

# 8IP Emerging Companies Limited

## Corporate Governance Statement

Revised 19 July 2016 and adopted by the board on 23 August 2016

### Introduction

8IP Emerging Companies Limited ACN: 608 411 347 (the **Company**) is a listed investment company on the Australian Securities Exchange (**ASX**). The objective of the Company is to seek long-term capital growth through utilising the skills of the Investment Manager, Eight Investment Partners Pty Limited ACN 139 616 783 AFSL 342305 (**Eight Investment Partners**, or the **Manager**).

The Company has no employees. It has no premises, plant and equipment or other physical assets. The Company's investment activities are undertaken by the Manager in accordance with the Investment Management Agreement. The Company's day-to-day affairs are managed by Eight Investment Partners, in accordance with a Services Agreement dated 28 September 2015 entered into between the Company and the Manager for that purpose (the **Services Agreement**).

The Company's main corporate governance practices are set out below. The Company has followed the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations* 3rd edition (**Governance Principles**), except where indicated.

Company policies, charters and codes referred to in this Statement are provided on the Company's website at [www.8EC.com.au](http://www.8EC.com.au).

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

#### 1.1 **RECOMMENDATION 1.1 – A listed entity should disclose:**

- (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.**

### **Arrangements between the Manager and the Company**

The Company does not have employees. Administration responsibilities are conducted by the Manager under the Services Agreement dated 28 September 2015. Administration includes business, investment and general administration, marketing and business development support, accounting and finance administration.

In addition, the Company entered into an Investment Management Agreement with the Manager on 28 September 2015 (**Investment Management Agreement**) with respect to the management of the Portfolio of the Company (**Portfolio**).

Under the Investment Management Agreement, the Manager will manage the Portfolio and manage and supervise all investments in accordance with the terms of the Investment Management Agreement.

The Company will invest in emerging companies listed on the ASX with market capitalisations typically in the range of \$20 million to \$500 million.

Subject to the Corporations Act, the Listing Rules and any written guidelines issued by the Company, the Manager will, on behalf of the Company, invest money available to the Portfolio. Subject to the Manager managing the Portfolio in accordance with the appointed investment objectives, strategy, guidelines, permitted investments and any proper and reasonable directions or instructions given by the Company, the Manager has absolute discretion to manage the Portfolio and do all things and execute all documents necessary for the purpose of managing the Portfolio.

The Manager must not without the prior consent of the Company delegate any of its discretionary management powers under the Investment Management Agreement.

The initial term of the Investment Management Agreement is five years from the date of commencement of the agreement unless terminated earlier in accordance with the terms of the Investment Management Agreement. The Investment Management Agreement will be extended for a further term of five years upon the expiry of the initial term unless terminated earlier.

### **Role of the Board of the Manager**

The role of the Board of the Manager is to promote the long-term health and prosperity of the Manager, which includes overseeing the management of the Company.

### **Responsibilities of the Board of the Company**

The principal responsibilities of the Board include:

- monitoring the financial position and performance of the Manager;
- ensuring the Manager is performing its duties in a skilful and diligent manner, employs qualified and experienced staff and operates appropriate risk monitoring and compliance procedures;
- overseeing and monitoring the Manager in compliance with the terms of the Services Agreement and the Investment Management Agreement;
- ensuring the Manager operates in compliance with its regulatory environment and good corporate governance practices are adopted;
- identifying the principal risks faced by the Manager and ensuring that appropriate control and monitoring systems are in place to manage the impact of these risks; and
- overseeing the integrity of the financial accounts and reporting.

#### **1.2 RECOMMENDATION 1.2 – A listed entity should:**

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and**
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**

The Board is responsible for ensuring that any candidate put forward for election as director, or re-election as director, is of a high calibre, has appropriate experience and skills and is fit for office.

1.3 **RECOMMENDATION 1.3 - A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**

The Company has executed terms of appointments with non-executive directors that, amongst other things, dictate duties and responsibilities of directors.

1.4 **RECOMMENDATION 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.**

The Company entered into an agreement with Boardroom Limited on 28 September 2015 for the provision of corporate secretarial services. The Company Secretary provided by Boardroom is directly accountable to the Board, through the Chair.

1.5 **RECOMMENDATION 1.5 - A listed entity should:**

- (a) **have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;**
- (b) **disclose that policy or a summary of it; and**
- (c) **disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:**
  - (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.**

The Board is comprised of three directors and the Company has no employees. The Board has determined that a diversity policy is not applicable at this stage.

1.6 **RECOMMENDATION 1.6 - A listed entity should:**

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

The Board has undertaken to conduct a performance evaluation in early 2017, following the first full year of operations.

1.7 **RECOMMENDATION 1.7 - A listed entity should:**

- (a) **have and disclose a process for periodically evaluating the performance of its senior executives; and**

- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Company presently has no employees and thus this recommendation is not applicable at this stage.

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

**2.1 RECOMMENDATION 2.1 - The board of a listed entity should:**

- (a) have a nomination committee which:**
- (i) has at least three members, a majority of whom are independent directors; and**
  - (ii) is chaired by an independent director;**
  - (iii) abides by the charter of the committee; and**
  - (iv) as at the end of each reporting period, records the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.**

The Board is comprised of three directors and the Company has no employees. The Board has determined that a nominations committee is not applicable at this stage. Board succession and Board balance is the responsibility of the Board itself.

**2.2 RECOMMENDATION 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.**

The Company has a desired skills matrix against which the Board's current skills and qualities are periodically compared. The skills matrix is reviewed by the Board from time to time.

The Board has determined that the following skills are required for an effective Board and is considered desirable in the selection of directors:

- Experience in serving on boards, particularly for ASX-Listed entities;
- Accounting and governance experience;
- Experience to enable acting as chair of the audit committee;
- Experience in determining remuneration;
- Knowledge of the investment industry;
- Knowledge and experience in managing investment funds for third parties;
- Experience of doing business across a wide variety of Australian industries;

- Network of contacts across a broad range of Australian businesses and industry groups; and
- Broad knowledge of and insight into Australian and international economic conditions and trends.

2.3 **RECOMMENDATION 2.3 - A listed entity should disclose:**

- (a) the names of the directors considered by the board to be independent directors;**
- (b) if a director has an interest, position, association or relationship of the type described in the Principles described in the notes to the Governance Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and**
- (c) the length of service of each director.**

**Structure of the Board**

The Board currently comprises one executive director, Kerry Series, and two non-executive directors: Jonathan Sweeney (Chair) and Tony McDonald.

Details of the background, experience and professional skills of each director are set out in the Directors' Report.

Jonathan Sweeney and Tony McDonald are independent, non-executive directors. An independent director is a non-executive director that the Board considers to be independent of management (and the Manager) and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of unfettered and independent judgement.

The Board regularly assesses the independence of each director by taking into account the factors outlined below:

- The specific disclosures made by each director as referred to below;
- Where applicable, the related party dealings referable to each director, noting whether those dealings are material under accounting standards;
- Whether a director is, or is associated directly with, a substantial shareholder of the Company or the Manager;
- Whether the director has ever been employed by the Company or the Manager or any of their subsidiaries;
- Whether the director is, or is associated with, a supplier, professional adviser, consultant to or customer of the Company or the Manager, which is material under accounting standards;
- Whether the director personally carries on any role for the Company or Manager other than as a director of the Company; and

- The length of service of the director and whether his/her tenure is affecting the director's ability to continue to perform his/her duties in the best interests of the Company and its shareholders.

The Board also has regard to the matters set out in the Governance Principles.

Directors must disclose any material personal or family contract or relationship in accordance with the *Corporations Act 2001*. Directors also adhere to constraints on their participation and voting in relation to matters in which they may have an interest in accordance with the *Corporations Act 2001* and the Company's policies.

Each director may from time to time have personal dealings with the Company. Some directors are involved with other companies or professional firms that may from time to time have dealings with the Company.

Details of offices held by directors with other organisations are set out in the Directors' Report. Full details of related party dealings are set out in notes to the Company's accounts as required by law.

If a director's independent status changes, this will be disclosed and explained to the market in a timely manner and in consideration of the Company's Shareholder Communications Policy.

Director	Years on Board <sup>1</sup>
Jonathan Sweeney	< 1
Tony McDonald	< 1
Kerry Series	< 1

**2.4 RECOMMENDATION 2.4 - A majority of the board of a listed entity should be independent directors.**

The Board of the Company has a majority of independent directors.

**2.5 RECOMMENDATION 2.5 - The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.**

The Chair of the Board is an independent director.

**2.6 RECOMMENDATION 2.6 - A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.**

The Board, led by the Chair, is responsible for inducting new directors and ensuring ongoing development.

3. **PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY**

3.1 **RECOMMENDATION 3.1 - A listed entity should:**

- (a) have a code of conduct for its directors, senior executives and employees; and**
- (b) disclose that code or a summary of it.**

**Directors' Code of Conduct**

The Board has adopted a Directors' Code of Conduct, which is based upon the Australian Institute of Company Directors' Code of Conduct. It requires the directors to act honestly, in good faith, and in the best interests of the Company as a whole, whilst in accordance with the letter (and spirit) of the law. All directors sign an annual declaration stating that they have adhered to the Directors' Code of Conduct.

**Manager Code of Conduct Policy**

The Manager has established a code of conduct policy applicable to its directors and all applicable staff. The policy communicates the appropriate standards of behaviour and informs staff of their responsibilities with respect to legal compliance, confidentiality, conflicts of interest, investment activities and operational processes.

The Chief Executive Officer of the Manager is responsible for ensuring that any new staff members of the Manager are familiar with the Company's compliance obligations and the terms of engagement of each staff member incorporates the code of conduct policy.

Compliance will be monitored by the Chief Executive Officer of the Manager.

The Directors' Code of Conduct and other corporate governance items are posted on the Company's website at [www.8EC.com.au](http://www.8EC.com.au).

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

4.1 **RECOMMENDATION 4.1 - The board of a listed entity should:**

- (a) have an audit committee which:**
  - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
  - (2) is chaired by an independent director, who is not the chair of the board,**

**and disclose:**

  - (3) the charter of the committee;**
  - (4) the relevant qualifications and experience of the members of the committee; and**
  - (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**
- (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.**

### **Audit & Risk Committee**

The Board has established an Audit & Risk Committee.

The Audit & Risk Committee has two members: Jonathan Sweeney and Tony McDonald, which is sufficient due to the size of the Board. The Committee is chaired by Tony McDonald.

All members of the Audit & Risk Committee are independent non-executive directors.

The Audit & Risk Committee operates under an approved charter.

The Audit & Risk Committee has authority (within the scope of its responsibilities) to seek any information it requires from any employee of the Manager and the Company's appointed administrator or external party. Members may also meet with auditors (internal and/or external) without the Manager present and consult independent experts, where the Audit & Risk Committee considers it necessary to carry out its duties.

All matters determined by the Audit & Risk Committee are submitted to the full Board as recommendations for Board decisions. Minutes of an Audit & Risk Committee meeting are tabled at a subsequent Board meeting. Additional requirements for specific reporting by the Audit & Risk Committee to the Board are addressed in the Charter.

The purpose of the Audit & Risk Committee is to assist the Board in fulfilling its responsibilities relating to the financial reporting and accounting practices of the Company.

Its key responsibilities are to:

- Review and recommend to the Board the financial statements (including key financial and accounting principles adopted by the Company);
- Review and monitor risks and the implementation of mitigation measures for those risks as appropriate;
- Assess and recommend to the Board the appointment of external auditors and monitor the conduct of audits;
- Monitor the Company's compliance with its statutory obligations;
- Review and monitor the adequacy of management information and internal control systems; and
- Ensure that any shareholder queries relating to such matters are dealt with expeditiously.

Attendance record at Audit & Risk Committee meetings is provided in the Directors' Report.

### **Company Auditor**

The policy of the Board is to appoint an Auditor that clearly demonstrates competence and independence.

The performance of the Auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

Pitcher Partners was appointed as the Auditor to the Company in 2015.

An analysis of fees paid to the Auditor, including a breakdown of fees for non-audit services, is provided in the Directors' Report. It is the policy of the Auditor to provide an annual declaration of its independence to the Audit & Risk Committee.

- 4.2 **RECOMMENDATION 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.**

The Company was incorporated on 24 September 2015. The Company's financial reports are prepared at the end of December for the half financial year and at the end of June for the full financial year. The Board's representations in relation to financial reports are supported by representations made by the Manager.

- 4.3 **RECOMMENDATION 4.3 - A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.**

The Auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

### 5.1 **RECOMMENDATION 5.1 - A listed entity should:**

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and**
- (b) disclose that policy or a summary of it.**

The Company has a Continuous Disclosure Policy which also applies to directors of the company and directors and staff of the Manager as the manager of the Company.

The Board is committed to:

- The promotion of investor confidence by ensuring that trading in Company shares takes place in an efficient, competitive and informed market;
- Complying with the Company's disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001*; and
- Ensuring the Company's stakeholders have the opportunity to access externally available information issued by the Company.

The 8EC Company Secretary is responsible for coordinating the disclosure of information to Regulators and shareholders and ensuring that any notifications/reports to the ASX are promptly posted on the Company's website.

6. **PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS**

6.1 **RECOMMENDATION 6.1 - A listed entity should provide information about itself and its governance to investors via its website.**

Information about the Company and its corporate governance items are posted on the Company's website at [www.8EC.com.au](http://www.8EC.com.au).

6.2 **RECOMMENDATION 6.2 - A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.**

The Board has adopted a Shareholder Communications Policy that describes the Board's policy for ensuring shareholders and potential investors of the Company receive or obtain access to information publicly released by the Company.

The Company's primary portals are its website, Annual Report, Annual General Meeting, Half-Yearly Report, Quarterly Investment Report and monthly and weekly notices to the ASX.

The Company Secretary oversees and coordinates the distribution of all information by the Company to the ASX, shareholders, the media and the public.

Under the Shareholder Communications Policy, directors and staff of the Manager will not make unauthorised disclosures of confidential information or use it for purposes other than those for which it was disclosed, except as required by law.

All shareholders have the opportunity to attend the Annual General Meeting and ask questions of the Board.

6.3 **RECOMMENDATION 6.3 - A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.**

The dates and locations of security holder meetings are shown on the Company website at [www.8EC.com.au](http://www.8EC.com.au). Security holders will be invited to attend based on contact information held by the Company Registry.

6.4 **RECOMMENDATION 6.4 - A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.**

The Company, and the Manager on behalf of the Company, provide the Company's security holders with an electronic communication option.

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

7.1 **RECOMMENDATION 7.1 – The board of a listed entity should:**

**(a) have a committee or committees to oversee risk, each of which:**

- (1) has at least three members, a majority of whom are independent directors; and**
- (2) is chaired by an independent director, and disclose:**
- (3) the charter of the committee;**
- (4) the members of the committee; and**

- (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**
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.**

The Board, through the Audit & Risk Committee, is responsible for ensuring that:

- There are adequate policies for the oversight and management of material business risks to the Company;
- There are effective systems in place to identify, assess, monitor and manage the risks of the Company and to identify material changes to the Company's risk profile; and
- Arrangements are adequate for monitoring compliance with laws and regulations applicable to the Company.

The Board, through the Manager, has implemented risk management and compliance frameworks based on ISO 31000:2009 *Risk Management - Principles and Guidelines* and AS 3806-2006 *Compliance Programs*. These frameworks (together with the Manager's internal audit function) ensure that:

- Emphasis is placed on maintaining a strong control environment;
- Accountability and delegations of authority are clearly identified;
- Risk profiles are in place and regularly reviewed and updated;
- Timely and accurate reporting is provided to the Board and respective Committees; and
- Compliance with the law, contractual obligations and internal policies (including business rules of conduct) is communicated and demonstrated.

**7.2 RECOMMENDATION 7.2 - The board or a committee of the board should:**

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

The Audit & Risk Committee reviews the Company's risk management framework at least annually. The Company's risk profile includes the risk management report of the Manager. The Manager has a risk management strategy, which is based on ISO 31000:2009 *Risk Management - Principles and Guidelines* and AS 3806-2006 *Compliance Programs*. The first review of the Company's risk management framework will be undertaken following the end of the Company's first financial year on 30 June 2016.

**7.3 RECOMMENDATION 7.3 - A listed entity should disclose:**

- (a) if it has an internal audit function, how the function is structured and what role it performs; or**

**(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.**

The Company has no employees and no internal audit function. The Manager provides periodic reports to the Audit & Risk Committee on risk management and internal control processes relevant to the Company.

As mentioned above, the Board, through the Manager, has implemented risk management and compliance frameworks based on ISO 31000:2009 *Risk Management - Principles and Guidelines* and AS 3806-2006 *Compliance Programs*.

The Manager's internal audit function is overseen by its Chief Executive Officer who is primarily responsible for ensuring that:

- Risks are managed by dedicated investment professionals with skills and knowledge of the markets and associated instruments within which they operate and trade;
- Controls are in place to confirm that all products remain within the agreed mandate, while delivering results consistent with the Company's investment objective;
- All trading and portfolio management activities are performed in compliance with approved investment guidelines;
- Records and documentation are rigorously maintained to support the orderly execution of transactions and other management obligations;
- Computer systems are in place to support the full investment management process including the timely provision of comprehensive management and reporting capabilities; and
- The Company is provided with regular commentaries of the Manager's activities as per the agreed mandate.

**7.4 RECOMMENDATION 7.4 – A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.**

At this time, the Company has not committed to integrate economic, environmental and social sustainability considerations by becoming, for example, a signatory to the UNPRI or developing a publicly available policy.

The Manager subscribes to MSCI ESG (Environmental, Social and Governance) research and uses that research as an input to the investment process.

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

**8.1 RECOMMENDATION 8.1 - The board of a listed entity should:**

**(a) have a remuneration committee which:**

- (1) has at least three members, a majority of whom are independent directors; and**
- (2) is chaired by an independent director, and disclose:**
- (3) the charter of the committee;**

- (4) **the members of the committee; and**
  - (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**
- (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.**

The Board is comprised of three directors and the Company has no employees. The Board has determined that a remuneration committee is not applicable at this stage. Until such time that a remuneration committee is established, the Board will ensure that it performs the functions recommended in the ASX Corporate Governance Principles to be performed by a remuneration committee (to the extent that these functions are relevant to the Company's business).

**8.2 RECOMMENDATION 8.2 - 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.**

Director remuneration for the year ended 30 June 2016 was disclosed in the Replacement Prospectus dated 14 October 2015. The Company will provide disclosure of its directors' and executives' (if any) remuneration in its annual report. Remuneration of the directors has been set following a benchmarking process for comparable roles in comparable listed investment companies.

In the absence of a remuneration committee for the Company, the Board will also be responsible for evaluating the performance of any senior executives or employees that may be hired by the Company in the future. In the event that the Company hires a number of employees in the future, it will look to establish a remuneration committee to perform the functions recommended in the ASX Corporate Governance Principles.

**8.3 RECOMMENDATION 8.3 - A listed entity which has an equity-based remuneration scheme should:**

- (a) **have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- (b) **disclose that policy or a summary of it.**

This recommendation is not applicable to the Company at this stage.

**8.4 ADDITIONAL RECOMMENDATIONS TO 8.1, 8.2 AND 8.3 FOR EXTERNALLY MANAGED LISTED ENTITIES – An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.**

Remuneration of the Manager is outlined in the Investment Management Agreement with the Manager dated 28 September 2015.

In return for the performance of its duties as Manager of the Company, the Manager is entitled to be paid a management fee equal to 1.25 % per annum (exclusive of GST) of the Company's investment portfolio (**Portfolio**) value calculated in 12 equal instalments, as at the close of business on the last Business Day of each calendar month and adjusted pro rata in respect of periods of less than one calendar month. The management fee will be formally calculated and paid monthly in arrears.

The Manager is entitled to be paid by the Company a performance fee of 20% (exclusive of GST) of the Portfolio's outperformance of the benchmark (Reserve Bank of Australia cash rate plus 2% per annum) calculated using the following formula and subject to a high water mark.

$$\text{Performance Fee} = ((CV - PV) - (BI \times PV)) \times 0.2$$

where:

**CV** is the NTA before all taxes and current performance fee accrual of the Company calculated on the last Business Day of the relevant performance fee period;

**PV** is the NTA before all taxes and current performance fee accrual of the Company calculated on the last Business Day of the immediately preceding performance fee period or, in the case of the first performance fee period, the NTA before all taxes at listing; and

**BI** is the Reserve Bank of Australia cash rate + 2.0% p.a., over the performance fee period expressed as a percentage.

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

8IP Emerging Companies Limited

**ACN**

608 411 347

**Financial year ended:**

30 June 2016

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: [www.8EC.com.au](http://www.8EC.com.au)

The Corporate Governance Statement is accurate and up to date as at 23 August 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 14 October 2016

Name of Director or Secretary authorising  
lodgement: Tharun Kuppana  
Company Secretary

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<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at <a href="http://www.8EC.com.au">www.8EC.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) 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</p> <p>(2) 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.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
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>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at <a href="http://www.8EC.com.au">www.8EC.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> Information about the Company and how investors can contact the Company is available at <a href="http://www.8EC.com.au">www.8EC.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at 2016 Annual Report to Shareholders.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration 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 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>	<p>[[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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>	<p>... our policy on this issue or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>		
<p>- <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>