

# Corporate Governance

## BOARD CHARTER

This policy sets out the major principles adopted by the Board to manage its affairs and enable it to discharge its responsibilities.

### Responsibilities and Functions of the Board

The Board of Directors is responsible for setting the strategic direction of the Company and for overseeing and monitoring its businesses and affairs. Directors are accountable to the shareholders for the Company's performance. Management of the Company's affairs and implementation of its strategy and policy initiatives are delegated to the Chief Executive Officer and by him to other senior executives.

The Board reviews and approves the Company's business plans and guiding policies.

The functions of the Board include:

- setting overall financial goals for the Company;
- approving strategies and plans for the Company's businesses to achieve these goals;
- approving financial plans and annual budgets;
- monitoring business performance and results;
- approving key management recommendations (such as major capital expenditure, acquisitions, divestments, restructuring and funding);
- appointing and reviewing the performance of the Chief Executive Officer and senior management;
- reporting to shareholders on the Company's direction and performance;
- determining that satisfactory arrangements are in place for auditing the Company's financial affairs;
- meeting statutory and regulatory requirements and overseeing the way in which business risks and the assets of the Company are managed.

In fulfilling these functions, Directors seek to enhance shareholder value.

### Composition of the Board

The composition of the Board is determined using the following principles:

- The number of Directors shall not be fewer than 3.
- The Chairman of the Board is to be a Non-Executive Director.
- The Board shall strive to have a majority of independent non-executive Directors.
- The Nomination Committee will regularly review the composition of the Board.
- It is acknowledged that the Board should have a broad range of expertise. If the need for a new Board member is identified, the Nomination Committee shall make

recommendations to the Board on candidates it considers appropriate for appointment. Any new Director appointed by the Board must stand for election at the next general meeting of shareholders.

- At each Annual General Meeting one-third of Directors shall retire from office and may stand for reelection.
- The Company does not have a policy with regard to establishing a maximum term for the appointment of a Director.

### **Board Meetings**

- Board meetings are generally held on a regular basis with at least one meeting each year. All Directors are expected to prepare fully for all Board meetings, and to attend as many Board meetings as is reasonably practicable.
- The Board meeting agenda and relevant papers will be distributed to all Directors at least four days prior to the meeting.
- The Board has established a number of Board committees to assist in the execution of its responsibilities. In addition to these permanent committees, it is the practice of the Board to establish ad hoc sub committees on an as needed basis. All Directors are expected to be available for membership of these committees, to prepare fully for relevant committee meetings, and to attend as many meetings of Board committees and sub-committees, of which they are a member, as is reasonably practicable. The agenda and papers for Board committee meetings will be distributed at least four days prior to each meeting.

### **Remuneration of Directors**

- Remuneration of Non-Executive Directors is determined in aggregate by the shareholders, and is allocated by the Board on the recommendation of the Remuneration Committee. The Remuneration Committee will take independent advice in respect to Directors fees on an as needed basis.
- Executive Directors receive no extra remuneration for their service on the Board beyond their executive salary package.
- Directors fees are paid on a gross fees basis (except GST where applicable). There is no separate payment made for attendance at Board committee meetings or for other attendances to Company or Board activities. Directors do have the option of packaging their fees on the same basis as executives (eg: superannuation, motor vehicles).
- Directors are not required to hold shares in the Company as part of their appointment.
- The reasonable expenses incurred by a Director in discharging their obligations and performing their duties will be reimbursed by the Company, consistent with Company policies which are established from time to time.

### **Directors' Other Interests**

- Directors' other interests, which are likely to conflict with the interests of the Company, are to be declared by the relevant Director at the time the interest arises or the potential conflict becomes apparent. If a conflict actually arises, the Director concerned will absent himself from the meeting at which the issue is discussed and will abstain from voting on the issue.
- Each Director is required to provide and to keep the Company provided with up to date details of their other interests (for example, employment, directorships, potential conflicts of interest, interests in contracts to which the Company is party, related party transactions) both before and during the holding of office.

### **Independent Professional Advice**

With the prior approval of the Chairman, not to be withheld except in case of an unreasonable request by a Director, each Director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfill his or her duties and responsibilities as a Director.

### **Education**

The Board will establish a program of continuing education to ensure that its members are kept up to date with developments in the industry both locally and globally.

- Buying and Selling Shares

The Company has adopted a comprehensive policy on share trading for employees and directors. A copy of that policy is separately posted on the company's web site

### **Continuous Disclosure**

The Board is aware of its obligations in respect of continuous disclosure of material information, and embraces the principle of providing access to that information to the widest audience of investors.

A Board policy 'Disclosures to the Investment Community' has been issued and all Directors are required to comply with that policy. (A copy of the policy is attached).

### **Compliance Officer**

The Board shall ensure that at all times a responsible executive of the Company is appointed as the Compliance Officer of the Company. That Officer shall be responsible for arranging, monitoring and reporting to the Board upon the performance of all the compliance obligations of the Company. Unless a more appropriate officer is available the Company Secretary shall be the Compliance Officer.

## **TERMS OF REFERENCE**

### **AUDIT and RISK COMMITTEE**

#### **1. General Scope and Authority**

The Audit and Risk Committee (ARC) is a Committee of the Board. The Board has resolved to establish this Committee and to adopt these Terms of Reference to govern the proceedings and meetings of the Committee.

The main objectives of the ARC are to assist the Board to discharge its responsibility to exercise due care, diligence and skill in relation to:

- reporting of financial information to users of financial reports;
- application of accounting policies;
- financial management;
- internal control system;
- risk management system;
- business policies and practices;
- protection of the entity's assets; and
- compliance with applicable laws, regulations, standards and best practice guidelines.

As a Committee of the Board, the Audit Committee provides a channel of communication between the Board, Management, the external auditors and the internal auditors, if appointed, on matters arising out of the external and internal audits.

#### **2. Composition**

The Committee consists of a minimum of two Directors of the Board. All members should be non-executive directors, the majority of whom should be independent directors. At least one member should have financial expertise (i.e. is a qualified accountant or other financial professional with experience of financial and accounting matters).

The Board shall appoint the Chairman. Should the Chairman be absent from a meeting and no Acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

The Secretary of the Committee will be the Company Secretary.

### **3. Meetings**

The Committee shall meet as frequently as required but not less than twice a year.

The meetings of the committee may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.

Any Committee member may call a meeting of the Committee.

A Notice of Meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee in the week prior to the date of the meeting. The Notice of Meeting will include relevant supporting papers for the agenda items to be discussed.

The quorum for a meeting is two members or any greater number determined by the Committee from time to time.

Other Board Directors, executives and other parties may attend Committee meetings but only at the invitation of the Chairman.

The Chairman of the Committee, or delegate, shall report to the Board following each meeting.

Minutes of proceedings and resolutions of Committee meetings shall be kept by the Secretary. Minutes will be distributed to all Committee members after preliminary approval has been given by the Committee Chairman.

### **4. Authority**

The Committee has the authority to seek any information it requires to carry out its duties from any officer or employee of the Company or related parties and such officers or employees shall be instructed by the Board of the entity employing them to cooperate fully in the provision of such information.

The Committee also has the authority to consult any independent professional adviser it considers appropriate to assist it in meeting its responsibilities.

The Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board or Management to their implementation. The Committee is not responsible for supervising the performance of

executives and is not to become involved in day-to-day operations, management functions or decision making.

## **5. Duties and Responsibilities**

**The Committee's main responsibilities are as follows:**

### **5.1 External Reporting**

- Review financial statements distributed externally and determine whether or not to recommend their acceptance by the Board.
- Review management's processes for ensuring the monitoring of compliance with laws, regulations and other requirements (including Australian Accounting Standards, the Corporations Act 2001 and the Australian Stock Exchange) relating to the external reporting of financial and non-financial information.
- Ensure that a comprehensive process is established by management to capture issues for the purposes of continuous reporting to the Australian Stock Exchange.
- Assess information from internal and external auditors that affects the quality of financial reports (e.g.: actual and potential material audit adjustments, financial report disclosures, non-compliance with the laws and regulations, internal control issues).
- Ask the external auditor for an independent judgment about the appropriateness, not just the acceptability, of accounting policies used and the clarity of the financial disclosure practices used or proposed to be used as put forward by management.
- Review documents and reports to regulators and make recommendations to the Board on their approval or amendment.

### **5.2 Related-Party Transactions**

- Review the propriety of related-party transactions.

### **5.3 Internal Control and Risk Management**

- Ensure that a review of the Company's material internal controls, including financial, operational and compliance controls and risk management is carried out annually.
- Receive from management reports on all suspected and actual frauds, thefts and breaches of laws.

- Address the effectiveness of the internal control and risk management system with management and the external auditors, and also the internal auditors, if appointed.
- Evaluate the process for assessing and continuously improving internal controls, particularly those related to areas of significant risk.

#### **5.4 External Audit**

- Make recommendations to the Board on the appointment, remuneration and monitoring the performance and independence of the external auditor.
- Ensure that any suggestions by management that the auditor needs to be replaced or that the audit needs to be put out to tender are referred to and examined carefully by the Committee with it reporting to the Board on its examination before any decision is made by the Board.
- Review the external auditor's fees and be satisfied that an effective, comprehensive and complete audit can be conducted for the set fee.
- Invite the external auditor to attend ARC meetings to, at least, review the audit plan, discuss audit results and consider the implications of the external audit findings for the control environment.
- Together with the external auditor, review the scope of the external audit (particularly the identified risk areas) and any additional agreed-upon procedures on a regular and timely basis.
- Enquire of the auditor if there have been any significant disagreements with management irrespective of whether or not they have been resolved.
- Review management's responsiveness to the external auditor's findings and recommendations.
- Provide the opportunity for the Committee members to meet with the external auditors without management personnel being present at least once a year.
- Review the external auditor's independence based on the external auditor's relationships and services rendered, including all non-audit services to the Company that may impair or appear to impair the external auditor's independence.
- Require that the partner managing the audit for the external Auditor be changed within a period of 5 years.

#### **5.5 Internal Audit**

If internal auditors are appointed,

- Review the internal auditor's mission, charter and resourcing (including qualifications, skills, experience, funding and equipment).
- Review and approve the scope of the internal audit plan and work program.

- Consider the implications of internal audit findings for the control environment.
- Monitor and critique management's responsiveness to internal audit's findings and recommendations.
- Evaluate the process the Company has in place for assessing the effectiveness of the internal auditor.
- Provide the opportunity for Committee members to meet with the internal auditors without management personnel being present at least once a year.

## **6. Fees and Expenses**

Committee members are not entitled to receive any additional remuneration for their role as members of this Committee. Director's fees are set to include membership of Board Committees.

The reasonable expenses incurred by Committee members in discharging their obligations, attending Committee meetings will be reimbursed by the Company, consistent with Company policies which are established from time to time.

## **7. Review of Terms of Reference**

The Terms of Reference are to be reviewed annually by the Committee to ensure that they remain consistent with the Committee's authority, objectives and responsibilities. Significant changes to the Terms of Reference are recommended by the Committee and approved by the Board.

## **TERMS OF REFERENCE**

### **NOMINATION COMMITTEE**

#### **1. General Scope and Authority**

The Board has resolved to establish the Nomination Committee and to adopt these Terms of Reference to govern the proceedings and meetings of the Committee.

The primary purpose of the Nomination Committee is to support and advise the Board in fulfilling its responsibilities to shareholders in ensuring that the Board is appropriately



structured and comprised of individuals who are best able to discharge the responsibilities of directors by:

- Assessing the size, composition and skills required by the Board having regard to the Company's current and proposed scope of activities.
- Assessing the extent to which the required skills are represented on the Board.
- Establishing processes for the identification of suitable candidates for appointment to the Board.
- Establishing processes for the review of the performance of individual directors and the Board as a whole.

## **2. Composition**

The Committee consists of a minimum of three Directors of the Board, the majority of whom shall be independent non-executive directors,

The Chairman of the Nomination Committee shall be appointed by the Board. Should the Chairman be absent from a meeting and no Acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

The Company Secretary will act as Secretary of the Committee.

## **3. Meetings**

The Committee shall meet as frequently as required but not less than twice a year.

The meetings of the Committee may be conducted by means of telephone conferencing or other methods of simultaneous communication by telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.

Any Committee member may call a meeting of the Committee.

A Notice of Meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee in the week prior to the date of the meeting. The Notice of Meeting will include relevant supporting papers for the agenda items to be discussed.

The quorum for a meeting is two members or any greater number determined by the Committee from time to time.

Other Board Directors, executives and/or parties external to the Company may attend Committee meetings but only at the invitation of the Chairman.

The Chairman of the Committee, or delegate, shall report to the Board following each meeting.

Minutes of proceedings and resolutions of Committee meetings shall be kept by the Secretary. Minutes will be distributed to all Committee members after preliminary approval has been given by the Committee Chairman.

#### **4. Authority**

The Committee has the authority to seek any information it requires to carry out its duties from any officer or employee of any entity of the Company or related parties and such officers or employees shall be instructed by the Board of the entity employing them to cooperate fully in the provision of such information.

The Committee also has the authority to consult any independent professional adviser it considers appropriate to assist it in meeting its responsibilities.

The Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board or Management to their implementation. The Committee is not responsible for supervising the performance of executives and shall not become involved in day-to-day operations, management functions or decision making.

#### **5. Duties and Responsibilities**

The Committee shall periodically assess the skills required to competently discharge the Board's duties, having regard to the strategic direction of the Company, and report the outcome of that assessment to the Board.

The Committee shall, as and when it considers appropriate, but in any event on each occasion on which an existing director retires, assess the skills represented on the Board by the directors and determine whether those skills meet the required skills as identified.

The Committee shall make recommendations to the Board on means by which skill levels of existing directors can be enhanced.

Having regard to the skills required and the skills represented, the Committee shall implement a process for the identification of suitable candidates for appointment to the Board.

The Committee shall make recommendations to the Board on candidates it considers appropriate for appointment.

The Committee shall inform the Board of the names of directors who are retiring in accordance with the provisions of the Constitution and will make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In making such recommendations, the Committee will undertake a process of review of the retiring director's performance during the period in which the director has been a member of the Board.

The Committee shall be responsible for assessing the effectiveness of the Board as a whole and for assessing the contribution of each director.

A member of the Committee shall not participate in the review of his or her own performance.

In carrying out all of its functions the Committee will have due regard to the 'Principles of Good Corporate Governance and Best Practice Recommendations' issued by the ASX Corporate Governance Council.

## **6. Fees and Expenses**

Committee members are not entitled to receive any additional remuneration for their role as members of this Committee. Director's fees are set to include membership of Board Committees.

The reasonable expenses incurred by Committee members in discharging their obligations, attending Committee meetings etc will be reimbursed by the Company, consistent with Company policies which are established from time to time.

## **7. Review of Terms of Reference**

The Terms of Reference are reviewed annually by the Committee to ensure that they remain consistent with the Committee's authority, objectives and responsibilities. Significant changes to the Terms of Reference are recommended by the Committee and approved by the Board.

## **TERMS OF REFERENCE**

### **REMUNERATION COMMITTEE**

## **1. General Scope and Authority**

The Board has resolved to establish the Remuneration Committee and to adopt these Terms of Reference to govern the proceedings and meetings of the Committee.

The Board is responsible to shareholders for ensuring that the Company:

- has coherent remuneration policies and practices which are observed and which enable it to attract and retain executives and Directors who will create value for shareholders;
- fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executive and the general pay environment; and
- complies with the provisions of the ASX Listing Rules and Corporations Law of Australia.

The primary purpose of the Committee is to support and report to the Board in fulfilling these responsibilities to shareholders in relation to:

☐ executive remuneration policy;

☐ the remuneration of executive directors;

☐ the remuneration of direct reports to the Chief Executive Officer, and as appropriate other senior executives; and

☐ all equity based plans.

## **2. Composition**

The Committee consists of a minimum of three Directors of the Board, the majority of whom shall be independent directors.

The Chairman of the Remuneration Committee is appointed by the Board and will be a Non-Executive Director. Should the Chairman be absent from a meeting and no Acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

The Secretary of the Committee will be appointed by the Committee.

## **3. Meetings**

The Committee shall meet as frequently as required but not less than twice a year.

The meetings of the Committee may be conducted by means of telephone conferencing or other methods of simultaneous communication by telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.

Any Committee member may call a meeting of the Committee.

A Notice of Meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee in the week prior to the date of the meeting. The Notice of Meeting will include relevant supporting papers for the agenda items to be discussed.

The quorum for a meeting is two members or any greater number determined by the Committee from time to time.

Other Board Directors, executives and/or parties external to the Company may attend Committee meetings but only at the invitation of the Chairman.

Committee members will not be in attendance at meetings at which their own individual remuneration is being discussed.

The Chairman of the Committee, or delegate, shall report to the Board following each meeting.

Minutes of proceedings and resolutions of Committee meetings shall be kept by the Secretary. Minutes will be distributed to all Committee members after preliminary approval has been given by the Committee Chairman.

#### **4. Authority**

The Committee has the authority to seek any information it requires to carry out its duties from any officer or employee of any entity of the Company or related parties and such officers or employees shall be instructed by the Board of the entity employing them to cooperate fully in the provision of such information.

The Committee also has the authority to consult any independent professional adviser it considers appropriate to assist it in meeting its responsibilities.

The Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board or Management to their implementation. The Committee is not responsible for supervising the performance of

executives and shall not become involved in day-to-day operations, management functions or decision making.

## **5. Duties and Responsibilities**

In order to fulfill its responsibilities to the Board, the Committee shall:

### **5.1 Executive Remuneration Policy**

- review and report on the Group's policy for determining executive remuneration, and any amendments to that policy proposed from time to time;
- review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs;
- oversee the implementation of this remuneration policy within the Group.

### **5.2 Directors and Senior Management**

- consider and make recommendations to the Board on the entire specific remuneration for each Executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy, and on the directors' fees. The Committee will need to determine whether any shareholder approvals are required; and
- review and report upon the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer and other Executive Directors.

### **5.3 Executive Incentive Plans**

- review and report on the design of all executive incentive plans; and
- review and report on the total proposed payments from each executive incentive plan.

### **5.4 Equity Based Plans**

- review and report upon the design of all equity based plans;

- keep all plans under review in the light of legislative, regulatory and market developments;
- for each equity based plan, recommend to the Board upon whether awards should be made under that plan;
- review and recommend proposed awards under each plan;
- in addition to considering awards to Executive Directors and direct reports to the Chief Executive Officer, review and recommend proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee; and
- review and make recommendations about performance criteria for each equity based plan.

## **5.5 Approvals**

The Committee must if requested by the Board, review and report to the Board on proposal concerning:

- changes to the remuneration or contract terms of Executive Directors and direct reports to the Managing Director and other Executive Directors;
- the design of new, or amendments to current, equity plans or executive cash-based incentive plans;
- total level of remuneration proposed from equity plans or executive cash-based incentive plans; and
- termination payments to the Chief Executive Officer, other Executive Directors and their direct reports. Termination payments to other departing senior executives should be reported to the Committee at its next meeting.

## **6. Fees and Expenses**

Committee members are not entitled to receive any additional remuneration for their role as members of this Committee. Director's fees are set to include membership of Board Committees.

The reasonable expenses incurred by Committee members in discharging their obligations, attending Committee meetings etc will be reimbursed by the Company, consistent with Company policies which are established from time to time.

## **7. Review of Terms of Reference**

The terms of Reference are reviewed annually by the Committee to ensure that they remain consistent with the Committee's authority, objectives and responsibilities. Significant changes to the Terms of Reference are recommended by the Committee and approved by the Board.

## **Corporate Governance**

### **Supplementary Policies**

#### **1. CODE OF CONDUCT**

The Company's Code of Conduct consists of the following principles: -

- The Company will conduct its business operations with full regard and compliance with all legal obligations of the Company
- Employees of the Company will strive to the utmost of their abilities to deliver quality services to meet our clients' needs.
- Our clients will be treated with respect, courtesy and a caring attitude toward their business requirements.
- The Company encourages individuals to join appropriate organisations and associations that can effectively represent their work interests.
- The Company expects its employees to work in a supportive and cooperative manner and will not condone any form of harassment of fellow workers. All cases of harassment will be promptly resolved through counselling and conciliation processes.
- When working for clients, employees will adhere to all workplace and occupational health and safety requirements, work instructions and directives and will refrain from any irresponsible, negligent or unsafe actions or work.
- The Company and its employees will not knowingly reveal trade secrets or information concerning intellectual property or practices, which could be injurious to our clients or our own business interests.
- Confidentiality must be strictly observed and official information must not be disclosed except where disclosure is authorised or legally mandated.
- The Company will communicate the code of conduct to all its employees.

#### **2. CONFLICT OF INTEREST**

##### **Policy**



Employees must avoid any circumstances which may lead to a conflict of interest between their personal or their family's private interests or activities and the interests or activities of the Company.

Employees must declare any such circumstances so that either proper approval to continue those interests or activities can be given or the conflict may be avoided.

Such matters could include: -

- Employees and/or their families benefiting from a business transaction that rightfully should be made available to the Company.
- Personal transactions, situations or involvement in which employees and/or their family's personal interests actually conflict or have the appearance of conflicting with those of the Company or its related parties, e.g. interests in companies in competition with the Company.
- Employees engaging in other employment or activity that prevents or restricts the employee from performing to their best ability.
- Company information of a confidential nature being used or disclosed without proper authorisation.
- Business actions which have the potential to embarrass or harm an employee or the Company.

### **Purpose**

To ensure that employees fulfill their responsibility to: -

- Work towards achieving their full potential and maximising their contribution and productivity.
- Work towards ensuring that the Company achieves its business objectives.

## **3. DISCLOSURES TO THE INVESTMENT COMMUNITY**

### **Background**

To ensure that information about or concerning the Company which is to be given to the news media is accurate, consistent, appropriate and conforms with Company Policy, no public statement may be made on any matter concerning our work, our employees or our customers except in accordance with this Policy.

The ASX Listing Rules and the Corporations Act require listed companies to immediately advise the ASX of any material information which is price sensitive (unless one of the exceptions apply).

Listing Rule 3.1:

'Once an entity is or 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 entities securities, the entity must immediately tell ASX that information'.

Listed companies are also being actively encouraged to ensure that the widest audience of investors have access to company information released under the Continuance Disclosure Rules. This is regarded as good disclosure practice and is not a regulatory requirement. ASIC has been particularly active in promoting this practice.

### **Board Policy on Disclosure**

The Board of the Company is aware of its obligations in respect to continuous disclosure of material information, and embraces the principle of providing access to that information to the widest audience of investors.

To ensure that these principles are appropriately actioned, the Board has nominated the Company Secretary as having responsibility for:

- Making sure that the Company complies with continuous disclosure requirements.
- Overseeing and coordinating disclosure of information to ASX, analysts, brokers, shareholders, the media and the public.
- Educating Directors and staff on the Company's disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure.

To safeguard against inadvertent disclosure of price sensitive information, the Board has agreed to keep to a minimum the number of Directors and staff authorised to speak on the Company's behalf. In order of precedence, the following combinations of officers have authority to speak on behalf of the Company without the prior approval of the Board:

The Chairman or, and the Chief Executive Officer, separately, then The Chairman and a non-executive Director, jointly, then Any two non-executive Directors and the Chief Executive Officer, jointly (by majority), and then in extreme circumstances, any two Directors, jointly.

These Officers are also authorised to clarify information that the Company has released publicly through the ASX, but must avoid commenting on other price sensitive matters.

The Company has determined that it is mandatory that the Company Secretary is to be made aware of any information disclosures in advance, including information to be presented at private briefings. This will minimise the risk of breaching the continuous disclosure requirements.

The Company Secretary is responsible to ensure that the Chairman and the Chief Executive Officer are aware of all sensitive information that may be required by the Listing Rules and the

law to be publicly released through the ASX before disclosing it to any person, including analysts and others outside the Company. The Company Secretary is also responsible for the further dissemination of information, after it has been released through the ASX, to investors and other interested parties.

The Company Secretary is responsible for ensuring that all information released through the ASX is promptly made available to its bankers and other parties to whom it has a similar reporting responsibility.

The Company Secretary is responsible for posting such information on the Company's web site immediately after the ASX confirms that it has received such announcements.

The Company Secretary is responsible to review all briefings and discussions with media representatives, analysts and major shareholders, etc, to check whether any price sensitive information has been inadvertently disclosed. If so, to immediately announce the information through the ASX and to the Company's web site.

Responses to enquiries from market analysts are to be confined to errors in factual information and underlying assumptions. Earnings expectations are to be managed by using the continuous disclosure regime and any change to expectations is to be made by ASX announcement before commenting to anyone outside the Company.