Rules 4.7.3 and 4.10.3[1]

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

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

Name of entity

Seymour Whyte Limited

ABN / ARBN

ABN 67 105 493 203

Financial year ended:

30 June 2017

Our corporate governance statement[2] for the above period above can be found at:[3]

☐ These pages of our annual report:

☒ This URL on our website: www.seymourwhyte.com.au/investor/corporategovernance

The Corporate Governance Statement is accurate and up to date as at 27 September 2017 and has been approved by the board.

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

Date: 27 September 2017

Julie Tealby, Company Secretary

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[1] 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.

[2] "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.

[3] 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 …[4]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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: ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/corporategovernance in our Board Charter and Delegations of Authority Policy … 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): ☒ at www.seymourwhyte.com.au/investor/corporategovernance	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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: ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/corporategovernance in our Guidelines for the Selection, Appointment and Re-election of Non-Executive Directors	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] 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 …[4]
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: (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 (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.	… the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of our diversity policy or a summary of it: ☒ at www.seymourwhyte.com.au/investor/corporategovernance … 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the information referred to in paragraphs (c)(1) or (2): ☐ in our Corporate Governance Statement **OR** ☒ The Company's most recent WEGA report can be found here at www.seymourwhyte.com.au/publications	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 evaluation process referred to in paragraph (a): ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/corporategovernance in the Guidelines for Board, Committee and Non-Executive Director Performance Evaluation and Succession Planning … and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 …[4]
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination 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 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.	[If the entity complies with paragraph (a):] … the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of the charter of the committee: ☒ at www.seymourwhyte.com.au/investor/corporategovernance … and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement and in our Directors' Report for the year ended 30 June 2017 **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] … 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: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	… our board skills matrix: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 …[4]
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: ☒ in our Corporate Governance Statement and in our Directors' Report for the Period Ended 30 June 2017 **OR** ☐ at [*insert location*] … and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the length of service of each director: ☐ in our Corporate Governance Statement **OR** ☒ in our Directors' Report for the Period ended 30 June 2017	☐ 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
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: ☒ in our Corporate Governance Statement **AND** ☒ a copy of the Code of Conduct can be found at www.seymourwhyte.com.au/investor/corporategovernance]	☐ an explanation why that is so 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 …[4]
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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.	[If the entity complies with paragraph (a):] … the fact that we have an audit committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of the charter of the committee: ☒ at www.seymourwhyte.com.au/investor/corporategovernance … and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☒ in our Directors' Report for the Period ended 30 June 2017 [If the entity complies with paragraph (b):] … 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: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
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 fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable

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 …[4]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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: ☒ in our Corporate Governance Statement **AND** ☒ at www.seymourwhyte.com.au/investor/corporategovernance	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
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: ☒ at www.seymourwhyte.com.au/investor/corporategovernance	☐ 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.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ 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.	… our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement **OR** ☐ at [*Insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ 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.	… the fact that we follow this recommendation: ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/manageshares at the Investor Centre	☐ an explanation why that is so 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 …[4]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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.	[If the entity complies with paragraph (a):] … the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of the charter of the committee: ☒ at www.seymourwhyte.com.au/investor/corporategovernance … and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☒ in our Directors' Report for the year ended 30 June 2017 [If the entity complies with paragraph (b):] … 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: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
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 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so 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 …**[4]
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.	[If the entity complies with paragraph (a):] … how our internal audit function is structured and what role it performs: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [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: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ 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.	… 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: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so 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 …[4]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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.	[If the entity complies with paragraph (a):] … the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of the charter of the committee: ☒ at www.seymourwhyte.com.au/investor/corporategovernance … and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☒ in the Directors' Report for the period ended 30 June 2017 [If the entity complies with paragraph (b):] … 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: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	… separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/corporategovernance in the Non-Executive Director Remuneration Policy and the Remuneration and Benefits Policy.	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	… our policy on this issue or a summary of it: ☐ in our Corporate Governance Statement **OR** ☒ at www.seymourwhyte.com.au/investor/corporategovernance in the Securities Trading Policy.	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

This is Seymour Whyte Limited's (**Company** or **Seymour Whyte**) Corporate Governance Statement for the period ending 30 June 2017. It was approved by the Board on 27 September 2017 and is effective at that date.

The Board believes high standards of corporate governance are essential for sustainable long-term performance and creating value for shareholders. The Board is committed to ensuring that Seymour Whyte has a governance framework that meets these objectives and that embeds a culture that values ethical behaviour and integrity.

The Corporate Governance Statement identifies that Seymour Whyte adopted all of the recommendations contained in the ASX Corporate Governance Council's Principles and Recommendations, 3rd edition, 2014 (the **Principles**) and describes how Seymour Whyte has implemented the Principles.

The Board is responsible for Seymour Whyte's governance framework which operates under Board approved documents that support the Principles and their implementation. These Board approved documents undergo regular review to ensure they meet the requirements of the business, changes to the regulatory environment and expectations of stakeholders. The Board's governance documents include:

Code of Conduct	Charters	Policies	Guidelines

Legend:

☑	Principle fully met for FY17

Principle 1 – Lay solid foundations for management and oversight

1.1	The Board has adopted a *Board Charter* (the Charter), which sets out the key corporate governance principles and procedures together with a *Delegation of Authority Policy and Framework* that ensures consistency of governance principles throughout Seymour Whyte and its controlled entities (**Seymour Whyte Group**). The Charter describes the Board's roles and responsibilities and establishes a clear distinction between Board functions and those delegated to management through the Delegation of Authority Policy and Framework. The *Board Charter* also sets out the roles and responsibilities of the Chairman, Managing Director and Company Secretary. The *Board Charter* and a summary of the *Delegation of Authority Policy* are available on the Company's website at https://www.seymourwhyte.com.au/investor/corporategovernance. Both key documents are kept under review by the Board and amended from time to time to reflect the changing needs of the business.	☑
1.2	Appropriate checks including criminal record checks are carried out on all Board members prior to their appointment or re-election by shareholders in accordance with the Group's Guidelines for the Selection, Appointment and Re-election of Non-executive Directors. The Company provides shareholders with all material information in the Notice of Meeting to ensure shareholders are fully informed of relevant information before making a decision on whether or not to elect or re-elect a director at an annual general meeting. The Guidelines for the Selection, Appointment and Re-election of Non-executive Directors are available on the Company's website at https://www.seymourwhyte.com.au/investor/corporategovernance.	☑
1.3	All Directors, when appointed, are provided with a Letter of Appointment that reflects the expectations of their role. All senior executives have a written contract of employment with the Company or a member of the Seymour Whyte Group setting out the terms and conditions of their appointment including their remuneration and benefits, obligations in respect of conflicts of interest and confidentiality and resignation and termination provisions.	☑
1.4	The Company Secretary is accountable directly to the Board, through the Chairman on all matters to do with the proper functioning of the Board and its Committees and this is specifically outlined in the contract of employment and the position description for that role.	☑

Principle 1 – Lay solid foundations for management and oversight

1.5 The Board has adopted a Diversity Policy (a copy of which is on the Company's website). The measurable objectives for achieving gender diversity set by the Board and the Company's progress in achieving the objectives are set out below. ☑

Deliver equal pay for women at each job grade	**Between -2% & +2% variance**	Partially achieved	The overall variance between male and female pay was 4.54%. Only one category fell within the 2% range with five categories within the 5% range. Of the remaining categories there were five categories where female pay was higher, and seven where male pay was higher. We continue to work on increasing representation in each category to reduce the amount of individual circumstances affecting this result.
Increase the number of female engineers	**Increase female engineer representation to 10% by (2020) (Stretch goal 17%)**	Achieved	Over the past year, concerted effort has gone into attracting female engineers. Currently the representation of female engineers is 11%. Strategies to attract and retain females will continue as we work towards achieving the stretch goal of 17%.
Increase pipeline of female talent to fill management positions	**Minimum 20% of talent categories are female by 2020.**	Not yet achieved	This is a new measure and further work is required to achieve this goal. Currently the talent pipeline is 10% female. This is largely impacted by the small number of females within the Company.

The Company is a "relevant employer" under the Workplace Gender Equality Act. The most recent Gender Equality Indicators can be found on the website at:

https://www.seymourwhyte.com.au/publications.

1.6 The Board is committed to continually improving its own and the Committees' performance and has adopted *Guiding Principles for Board, Committee and Non-Executive Director Performance Evaluation and Succession Planning.* Each year, an evaluation is undertaken on one, some or all of the Board, its Committees and the Non-executive Directors. Evaluations are made against the relevant charters, corporate governance policies, and agreed goals and objectives from prior evaluation. The outcome of Board and Committee evaluations is tabled with the Board with a view to formulating key priorities for improvements in the coming year. ☑

During the 2017 financial year, an evaluation of the performance of the Board was undertaken. Key focus areas for the coming year have been identified:

- Continue to strengthen executive oversight
- Continue to track strategy implementation with specific KPI's
- Continuously improve the Group's Risk Management Framework.

1.7 Performance reviews for the Executive Directors and Senior Executives take place at least annually. The Nomination and Remuneration Committee (NRC) has accountability to oversee these reviews and report to the Board on their outcomes. Reviews of Executive Director and Senior Executive Performance were undertaken and tabled with the NRC and Board during the reporting period. ☑

Principle 2 – Structure the Board to add value

2.1

The Board had a Nomination and Remuneration Committee (NRC) throughout the reporting period. The purpose of the NRC is to assist the Board in its oversight activities of the Seymour Whyte Group in the areas of:

- remuneration strategy in order to ensure that it drives long term growth
- remuneration of Board members and senior executives including termination payments
- compliance with statutory obligations relating to remuneration related disclosures
- policies and reporting relating to any current and future incentive programs including executive short and long term incentives
- the performance of the Board, Chairman, Non-executive Directors (NEDs), Managing Director (MD) and direct reports to the MD
- the independence of Directors
- succession planning for the Board, Chairman, Non-executive Directors (NEDs), Managing Director (MD) and direct reports to the MD
- making recommendations to the Board about its composition and skills and strategies to address Board and company diversity.

Members of the NRC are listed below. Details of their skills, experience, qualifications and the number of times the committee met throughout the period and the individual attendances can be found in the Directors' Report for the period ended 30 June 2017:

Chris Greig	NRC Chairman, Independent, Non-Executive Director
John Seymour	Member, Non-Executive Director (resigned 16 November 2016)
Susan Johnston	Member, Independent, Non- Executive Director
Don Mackay	Member, Non-Executive Director (from 25 October 2016)

The Charter for the Nomination and Remuneration Committee is available on the Company's website at https://www.seymourwhyte.com.au/investor/corporategovernance.

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2.2

The Board is committed to ensuring that Directors have a collective mix of skills, experience, expertise and diversity to effectively oversee the Company's management team and implementation of its strategy.

The Board has identified the key skills, experience and qualities required for the effective management of the business, both now and into the future and assessed the actual level of skills. In addition to hard skills, the Board considered that interpersonal skills including leadership capability, ethics and integrity, active contribution to debate and crisis management skills were essential characteristics of a Seymour Whyte Director. A diagrammatic representation of the outcome of analysis of essential and actual skills is set out below.

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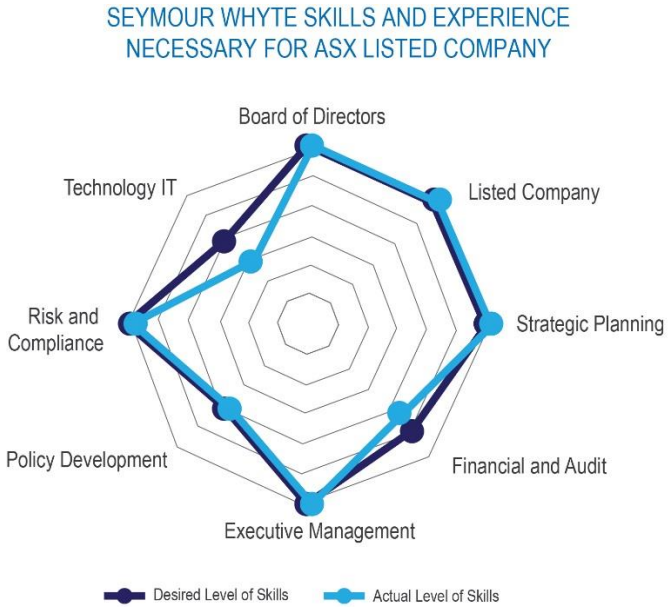
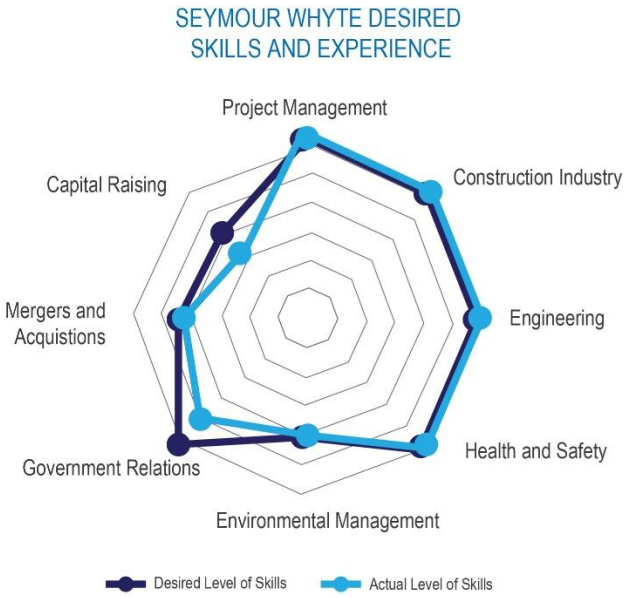
Principle 2 – Structure the Board to add value

2.2





Principle 2 – Structure the Board to add value		
2.3 & 2.4	The *Board Charter* sets out the criteria adopted by the Board for considering if a director is independent. A majority of the Board consists of independent Directors. The Board is currently comprised of seven members, five of whom are independent. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the business of the Company. As at 30 June 2017 the Directors who are considered independent are Mac Drysdale, Don Mackay, Susan Johnston, Chris Greig and David Wilson. None of them has a material shareholding in the Company or is an advisor or supplier to the company or has any other material contractual relationship with the company other than their position as a Director. David Wilson acted as Acting Managing Director and Chief Executive Officer for the interim period 28 July 2015 until John Kirkwood was appointed as Managing Director on 26 October 2015. The Board is of the opinion that Mr Wilson's independence was not compromised by acting in this position for the interim period. The Board formed this opinion based on the short period in which Mr Wilson acted in the position, the part time nature of the role and the fact that Mr Wilson performed the role remotely from head office. The Non-executive Directors confer periodically without Executive Directors or other senior executives present.	☑
2.5	The Chairman is an independent Director and facilitates the effective contribution of all Directors at Board meetings. The roles of Chair and Managing Director are exercised by different individuals.	☑
2.6	All Non-executive Directors have had an extensive induction into the business of the Company. The initial aim of the induction process is to familiarise the incoming Director with the business. This is achieved through meetings with key stakeholders including senior executives, clients and suppliers, undertaking site visits and reading past annual reports, board papers, the strategic plan, and code of conduct, corporate policies and other important information. Depending on the skills and experience of the incoming director further tailored training and orientation may also be added to the induction including workplace health and safety and risk management in the construction industry. Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.	☑

Principle 3 – Act ethically and responsibly		
3.1	Seymour Whyte has been, from the day it was founded by Garry Whyte and John Seymour, a business that supports and develops its people. In return, the business expects its employees to meet certain standards of conduct by behaving in an open, honest and transparent manner and to reflect the core values of the Group in their daily activities. Since the acquisition of Rob Carr Pty Ltd, the Group has focused on discussing and agreeing a set of core values that are to reflect the underlying mindset of the entire Group. These values lie at the core of how our employees behave and think, they shape and influence our employee's attitudes and behaviours towards each other, our clients and stakeholders. They are instrumental in supporting and enhancing Seymour Whyte's reputation. The Board has adopted a code of conduct applicable to all Directors, senior executives and employees. The Board is committed to ensuring that the core values are embedded in the hearts and minds of our employees and will oversee a program of work during the year to ensure every employee is aware of the standard of conduct and behaviour that is expected of them.	☑

Principle 4 – Safeguard integrity in financial reporting

4.1	The Board had an Audit and Risk Committee (ARC) throughout the reporting period. The purpose of the ARC is to assist the Board in its oversight activities for the Seymour Whyte Group in relation to: • Ensuring the quality of financial reporting is appropriate • Overseeing the accuracy and completeness of the financial statements • Assessing the effectiveness of the internal control structures and the risk management framework • Reviewing the scope and results of external audits and internal audits • Monitoring compliance with policies and procedures within the governance and risk frameworks. Members of the ARC are listed below. Details of their skills, experience, qualifications and the number of times the committee met throughout the period and the individual attendances can be found in the Directors' Report for the period ended 30 June 2017. Don Mackay – ARC Chairman, Independent, Non-Executive Director Mac Drysdale – Member, Independent, Non- Executive Director and Board Chairman David Wilson – Member, Independent, Non-Executive Director The Charter for the ARC is available on the Company's website at https://www.seymourwhyte.com.au/investor/corporategovernance.	☑
4.2	The Board requires that the CEO and CFO provide relevant declarations in respect of the financial records of the SWL Group. These declarations are required prior to the Board signing off on the half year and full-year results. For the year ended 30 June 2017, the Board received sign offs from the CFO and Managing Director and CEO.	☑
4.3	SWL holds its AGM in October or November every year and the auditor is invited to the meeting. Shareholders are provided with an opportunity to ask questions of the auditor at the meeting.	☑

Principle 5 – Make timely and balanced disclosure

5.1	The Board has a written continuous disclosure policy to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues arose during the course of the meeting. The policy is on the company's website at https://www.seymourwhyte.com.au/investor/corporategovernance.	☑

Principle 6 – Respect the rights of Shareholders

6.1	Seymour Whyte's website provides information about the SWL Group, Directors and executives, key governance policies and other information relevant to its investors. The website is a key communication tool between the Company and the shareholders.	☑
6.2	Seymour Whyte has an investor relations program to facilitate effective two-way communication with investors, and undertakes roadshows to discuss company performance after the full year and half year financial statements have been released.	☑
6.3	The Board has adopted a *Shareholder Communication Policy* and provides shareholders with opportunities to have questions addressed at shareholder meetings, irrespective of whether the shareholder is able to attend. In addition, communication is received from shareholders through the Company's information email address and through direct contact with senior executives of the Company.	☑
6.4	All shareholders of Seymour Whyte are able to communicate with the Company and its share registry electronically and in fact this method of communication is encouraged.	☑

Principle 7 – Recognise and manage risk		
7.1	The Board has established a combined Audit and Risk Committee (ARC). The composition of the ARC and its members are outlined at item 4.1 above. A copy of the ARC's charter is on the company's website. https://www.seymourwhyte.com.au/investor/corporategovernance.	☑
7.2	The ARC assists the Board with discharging its oversight function in respect of material business risks and to determine if the system of risk management is sound. The Board is satisfied that the risk management system assists the business to identify, analyse and mitigate material business risks. The Board also established a risk appetite statement and risk tolerances to guide management in their daily activities. A review of the risk management system has taken place in the reporting period to which this Corporate Governance Statement relates.	☑
7.3	The Seymour Whyte Group has various quality assurance functions throughout the business, particularly in the areas of Health, Safety, Environment and Quality and these functions have a well-documented audit program that provides reports on a monthly basis to the Board. The Board has also established an internal audit function and developed an Internal Audit Charter which outlines the scope, key responsibilities, independence and objectivity and planning of the internal audit function. The role of the Internal Audit function is to provide management and the Board, via the ARC, with regular and independent appraisals of the operation of the internal control systems operating within the company and advice on remedial action to improve effectiveness, efficiency and economy of systems of internal control. The internal audit function is structured to focus on selected areas considered to present significant risk during the year. The Board has appointed Ernst & Young to perform the internal audit function.	☑
7.4	The Seymour Whyte Group has identified its material business risks. Those material risks that are categorised as economic, environmental and social sustainability risks, together with the Group's approach to managing those risks are summarised below: *Economic Risk:* Seymour Whyte's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance. Varying economic factors may include: • contractions in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economy activity); • increases in expenses (including the cost of goods and services used by Seymour Whyte); • increase in unemployment rates; • changes in government fiscal or regulatory regimes and trade policies, including changes in Federal, State and local government infrastructure spending; and • fluctuations in equity markets in Australia and internationally. The Group is responding to this with its diversification strategy, focusing on diversifying geography and sector participation and being flexible in targeting, tendering and delivery of projects which is a key driver of the Group's strategy. As infrastructure projects ramp up, the Group has to respond quickly to these opportunities. A key risk is an inability to secure appropriately qualified and capable people and/or financial resources through JV/ Alliance partnerships to resource the projects in the locations. The Group mitigates this risk by careful assessment of the market factors and opportunities and workforce planning. There are no material social sustainability or environmental risks facing the Group.	☑

Principle 8 – Remunerate fairly and responsibly		
8.1	The Board has a combined Nomination and Remuneration Committee (NRC). Details of membership of the NRC are outlined in 2.1 above.	☑
8.2	The Board has adopted separate remuneration policies for Non-executive Directors (*Non-Executive Director Remuneration Policy*) and for Executive Directors and other Senior Executives (*Remuneration and Benefits Policy*). Copies of both policies are provided on the Company's website: https://www.seymourwhyte.com.au/investor/corporategovernance.	☑
8.3	The *Securities Trading Policy* which is available on the Company's website at https://www.seymourwhyte.com.au/investor/corporategovernance sets out the Company's policy of prohibiting participants entering into transactions which limit their economic risk of participating in the company's employee share options plans.	☑