

Altium Limited Corporate Governance Statement

This Corporate Governance Statement has been prepared in accordance with *Corporate Governance Principles and Recommendations (4th Edition)*, *ASX Corporate Governance Council* and was current as at **19th August 2019**, the date approved by the Board of Directors of Altium Limited. All Policy and Charter Documents were reviewed during the period with any revisions approved on the **19th August 2019**. The Company's ASX Appendix 4G has been lodged with the ASX and is also on the Company's website at:

www.altium.com/company/investor-relations/publications-and-reports/key-documents

<p>Principle 1 – Lay solid foundations for management and oversight</p> <p><i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>	
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Altium Board is responsible for the success of the group as a leading global developer and supplier of electronic product development solutions; and as a commercial entity listed on the ASX. The Board Charter available at www.altium.com/company/investor-relations/publications-and-reports/key-documents, outlines its functions and responsibilities, which include the review and approval of corporate strategy, budgets and financial plans, monitoring organisational performance, and achievement of the group's strategic goals and objectives.</p> <p>The board charter sets out the roles and responsibilities of the board and management, clearly identifying which matters are specifically the responsibility of the Board, and those which the Board delegates to management.</p> <p>The relationship between the Board and senior executives is critical to the group's long-term success. The Directors are responsible to shareholders for the performance of the group and seek to balance any competing objectives in the best interests of the group as a whole. Their focus is to align the interests of shareholders, employees and customers and to ensure that the group is managed appropriately.</p> <p>Day-to-day management of the Company and the implementation of the corporate strategy and policy initiatives are formally delegated by the Board to the Chief Executive Officer (CEO) and through him to the Executive Leadership Team.</p>

<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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>	<p>One of the responsibilities of the Human Resources Committee is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise. The Board assesses candidates against a range of criteria including background, experience, professional skills, personal qualities, potential for any candidate's skills to augment the existing Board and the candidate's availability to commit to the Board's activities. If these criteria are met and the Board appoints the candidate as a Director, that Director will retire at the following Annual General Meeting and be eligible for election by shareholders.</p> <p>The Board ensures appropriate background and reference checks are undertaken in relation to that potential Board candidates. Any material information concerning that Board candidate will subsequently be disclosed to Altium shareholders in the notice of meeting as part of the election or re-election process of that Board candidate.</p> <p>The Human Resources Charter is available on the Altium website at: www.altium.com/company/investor-relations/publications-and-reports/key-documents</p>
<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>	<p>All Altium directors and senior executives have entered into written appointment agreements which detail their individual duties and responsibilities.</p> <p>Specifically:</p> <ul style="list-style-type: none"> ● the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and ● the executive directors and senior executives of Altium have entered into service contracts, setting out the terms and conditions of their employment.
<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>	<p>The Company Secretaries report directly to the Chair and are appointed by the Board. They ensure that all relevant business is brought to the Board and they follow through the implementation of all Board decisions. The role of the Company Secretary is to act in good faith, with care and diligence to:</p> <ul style="list-style-type: none"> ● ensure the company abides by its constitution, the provisions of the Corporations Act 2001 and the ASX Listing Rules; ● ensure the necessary company registers are established and maintained as required by the Corporations Act 2001; ● undertake the preparation and filing of all relevant ASIC filings within appropriate time limits; ● supervise the organisation of all Board and shareholder meetings via the preparation of notices, agendas, proxy documentation, minutes, etc.; ● keep abreast of current protocols and procedures in order to advise the Chairman and Board as required; ● supervise the issue of share and option allotment notifications; and ● communicate with the ASX and ASIC on behalf of the group.

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - 1. the measurable objectives set for that period to achieve gender diversity;
 - 2. the entity's progress towards achieving those objectives; and
 - 3. either:
 - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (B) 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.

Altium has a Diversity Policy which encourages diversity in thought, gender, national origin, ethnicity, age and religion in recruitment and promotion AND maintains high standards with regard to offering equal opportunities to all employees and potential employees, Altium offers flexible working hours and training opportunities to all employees. Altium also has a 'graduate employment program' and supports a number of student/university programs designed to foster a potential talent pool of future employees.

Altium supports the AICD 30% Club and its goal that ASX 200 Companies should have 30% Female representation on the board.

The Company does not have specific measurable objectives for gender diversity.

A copy of the Diversity Policy is available on the Altium website:

www.altium.com/company/investor-relations/publications-and-reports/key-documents

The following table provides details of employee numbers;

Category	Number of FT Regular Employees as of 30 June 2019	FY2019 Percentage
Australia		
Total Employees	27	
Female Employees	16	59%
Male Employees	11	41%
Globally		
Total Employees	771	
Female Employees	261	33.9%
Male Employees	510	66.1%
Senior Female Executives	1	20.0%
Female Board Members	3	50.0%

Note: A **Senior Executive** is defined as anyone classed as a Vice President or higher who reports directly to the CEO.

Altium does **not** qualify as a '**relevant employer**'.

Recommendation 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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board assesses its collective performance, the performance of the Chairman and of its committees on a regular basis. The Chairman also undertakes assessment of individual Director performance. Any issues that arise from these assessments are raised with the Director concerned. The Board prefers to monitor performance regularly so that it can immediately address any issues as and when they arise. This practice occurred during the reporting period.

From time to time the Board conducts an independent performance review of itself led by an external consultant. This was last done in FY 2016. It led to the program of Board renewal that took place over the subsequent two years.

Recommendation 1.7

A listed entity should:

- a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

All senior executives who report to the CEO have performance reviews which are conducted during the financial year. Executive performance is measured against a number of indicators including performance against budgets, achievement of financial long-term and short-term goals as well as organisational development, talent and attrition management, personal development and contribution to strategic planning. In addition to annual reviews, informal monitoring and reviews occur on a regular basis with issues addressed as and when they arise. Various tools, including consultative support, access to resources, coaching, and mentoring opportunities are made available in the ongoing development of senior executives.

Annual performance evaluations were conducted during the reporting period in accordance with the process described above.

Principle 2 – Structure the board to be effective and add value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation 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.

The Nomination Committee function is performed by **Altium’s Human Resources Committee**. The committee has 4 non-executive members who are all independent. The members at the date of this report are:

Human Resources Committee			Committee Meetings - FY 2019	
Director Name	Independent Status	Date Appointed	Held	Attended
Wendy Stops (Chair)	Independent	1 Feb 2018	4	4
Samuel Weiss	Independent	25-Feb-09	4	4
Raelene Murphy	Independent	21-Sept-16	4	4
Lynn Mickleburgh	Independent	1-Mar-17	4	4

The main responsibilities of the committee are to:

- identify the necessary and desirable competencies of directors;
- determine appropriate size of the Board to encourage efficient decision-making;
- develop and review the process for the selection, appointment and re-election of directors;
- identify and recommend new Board candidates, with regard to their skills, experience and expertise;
- oversee the process for evaluating the performance of the Board, Board committees, and directors individually;
- review Board and senior executive succession plans and processes;
- maintain awareness of each director’s tenure, to maintain an appropriate balance of skills, experience and expertise;
- determine broad policy for the remuneration of Altium’s Chairman, CEO and senior executives;
- review incentive schemes and equity-based remuneration, including consideration of performance thresholds and regulatory and market requirements;
- within the terms of the agreed policy, recommend to the Board the total remuneration packages for the CEO and Executive Directors and advise on the total remuneration packages for senior executives in consultation with the CEO;
- determine the policy for and scope of superannuation arrangements, service agreements for senior executives, termination payments and compensation commitments;
- ensure Altium’s human resources strategy, policies and procedures are appropriate to the company’s needs, are clearly designed and executed;
- review and monitor the effectiveness of Altium’s health and safety processes and procedures;
- keep informed of changes to relevant legislation and ensure statutory requirements are implemented in a timely manner.

The Committee has established criteria for Board independence and reviews each Director’s independence. In addition, all transactions between the Company and Directors, or any interests associated with the Directors, are reviewed to ensure the structure and terms of the transaction are in compliance with the Corporations Act 2001 and appropriately disclosed.

The Human Resources Charter is available at www.altium.com/company/investor-relations/publications-and-reports/key-documents

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Altium Board has an extensive, diverse, complementary skill set. During FY19 the Board reassessed the board skills matrix to identify any perceived gaps and ensure that Altium’s succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board, and updated the Board Skills Matrix below accordingly. A copy of this Matrix is available on the website at www.altium.com/company/investor-relations/publications-and-reports/key-documents

The Board believes that the following skills are desirable amongst the Directors for the Company to achieve its 2025 strategic vision for the “transformation of electronic design and realisation” and that of the listed criteria, at least one member of the board and in most cases more than one have the requisite skill set.

Board Skills Matrix

Financial Acumen Financial accounting & reporting Mergers & acquisitions Capital management
Technology Software engineering Product development/management EDA/PCB industry knowledge General technology/IT Innovation & disruption Cloud computing
Strategy Corporate strategy development & implementation (incl. vision) International perspective Strategy communication Process development/efficiencies
Leadership C-suite Listed company High performance company International Significant growth of a company M&A integration
People People/talent development Organizational design, health & insight Values development & culture change Remuneration practices HR policies/procedures development
Risk Management Strategic Operational (HR, tech, etc) Financial Regulatory & Compliance Legal perspectives/insight
External Relationships Regulators Investors & shareholders Market Professional advisors
Key Personal Attributes Collegiality Wisdom Inquisitive mind Trust & Integrity

Recommendation 2.3

A listed entity should disclose:

- a) the names of the directors considered by the board to be independent directors;
- b) if a director has an interest, position 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 or relationship in question and an explanation of why the board is of that opinion; and
- c) the length of service of each director.

The Board believes that to add value, a Director needs to have knowledge either of the group, the industries in which the group operates, (EDA/Software industries), or commercial knowledge and practice; while bringing independent views and judgment to the Board's deliberations. Samuel Weiss (Chairman), Raelene Murphy (Chair of the Audit and Remuneration Committee), Wendy Stops (Chair of the Human Resources Committee) and Lynn Mickleburgh are considered independent Directors

Whilst the Board has adopted AASB standard 1031 to determine materiality, it also considers specific factors such as Directors' shareholdings, length of service and relationships with key advisers when determining each Director's independent status. The Board considers Executive Directors Aram Mirkazemi and Sergiy Kostynsky not to be independent.

Director Independence			
Name	Position	Independence	Date Appointed
Samuel Weiss	Chairman Non-executive Director	Yes	1 Jan 2007
Aram Mirkazemi	Chief Executive Officer Executive Director	No	16 Oct 2012
Raelene Murphy	Non-executive Director	Yes	21 Sept 2016
Lynn Mickleburgh	Non-executive Director	Yes	1 Mar 2017
Sergiy Kostynsky	Chief Technology Officer Executive Director	No	1 Jan 2018
Wendy Stops	Non-executive Director	Yes	1 Feb 2018

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

Altium has 4 Non-executive Independent directors (Sam Weiss, Raelene Murphy, Wendy Stops and Lynn Mickleburgh), and 2 Executive Directors (Aram Mirkazemi and Sergiy Kostynsky). All board members act with independent thought in the best interests of the company.

Recommendation 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.

Mr Samuel Weiss, the Chairperson of the Board is an independent, non-executive director. His position is separate from that of the CEO of Altium, Mr Aram Mirkazemi.

Recommendation 2.6

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

Upon appointment, new Directors are provided with an induction manual which advises them of the group structure, products, policies, procedures and guidelines. The new Director undertakes an orientation process in close consultation with the Chairman and Company Secretaries who are on hand to answer questions and tailor the orientation towards the specific needs of each Director. With written approval from either the Chairman or Company Secretary, the Board supports and encourages Directors to seek any relevant training to enhance their contribution to the Board. Training may also be recommended by the Board or by the Human Resources Committee to further extend the skills of Board members.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1

A listed entity should articulate and disclose its values.

Altium's **Core Values** are;

1. Diversity in Thoughts
2. Transparency
3. Ingenuity
4. Perseverance
5. Adaptability
6. Agility

These values are demonstrated by

- Regular Product Releases delivering next Generation Products
- Combining High Volume selling with a sophisticated value proposition
- Strong Revenue Growth and expanding Profit Margins
- Showing diversity in thinking whilst aligning action and purpose

Recommendation 3.2

A listed entity should:

- a) have and disclose a code of conduct for its directors, senior executives and employees; and
- b) ensure that the board or a committee of the board is informed of any material breaches of that code.

Altium is committed to conducting business with honesty and integrity and the conduct of every employee is vital in achieving this aim.

Altium Limited's **Code of Conduct** - available at www.altium.com/company/investor-relations/publications-and-reports/key-documents - provides a code for the appropriate behaviour expected from all Altium employees. The code is reviewed regularly and updated if necessary, to reflect the high standards of behaviour, professionalism and practice necessary to maintain the group's integrity. It is not intended to cover all issues that may arise, but rather to provide a framework within which employees can address ethical issues that may arise through the daily business of the group.

Employees are expected to perform the duties associated with their position to the best of their ability in a diligent, impartial and conscientious manner. This includes compliance with group policies, legislative and industrial obligations.

Recommendation 3.3

A listed entity should:

- a) have and disclose a whistleblower policy; and
- b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

Altium Limited has a **Whistleblower Policy** which is available at www.altium.com/company/investor-relations/publications-and-reports/key-documents

Under the Policy, Group Reporting Procedures are detailed as follows;

The Audit and Risk Committee will receive copies of all whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be immediately referred by the Protected Disclosure Officers to the Chairman of the Audit and Risk Committee who will keep the board regularly updated until the matter is finalised. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

Recommendation 3.4

A listed entity should:

- a) have and disclose an anti-bribery & corruption policy; and
- b) ensure that the board or a committee of the board is informed of any material breach of that policy.

Altium Limited has an **Anti-bribery and Corruption Policy** which is available at www.altium.com/company/investor-relations/publications-and-reports/key-documents

The Board is informed of any material breach of the **Anti-bribery and Corruption Policy**

Principle 4 – Safeguard integrity in corporate reporting

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation 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 meetings; or

- 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.

Altium has an **Audit and Risk Management Committee** comprised of 4 Non-executive Directors of which all, including the Chairman, are independent. The Chairman (Raelene Murphy), a Fellow of the Institute of Chartered Accountants and the Institute of Company Directors, is not the Chairman of the Board. The Audit and Risk Management Committee has adopted a charter available at www.altium.com/company/investor-relations/publications-and-reports/key-documents

The key role of the Audit and Risk Management Committee is to help the Board fulfil its corporate governance and oversight responsibilities for the group’s financial reporting, internal control systems, risk management system and the external audit functions. The role of the committee is not to absolve the individual Board Directors from their responsibilities, but rather to assist them to discharge their responsibility to exercise due care, diligence and skill in relation to the group.

The specific responsibilities outlined in its charter include reporting to the Board on all financial information published by the group or released to the market, assisting the Board in reviewing the effectiveness of the group’s internal control environment, recommending to the Board the appointment, removal and remuneration of the external auditor, reviewing the terms of that engagement and the scope and quality of the audit, and reviewing group insurance matters.

When appropriate, the Audit and Risk Management Committee may invite non-committee members to attend meetings to provide information or advice on matters before the committee. The committee also meets from time to time with the external auditor independently of management, to encourage free and open discussion.

The Committee met 5 times during the reporting period. Further details on meetings of the Committee and directors attendance is disclosed in the ‘Meetings of directors’ section of the Directors’ Report which is available on the Altium website at: www.altium.com/company/investor-relations/publications-and-reports/financial-reports

The committee requires a minimum of three members; the members at the date of this report are:

The Audit and Risk Management Committee			Audit & Risk Meetings FY19	
Director Name	Independent Status	Date Appointed	Held	Attended
Raelene Murphy (Chair)	Independent	17 Nov 2016	5	5
Samuel Weiss	Independent	23 Jul 2007	5	5
Lynn Mickleburgh	Independent	1 Mar 2017	5	5
Wendy Stops	Independent	1 Feb 2018	5	5

The qualifications of each director are disclosed in the Directors report.

<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>	<p>In relation to the financial statements for the financial year ended 30 June 2019 and the half-year ended 31 December 2018, the Company's CEO and CFO have provided the Board with declarations, that in their opinion:</p> <ul style="list-style-type: none">● the financial records of the Company have been properly maintained;● the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the company; and● has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>Altium Limited releases Half Year Financial Reports which are reviewed by external auditor, PWC and Full Year Financial Reports which are audited by external auditor PWC.</p>

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 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Board has adopted a **Continuous Disclosure Policy**. The continuous disclosure provisions of the Corporations Act 2001 and the listing rules mean that criminal and civil liabilities could be imposed on Altium Limited and its officers if material information is not released to the market in accordance with the ASX listing rules.

The group has established written policies, and procedures on information disclosure. The focus of these procedures is on timely and continuous disclosure and to improve access to information for all investors.

The Continuous Disclosure Policy is available at www.altium.com/company/investor-relations/publications-and-reports/key-documents

The Board has nominated the Chairman and CEO to have responsibility to:

- ensure the Company is compliant with ASX Listing rules and the Corporations Act 2001 continuous disclosure requirements;
- oversee and coordinate disclosure of information to the stock exchange, analysts, brokers, shareholders, the media and the public; and
- educate Directors and staff on the group’s disclosure policies and procedures and raise awareness of the principles underlying continuous disclosure.

Following changes to the Corporations Act 2001, Altium uses an on-line Annual Financial Report, with printed copies only sent to shareholders who have specifically requested one. All other Shareholders receive a notice of meeting and proxy form and a notification of the electronic link to the on-line version of the Annual Financial Report.

In addition, all group announcements, media briefings, press releases, presentations and financial reports are available on Altium Limited’s website www.altium.com

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board approves all material announcements before they are released to the market. In addition, each Altium director receives an immediate notification from the ASX of any Altium Limited ASX announcement.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation

Before Altium Limited delivers any new and substantive investor/analyst presentation, a copy of the presentation is released to the ASX. Copies of all investor presentations and the audio of open investor calls and Altium Technology Day presentations can be found on the company website at:

<https://www.altium.com/company/investor-relations/publications-and-reports/presentations>

Principle 6 – Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

ABOUT ALTIUM

- About Us
- Our History
- Our Industry
- Altium in a Snapshot
- Altium Leadership

INVESTOR RELATIONS

Investor News

- Market Announcements
- Financial Calendar
- AGM Info

Publications and Reports

- Financial Reports
- Annual Reports
- Presentations
- Key Documents – includes all Governance Charters & Policies

Investor Center

- FAQ
- Share Registry
- Dividends
- Advisers

Relevant Governance sections of the Altium website (www.altium.com) are found under the COMPANY tab and include:

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors

Altium has a **Communication Policy** (available at: www.altium.com/company/investor-relations/publications-and-reports/key-documents) designed to maintain and increase investor confidence and satisfaction in the accessibility of company information. Altium aims to achieve this by communicating effectively with shareholders, giving timely access to balanced and understandable information and making it easy for them to participate in general meetings, whilst adhering to the ASX Listing Rules and the Corporations Act 2001 continuous disclosure requirements. The objective of the policy is to concisely and accurately communicate to shareholders:

- our strategy;
- how we implement that strategy; and
- the financial results consequent upon our strategy and its implementation.

The Board of Directors aims to ensure that the shareholders are informed of all major developments affecting the company's state of affairs through the use of company announcements, investor updates, financial releases, the Annual Financial Report and Annual General Meeting.

The following Altium contacts are available to investors:

Ms Kim Besharati - US Based
VP Investor Relations & Corporate Affairs
Company Secretary
Phone: +1 858 864 1513
Mobile: +1 760 828 3567
Email: investor.relations@altium.com

Ms Alison Raffin – Australia Based
Company Secretary
Ph: +61 2 9474 7890
Email: investor.relations@altium.com

Shareholders are also invited to ask questions of the board at the AGM.

The Company will respond to any enquiry from shareholders or prospective shareholders in a timely fashion.

<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Altium shareholders are encouraged to attend general meetings and notice of such meetings will be given in accordance with the Altium Constitution, the Corporations Act 2001 (Cth), and the ASX Listing Rules.</p> <p>As set out in the Altium Constitution, shareholders may:</p> <ul style="list-style-type: none"> ● attend meetings in person; ● appoint a proxy, attorney or representative to vote on their behalf; <p>Meetings are held in the Sydney CBD in a central location with access to numerous forms of public transport.</p>
<p>Recommendation 6.4</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>Since the 2017 AGM, Altium has held a POLL Vote on ALL resolutions put to shareholders.</p>
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Altium Shareholders may elect to receive information electronically from Altium and its registry (www-au.computershare.com/investor) unless a hard copy is required to be posted under the Corporations Act 2001 (Cth), ASX Listing Rules or Altium Constitution. Altium and its registry will communicate by post with shareholders who have not elected to receive information electronically. All company announcements will be electronically available through both the ASX Announcements platform and the company website www.altium.com Recordings of Investor conference calls will be placed on the company's website. Shareholders can email the Company via investor.relations@altium.com</p>

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 7.1

The board of a listed entity should:

- a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Board has appointed an Audit and Risk Management Committee to be responsible to ensure that there are adequate policies in place in relation to risk management, compliance and internal control systems. The charter of the Audit and Risk Management Committee is available at;

www.altium.com/company/investor-relations/publications-and-reports/key-documents

The Audit and Risk Management Committee			Audit & Risk Meetings FY19	
Director Name	Independent Status	Date Appointed	Held	Attended
Raelene Murphy – Chair Appointed Chair 28 Feb 2017	Independent	17 Nov 2016	5	5
Samuel Weiss	Independent	23 Jul 2007	5	5
Lynn Mickleburgh	Independent	1 Mar 2017	5	5
Wendy Stops	Independent	1 Feb 2018	5	5

The Committee comprises 4 Independent, Non-executive directors Raelene Murphy, Samuel Weiss, Wendy Stops and Lynn Mickleburgh.

The Committee is chaired by independent director Raelene Murphy who is a Fellow of the Institute of Chartered Accountants and the Institute of Company Directors.

Recommendation 7.2

The board or a committee of the board should:

- a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; &
- b) disclose, in relation to each reporting period, whether such a review has taken place.

The Board has tasked the Audit and Risk Management Committee to establish the company's risk management profile, approve the risk management strategy and to monitor the Company's risk profile and implementation of the risk management system. The Audit and Risk Management Committee reviewed the Risk framework during the period to satisfy itself that it is appropriate for the business.

Recommendation 7.3

A listed entity should disclose:

- a) if it has an internal audit function, how the function is structured and what role it performs; or
- 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.

Altium does not have an internal audit function. However, as set out in the Audit and Risk Committee Charter, the Committee has the responsibility to ensure that Altium has appropriate internal audit systems and controls in place and has oversight of the effectiveness of the internal controls. The Committee is responsible for the conduct of investigations of breaches or potential breaches of these internal controls.

The Committee works closely with the External Auditor, PWC and the corporate Finance team to ensure that internal controls are monitored and reviewed to ensure their effectiveness. Grant Thornton audits the Company's international subsidiaries where local statutory audits are required. Our Share Registry Computershare Investor Services Pty Limited, engaged PWC to conduct an independent audit of our Share Registry to produce an assurance report regarding the design and operating effectiveness of Computershares' internal controls in accordance with ASX Rule 5.23.1 for the period 1 Jul 2018 - 30 June 2019.

Recommendation 7.4

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

Altium does not have any material exposure to environmental or social risks but recognises and deals with a variety of business risks the most significant of which are listed below;

Strategic risk: Altium has articulated a clear strategy with deliverables well into the future. Our ability to execute on the strategy and deliver on our commitments are critical to future success. Altium devotes significant time and resources to the development, monitoring and review of its strategic direction. The process includes several activities including, dedicated strategy sessions at the board level, ongoing executive review of programs critical to strategy, dashboards to monitor and highlight progress and setbacks, and development of an in-house Business Development team to evaluate strategy and strategic alternatives

Financial, Compliance and Regulatory risk: Altium operates in several countries around the world and is subject to multiple regulatory and compliance regimes. Altium's continued ability to manage relations with key regulatory agencies in Australia, Europe and United States is essential to smooth operations. Altium works with several external experts world-wide to ensure compliance with specific accounting and regulatory reporting requirements, personal data privacy issues such as GDPR, tax and reporting compliance in Australia and around the world as well as export control requirements worldwide. This network of professionals as well as personnel on the ground in countries we operate helps to ensure ongoing compliance. This compliance framework is monitored and reviewed on a regular basis by the Audit Committee of the Board.

Security of sensitive information: There is an inherent risk related to the potential of cyber-attack on propriety information and customer data. Altium's business could be significantly impacted by security breaches of customer data through theft, destruction or misappropriation or release of confidential customer data and the potential of confidential proprietary information being stolen. Altium has developed methodology for segregation of data, backup and critical access monitoring.

Ability to attract and retain key personnel: The success of Altium is dependent on the retention of key personnel and members of the senior management, product research and development teams. There is a risk Altium may not be able to attract and retain key personnel due to competitor recruitment pressures which could in turn affect the near-term success of executing key strategic and operational goals. Altium's high performance culture and drive for results has been coupled with a program management methodology that mitigates reliance on single points of failure and enhances Altium's desirability as an employer of choice

Altium has a framework in place which enables it to actively assess and manage risk on an ongoing basis. Neither the risks listed above nor the mitigating actions for them are a comprehensive list

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 and with the entity's values and risk appetite.

Recommendation 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.

Remuneration at Altium is reviewed by the **Human Resources Committee**, which comprises 4 non-executive directors, all of whom are independent. The Chair of the committee is independent non-executive Director Wendy Stops.

The members of the Human Resources Committee at the date of this report are:

Human Resources Committee			Committee Meetings - FY 2019	
Director Name	Independent Status	Date Appointed	Held	Attended
Wendy Stops (Chair)	Independent	1 Feb 2018	4	4
Samuel Weiss	Independent	25-Feb-09	4	4
Raelene Murphy	Independent	21-Sept-16	4	4
Lynn Mickleburgh	Independent	1-Mar-17	4	4

The Human Resources Charter is available at

www.altium.com/company/investor-relations/publications-and-reports/key-documents.

The main responsibilities of the committee are to:

- identify the necessary and desirable competencies of directors;
- determine appropriate size of the Board to encourage efficient decision-making;
- develop and review the process for the selection, appointment and re-election of directors;
- identify and recommend new Board candidates, with regard to their skills, experience and expertise;
- oversee the process for evaluating the performance of the Board, Board committees, and directors individually;
- review Board and senior executive succession plans and processes;
- maintain awareness of each director's tenure, to maintain an appropriate balance of skills, experience and expertise;
- determine broad policy for the remuneration of Altium's Chairman, CEO and senior executives;
- review incentive schemes and equity-based remuneration, including consideration of performance thresholds and regulatory and market requirements;
- within the terms of the agreed policy, recommend to the Board, the total remuneration packages for the CEO and Executive Directors and advise on the total remuneration packages for senior executives in consultation with the CEO;
- determine the policy for and scope of superannuation arrangements, service agreements for senior executives, termination payments and compensation commitments;
- ensure Altium's human resources strategy, policies and procedures are appropriate to the company's needs and are clearly designed and executed;
- review and monitor the effectiveness of Altium's health and safety processes and procedures;
- keep informed of changes to relevant legislation and ensure statutory requirements are implemented in a timely manner.

<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>	<p>Non-executive Directors' remuneration</p> <p>The group's Non-Executive Directors receive fees for their services and the reimbursement of reasonable expenses. The fees paid to the group's Non-Executive Directors reflect the demands and responsibilities of those Directors. The advice of independent remuneration consultants is taken to ensure that the Directors' fees are in line with market standards.</p> <p>Directors Fees are reviewed annually to ensure they are in line with market standards and reflective of the demands of the position. The directors pool fee was last increased at the 2015 AGM to \$1,500,000 per annum to allow for growth and renewal of the Board.</p> <p>The Altium Constitution does not require Directors to hold Altium shares. However, the board has resolved that all Directors (non-executive and executive) are required to hold a minimum equivalent to two year's fees for Non-Executive Directors and five year's fixed remuneration for Executive Directors in Altium Shares. Directors shareholdings are disclosed in the Directors Report.</p> <p>Full Director remuneration disclosure can be found in the Remuneration Report in the Company's 2019 Year End Accounts.</p> <p>Executive Directors' and senior executives' remuneration</p> <p>The structure and disclosure of the group's remuneration policies for Executive Directors and senior executives are outlined in the Directors' report.</p>
<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>	<p>Altium has implemented a Director & Employee Share Trading Policy for all staff and directors available at www.altium.com/company/investor-relations/publications-and-reports/key-documents.</p> <p>The aim of this policy is to ensure that all Altium directors and employees are aware that the law places restrictions on persons trading shares whilst in possession of unpublished price-sensitive information.</p>