

## Corporate Governance Statement

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The Board of Directors of Island Pharmaceuticals Limited (**Island or the Company**) ABN 46 641 183 842 is responsible for the corporate governance of the Company. The Board guides and monitors the Company's business on behalf of its shareholders.

The Company and its Board continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of the Company's corporate governance policies and practices as fundamental to the Company's successful growth.

To the extent applicable, in light of the Company's size and nature, the Board has adopted the *Corporate Governance Principles and Recommendations (Fourth Edition)* as published by ASX Corporate Governance Council (**Recommendations**). However, the Board also recognises that full adoption of the Recommendations may not be practical or provide the optimal result given the particular circumstances of the Company.

The Company's full Corporate Governance Plan is available from the Company's website at <https://www.islandpharmaceuticals.com/site/about/corporate-governance> . Any references to various Charters or Policies within the statement below, are references to the Corporate Governance Plan. Information published on the Company's website includes a copy of this corporate governance statement.

This Corporate Governance Statement was approved by the Board of Directors, is current as at 25 August 2022 and has been authorised for release.

Recommendation	Comply	Comment
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i>		
1.1	A listed entity should have and disclose a board charter setting out: (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.	Yes  The Company's Constitution provides that the business of the Company will be managed by the Board. The respective roles and responsibilities of the Board and management are defined under the Board Charter. There is a clear delineation between those matters expressly reserved to the Board and those delegated to management.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	Yes  The process for the selection, appointment and re-appointment of Directors is set out in the Remuneration Committee Charter and the Nomination Committee Charter. The Company undertakes appropriate checks before appointing a Director or senior executive, or putting someone forward for election as a Director.  Under the Nomination Committee Charter, shareholders are required to be provided with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a Director.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes  The Nomination Committee Charter requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms and conditions of their appointment. The Company has written agreements in place with each Director and senior executive setting out the terms of their appointment.
1.4	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.	Yes  The Company Secretary is accountable to the Board through the Chair. The Company Secretary provides advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and other applicable laws. When requested by the Board, the Company Secretary will facilitate the flow of information to the Board, between the Board and its Committees and between senior executives and non-executive Directors. The role of the Company Secretary is outlined in the Board Charter.

Recommendation		Comply	Comment
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have a and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set out for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(A) 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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul>	Partial	<p>The Company's Diversity Policy provides a framework for the Company to achieve:</p> <ul style="list-style-type: none"> <li>(a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;</li> <li>(b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;</li> <li>(c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;</li> <li>(d) improved employment, talent management and career development opportunities for women;</li> <li>(e) enhanced recruitment practices whereby the best person for the job is employed, which requires consideration of a broad and diverse pool of talent;</li> <li>(f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management diversity; and</li> <li>(g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity;</li> </ul> <p>(collectively, the <b>Objectives</b>).</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the objectives of the diversity policy (<b>Measurable Objectives</b>) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p>

Recommendation	Comply	Comment								
		<p>The Company's diversity strategies include:</p> <ul style="list-style-type: none"> <li>(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;</li> <li>(b) reviewing succession plans to ensure an appropriate focus on diversity;</li> <li>(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;</li> <li>(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including workplace development programs, mentoring programs and targeted training and development;</li> <li>(e) developing a culture which takes account of domestic responsibilities of employees; and</li> <li>(f) any other strategies the Board develops from time to time.</li> </ul> <p>The Board supports achieving gender diversity and has integrated it as part of its recruitment process across the Company. However, the Board has not yet established Measurable Objectives for achieving gender diversity due to the Company's current size and level of operations.</p> <p>The proportion of women employees (not including contract or temporary staff), women in senior executive positions (being members of Key Management Personnel as disclosed in the Annual Report) and women on the Board as at 30 June 2022 is as follows:</p> <table border="1" data-bbox="1153 852 2114 1038"> <thead> <tr> <th></th> <th>Proportion of Women</th> </tr> </thead> <tbody> <tr> <td>Whole Organisation (Excluding NEDs)</td> <td>0 out of 2 (0%)</td> </tr> <tr> <td>Snr Executive Positions (Ex Chair, MD)</td> <td>0 out of 2 (0%)</td> </tr> <tr> <td>Board</td> <td>1 out of 5 (20%)</td> </tr> </tbody> </table> <p>The Company is not a "relevant employer" under the Workplace Gender Equality Act 2012 and therefore there are no Gender Equality Indicators to be disclosed.</p>		Proportion of Women	Whole Organisation (Excluding NEDs)	0 out of 2 (0%)	Snr Executive Positions (Ex Chair, MD)	0 out of 2 (0%)	Board	1 out of 5 (20%)
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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Remuneration and Nomination Committee in accordance with the Performance Evaluation Policy is responsible for the performance evaluation of individual Directors on an annual basis. To assist in this process, an independent adviser may be used.</p> <p>The Company will disclose, in relation to each reporting period, whether a performance evaluation was undertaken.</p> <p>A performance evaluation of the Non-Executive Directors was conducted during the reporting period.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Remuneration and Nomination Committee in accordance with the Performance Evaluation Policy is responsible for the performance evaluation of senior executives on an annual basis.</p> <p>The Company will disclose in relation to each reporting period, whether a performance evaluation of the senior executive team was undertaken.</p> <p>Performance evaluation of the Executive Chair and the Managing Director were conducted during the reporting period.</p>
<p><b>Principle 2: Structure the Board to be effective add value</b></p> <p><i>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.</i></p>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	Partial	<p>The Board has appointed a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by both the Remuneration Committee Charter and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee consists of three Directors, being Anna Lavelle, Paul MacLeman and Albert Hansen. The Committee is chaired by Anna Lavelle, who is the only independent Director on the Committee. The Board considers that the composition of the Committee is suitable at this point in time in the Company's development.</p> <p>The number of times the Committee met during the reporting period is disclosed in the Annual Report.</p>

Recommendation	Comply	Comment										
<p>2.2 A listed entity 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.</p>	Yes	<p>The Company has in place a Board Skills Matrix setting out the mix of skills that the Board currently has and is looking to achieve in its membership. A summary of the Skills Matrix is available on the Company's website at <a href="https://www.islandpharmaceuticals.com/site/about/corporate-governance">https://www.islandpharmaceuticals.com/site/about/corporate-governance</a>.</p>										
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board considers that a Director is an independent director where that Director is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally. When determining the independence of a Director, the Board also takes into account the factors relevant to assessing the independence of a Director listed in Box 2.3 of the Recommendations.</p> <p>The Directors considered by the Board to be independent are David Brookes and Anna Lavelle.</p> <p>The following Directors are considered by the Board to not be independent:</p> <ul style="list-style-type: none"> <li>• Executive Chair, Paul MacLeman, because of his executive role with the Company;</li> <li>• Managing Director and CEO, David Foster, because of his executive role with the Company and by virtue of being a substantial shareholder of the Company; and</li> <li>• Non-Executive Director, Albert Hansen, by virtue of being a substantial shareholder of the Company.</li> </ul> <p>The details of the Directors' and their length of service is as follows:</p> <table border="0"> <tr> <td>Paul MacLeman</td> <td>Executive Chair (appointed 25/05/2020)</td> </tr> <tr> <td>David Foster</td> <td>Managing Director (appointed 01/10/2020)</td> </tr> <tr> <td>David Brookes</td> <td>Non-Executive Director (appointed 01/10/2020)</td> </tr> <tr> <td>Albert Hansen</td> <td>Non-Executive Director (appointed 01/10/2020)</td> </tr> <tr> <td>Anna Lavelle</td> <td>Non-Executive Director (appointed 01/10/2020)</td> </tr> </table>	Paul MacLeman	Executive Chair (appointed 25/05/2020)	David Foster	Managing Director (appointed 01/10/2020)	David Brookes	Non-Executive Director (appointed 01/10/2020)	Albert Hansen	Non-Executive Director (appointed 01/10/2020)	Anna Lavelle	Non-Executive Director (appointed 01/10/2020)
Paul MacLeman	Executive Chair (appointed 25/05/2020)											
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Anna Lavelle	Non-Executive Director (appointed 01/10/2020)											
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Company does not have a majority of independent Directors. The Directors considered to be independent are David Brookes and Anna Lavelle. Given the size of the Board and the nature and scale of the Company's operations, the Board believes that its current composition, with only two independent Directors, is sufficient.</p>										

Recommendation		Comply	Comment
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.	No	The Chair of the Board and the CEO roles are separated. However, the Chair, Paul MacLeman, is not an independent Director for the reasons noted in 2.3 above. The Board of the Directors felt that in light of the unprecedented circumstances related to the current pandemic and inability of the CEO to travel from the US, that it would be appropriate for the Chair to assume some executive duties. The Board will review the need for this as an ongoing process.
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.	Yes	The Company's Remuneration and Nomination Committee is responsible for approving and reviewing induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.  The Board Charter provides for the Company Secretary to facilitate the induction and professional development of Directors.
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b> <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i>			
3.1	A listed entity should articulate and disclose its values.	Yes	The Company outlines within its Corporate Code of Conduct its five core values being; commitment, respect, integrity, solidarity and putting patients first. The purpose of our values are as follows: <ul style="list-style-type: none"> <li>a) To strive to deliver maximum shareholder value through the development of novel antiviral treatments whilst acting lawfully, ethically and responsibly.</li> <li>b) To pursue operational and commercial excellence by using best practice approaches in our decision making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.</li> <li>c) To ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. To ensure our employees do so while acting honestly and adhering to the highest ethical standards while remaining in compliance with all relevant legal requirements.</li> <li>d) To foster an open and supportive environment in all activities and relationships and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.</li> <li>e) To cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.</li> </ul>

Recommendation		Comply	Comment
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code</li> </ul>	Yes	The Corporate Code of Conduct ( <b>Code</b> ) applies to all Directors, senior executives and employees and is reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and the reasonable expectations of stakeholders. Material breaches of this Code must be reported to the Board or a committee of the Board.
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material incidents reported under that policy.</li> </ul>	Yes	The Company has adopted a Whistleblower Protection Policy which is contained within the Corporate Governance Plan and available on the Company's website. The Policy includes that the Board will be informed of any material incidents reported under the Policy as appropriate.
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy</li> </ul>	Yes	The Company has adopted an Anti-Bribery and Anti-Corruption Policy which includes that the Board will be informed of any material breaches of that Policy as appropriate.

#### Principle 4: Safeguard the integrity of corporate reports

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

4.1	A Board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board.</li> </ul> and disclose <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul>	Partial	The Board has established an Audit and Risk Committee to oversee the management of financial, external and internal risks. The Audit and Risk Committee is governed by an Audit and Risk Committee Charter. The Audit and Risk Committee is comprised of the three Directors, David Brookes, Anna Lavelle and Paul MacLeman, with Paul MacLeman, the Executive Chair, the only Committee member not considered to be independent and whom is not a non-executive Director. The Chair of the Audit and Risk Committee, David Brookes, is an independent Director who is not the Chair of the Board. In addition to the Audit and Risk Committee members, the CFO, Company Secretary and external auditor attend Audit and Risk Committee meetings as required. Members' qualifications and experience, together with the number of meetings held during the financial year are set out in the Company's 2022 Annual Report.
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Recommendation		Comply	Comment
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.	Yes	The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration provided in accordance with Section 295A of the Corporations Act 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.
4.3	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.	Yes	In reviewing the quarterly cashflow reports and prior to the lodgement with the ASX, the following process has been adopted: <ul style="list-style-type: none"> <li>• cash transactions for the quarter are provided by the accountant to the Chief Financial Officer;</li> <li>• cash transactions are matched against the bank statements; and</li> <li>• consolidated quarterly figures are compiled and verified by the CFO and CEO.</li> </ul> A declaration is then provided by the CEO and CFO to the Board noting compliance with section 286 of the Corporations Act 2001, the appropriate accounting standards and with Listing Rule 19.11A.
<b>Principle 5: Make timely and balanced disclosure</b> <i>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</i>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors. The Company Secretary is responsible for: <ol style="list-style-type: none"> <li>overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and</li> <li>providing guidance to Directors and employees on disclosure requirements and procedures.</li> </ol> Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All material market announcements are circulated to and reviewed by all members of the Board. All announcements are clearly noted as to the authorising officer and in general, all material announcements are authorised for release by the Board.

Recommendation		Comply	Comment
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	Yes	The Company's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentation will be released on the ASX market announcements platform ahead of the presentation.
<b>Principle 6: Respect the rights of security holders</b> <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively</i>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company's full corporate governance practices and policies are set out in the Corporate Governance Plan on the Company's website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors.
			<p>The Company's Shareholder Communications Strategy sets out that information is communicated and the manner by which it is communicated to shareholders, namely through:</p> <ul style="list-style-type: none"> <li>(a) the Annual Report which is delivered by the manner requested by a Member and which is also placed on the Company's website;</li> <li>(b) the half yearly report which is placed on the Company's website;</li> <li>(c) the quarterly reports which are placed on the Company's website;</li> <li>(d) disclosures and announcements made to the ASX, copies of which are placed on the Company's website;</li> <li>(e) notices and explanatory memoranda of Annual General Meetings (AGM) and General Meetings (GM), copies of which are placed on the Company's website;</li> <li>(f) any Chair's address or Managing Director's address made at the AGM or a GM, copies of which are placed on the Company's website; and</li> <li>(g) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.</li> </ul>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to attend and participate in general meetings. Accordingly, meetings are held during normal business hours using appropriate technology to facilitate the meeting and that meetings will be held at a reasonable time and place.
6.4	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.	Yes	The Company's Shareholder Communication Strategy provides that all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.

Recommendation	Comply	Comment
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's register is maintained by a professional security registry, Automic Group. Shareholders are able to communicate with the Company and Automic via email and can register to receive communications and shareholder materials from the Company via its security registry electronically.
<b>Principle 7: Recognise and manage risk</b> <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>		
7.1 The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> </ul> </li> <li>(b) if it does not have a risk committee or committees that satisfy (a), disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ul>	Yes	The Company has established an Audit and Risk Committee to oversee risk (refer to section 4.1 above for the Committee's members and composition). The Board determines the Company's "risk profile" and the Audit and Risk Committee is responsible for overseeing and approving risk management strategy and policies, internal compliance and control.  The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back to the Board at least quarterly.  The Company's process of risk management and internal compliance and control is set out in its Risk Management Policy, which includes: <ul style="list-style-type: none"> <li>(a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect those risks;</li> <li>(b) formulating risk management strategies to manage identified risks and designing and implementing appropriate risk management policies and internal controls;</li> <li>(c) monitoring performance of and improving the effectiveness of risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.</li> </ul>
7.2 The board or a committee of the board should: <ul style="list-style-type: none"> <li>(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; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	Yes	The Board and the Audit and Risk Committee review assessments of the effectiveness of risk management and internal compliance and control on at least an annual basis.  A review of the effectiveness of risk management and internal compliance and control was conducted during the reporting period.

Recommendation		Comply	Comment
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 governance, risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function. Management, in conjunction with the Board and Audit and Risk Committee, oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.</p> <p>The Board and the Audit and Risk Committee review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.</p>
7.4	<p>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.</p>	Yes	<p>The Board believes that the Company does not currently have any material exposure to environmental or social risks.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p> <p><i>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.</i></p>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(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.</p>	Partial	<p>The Board has appointed a Remuneration and Nomination Committee to oversee the processes it employs in setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>The Remuneration and Nomination Committee is governed by both the Remuneration Committee Charter and Nomination Committee Charter.</p> <p>Refer to 2.1 above for the Committee's members and composition. The number of times the Committee met during the reporting period is disclosed in the Annual Report.</p>
8.2	<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>	Yes	<p>The Company discloses in the Remuneration Report contained within its Annual Report details of its remuneration policies and practices and the remuneration paid to non-executive directors, executive directors and other key management personnel. The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's Constitution.</p>

Recommendation		Comply	Comment
8.3	<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>	Yes	<p>The Company's Trading Policy prohibits Directors and other key management personnel from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.</p> <p>The Trading Policy is available on the Company's website.</p>