.4 Conduct of background checks prior to appointment of a director

Before appointing a director or putting forward a candidate for election as a director, the Company would ordinarily conduct appropriate background checks on the relevant person. In October 2018, Mr Norman O'Bryan AM SC was appointed as a director of the Company at the invitation of the Board. Due to Mr O'Bryan's previous association with the Company as a director and his current position as Senior Counsel for Victoria a background check on Mr O'Bryan was not considered necessary.

1.5 Providing shareholders with all relevant information whether or not to elect or re-elect a director

The Company provides its shareholders with all information which is relevant to their decision on whether or not to elect or re-elect a director in its Notice of Annual General Meeting each year. Such information includes their qualifications, skills and the experience of the director.

1.6 Written agreements with directors and senior executives

The Company has in place written agreements with each director and senior executive which set out the terms of their appointment.

1.7 Company Secretary to report directly to the Board

The Company Secretary reports directly to the Company's Chairman on a day-to-day basis on all matters related to the proper functioning of the Board.

1.8 Diversity policy

The Company recognises the benefits of a diverse work force. The Company has reflected its approach towards diversity in its various employment policies, which support diversity across the organisation. In particular, these policies do not discriminate in the selection, promotion and training of employees on the bases of gender and ethnicity among others.

The Company has not adopted a separate diversity policy and set specific measurable objectives for achieving gender diversity. Due to the current size of the Company's Board and senior management team, and the size and geographical spread of the Company's employees and operations, the Board does not consider it practical to adopt a specific diversity policy. The Board may consider and review matters relating to diversity, including whether it is necessary to establish formal policies and objectives at a time it deems appropriate.

1.9 Measurable objectives for achieving gender diversity

As the Company has not adopted a diversity policy, the Company has not set measurable objectives for achieving gender diversity.

1.10 Gender diversity statistics

The proportion of female and male employees in the Globe group at 30 June 2019 is 39% and 61% respectively, as compared to 37% and 63% at 30 June 2018. The proportion of female and male employees in senior executive KMP positions is 20% and 80% respectively, which is the same as the previous year. The Company's Board currently has no female directors.

1.11 Process for evaluating the performance of the Board and individual directors

There is no independent review of the conduct and performance of each director. As the Board does not have any Committees, there are also no annual reviews of Committee performance.

The Board undertakes an annual assessment of its collective performance and the performance of the Chairman. The results and action plans, if any, are included in the Board minutes. The last Board self- assessment was conducted in October 2018 and in accordance with this process.

2. STRUCTURE OF THE BOARD TO ADD VALUE

2.1 Composition

The Board currently comprises three directors, one of whom is a non-executive director (Mr Norman O'Bryan AM SC) and two are executive directors (Peter Hill and Stephen Hill). Details of the qualifications and experience of each director and their term in office are set out on page 35 of the Directors' Report contained in the 2019 Annual Report.

Recommendation 2.1 of the Principles states that a majority of the Board should be comprised of independent directors. The Company's Board composition does not meet this recommendation as only one director, Norman O'Bryan AM SC is considered by the Board to be independent, as he alone satisfied the Board's criteria for director independence outlined below. The Company believes that the composition of the Board is adequate for the Company's current size and operations, as it includes an appropriate mix of skills and expertise relevant to the Company's business.

The Board has adopted specific principles in relation to directors' independence. These state that to be deemed independent, a director must be a non-executive and:

- not be a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- within the last three years, not have been employed in an executive capacity by the Company or any other group member, or been a director after ceasing to hold any such employment;
- within the last three years not have been a principal of a material professional adviser or a material consultant to the Company or any other group member, or been an employee materially associated with the service provided;
- not be a material supplier or customer of the Company or any other group member or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- have no material contractual relationship with the Company or a controlled entity other than as a director of the group; and
- be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Materiality for these purposes is determined on both qualitative and quantitative bases. An amount of over 5% of annual turnover of the Company or 5% of the individual director's net worth is considered material for these purposes. In addition, a transaction of any amount or a relationship is deemed material if knowledge of it may affect the shareholders' understanding of the director's performance.

Peter Hill and Stephen Hill are not regarded as independent directors, as they are both executives, and are substantial shareholders of the Company. However, the Board believes those directors bring a wealth of relevant industry experience to the Company, particularly as they were also founders of the Company. Furthermore, as substantial shareholders they have a strong incentive to ensure their judgment is not clouded in Board deliberations, as the outcome (indirectly) impacts on them more than most other shareholders.

The two non-independent directors generally do not undertake activities personally that would be in conflict with, or substantially the same as, those of the Company. The Board distinguishes between the concept of independence and the issues of conflict of interest or material personal interests that may arise from time to time. Whenever there is an actual or potential conflict of interest or material personal interest, the Board's policies and procedures ensure that:

- the interest is fully disclosed and the disclosure is recorded in the Board minutes;
- the relevant director is excluded from all consideration of the matter by the Board; and
- if considered warranted, the Board may obtain independent professional advice regarding such matters at the Company's expense.

The Company does not have a formal policy in relation to the selection, nomination and appointment and reappointment of directors due to the size and operations of the Company and the small size of the Board. As and when the need arises for the appointment of an additional director, the Board will take into account various criteria such as the relevant skills, qualifications and experience of the incumbent directors and the needs of the Board. Nomination for reappointment is not automatic. Prior to making a decision to nominate a director for reappointment, the skills, qualifications, experience and contribution of incumbent directors are assessed in light of the needs of the Company.

2.2 Chairman

The Chairman of the Board, Norman O'Bryan AM SC is an independent director. The composition of the Board is considered adequate for the Company's current size and operations, as it includes an appropriate mix of skills and expertise relevant to the Company's business.

2.3 Roles of the Chairman and CEO

The role of CEO is held by Matt Hill. The roles of the Chairman and the CEO are not exercised by the same individual.

The Chairman is responsible for leading the Board, ensuring directors are properly briefed in all matters relevant to their roles and responsibilities and facilitating Board discussions and managing the Board's relationship with the Company's senior management.

The CEO is responsible for managing the group, including implementing group strategies and policies approved by the Board and reports to the Board on matters relating to the management of the Company.

2.4 Nomination Committee

The Company does not have a Nomination Committee. The Board considers that the size and level of operations of the Company and the small size of the Board is not sufficient to warrant such a separate Committee.

In the absence of a Nomination Committee, the full Board conduct the functions and consider the issues that would otherwise be considered by a Nomination Committee, such as the appointment and re-election of directors and Board succession matters.

2.5 Board skills matrix

The Company's Board collectively has a diverse set of skills and several years of experience in various areas that are of relevance to the Company's operations and the industry it operates in. These areas include:

- Entrepreneurship.
- Brand development.
- Development of growth initiatives.
- Market positioning strategies.
- Leadership.
- Legal and regulatory compliance
- Audit and risk management.
- Listed company experience.

2.6 Induction program for new directors and professional development opportunities for existing directors.

Due to the size and composition of the Company's Board, the Company does not have a formal programme for inducting new directors or providing for professional development opportunities for directors. However, each of the Company's directors are encouraged to pursue their own professional development initiatives to develop and maintain their skills and knowledge needed to perform their role as directors effectively.

3 PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

3.1 Code of conduct

The Company has adopted a code of conduct to guide the Company as to:

- practices necessary to maintain confidence in the Company's integrity;
- practices necessary to take into account the legal obligations of the Company and the expectations of stakeholders; and
- responsibility and accountability of individuals for reporting and investigating reports of unethical conduct.

The Corporate Code of Conduct requires everyone who works for the Company and acts on its behalf to observe the highest standard of conduct and ethical behavior. The Corporate Code of Conduct is reviewed annually and updated as required. A copy of the corporate code of conduct can be viewed on the Globe corporate website at www.globecorporate.com/investors/#governance

The Company has in place a formal policy (Share Trading Rules) that reinforces to all directors, senior executives and employees of Globe, the prohibition against insider trading and imposes limitations upon dealings in Globe securities. The policy is reviewed regularly to ensure compliance with regulations and updated as required. A copy of the policy can be found on the Globe corporate website at www.globecorporate.com/investors/#governance

4 SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

4.1 Audit Committee

The Company currently has no Audit Committee. In the absence of an Audit Committee, all members of the Board participate in the oversight of corporate reporting. All Board members are considered financially literate and where necessary, are provided with appropriate technical financial and industry advice.

As part of the half yearly and annual accounts, the CFO reviews with the directors, all issues of relevance in preparing the accounts including the impact of changes in accounting standards and carrying value of assets.

On an annual basis, directors review management responses to a questionnaire designed to ensure they are informed of all aspects of the financial statements.

Consistent with Recommendation 4.2 of the Principles, the Company's financial report preparation and approval process for the half year ended 31 December 2018 and for the financial year ended 30 June 2019 involved the CEO and CFO providing the required declarations to the Board. The CEO and CFO have certified to the Board that in their opinion the group's financial reports have been properly maintained and that the financial statements comply with the applicable accounting standards and give a true and fair view of the financial position and performance of the group and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.1.1 External auditors

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. PricewaterhouseCoopers were appointed as the external auditors in 2003.

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the Directors' Report and in Note 30 to the 2019 Financial Statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Board.

The external auditor attends the annual general meeting (AGM) and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

The Board reviews the performance of the external auditors on an annual basis and the independent Chairman meets separately with the auditors to discuss any matters raised by them in relation to the management of the Company.

The *Corporations Act 2001* (“Act”) generally requires the rotation of the audit engagement partner every five years or less. Ms. Alison Tait, the Company’s audit engagement partner for the 2019 financial year was appointed during the 2015 financial year and has completed a term of five years. In accordance with the Act, for the 2020 financial year and onwards, Mr. Jon Roberts has replaced Ms. Tait as the audit engagement partner.

5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Continuous disclosure policy

The Company has adopted a comprehensive policy (Continuous Disclosure Policies & Procedures) that prescribes practices to ensure compliance with ASX Listing Rules (particularly continuous disclosure), prevention of selective disclosure and the conduct of external briefings. The policy requires accountability at a senior level for such compliance. The policy is reviewed annually and updated as required and can be accessed on the Globe corporate website at www.globecorporate.com/investors/#governance

The CEO, CFO and the Company Secretary are responsible for communications with the ASX. They must ensure compliance with the continuous disclosure requirements in accordance with the ASX Listing Rules. They must also coordinate information disclosures to analysts, shareholders, the media and the public.

6. RESPECT THE RIGHTS OF SHAREHOLDERS

6.1 Communications policy with shareholders

The Company places considerable importance on effective communications with its shareholders. As the Company’s policy relating to communications with shareholders is already covered under its continuous disclosure policy, the Company does not have a separate formal written policy relating to communications with its shareholders. The Company’s communications strategy promotes the communication of information to shareholders through the distribution of the annual and half yearly reports, announcements through the ASX and the media regarding changes in its businesses and the Chairman’s address at the AGM.

6.1.1 Electronic Communication

The Company continually reviews opportunities to utilize electronic communication technology to communicate with its shareholders. Shareholders are regularly encouraged to move to paperless communication particularly in relation to the distribution of the annual report and notices of general meeting.

The Company’s website also contains contact details of the Company and its Share Registry. Shareholders can communicate to the Company and its Share Registry via electronic means.

6.1.2 Meetings

The Company holds an AGM each year and appraises shareholders of its operations, financial results and future plans. Shareholders are provided with the opportunity to ask questions of the directors, senior management and external auditor at the AGM. Shareholders who are unable to attend the AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form accompanying the Notice of Annual General Meeting.

6.1.3 Briefings

The Company maintains summary records for internal use of the issues discussed at one-on-one briefings with investors and analysts, including a record of those present (names or numbers where appropriate) and the time and place of the meeting.

6.1.4 Website

The Company's corporate website is available for access at all times at www.globecorporate.com. The website includes the Corporate Governance Statement and all relevant Company policies.

6.1.5 Investor Relations

Due to the Company's size and the relatively small free float of the Company's shares, the Company's investor relations program comprises mainly of engagement with its shareholders at its AGM and meetings on request with shareholders or other potential investors. The CEO and CFO are ultimately responsible for conducting the Company's investor relations programme and responding to questions that shareholders or potential investors may have.

7. RECOGNISE AND MANAGE RISK

7.1 Policy for the oversight and management of material business risks

Consistent with Recommendation 7 of the Principles, the Company is committed to the identification, oversight, monitoring and management of material business risks associated with its business activities and has established various policies to embed in its management and reporting systems a number of risk management controls. These include:

- annual budgeting and monthly and daily reporting systems which enable the monitoring of progress against performance targets and the evaluation of trends;
- a comprehensive annual insurance program;
- a sound system of internal control;
- policies and procedures for the management of financial risk and treasury operations including exposures to foreign currency movements (see Note 1 of the 2018 Financial Statements);
- policies and procedures for the management of other business risks such as sourcing risks, information risks and social and ethical risks; and
- Directors' financial due diligence questionnaires to management.

This summary of the company's risk management policies is also available on the Globe corporate website at www.globecorporate.com/investors/#governance. Management is ultimately responsible to the Board for the group's internal control system and risk management framework.

7.2 Management and reporting of material business risks

7.2.1 Risk Management and Internal Control System

The Company has in place a risk management framework and internal control system. As required by the Board, management has reported to the Board that the Company's material business risks have been managed effectively. The Board annually reviews the Company's risk management framework to satisfy itself that it continues to be sound. The last such annual review was conducted in April 2019.

In relation to its responsibilities, the Board's consideration of the Company's risk management and internal controls includes the following:

- reviewing risk management and internal control systems required by the Board to be designed and implemented by management to manage the Company's material business risks and making recommendations for enhancements if necessary;
- monitoring compliance with the Corporations Act 2001, ASX, ASIC and ATO requirements;
- improving the quality of management and accounting information; and
- overseeing the follow up and rectification by management of deficiencies or breakdown in risk management or internal controls, where necessary.

7.2.2 Internal Audit Function

The Company does not have an internal audit function however it employs appropriate processes for evaluating and continually improving the effectiveness of its risk management and internal control processes. During the reporting period, the Board was responsible for the oversight of the Company's internal processes and practices and assessing the effectiveness of its risk management and internal control process. The Board believes that the Company's risk management and internal control system is adequate for the Company's current size and operations.

7.2.3 Risk Management Committee

The Company does not have a Risk Management Committee. The functions that would otherwise be performed by a Risk Management Committee are conducted by the Board as a whole.

7.2.4 Sustainability Risks

The Company has assessed its exposure to sustainability risks and in its opinion, due to the nature of the Company's activities, its products, and its current size, the Company does not have a material exposure to economic, environmental and social sustainability risks. However, the Company will continually monitor any developments that may occur that could result in such a material exposure arising in the future.

Details of the Company's commitment to environmental and social responsibility are set out on page 29 of the 2019 Annual Report as well as on Globe's corporate website at www.globecorporate.com/social-responsibility/

8. REMUNERATION

8.1 Remuneration Committee

The Company does not have a Remuneration Committee. Due to the Company's current size and operations the Board believes that this function can be performed by the Board as a whole. Accordingly, the Board performs this function by following the remuneration policies and practices outlined in the Company's Remuneration Report contained in the Directors' Report (pages 38 to 42 of the Company's 2019 Annual Report).

This Remuneration Report contains full details of the Company's remuneration policies and practices, including the structure and actual remuneration paid to non-executive directors and key management personnel and other information required by the Principles.

The Company does not have a policy in relation to employees limiting their exposure to unvested entitlements under the Company's equity based remuneration schemes. As the vesting conditions of these entitlements are not subject to market based conditions, it is not necessary for the Company to formulate a policy in this regard.

8.2 Clearly distinguish Non-Executive Directors Remuneration from Executive Directors and Senior Executives

As required by the Principles, non-executive directors remuneration is clearly disclosed separately from that of executive directors and senior executives. Further information is provided in the Remuneration Report contained in the Directors' Report (pages 38 to 42 of the Company's 2019 Annual Report).

The Company does not provide its directors with any retirement schemes other than contributions to statutory superannuation.