

Corporate Governance Statement

The Table below cross-references the Australian Securities Exchange Corporate Governance Council recommendations to the relevant sections of this Corporate Governance Statement and the Remuneration Report set out in the 2018 annual report of the Company.

ASX CORPORATE GOVERNANCE COUNCIL RECOMMENDATIONS		REFERENCE	COMPLY
Principle 1: Lay solid foundations for management and oversight			
1.1	A listed entity should include: <ol style="list-style-type: none"> 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 	2.1	✓
1.2	A listed entity should: <ol style="list-style-type: none"> 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. 	2.6	✓
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment	2.8, Remuneration Report	✓
1.4	The Company Secretary of a listed entity should be accountable to the board, through the chair, on all matters to do with the proper functioning of the Board.	2.13	✓
1.5	A listed entity should: <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> i. 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 ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined/published in that Act. 	8, Company is not sufficiently large to enact all measures	✓
1.6	A listed entity should: <ol style="list-style-type: none"> 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. 	2.9 sets out the policy that the Company is adopting this year	✓

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1.7	A listed entity should: <ul style="list-style-type: none"> 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. 	Remuneration Report	✓
Principle 2: Structure of the Board to add value			
2.1	The Board of a listed entity should: <ul style="list-style-type: none"> a. have a nomination committee which: <ul style="list-style-type: none"> i. has at least three members, a majority of which are independent Directors; and ii. is chaired by an independent Director; and disclose: iii. the charter of the committee; iv. the members of the committee; and v. 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 Board has started the process to implement this principle	✓
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board presently has or is looking to achieve in its membership.	2.1	✓
2.3	A listed entity should disclose: <ul style="list-style-type: none"> a. the names of the Directors considered by the Board to be independent Directors; b. if a Director has an interest, position, association or relationship of the type described in Box 2.3 (which appears on page 16 of the ASXCGC Recommendations and is entitled "Factors relevant to assessing the independence of the Director"), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and c. the length of service of each Director. 	2.3, 2.4	✓
2.4	A majority of the Board of a listed entity should be independent Directors.		✓
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 Board does not comply with this measure but is satisfied with its safeguards	✓
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.	2.8 The Company is implementing a policy	✓
Principle 3: Act ethically and responsibly			
3.1	A listed entity should: <ul style="list-style-type: none"> a. have a Code of Conduct for its Directors, senior executives, employees; and b. disclose the Code of conduct or a summary of it. 	5.1	✓

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Principle 4: Safeguard integrity in corporate reporting			
4.1	The Board of a listed entity should: <ul style="list-style-type: none"> a. have an Audit & Risk Committee which: <ul style="list-style-type: none"> • has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and • is chaired by an independent Director, who is not the chair of the Board, and disclose: <ul style="list-style-type: none"> • the charter of the committee • the relevant qualifications and experience of the members of the committee; and • 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 & Risk 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. 	3.1. 3.2	✓
4.2	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.	6.3	✓
4.3	A listed entity that has an AGM should ensure that its external Auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	4.1	✓
Principle 5: Make timely and balanced disclosure			
5.1	A listed entity should: <ul style="list-style-type: none"> a. have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b. disclose this policy or a summary of it. 	4.2	✓
Principle 6: Respect the rights of security holders			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	4.1	✓
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communications with investors.	4.1	✓
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.	4.1	✓
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.	4.1	✓
Principle 7: Recognise and manage risk			
7.1	The Board of a listed entity should: <ul style="list-style-type: none"> a. have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> i. has at least three members, a majority of whom are independent Directors; and ii. is chaired by an independent Director, and disclose: 	3.1, 3.2	✓

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7.1 con't	<ul style="list-style-type: none"> iii. the charter of the committee; iv. the members of the committee; and v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	3.1, 3.2	✓
7.2	<p>The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> a. review, the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and b. disclose, in relation to each reporting period, whether such a review has taken place. 	3.2, 6.2	✓
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> 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. 	6.2	✓
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages or intends to manage those risks.</p>		✓
Principle 8: Remunerate fairly and responsibly			
8.1	<p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> a. have a Remuneration Committee which: <ul style="list-style-type: none"> i. has at least three members, a majority of whom are independent Directors; and ii. is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> iii. the charter of the committee; iv. the members of the committee; and v. 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. 	3.1, 3.3	✓
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and remuneration of executive Directors and other senior executives.</p>	Remuneration Report	✓
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> 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 this policy or a summary of it. 	5.2	✓