

## Appendix 4G

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

Name of entity:

Contango Asset Management Limited

ABN / ARBN:

56080 277 998

Financial year ended:

30 June 2019

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

☒ This URL on our website: [www.contango.com.au](http://www.contango.com.au)

The Corporate Governance Statement is accurate and up to date as at 26 August 2019 and has been approved by the board.

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

Date: 11<sup>th</sup> October 2019

Roger Amos  
Chairman

<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 ... 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"/> in the Board Charter located at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a>	
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	
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	
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	

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

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>		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
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> <input checked="" type="checkbox"/> in our Corporate Governance Statement <p>... and the information referred to in paragraph (b):</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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> <input checked="" type="checkbox"/> in our Corporate Governance Statement <p>... and the information referred to in paragraph (b):</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement	

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>
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</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>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.3	<p>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, 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</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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>
2.4	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	
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	
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.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<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	

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>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at pages 10-12 and 16 of the Company's Annual Report for the year ended 30 June 2019.</p>	<input type="checkbox"/>
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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<input type="checkbox"/>
4.3	<p>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>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
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.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>AND</b> <input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a>	
<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.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a>	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> 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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
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 fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

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>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at pages 10-12 and 16 in the Company's Annual Report for the Year ended 30 June 2019.</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</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</p>	
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 risk management and internal control processes.</p>	<p>... 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</p>	



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>
7.4	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 checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

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 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>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>AND</b></p> <p><input checked="" type="checkbox"/> at pages 10-12 and 16 of the Company's Annual Report for the year ended 30 June 2019.</p>	
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.	<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 checked="" type="checkbox"/> in our Corporate Governance Statement</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 checked="" type="checkbox"/> at section 3.4 of the Company's Securities Trading Policy located at <a href="https://contango.com.au/investor-centre/board-governance/">https://contango.com.au/investor-centre/board-governance/</a></p>	

**Contango Asset Management Limited ACN 080 277 998  
(Company)**

**Corporate Governance Statement**

**Sydney, Australia (26 August 2019): Contango Asset Management Limited (ASX: CGA))**

The Company aims to meet the levels of best corporate governance for listed companies as set out in the ASX Corporate Governance Council's Principles and Recommendations (the "ASX Principles and Recommendations").

The Company's corporate governance principles, details of which can be found below and, unless otherwise stated, were in place for the entire year and include:

- Statement of Corporate Governance Principles;
- Board Charter;
- Audit and Risk Committee Charter;
- Remuneration and Nominations Committee Charter;
- Continuous Disclosure and Communications Policy;
- Securities Trading Policy; and
- Code of Conduct.

**1. Board and management**

**1.1 Role and responsibilities of the Board and Senior Management**

The role of the Board is to provide strategic guidance for the Company and effective oversight of its management by the Chief Executive Officer/Managing Director (**CEO/MD**) and other senior executives. The Board has adopted a formal board charter that details the board's functions and responsibilities and those functions which are delegated to senior management.

*A copy of the Board Charter is available on the Company's website under the Board and Governance section.*

**1.2 Board appointments**

Prior to appointing a director, employment screening checks are undertaken as to the person's experience, qualifications, character and whether they have any criminal or bankruptcy history. When presenting a director for re-election, the Company makes available details of the term of office served by the director together with their independence status and a statement as to whether the Board supports the re-election.

**1.3 Director and Senior Executive agreements**

Each director and senior executive have been engaged according to letters of appointment or employment contract (as applicable). All agreements have been made on a personal basis and not through the use of an entity.

**1.4 Role of Company Secretary**

The Company Secretary of the Company is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Each director has unrestricted access to the Company Secretary and vice versa. The appointment and removal of the Company Secretary must be determined by the Board as a whole.

**1.5 Diversity Policy**

The Company recognises diversity occurs in many forms including gender, age, ethnicity and cultural background. The Company aspires to promote a workplace environment that attracts, retains and supports a diverse range of talent. As the Company has a very small number of employees, it does not at this stage have a diversity policy and associated measurable objectives, however diversity considerations are considered in the

employment process and in its operations. Similarly, the Board considers diversity in its self-assessment and nominations processes. The Board is comprised of 25% women (1 out of 4 directors).

The Board will review and adopt a suitable diversity policy for the management and employees of the Contango Group to ensure that the Contango Group has measurable objectives for achieving gender diversity and to assess annually Contango's objectives in completing them.

## 1.6 Evaluation of Performance of the Board and Senior Executives

The Board has undertaken its annual review of performance and effectiveness in accordance with the process set out in the Board Charter.

The Company, through its subsidiary, Contango Group Services Pty Ltd, has a written agreement with each senior executive that sets out the terms of their appointment.

The Remuneration and Nominations Committee is specifically responsible for reviewing the ongoing performance of the CEO/MD and senior management and ensuring there is an appropriate process to review the performance of senior executives.

A performance evaluation of the CEO/MD will be performed in September 2019 by the Remuneration and Nominations Committee in accordance with internal processes.

The CEO/MD will conduct a performance evaluation of senior management and will provide a report to the Remuneration and Nominations Committee to review and consider in accordance with internal processes.

## 2. Board Composition

The Board has been structured to provide a team of directors with a range of skills, expertise and experience appropriate for it to undertake its duties and its role and responsibilities for the proper and effective management of the Company's business and affairs. In particular the composition of skills, expertise and experience of the directors span the areas of funds management, investment services, finance, accounting, public company affairs, risk management/compliance and corporate governance.

*A brief biography of each director is available in the Company's website under the Board and Governance section.*

The recommendation of candidates for the Board is carried out by the Remuneration and Nominations Committee, which reviews the skills of existing directors and identifies additional skills that would contribute to the success of the Company's strategy and operations.

Before appointing a person or putting forward to security holders a candidate for election, as a director, the Remuneration and Nominations Committee will undertake appropriate background checks including interviewing referees, contacting professional bodies, if any, to ascertain any membership credentials claimed, and interviewing former employers. The Remuneration and Nominations Committee may engage an appropriately qualified executive search firm to conduct this exercise.

When putting forward to security holders a candidate for election as a director, the Company will provide security holders with all material information in its possession that it believes is relevant to the decision on whether to or not to elect or re-elect a director.

The Company does not have a formal program for inducting new directors. As new directors are appointed their individual induction requirements will be ascertained on a case by case basis commensurate with the skills and experience of the individual appointee. The provision of professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively will also be assessed and provided on an as-needs basis.

## 2.1 Board Skills Matrix

The Board has identified the key skills and experience that the Board considers most relevant for the Company.

Skill	Board
Financial services and investment management industry experience	3 out of 4 directors
Financial and Audit	2 out of 4 directors
Governance	3 out of 4 directors
Risk Management/Compliance	3 out of 4 directors
Leadership	4 out of 4 directors
Marketing	3 out of 4 directors
Shareholder Relations and Communications	4 out of 4 directors

## 2.2 Independence of directors

The Board has assessed the independence of its directors based on the ASX Principles and Recommendations and the Company's Board Charter. The outcome of this assessment is set out below.

Director	Independent	Basis for assessment of non-independence	Length of Service
Roger Amos (Chairman)	Yes		12 Years
Charles Aitken	No	Is associated with a substantial shareholder of CGA	3 Years
Nerida Campbell	Yes		1 Year
Patricia Toh	Yes		Resigned 11/2018
Martin Switzer (CEO)	No	Executive	3 Years

The Chairman of the Board, Roger Amos is independent and is not the CEO. A majority of the Board comprised of independent members between 1<sup>st</sup> July 2018 and 12<sup>th</sup> November 2018. The change to the composition of the Board was due to the resignation of independent director Patricia Toh. Since Patricia's resignation the Board comprises of a 50/50 split between independent and non-independent members.

All Company directors are aware of, and adhere to, their obligation under the Corporations Act 2001 to disclose to the Board any interests or relationships that they or any associate of theirs may have in a matter that relates to the affairs of the Company, and any other matter that may affect their independence. All directors have agreed to give the Company notice of changes to their relevant interests in Company shares within two days to enable both them and the Company to comply with the Australian Stock Exchange (ASX) Listing Rules.

The Board regularly reviews the independence of its directors and in doing so has regard for, amongst other things, the ASX Principles and Recommendations in relation to independence of directors. The Board considers that an independent director is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

In determining whether an interest or relationship is considered to interfere with a director's independence, the Board has regard to the materiality of the interest or relationship. In considering the issue of materiality, the Board considers the nature, circumstances and activities of the Director, and considers the materiality of the relationship in question from the perspective of the Company, the persons or organizations with which the Director has an affiliation, and from the perspective of the Director.

Where a Director has an actual or perceived conflict of interest in respect of a matter, that Director will be excluded from participating in and voting on the matter.

## 2.3 Independent professional advice

Where a director obtains independent professional advice in furtherance of his or her duties, the Company will meet the reasonable costs of such advice provided that:

- the Chairman of the Board gave prior approval to the obtaining of the advice; or

- if the Chairman refused to give such approval, the Board gave prior approval to the obtaining of the advice.

## **2.4 Remuneration and Nominations Committee**

The Board has established a Remuneration and Nominations Committee to provide recommendations to the Board on matters including:

- Composition of the Board and competencies of Board members;
- Appointment and evaluation of the CEO/MD and other senior executives;
- Succession planning for Board members and senior management;
- Processes for the evaluation of the performance of the directors, the CEO/ MD and other senior management.

The Remuneration and Nominations Committee currently comprises three members, being Charles Aitken (non-executive chairman), Roger Amos (independent member) and Nerida Campbell (independent member).

While the Chair of the Remuneration and Nominations Committee is a Non-Executive director, the Board does not consider Charles Aitken to be independent due to his association with a substantial shareholder of CGA. Given the size of the Board and the fact that Roger Amos is the Chairman for the Board and Nerida Campbell is the Chairman for the Audit and Risk Committee, the Board deemed it appropriate for Charles Atkin to be appointed as the Chairman of the Remuneration and Nominations Committee.

The Board has not formalised the procedures for selection and appointment of new directors or re-election of incumbent directors, however the board regularly reviews its composition to determine whether it has the right mix of skills, experience and diversity. The Board may also engage external recruitment firms in order to assist it in the selection and evaluation of new directors.

*A copy of the Remuneration and Nomination Committee Charter is available on the Company's website under the Board and Governance section.*

## **2.5 Performance review and education**

The performance of the Board, its Committees and senior executives is reviewed and evaluated by the Remuneration and Nominations Committee and the Board, as appropriate, using the results of a questionnaire which is completed by each director.

The Board conducts reviews of board effectiveness and contribution. The Board will conduct performance evaluations of Board members, its committees and directors on an annual basis.

## **2.6 Remunerate fairly and responsibly**

The Remuneration Report in the Company's Annual Report will disclose details of the Company's remuneration policies, and the Directors' Report in the Company's Annual Report will disclose details of the membership of meetings of the Remuneration and Nominations Committee.

The Company has established an Employee Share Incentive Plan and Employee Loan Share Plan (**Plans**) pursuant to which eligible employees may receive shares in the Company. The Plans are designed to align employment service with shareholding as a means to incentivise and remunerate executive directors and senior management.

# **3. Ethical and responsible decision making and Diversity**

## **3.1 Code of Conduct**

The Company has established a formal code of conduct under which Directors, management and staff are expected to perform their duties in a professional manner and act with the utmost integrity, objectivity and in accordance with appropriate ethical standards in all dealings with each other, the Company, clients, suppliers and the community, striving at all times to enhance the reputation and performance of the Company. All

directors and employees are required to abide by laws and regulations, to respect confidentiality and the proper handling of information. Any breach of the code of conduct may give rise to disciplinary action. In addition, directors and employees are obliged to observe standards of conduct and behaviour in accordance with the terms of their appointment or employment as applicable.

### 3.2 Securities trading policy

By promoting director and employee ownership of shares, the Board hopes to encourage directors and employees to become long-term holders of Company securities, aligning their interests with those of the Company. It does not condone short-term or speculative trading in its securities by directors and employees. The Company has a comprehensive securities trading policy which applies to all directors, employees and key management personnel of the Group. The policy aims to inform directors and employees of the law relating to insider trading, and provide them with practical guidance for avoiding unlawful transactions in Company securities. The Company has reviewed and updated its securities trading policy as necessary in order to fully comply with the ASX's requirements for company trading policies.

*A copy of the Company's Securities Trading Policy is available on the Company's website under the Board and Corporate Governance section.*

## 4. Safeguard integrity in corporate reporting

### 4.1 Audit and Risk Committee

The Company has established an Audit and Risk Committee to provide advice and assistance to the Board in discharging its corporate governance and oversight responsibilities in relation to the Company's financial reporting process, internal financial control, risk management system, legal compliance and the external auditing process. The Audit and Risk Committee has a formal charter which is available on the Company's website. In discharging its obligations, the Audit and Risk Committee has direct access to any employee, the auditors or any other independent experts and advisers it considers appropriate to carry out its duties.

The composition of the Audit and Risk Committee is Nerida Campbell (independent, non-executive chairperson), Charles Aitken (non-executive member) and Roger Amos (independent, non-executive member).

The composition of the Audit and Risk Committee will be set out in the relevant table in the Directors' Report of the Annual Report, and the number of committee meetings and attendance at those meetings will be set out in the same table.

The chair of the Audit and Risk Committee is not the chair of the Board and is an independent director, as recommended by the ASX Principles and Recommendations. The Board considers that the inclusion of the independent non-executive chair and two non-executive members (one of whom is independent), comprise members who possess sufficient skills and experience and no affiliations to the current auditor to provide appropriate advice to the Board and management regarding the adequacy of accounting judgements and to oversee the corporate reporting process.

*A copy of the Company's Audit and Risk Committee Charter is available on the Company's website under the Board and Corporate Governance section.*

### 4.2 Financial Statements

The Board of the Company, before it approves the Company's financial statements for a financial period, receives from the CEO/MD 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 has appointed Ernst and Young as its external auditor. It is Ernst and Young's policy to comply with the requirements of the Corporations Act 2001 and rotate the role of audit engagement partner after five consecutive years, with the exception of circumstances where the approval of the Board of the Company is provided for an extension of the term for a maximum of two additional years.

## 4.3 Auditor availability

The Company's external auditor attends the Company's annual general meeting and is available to answer questions raised by shareholders concerning the conduct of the audit and the preparation and content of the auditor's report.

## 5. Disclosure

### 5.1 Continuous disclosure and communications policy

The Company is committed to complying with its continuous disclosure obligations as set out in the ASX Listing Rules and the ASX Principles and Recommendations.

The Company has adopted a comprehensive policy governing continuous disclosure and communication to investors and shareholders which complies with the ASX Principles and Recommendations.

*A copy of the Company's Continuous Disclosure and Communications Policy is available on the Company's website under the Board and Corporate Governance section.*

## 6. Shareholder communication

### 6.1 Communications and Investor Relations policy

The Company aims to ensure that investors, shareholders and the financial market have timely access to material information concerning the Company. The Company's communications policy sets out the communication guidelines established by the Company. The Company uses its website to complement the official release of material information and periodic reports to the market including ensuring that all press releases, ASX announcements and notices of and presentations made at general meetings for at least the past three years are available on the website.

The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically.

### 6.2 Meetings of Security Holders

The Company encourages the attendance and participation of its security holders at any meetings of security holders. Invitations are issued to the security holders' nominated address and meetings are held at a Sydney CBD location that is convenient to transport and during normal business hours. During these meetings, attendees are encouraged by the Chair to ask questions.

## 7. Recognise and manage risk

### 7.1 Risk management

The Board, on advice and recommendation of the Audit and Risk Committee, oversees and manages the risks to which the Company is exposed. The Audit and Risk Committee's role and responsibilities for risk oversight and management are set out in the Audit and Risk Committee charter. These include:

- overseeing the Company's financial reporting and understanding current areas of greatest financial risk and how these are being managed;
- understanding internal control systems for financial transactions, recording and processing of financial data and compliance of financial statements with relevant standards and requirements;



- ensuring compliance with legal and regulatory obligations, accounting standards and best practice guidelines;
- evaluating the overall effectiveness of the internal control and risk management frameworks and considering whether recommendations made by the external auditors have been implemented by management; and
- considering accountability of management for risks associated with computer systems and applications.

The Audit and Risk Committee reports to the Board at least twice each year on all matters relating to its responsibilities for risk management. The Board reviews the Audit and Risk Committee's reports and recommendations and makes an assessment of the effectiveness of the Company's systems and processes for risk management. Under its Charter, the Audit and Risk Committee requires management to design and implement a risk management and internal control matrix to manage the company's material business risks. Management is required to report to the Audit and Risk Committee annually on how the company is performing against its risk management matrix. The Company is reviewing its risk management framework given the structural and operational changes.

The Company does not have any material exposure to environmental and social sustainability risks.

The Company's exposure to financial and economic risks will be addressed as part of the Board's risk management and control processes and will be disclosed in the Notes to the Financial Statements for the Annual Report.

## 7.2 Internal Audit Function

Due to its current size and scale of operations the Company does not have an internal audit function.

An annual audit of the Company's financial statements and of the Group's funds compliance plans is performed by the Company's external auditor Ernst and Young, who then reports to the Audit and Risk Committee and the Board.

The Audit and Risk Committee is responsible for the corporate governance and has oversight responsibilities in relation to the Company's financial reporting process, internal financial control, risk management system, legal compliance and the external auditing process.