

## Appendix 4G

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

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

**Name of entity**

Litigation Capital Management Limited

**ABN / ARBN**

13 608 667 509

**Financial year ended:**

30 June 2018

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

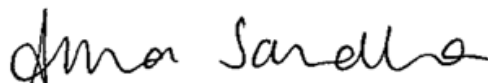
- These pages of our annual report:
- This URL on our website:  
<https://www.lcmfinance.com/shareholders/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 27 September 2018 and has been approved by the board. The annexure includes a key to where our corporate governance disclosures can be located.

Date: 27 September 2018

Name of Secretary authorising lodgement:

Anna Sandham, Company Secretary



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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

<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.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.lcmfinance.com/shareholders/corporate-governance/">https://www.lcmfinance.com/shareholders/corporate-governance/</a>, included within the Corporate Governance Manual</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> (in relation to measurable objectives) an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

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<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<p>7.3 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>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>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>	<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 <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Litigation Capital Management Limited (**LCM** or the **Company**) was founded in 1998 and was admitted to the Official List of the Australian Stock Exchange (**ASX**) on 12 December 2016.

LCM provides financial and risk management services associated with the legal industry and most particularly, litigation. The company provides services including the funding of contentious commercial litigation and class actions as well as corporate risk management associated with litigation.

The Board and Management of LCM recognise the importance of, and are committed to, achieving high corporate governance standards which promotes regulator and investor confidence and adds value for LCM's Shareholders and other stakeholders alike.

LCM has adopted the following key charters and policies which are available collectively in the LCM Corporate Governance Manual located on the LCM website under 'Shareholders' at [www.lcmfinance.com/shareholders/](http://www.lcmfinance.com/shareholders/):

- Board Charter
- Code of Conduct
- Audit & Risk Committee Charter
- Remuneration Committee Charter
- Standing Rules of Committees
- Continuous Disclosure Policy
- Share Trading Policy
- Diversity Policy

This Corporate Governance Statement (**Statement**):

- reports against the 3rd edition of the *ASX Corporate Governance Council's Principles and Recommendations (ASX Principles)* during the reporting period 1 July 2017 and 30 June 2018, and the practices detailed in this Corporate Governance Statement are current as at 27 September 2018; and
- has been approved by the Board and is available on LCM's website under 'Shareholders' at [www.lcmfinance.com/shareholders/](http://www.lcmfinance.com/shareholders/).

#### **Principle 1: The Board lays solid foundations for management and oversight**

##### **Recommendation 1.1**

###### *Board and Management Roles and Responsibilities*

The Board is responsible for the overall governance of the Company, including providing overall strategic guidance to the Company, providing effective oversight of management and monitoring the operational and financial position of the Company.

The Board's key responsibilities are outlined in the Board Charter which is available on the LCM website. The primary functions of the Board include:

- ensuring compliance with the Corporations Act, ASX Listing Rules and all other relevant laws;
- providing leadership and developing, implementing and monitoring strategic operational and financial objectives for the Company;
- ensuring appropriate financial and risk management controls are implemented;
- setting, monitoring and ensuring appropriate accountability and a framework for remuneration of Directors and executive officers;
- implementing appropriate strategies to monitor the performance of the Board in implementing its functions and powers;

- implementing and overseeing the Company's risk management framework to enable risk to be identified, assessed and managed;
- appointing and removing the Chief Executive Officer/Managing Director and Company Secretary;
- approving the appointment and, where appropriate, removal of members of Management;
- contributing to and approving Management's development of corporate strategy and performance objectives;
- monitoring Management's implementation of strategy and performance generally, and ensuring appropriate resources are available to Management;
- monitoring the effectiveness of the Company's governance practices;
- approving and monitoring financial and other reporting systems of the Company (including external audit) and the integrity of these systems; and
- appointing and overseeing Committees, where appropriate, to assist in exercising the above functions and powers.

Management's role, with the leadership of the Managing Director, is to implement the policies and strategies set by the Board. The Managing Director is responsible for the day-to-day operations of the Company, including managing existing litigation projects, undertaking preliminary assessments of applications for financing for economically viable projects and engaging in business development activities. In practice, this is achieved by the Board having delegated authority to the Managing Director, who must report to the Board in a timely and transparent manner.

With the prior approval of the Chairperson, Directors are entitled to seek independent advice or information concerning any aspect of LCM at the Company's expense.

### **Recommendation 1.2**

#### *Undertake Appropriate Checks on Directors*

The Board is responsible for the processes and procedures related to the nomination and appointment of new Directors. The Company undertakes appropriate checks prior to the appointment of a Director by the Board or recommending a candidate for appointment by Shareholders at a general meeting, to ensure that the person is competent, experienced, and would not be impaired from undertaking their duties as a Director. These checks include background checks in relation to a person's character, experience, education, criminal history and bankruptcy.

Where appropriate, the Company seeks advice from external advisors in connection with the suitability of applicants for appointment and provides Shareholders with information relevant to their consideration of any appointment of a Director, including whether the Board (other than the nominee where applicable) supports an appointment or re-election.

There were no new Directors appointed to the Board during the reporting period. Shareholders re-elected Dr David King at the Annual General Meeting held on 16 November 2017, and the Company followed the process as outlined above with respect to Dr King's re-election.

### **Recommendation 1.3**

#### *Written Agreements with Directors and Management*

Each Non-Executive Director is party to a written letter of appointment and each Executive Director and member of Management is party to a written employment contract with the Company or one of its subsidiaries (as appropriate).

The letter of appointment and written employment contracts sets out the key terms, conditions and responsibilities of the Directors' or Managements' position and includes a confirmation that he or she has the necessary time to devote to the position.

### **Recommendation 1.4**

#### *Company Secretary*

Given the limited number of employees engaged by the Company, the Company Secretary is accountable to the Board through the Managing Director. The Company Secretary is accessible to all Directors in relation to any matter and is primarily responsible for:

- advising the Board and its Committees of governance matters;
- monitoring compliance with Board and Committee policies and procedures;
- coordinating the timely completion and despatch of Board and Committee papers;
- ensuring that the business at Board and Committee meetings is accurately recorded in the minutes; and
- assisting with the organisation and facilitating the induction and professional development of Directors.

The role of Company Secretary was held by Anna Sandham during the reporting period.

### **Recommendation 1.5**

#### *Diversity*

The Company has adopted a Diversity Policy, a copy of which is available within the LCM Corporate Governance Manual on the LCM website. The Diversity Policy is designed to promote the engagement of well qualified, diverse and motivated people and outlines the Company's policy of recruiting fairly and equitably regardless of age, gender, race, religion, cultural background, marital or family status, sexual orientation, disability or national origin.

Although the Company seeks to promote diversity, including gender diversity, due to the limited number of people currently employed by the Company, it does not currently require that the Board set any measurable objectives for achieving gender diversity. As the Company evolves, the Board will review its position with respect to setting measurable objectives.

The Company aims to promote diversity through:

- recruiting on the basis of skills, qualifications, abilities and achievements;
- encouraging participation of its people in professional development to benefit the Company and the individual;
- encouraging personal development for the benefit of the Company and the individual;
- aiming to be an employer of choice and to provide a family friendly work environment; and
- promoting diversity through awareness and training.

LCM workforce diversity is as follows:

Female and male employees as a percentage of workforce participation as at 30 June 2018 (compared to 30 June 2017)

	<b>Females % as at 30 June 2018</b>	<b>Females % as at 30 June 2017</b>	<b>Males % as at 30 June 2018</b>	<b>Males % as at 30 June 2017</b>
Board	0	0	100	100
Employees	86	57	14	43

The Company is not considered to be “relevant employer” under the Workplace Gender Equality Act due to the number of employees.

### Recommendations 1.6 and 1.7

#### *Performance Assessment*

The Board is responsible for reviewing and making recommendations in relation to the appointment of new Directors, senior executives, setting the structure of remuneration packages to attract and motivate its employees and the design of any equity-based initiative plans or other employee benefit programs implemented from time to time.

No formal performance evaluations were undertaken on the Board, Directors or Management during the reporting period as the Board considered it to be unnecessary given the size and structure of the Board. However, the Board has informally evaluates its performance on a regular basis and considers its current composition, experience and membership and considers it to be adequate to carry out the Company’s strategy over the coming year.

### Principle 2: Structure the Board to Add Value

The Board, totalling three Directors, is comprised of:

- Dr David King, an independent Non-Executive Director (who is the Chairperson of the Board);
- Mr Steve McLean, an independent Non-Executive Director; and
- Mr Patrick Moloney, a non-independent Executive Director who is also the Managing Director.

The table below sets out each of the Director’s independence, qualifications and experience.

<b>Member</b>	<b>Executive Status</b>	<b>Independence Status</b>	<b>Qualifications</b>	<b>Experience</b>
Dr David King	Non-Executive (Chairperson)	Independent	PhD, MSc, FAusIMM, FAICD	<ul style="list-style-type: none"> <li>• Previously Founder and non-executive Director of Sapex Ltd, Gas2Grid Ltd and Eastern Star Gas Ltd</li> <li>• Previously Managing Director of north Flinders Mines Ltd</li> <li>• Previously CEO of Beach Petroleum and Claremont</li> </ul>

Member	Executive Status	Independence Status	Qualifications	Experience
				Petroleum <ul style="list-style-type: none"> <li>• Currently Non-executive Director of ASX listed Galilee Energy Limited and Cellmid Limited</li> <li>• Currently Non-executive Chairman of Oslo Axess listed African Petroleum Corporation Ltd</li> <li>• Experience in domestic and international complex litigation</li> </ul>
Steven McLean	Non-Executive	Independent	BEC	<ul style="list-style-type: none"> <li>• Previously Ernst &amp; Young Corporate Finance</li> <li>• Previously Head of Origination, Equity Capital Markets at J.P Morgan</li> <li>• Currently Non-executive Chairman of ASX listed ReNu Energy Limited</li> <li>•</li> <li>• Currently head of Corporate Finance at FinEx</li> </ul>
Patrick Moloney	Executive (Managing Director)	Not independent	LLB	<ul style="list-style-type: none"> <li>• Previously Principal of Moloney Lawyers, specialising in commercial litigation</li> </ul>

### Recommendation 2.1

#### *Nomination Committee*

The Board considers that the establishment of a separate Nomination Committee is not currently appropriate given the Board's current size and structure and the nature of the Company's operations.

Accordingly, the Board as a whole performs the role of the Nomination Committee in accordance with an established nomination and evaluation process as outlined in the Board Charter, a copy of which is available on the LCM website.

The Board is responsible for ensuring that it has established appropriate processes to address Board succession planning, and ensure that it has the right balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. In practice, this is currently achieved through the informal performance assessments, discussions between the Directors and review of the Board skills matrix.



The number of Board meetings held throughout the reporting period and the attendances by the Directors is set out in the Directors' Report within the Annual Report.

**Recommendation 2.2**

*Board Skills Matrix*

The Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. The matrix reflects the Board's objective to have, where possible, an appropriate mix of industry, technical and professional experience including skills such as litigation experience, governance, strategy, finance and risk. External consultants may be engaged who possess specialist knowledge to address areas where this is an attribute deficiency in the Board.

The Board skills matrix will be used when recruiting new Directors and assessing which skills need to be outsourced based on the attributes of the current Board members. The existence of each attribute is assessed by the Board as high, medium or low, as indicated in the table below.

Skill category	Description of attributes required	Level of importance	Existence in current Board
Litigation experience	Experience in the management of complex commercial litigation	High	High
Governance	Experience as a Director and/ or professional adviser to listed and unlisted companies	High	Medium
Financial and audit	Analysis and interpretation of accounting and finance issues including assessment and resolution of audit and financial reporting risks, contribution to budgeting and financial management of projects and Company, and assessing and supervising capital management.	High	Medium
Risk and compliance	Identification of key risks to the Company related to each key area of operations. Monitoring of risks and knowledge of legal and regulatory requirements.	High	Medium
Strategic	Key issue identification representing operational and reputational risks and development of policy responses and parameters within which the Company should operate.	High	Medium

As the Company evolves, the Board will seek to make future Board appointments with the view to enhancing the existing skill sets and addressing gender diversity and independence.

**Recommendations 2.3 and 2.4**

*Director Independence*

The following table sets out the Directors that the Board considers to be independent and their length of service since the Company's listing on the ASX in December 2016.

Director	Independent status	Appointment date	Length of service (since ASX listing)
Dr David King	Independent, Non-Executive Director	9 October 2015	~23 mths
Steve McLean <sup>1</sup>	Independent, Non-Executive Director	9 November 2015	~23 mths
Patrick Moloney <sup>2</sup>	Non-independent, Executive Director	9 October 2015	~23 mths

The majority of the Board is considered to be independent as that term is applied in the ASX Principles. The Board believes that all Directors continue to provide sound judgement and advice as well as an enquiring mind and independent judgement to all Board deliberations.

### Recommendation 2.5

#### *Chairperson*

The role of Chairperson has been held by Dr David King during the reporting period. Dr King is considered to be independent as disclosed under Recommendation 2.3, is not the Managing Director and there is a clear division of responsibility between the Chairperson and the Managing Director.

### Recommendation 2.6

#### *Director Induction*

In accordance with the Board Charter, the Company undertakes an induction program aimed at deepening new Directors' understanding of the Company, its activities and the business, environment and markets in which the Company operates. In practice, this includes the provision of previous Board papers, meetings with Management and tour of offices (as required).

Directors are also expected to keep themselves abreast of changes and trends in the business and in the Company's environment and markets and to keep abreast of changes and trends in the economic, political, social and legal climate generally. Directors are expected to have an appropriate base level of understanding on accounting matters.

## Principle 3: Act Ethically and Responsibly

### Recommendation 3.1

#### *Code of Conduct*

The Company has adopted a Code of Conduct which outlines the Company's values, guiding principles, the expectations of the Directors, employees and contractors, the legal obligations of the Company and the responsibility of investigating and reporting unethical practices. The Code of Conduct is available on LCM's website.

<sup>1</sup> It was determined during the past year that Mr McLean is an independent Director having considered the independence definition in the ASX principles.

<sup>2</sup> Mr Moloney is the Managing Director of the Company and being an Executive Director, he is not considered to be independent.

**Principle 4: Safeguard Integrity in Corporate Reporting**

**Recommendation 4.1**

*Audit Committee*

The Board established an Audit and Risk Committee in October 2017 and is comprised of the 2 Independent directors.

The Audit and Risk Committee assists the Board in fulfilling its statutory, corporate governance and oversight responsibilities by undertaking the selection and proper application of accounting policies, the integrity of financial reporting, the identification and management of risk and review of the operation of the internal control systems. This is carried out in accordance with an established process as outlined in a separately created Audit & Risk Committee Charter within the LCM Corporate Governance Manual which is available on the LCM website.

Refer to Principle 2 for detailed disclosures in relation to the composition of the Committee including their independence, qualifications and experience.

The number of Audit & Risk Committee meetings held throughout the reporting period and the attendances by the Committee members is set out in the Directors' Report within the Annual Report.

**Recommendation 4.2**

*CEO and CFO Declarations*

While the Company does not currently have a CFO, prior to the approval of the Company's financial statements, it will receive a declaration from its Managing Director which sets out that, in his 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 controls which are operating effectively.

**Recommendation 4.3**

*External Auditor*

The Company ensures that its auditor, BDO Audit (SA) Pty Ltd, is invited to, and attends the annual general meetings and be available to answer Shareholders' questions.

**Principle 5: Make Timely and Balanced Disclosure**

**Recommendation 5.1**

*Continuous Disclosure*

The Board has adopted a Continuous Disclosure Policy which sets out how the Company will comply with the continuous disclosure requirements of the ASX Listing Rules and how Shareholders are to be informed of all material developments in respect of the Company.

The Continuous Disclosure Policy is contained in the Company's Corporate Governance Manual, which is available on the LCM website.

**Principle 6: Respect the Rights of Security Holders**

**Recommendation 6.1**

*Website*

Information regarding the Company's Corporate Governance is available on the LCM website. This includes ASX announcements, financial statements, the Company's key corporate governance policies and charters, the Company's Constitution and Directors biographies.

**Recommendations 6.2 and 6.3**

*Investor Relations*

The Company aims to ensure that all Shareholders are informed of all major developments affecting the Company and uses its website as a key means of communicating with Shareholders.

Significant announcements and reports submitted to the ASX are posted on the LCM website and Shareholders are also able to submit questions to the Company via the website (<http://www.lcmfinance.com/contact-us/>).

The Company encourages Shareholders to attend its general meetings. Shareholders who are unable to attend the Company's general meetings are able to appoint proxies in advance of the meeting. Shareholders are also able to send questions relevant to resolutions prior to general meetings so that they may be considered at the meeting.

**Recommendation 6.4**

*Shareholder Communications*

The Company's share registry manages the majority of communications with Shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with Shareholders. Shareholders may contact the Company's share registry, Link Market Services by email at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au), if they wish to elect to receive communications electronically.

**Principle 7: Recognise and Manage Risk**

**Recommendation 7.1**

*Risk Committee*

The Board established an Audit and Risk Committee in October 2017 and is comprised of the 2 Independent directors.

The Audit and Risk Committee assists the Board in fulfilling its statutory, corporate governance and oversight responsibilities by the oversight and assessment of the effectiveness of the Company's risk management, Company's risk profile, the identification and management of risk and review of the operation of the internal control systems. This is carried out in accordance with an established process as outlined in the LCM Corporate Governance Manual, a copy of which is available on the LCM website.

Refer to Principle 2 for detailed disclosures in relation to the composition of the Board including their independence, qualifications and experience.

The number of Audit & Risk Committee meetings held throughout the reporting period and the attendances by the Committee members is set out in the Directors' Report within the Annual Report.

**Recommendation 7.2**

*Risk Management Framework*

The Board is required to review the Company's risk management framework at least annually as set out in the Audit and Risk Committee Charter.

A review of the risk management framework was conducted during the reporting period and was considered to be appropriate for the size and operations of the Company.

**Recommendation 7.3**

*Internal Audit*

Given the current size, structure and level of operations, LCM has not established a separate internal risk function. The assessment of the effectiveness of the Company's internal risk management and internal control processes is regularly considered by Board.

**Recommendation 7.4**

*Economic, Environmental and Social Sustainability Risks*

Several key risk areas for the Company as determined by the Board and Management are:

- **Reputation** – LCM relies heavily on its reputation and its ability to assist in achieving commercially successful resolution of the litigations projects that it finances. Any adverse customer experience, including one or more unsuccessful litigation projects and/or inappropriate behaviours of employees, management and Board members could negatively affect LCM's reputation.
- **Reliance on key personnel** – LCM is heavily reliant on the expertise and judgement of its Managing Director, senior management and key personnel to oversee the day-to-day operations.
- **Information technology/privacy** – LCM relies heavily on its own computer systems and those of third party service providers to store and manage private and confidential information. A malicious attack on LCM's systems, processes or people could place at risk the integrity and privacy of LCM's clients and other data. If LCM's efforts to combat any malicious attack are unsuccessful or LCM has actual or perceived vulnerabilities, LCM's business reputation and brand name may be harmed, potentially having a material adverse effect on LCM's operations and financial position.

The Company does not believe that it has any material exposure to environmental and social sustainability risks which has been determined having regard to its primary business operations which is the provision of litigation financing to clients and the potential adverse impacts to would have to the Company as a whole.

To mitigate the risks as set out above, the Board and Management continually monitor these risks at various Board and internal Management meetings throughout the year and have established methods to mitigate the risks which include:

- the establishment of a Code of Conduct which stipulates the Company's expectations of how its employees, Management and Directors respond and act on behalf of the Company in relation to all stakeholders, and promoting the Company as a good corporate citizen;
- entering into written employment agreements and market appropriate remuneration structures with key personnel with the view to ensure their ongoing retention; and
- the establishment of appropriate backup and information technology security systems.

#### **Principle 8: Remunerate Fairly and Responsibly**

##### **Recommendation 8.1**

###### *Remuneration Committee*

The Board established a Remuneration Committee in October 2017 and is comprised of the 2 Independent directors.

The Remuneration Committee assists the Board in fulfilling its statutory, corporate governance and oversight responsibilities and in accordance with an established process as outlined in a separately created Remuneration Committee Charter, a copy of which is available on the LCM website.

The Remuneration Committee assists the Board in ensuring that it has established appropriate processes to determine and set the level and composition of remuneration for its Directors and Management so that it is appropriate to attract and retain skilled and experienced persons. In doing so, the Remuneration Committee is entitled to engage external consultants where necessary.

Refer to Principle 2 for detailed disclosures in relation to the composition of the Remuneration Committee including their independence, qualifications and experience.

The number of Remuneration Committee meetings held throughout the reporting period and the attendances by the Directors is set out in the Directors' Report within the Annual Report.

##### **Recommendation 8.2**

###### *Remuneration*

The Company remunerates each Non-Executive Director by way of cash fees, superannuation contributions and non-cash benefits, including, in some instances options to acquire shares or participation in equity incentive plans. The level of remuneration reflects the anticipated time commitments and responsibilities of the position. Performance based incentives are not available to Non-Executive Directors.

Details for remuneration paid to the Directors is set out in the Remuneration Report within the Annual Report.

##### **Recommendation 8.3**

###### *Share Trading Policy*

The Company's Share Trading Policy prohibits Directors or employees from entering into transactions which limit the economic risk of participating in unvested entitlements, such as unvested options. The Company's Share Trading Policy is contained in the Company's Corporate Governance Manual which is available on the Company's website.