# Corporate Governance Statement - 2017

## OVERVIEW

The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. It is committed to attaining standards of corporate governance that are commensurate with the Company's needs. In this regard, the Board has created a framework for managing the Company, including internal controls and a business risk management process.

The Company's Corporate Governance Statement is structured below with reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2012-13 Amendments (3rd Edition). The Company's Board of Directors has reviewed the recommendations. In many cases the Company was already achieving the standard required. In a limited number of instances, the Company has determined not to comply with the standard set out in the recommendations, largely due to the recommendation being considered by the Board to be unduly onerous for a Company of this size. Recommendations which the Company does not comply with are highlighted in this report.

The 2017 Corporate Governance Statement was adopted by the Board on 28 September 2017.

Further information on the Company's corporate governance policies is located on the website: www.whitebarkenergy.com.

## 1. PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Companies should establish and disclose the respective roles and responsibilities of board and management.

- **Recommendation 1.1**: Companies should disclose the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management.

- **Recommendation 1.2:** Companies should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and 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.

- **Recommendation 1.3:** Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.

- **Recommendation 1.4**: The company secretary of the Company should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

- **Recommendation 1.5**: Companies should have a diversity policy which includes requirements for the board or a relevant committee of the board to set measureable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; disclose that policy or a summary of it; and disclose as at the end of each reporting period the measureable 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 (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 in and published under that Act.

- **Recommendation 1.6**: Companies should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

- **Recommendation 1.7:** A Company should have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Company's practice:

The Board considers that the essential responsibility of directors is to oversee the Company's activities for the benefit of its shareholders, employees and other stakeholders and to protect and enhance shareholder value. Responsibility for management of the Company's business is delegated to the Non-Executive Chairman, the Managing Director, and the Executive Director, all of whom are accountable to the Board.

Further, the Board takes specific responsibility for:-

- Contributing to the development of and approving corporate strategy;
- Appointing, assessing the performance of and, if necessary removing the Executive Directors;
- Reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- Overseeing and monitoring:
    - Organisational performance and the achievement of strategic goals and objectives
    - Compliance with the Company's code of conduct
    - Progress of major capital expenditures and other corporate projects including acquisitions, mergers and divestments;
- Monitoring financial performance including approval of the annual, half yearly and quarterly reports and liaison with the auditor;
- Ensuring there are effective management processes in place, including reviewing and ratifying systems of risk identification and management, ensuring appropriate and adequate internal control processes, and that monitoring and reporting procedures for these systems are effective;
- Enhancing and protecting the Company's reputation;
- Approving major capital expenditure, capital management, acquisitions and divestments;
- Reporting to shareholders;
- Appointment of directors ensuring that all appointments to the Board are appropriately referenced checked in addition to individual criminal and bankruptcy checks. It also ensures that all relevant information is provided to security holders for the purpose of deciding on whether or not to elect or re-elect Director; and
- Any other matter considered desirable and in the interest of the Company.

The Board is responsible for the overall Corporate Governance of the Company including the strategic direction, establishing goals for management and monitoring the achievement of these goals.

The Company has a formal Board Charter which is on the Company's website. In broad terms, the Board is accountable to the shareholders and must ensure that the Company is properly managed to protect and enhance shareholders' wealth and other interests. The Board Charter sets out the role and responsibilities of the Board within the governance structure of the Company and its related bodies corporate (as defined in the Corporations Act).

Senior executives are responsible for the ongoing management of the Company's operations and report to the Board. They are accountable for all functions that are necessary to the operations of the Company and not specifically reserved to the Board. Senior executives' performance is reviewed on a regular basis by the Board.

Executive directors and other senior executives of the Company are engaged subject to the terms of written service contracts, key details of which are published in the Company's annual report.

Non-executive directors are required to enter into written agreements for the provision of their services.

The respective executive and non-executive agreements set out the terms of their respective appointments, including but not limited to, duties and responsibilities, remuneration (and where appropriate, any termination provisions) and indemnity and insurance arrangements.

The Company secretary is responsible for advising the Board on governance matters, monitoring that the Board follows policy and procedure, timely completion and dispatch of Board papers and the accurate capture of business at Board meetings in minutes. Communication between directors and company secretary is regular and direct.

**Diversity Policy**

The Board has adopted a Diversity Policy as per Recommendation 1.5. The Diversity Policy addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees. The Diversity Policy outlines the processes by which the Board will set measurable objectives to achieve the aims of its Diversity Policy, with particular focus on gender diversity within the Company.

The Company is committed to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees and is utilised to enhance the Company's performance.

The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements, including the achievement of diversity objectives.

**Gender Diversity**

As a priority, the Company is focusing on the participation of women on its Board and within senior management. The Board is in the process of determining appropriate measurable objectives for achieving gender diversity.

Women Employees, Executives and Board Members

The Company and its consolidated entities have two (2) female employees:

- The Finance Manager; and
- The Executive Assistant;

which represent approximately 33% of the total number employees, executives and/or board members of the Company and its consolidated entities. There are currently no female members of the Board of the Company but the Board is committed to seeking qualified female candidates as and when a Board position becomes available.

**Monitoring of Board and Senior Executive Performance**

The Company did not have a formal process for the evaluation of the performance of the board members during the 2017 financial year, and as such does not comply with Recommendation 1.6.

Until such time as a formal process is developed by the Nomination Committee, the Chairman will assess the performance of the directors and the board (and its various committees).

The Company considers that a formal process is not essential at this stage and that performance evaluation can be effectively assessed on an informal basis.

No formal performance evaluation has been undertaken during the year ended 30 June 2017. The Company will instigate a formal evaluation process for the 2018 financial year.

The Company did not have a formal process for the evaluation of the performance of senior executives during the 2017 financial year, and as such does not comply with Recommendation 1.7.

As the Company evolves, the Board will establish formal quantitative and qualitative performance evaluation procedures. Until such time as formal procedures are implemented, the Chairman will assess the performance of senior executives.

The Company considers that a formal process is not essential at this stage and that performance evaluation can be effectively assessed on an informal basis.

No formal performance evaluation has been undertaken during the year ended 30 June 2017.

Based on the above information the Company believes it is fully compliant with Recommendations 1.1, 1.2, 1.3 and, 1.4, The Company is not compliant with recommendations 1.5, 1.6 and 1.7 as outlined above.

## 2. PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

- **Recommendation 2.1:** If the Board does not have a nomination committee that fact needs to be disclosed 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.

- **Recommendation 2.2:** The Company should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

- **Recommendation 2.3:** The Company should disclose the names of the directors considered by the board to be independent directors; if a director has an interest, position, association or relationship of a type that could be seen to impact independence 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 the length of service of each director.

- **Recommendation 2.4:** A majority of the board of the Company should be independent directors.

- **Recommendation 2.5:** The chair of the Board should be an independent director and, in particular, should not be the same person as the CEO of the Company.

- **Recommendation 2.6:** The Company 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 Company's practice:

**Independence**

Corporate Governance Council Recommendation 2.4 requires a majority of the Board to be independent directors. The Corporate Governance Council defines independence as being free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgement. The Board as a whole comprises a Non-Executive Chairman, a Managing Director, and an Executive Director. No Director is considered independent. Notwithstanding that the Company does not currently comply with Recommendations 2.4 and 2.5, given the stage of development of the Company and the current nature and scope of the Company’s activities, the Company believes that the current composition of the Board is appropriate.

**Composition**

The directors have been chosen for their particular expertise to provide the company with a competent and well-rounded decision-making body and which will assist the company and shareholders in meeting their objectives.

The term in office held by each director in office at the date of this report is as follows and details of the professional skills and expertise of each of the directors are set out in the Directors' Report. Skill sets currently included in the Company's board include technical, managerial, corporate and commercial.

| Name | Position | Term in Office |
|---|---|---|
| **Charles Morgan** | Non-executive Chairman | 21 months |
| **Stephen Keenihan** | Managing Director to 20 August 2013; Executive Director from 20 August 2013 to 9 October 2015; Managing Director from 9 October 2015 to 20 April 2016; Executive Director from 20 April 2016 | 6½ years |
| **David Messina** | Executive Director | 14 months |

The directors meet frequently, both formally and informally, so that they maintain a mutual, thorough understanding of the Company's business and to ensure that the Company's policies of corporate governance are adhered to.

**Education**

The Company has a formal process to educate new directors about the nature of the business, current issues, the corporate strategy and the Company's expectations concerning the performance of directors. Directors are given access to and encouraged to participate in continuing education opportunities to update and enhance their skills and knowledge.

**Independent Professional Advice and Access to Company Information**

Each director has the right of access to all relevant Company information and to the Company's executives and, subject to prior consultation with the Chairman, may seek independent professional advice from a suitably qualified advisor at the consolidated entity's expense. The director must consult with an advisor suitably qualified in the relevant field and obtain the Chairman's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other board members.

**Insurance**

The Group has in place a Directors and Officers liability insurance policy providing a specified level of cover for current and former Directors and Executive Officers of the Group against liabilities incurred whilst acting in their respective capacity.

**Nomination Committee**

The Company does not currently have a separate nomination committee and hereby discloses this fact as required by recommendation 2.1. Given the size of the Company and the Board and the nature and scope of the Company's activities, the Board does not believe any marked efficiencies or enhancements would be achieved by the creation of a separate Nomination Committee.

Based on the above information the Company believes it is fully compliant with Recommendations 2.1, 2.2, 2.3 and 2.6. The Company is not compliant with Recommendations 2.4 and 2.5 as outlined.

## 3. PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

Companies should actively promote ethical and responsible decision-making.

- **Recommendation 3.1**: Companies should have a code of conduct for its directors, senior executives and employees; and disclose that code or a summary of it.

The Company's practice:

**Ethical Standards**

The Company has a formal Code of Conduct as per Recommendation 3.1. This code outlines how directors and employees of the Company and its related bodies corporate are to behave when conducting business. A full copy of this Code of Conduct is available on the Company's website.

The Company is committed to the highest level of integrity and ethical standards in all business practices. Directors and employees must conduct themselves in a manner consistent with current community and corporate standards and in compliance with all legislation. In addition, the Board subscribes to the Statement of Ethical Standards as published by the Australian Institute of Company Directors.

All Directors and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Based on the above information the Company believes it is fully compliant with Recommendations 3.1.

## 4. PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

- **Recommendation 4.1:** The board should, where 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.

- **Recommendation 4.2**: The board 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.
- **Recommendation 4.3:** A Company 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.

The Company's practice:

**Audit Committee**

- Given the size of the Company and the Board (three non-independent Directors) the Board has not established a separate audit committee and is therefore not compliant with recommendation 4.1(a) and hereby discloses this fact. The duties and responsibilities typically delegated to such a committee are carried out by the full Board.

The processes the Board applies in performing this function include:-

- reviewing internal control and recommending enhancements;
- monitoring compliance with Corporations Act 2001, Securities Exchange Listing Rules, matters outstanding with auditors, Australian Taxation Office, Australian Securities and Investment Commission and financial institutions;
- improving the quality of the accounting function, personnel and processes;
- reviewing external audit reports to ensure that where major deficiencies or breakdowns in controls or procedures have been identified, appropriate and prompt remedial action is taken by management;
- liaising with the external auditors and ensuring that the annual audit and half-year review are conducted in an effective manner; and
- reviewing the performance of the external auditors on an annual basis and nomination of auditors is at the discretion of the Board.

**Audit and Compliance Policy**

The Board imposes stringent policies and standards to ensure compliance with all corporate financial and accounting standards. Where considered appropriate, the Company's external auditors, professional advisors and management are invited to advise the Board on these issues and the Board meets quarterly to consider audit matters prior to statutory reporting.

The Company requires that its auditors must not carry out any other major area of service to the Company and should have expert knowledge of both Australian and international jurisdictions.

The Board assumes responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information. The Board maintains responsibility for a framework of internal control and ethical standards for the management of the consolidated entity.

The Board, consisting of members with financial expertise and detailed knowledge and experience of the oil and gas exploration and evaluation business, advises on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the Company. The Executive Director and the Managing Director declared in writing to the Board that the Company's financial reports for the year ended 30 June 2017 present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards. This statement is required annually.

The Company's auditor is required to be present, and be available to shareholders, at the Annual General Meeting.

Based on the above information the Company believes it is fully compliant with Recommendation 4.1, 4.2 and 4.3.

## 5. PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Companies should promote timely and balanced disclosure of all material matters concerning the company.

- **Recommendation 5.1**: Companies should have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and disclose that policy or a summary of it.

The Company's practice:

**Continuous Disclosure Policy**

The Company has a formal Continuous Disclosure Policy as required by Recommendation 5.1. This policy was introduced to ensure the Company achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules and ensuring The Company and individual officers do not contravene the Corporations Act or ASX Listing Rules. A full copy of this policy can be found on the Company's website.

The Company is required to immediately tell the ASX once it becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

Therefore to meet this obligation the Company undertakes to:

(a) Notify the ASX immediately upon becoming aware of any information that a reasonable person would expect to have a material effect on the price and value of the company's securities, unless that information is not required to be disclosed under the listing rules;

(b) Disclose notifications to the ASX on the Company website following confirmation of the publishing of the information by the ASX; and

(c) Not respond to market speculation or rumour unless the ASX considers it necessary due to there being, or likely to be, a false market in the Company's securities.

The Managing Director and the Company Secretary are responsible for co-ordinating the disclosure requirements. To ensure appropriate procedure all directors, officers and employees of the Company coordinate disclosures through the Managing Director and the Company Secretary**,** including:

(a) Media releases;

(b) Analyst briefings and presentations; and

(c) The release of reports and operational results.

Continuous disclosure is a standing agenda item for all Board meetings.

Based on the above information, the Company believes that it is fully compliant with Recommendation 5.1.

## 6. PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

- **Recommendation 6.1:** Companies should provide information about itself and its governance to investors via its website.
- **Recommendation 6.2:** Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.
- **Recommendation 6.3:** Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.
- **Recommendation 6.4:** Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company's practice:

**Shareholder Communication**

It is the policy of the Company to communicate effectively with its shareholders by giving them ready access to balanced and understandable information about the Company and making it easier for them to participate in general meetings.

The Board encourages full shareholder participation at the Annual General Meeting as it provides shareholders an opportunity to review the Company's annual performance. Shareholder attendance also ensures a high level of accountability and identification with the Company's strategy and goals.

The shareholders are responsible for voting on the appointment of directors, approval of the maximum amount of directors' fees and the granting of options and shares to directors. Important issues are presented to the shareholders as single resolutions.

The Company's auditor is required to be present, and be available to shareholders, at the Annual General Meeting.

Information is communicated to shareholders through:-

- the Annual Report which is distributed to all shareholders;
- Half-Yearly Reports, Quarterly Reports, and all Australian Securities Exchange announcements which are posted on the Company's website;
- the Annual General Meeting and other meetings so called to obtain approval for Board action as appropriate; and
- compliance with the continuous disclosure requirements of the Australian Securities Exchange Listing Rules.

The Company's full policy on shareholder communication can be found on our website.

Based on the above information the Company believes it is fully compliant with Recommendations 6.1, 6.2, 6.3 and 6.4.

**7. PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

Companies should establish a sound system of risk oversight and management and internal control.

- **Recommendation 7.1:** Companies whom do not have a risk committee/s that satisfy recommendation 7.1 (a) should disclose that fact and the processes it employs for overseeing the entity's risk management framework.

- **Recommendation 7.2:** The board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and disclose, in relation to each reporting period, whether such a review has taken place.

- **Recommendation 7.3:** The Company should disclose if it has an internal audit function, how the function is structured and what role it performs; or 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.

- **Recommendation 7.4**: A Company 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.

The Company's practice:

**RISK MANAGEMENT**

**Recognise and Manage Risk**

The Company does not have a risk committee and hereby discloses that fact. Risk oversight, management and internal control are dealt with on a continuous basis by management and the Board, with differing degrees of involvement from various Directors and management, depending upon the nature and materiality of the matter.

The Board has established a formal policy to effectively recognise and manage risk as required by Recommendation 7.1. The Company's policy is to achieve levels of operation that balance risk and reward with the ultimate aim of optimising shareholder value. The Risk Management and Internal Control policy is detailed in full on our website.

**Oversight of the Risk Management System**

The Board takes a proactive approach to risk management. The Board is responsible for oversight of the processes whereby the risks, and also opportunities, are identified on a timely basis and that the Company's objectives and activities are aligned with the risks and opportunities identified by the Board. This oversight encompasses operational, financial reporting and compliance risks.

The Company believes that it is crucial for all Board members to be a part of the process, and as such the Board has not established a separate risk management committee. The Board oversees the establishment, implementation and annual review of the Company's risk management policies as part of the Board approval process for the strategic plan, which encompasses the Company's vision and strategy, designed to meet stakeholder's needs and manage business risks.

The Managing Director has declared, in writing to the Board and in accordance with section 295A of the Corporations Act, that the financial reporting risk management and associated compliance and controls have been assessed and found to be operating efficiently and effectively. All risk assessments covered the whole financial year and the period up to the signing of the annual financial report for all material operations in the Company.

**Internal Control Framework**

The Board acknowledges that it is responsible for the overall internal control framework, but recognizes that no cost effective internal control system will preclude all errors and irregularities. To assist in discharging this responsibility, the Board has instigated an internal control framework that deals with:

- Financial reporting - there is a comprehensive budgeting system with an annual budget, updated on a regular basis approved by the Board. Monthly actual results are reported against these budgets.

- Investment appraisal - the Company has clearly defined guidelines for capital expenditure including annual budgets, detailed appraisal and review procedures, and levels of authority and due diligence requirements where businesses or assets are being acquired or divested.

- Quality and integrity of personnel - the Company's policies are detailed in an approved induction manual. Formal appraisals are conducted annually for all employees.

The Company does not have an internal control function as the company's operations are not of a size or complexity to require a dedicated function at this time and that processes and inherent risks are sufficiently transparent as to be identified by board members.

The Company is subject to a number of economic, environmental and occupational health and safety risks, typical of those associated with a publicly listed entity engaged in the oil and gas industry. The Company is not aware of any material social sustainability risks in the local communities in which it operates.

All business risks are managed by the Managing Director with the support of employees and consultants where appropriate.

Potential and actual material risks identified are reported on, and considered by directors, at each board meeting.

Based on the above information the Company believes it is fully compliant with Recommendations 7.1, 7.2, 7.3 and 7.4.

**8. PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

- **Recommendation 8.1**: The board should establish a remuneration committee; or 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.

- **Recommendation 8.2**: The Company should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company's practice:

**Remuneration committee**

The Company does not currently have a separate remuneration committee and hereby discloses this fact. The duties and responsibilities typically delegated to such a committee are considered to be the responsibility of the full board, given the size and nature of the Company's activities.

**Remuneration policies**

Remuneration of Directors is formalised in service agreements. The Board is responsible for determining and reviewing compensation arrangements for the directors themselves, the Executive Directors and the executive team. The Board may engage external consultants for independent advice in the future as it deems necessary.

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality board and executive team by remunerating directors and senior executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the Board links the nature and amount of executive directors' and senior executives' emoluments to the Company's financial and operational performance. The expected outcomes of the remuneration structure are:

1. Retention and Motivation of senior executives
2. Attraction of quality management to the Company
3. Performance incentives (if appropriate) which allow executives to share the rewards of the success of the Company

Remuneration of non-executive directors is determined by the Board with reference to comparable industry levels and, specifically for directors' fees, within the maximum amount approved by shareholders. There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive directors.

For details on the amount of remuneration and all monetary and non-monetary components for all directors refer to the Remuneration Report above. In relation to the payment of bonuses, options and other incentive payments, discretion is exercised by the Board, having regard to the overall performance of the Company and the performance of the individual during the period.

The Company's policy for trading in its securities by directors, senior executives and employees is available on the Company's website
The policy does not include a specific prohibition in entering into transactions which limit the economic risk of participating in the equity-based scheme, where the remuneration is unvested, or vested.
A prohibition into entering into such arrangements is provided for in the Corporations Act

Based on the above information the Company believes it is fully compliant with Recommendation 8.1, 8.2 and Recommendation 8.3.