

12 Compliance with ASX Recommendations

ASX Recommendations		Reference ¹	Comply [Yes/No]
Principle 1: Lay solid foundations for management and oversight			
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions	1.1	Yes
1.2	Companies should disclose the process for evaluating the performance of senior executives	3 and Directors' Report	Yes
1.3	Companies should provide the information indicated in the <i>Guide to reporting on Principle 1</i>	1.1, 3 and Directors' Report	Yes
Principle 2: Structure the board to add value			
2.1	A majority of the board should be independent directors	1.2, 1.3	Yes
2.2	The chairman should be an independent director	1.3, 1.5	Yes
2.3	The roles of chairman and chief executive officer should not be exercised by the same individual	1.3	Yes
2.4	The board should establish a nomination committee	4.1, 4.2	Yes
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors	1.7	Yes
2.6	Companies should provide the information indicated in the <i>Guide to reporting on Principle 2</i>	1.2, 1.3, 1.7, 1.10, 4.1, 4.2 and Directors' Report	Yes
Principle 3: Promote ethical and responsible decision-making			
3.1	Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> – the practices necessary to maintain confidence in the company's integrity – the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders – the responsibility and accountability of individuals for reporting and investigating reports of unethical practices 	10.1, 10.2	Yes
3.2	Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy	9	Yes
3.3	Companies should provide the information indicated in the <i>Guide to reporting on Principle 3</i>	9, 10.1, 10.2	Yes
Principle 4: Safeguard integrity in financial reporting			
4.1	The board should establish an audit committee	4.1, 4.4	Yes
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> – consists only of non executive directors – consists of a majority of independent directors – is chaired by an independent chairman, who is not chairman of the board – has at least three members 	4.1, 4.4	Yes
4.3	The audit committee should have a formal charter	4.1, 4.4	Yes
4.4	Companies should provide the information indicated in the <i>Guide to reporting on Principle 4</i>	4.1, 4.4, 8.2	Yes

¹ This is a reference to the relevant sections of this Corporate Governance Statement or to the Directors' Report commencing on page 69.

ASX Recommendations		Reference ¹	Comply [Yes/No]
Principle 5: Make timely and balanced disclosure			
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies	6	Yes
5.2	Companies should provide the information indicated in the <i>Guide to reporting on Principle 5</i>	6	Yes
Principle 6: Respect the rights of shareholders			
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy	6	Yes
6.2	Companies should provide the information indicated in the <i>Guide to reporting on Principle 6</i>	6	Yes
Principle 7: Recognise and manage risk			
7.1	Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies	4.4, 7.1	Yes
7.2	The board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks	7.1	Yes
7.3	The board should disclose whether it has received assurance from the CEO (or equivalent) and the CFO (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks	7.2	Yes
7.4	Companies should provide the information indicated in the <i>Guide to reporting on Principle 7</i>	4.4, 7.1, 7.2	Yes
Principle 8: Remunerate fairly and responsibly			
8.1	The board should establish a remuneration committee	4.1, 4.3	Yes
8.2	Companies should clearly distinguish the structure of non executive director's remuneration from that of executive directors and senior executives	1.8, 3 and Directors' Report	Yes
8.3	Companies should provide the information indicated in the <i>Guide to reporting on Principle 8</i>	4.1, 4.3, 9 and Directors' Report	Yes

¹ This is a reference to the relevant sections of this Corporate Governance Statement or to the Directors' Report commencing on page 69.