

## CORPORATE GOVERNANCE STATEMENT

Fiducian Group Limited (**Company**) and its board of directors (**Board**) are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders. The Company and its controlled entities together are referred to as the '**Group**' in this statement.

A description of the Company's main corporate governance practices is set out below. This Corporate Governance Statement (**Statement**) is current as at 17 August 2020 and has been approved by the Board.

### Principle 1: Lay solid foundations for management and oversight

The relationship between the Board and the executive leadership is critical to the Group's long term success. The directors are responsible to the shareholders for the performance of the Group in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Group as a whole. The Board's focus is to enhance the interests of shareholders and to ensure that the Group is properly managed.

#### 1.1 Key Responsibilities of the Board

The key responsibilities of the Board include:

- contributing to the development and approval of corporate strategy, including setting performance objectives and approval levels for the executive leadership;
- reviewing and approving business plans, the annual budgets and financial matters, including available resources and major capital expenditure, acquisitions and divestiture initiatives;
- monitoring corporate and organisational performance and the implementation of the Group's strategies, policies and objectives, compliance with the Group's code of conduct and the progress of major capital expenditure and other significant corporate projects, including any acquisitions or divestments;
- monitoring and reviewing management's existing processes aimed at ensuring the integrity of financial performance and other reporting, including the approval of annual and half yearly financial reports to shareholders and the Australian Securities Exchange (**ASX**) and liaison with the Group's auditors;
- selecting, appointing and appraising the performance of, determining the remuneration of, and if necessary determining the removal of, the directors, and ensuring there are adequate plans and procedures in place for succession planning;
- selecting, appointing and appraising the performance of, determining the remuneration of, and if necessary determining the removal of, the Executive Chairman, and ensuring there are adequate plans and procedures in place for succession planning;
- reviewing procedures for the appointment and /or removal of senior employees of the Group, including the executive leadership, and monitoring their performance; and

- ensuring there are adequate policies in relation to risk identification and management, and that internal controls and procedures are in place regarding the same. In summary, these policies are designed to ensure that strategic, operational, legal, reputational and financial risks are identified, assessed, addressed, adequately controlled and monitored to allow achievement of Group business objectives, with adequate accountability and reporting mechanisms in place.

The following matters are specifically reserved for the Board:

- appointment and removal of the Chairman; and
- appointment of directors (either to fill a vacancy or additional directors).

The Board has delegated the responsibility for the day-to-day management of the operation and administration of the Group to the Executive Chairman. Management team members report directly to the Executive Chairman.

## 1.2 Appointment and Election of Directors

The Board has procedures in place to conduct appropriate checks before putting forward candidates for election as a director, which apply to any appointment within the Group. As part of the election and/or re-election process, the Company will provide shareholders with all material information in the Company's possession relevant to a shareholder's decision on whether or not to elect or re-elect a director.

## 1.3 Terms of Appointment of Directors and Senior Executives

The Board ensures that on or prior to their respective appointment, each director and senior executive (the **executive leadership team** or **ELT**) is provided with a written agreement setting out the terms of their appointment. Officers of the Group may also be provided with Deeds of Access and Indemnity.

## 1.4 Company Secretary

The Company Secretary is accountable to the Board through the Executive Chairman on all matters relevant to the proper functioning of the Board, including assisting the Board (and Board committees) with meetings and advising on corporate governance and directors' duties. All Board members have the ability to communicate with the Company Secretary and vice versa, and the decision to appoint or remove the Company Secretary is made by the Board.

## 1.5 Diversity Policy

The Company has a diversity policy in place which applies to the Group. Whilst that diversity policy may not exactly follow the ASX Corporate Governance Council recommendations, the Group is an equal opportunity employer and does not discriminate on gender, age, cultural or country of origin. The Group's training programs are aimed at developing the full potential of each director and staff member. Given the size of the Group, the Company believes that all appointments and hiring decisions should be based on an assessment of merit in respect of the available talent pool at the time of the appointment.

The Group's Diversity Policy has a number of measurable objectives and the assessment of our achievement against those measure for the 2019-20 financial year is below.

<b>Diversity Policy</b>	
<b>Measureable Objective</b>	<b>Achievements in 2019-20 Financial Year</b>
Recruitment practices which aim for a mix of appropriately qualified applicants shortlisted for both Board positions and senior roles within our organisation	All available candidates were considered for the sole Board position available in the period and the best candidate was selected. The successful candidate was female in this instance.
Assessing the impact and utilisation of our current parental leave conditions	3 employees have accessed parental leave conditions, which were all employees that were eligible to access this type of leave.
Developing a culture that takes account of domestic responsibilities of employees	Reinforcement of these values were achieved in the recent update to the HR Policy and Procedures in February 2020
Subject to operational and business requirements, facilitate the use of flexible working arrangements, in relation to when, where and how the work is delivered.	Flexible working arrangements were successfully implemented as a consequence of COVID-19. Further consideration of workplace flexibility will occur once it is safe for staff to return to the office.
Assess pay equity across the organisation on an annual basis	Salary payments are assessed against industry standards, regardless of gender. This assessment is undertaken annually.
Assess the progress of the organisation with regard to the results reported in accordance with <i>Workplace Gender Equality Act</i> ,	The group continues to promote gender equality across its operations.
Any other strategies the Board may develop from time to time	There were no other strategies recommended by the Board

The diversity of the employees of the Group can be found in the latest Annual Report which is available at [www.fiducian.com.au/wp-content/uploads/annual\\_report/FGLAnnualReport2020.pdf](http://www.fiducian.com.au/wp-content/uploads/annual_report/FGLAnnualReport2020.pdf)

The Company has lodged a report under the Workplace Gender Equality Act 2012 which details the Gender Equality Indicators for the financial year ending 30 June 2020. The Company has considered the Gender Equality Indicators and is in line with its expectations that all hiring is undertaken on assessment of merit.

The Gender Equality Indicators Report of the Group is available at the following: [https://www.fiducian.com.au/wp-content/uploads/corporate\\_docs/Fiducian Workplace Gender Equality Public Report FY2019-20.pdf](https://www.fiducian.com.au/wp-content/uploads/corporate_docs/Fiducian_Workplace_Gender_Equality_Public_Report_FY2019-20.pdf)

## 1.6 Board Performance Assessment

The Board undertakes an annual self-assessment of its collective performance, the performance of the Executive Chairman and of its committees. The assessment also considers the adequacy of induction and continuing education, access to information and the support provided by the Executive Chairman. The results and any action plans are documented together with specific performance goals which are agreed for the coming year. An assessment was carried out in accordance with this process in July 2020.

The Board also engages an external remuneration consultant that advises the Remuneration Committee, at least every 3 years, to ensure that the Group has structured an executive remuneration package that is market competitive and complimentary to the reward strategy of the organisation. Their most recent review was in July 2018.

## 1.7 Executive Leadership Performance Assessment

The Company has procedures in place for the appointment and/or removal of members of the ELT who report directly to the Executive Chairman, including the monitoring of their performance against the KPIs set out in their respective business plans on an annual basis by the Executive Chairman. An evaluation of members of the ELT reporting to the Executive Chairman was conducted in June and July 2020.

### **Principle 2: Structure the Board to add value**

The Board operates in accordance with the broad principles set out in its charter which is also available on the company's website at [www.fiducian.com.au](http://www.fiducian.com.au). The charter details the Board's composition and responsibilities.

## 2.1 Nomination Committee

The Board has considered recommendation 2.1 of the ASX Corporate Governance Principles and Recommendations and has taken the view that participation by the full Board is more effective than a smaller Nomination Committee, particularly given the size of the Board. The Company currently does not have a Nomination Committee and as such, does not follow ASX Corporate Governance Council recommendations.

In conjunction with the Board Performance Assessment, the Board annually considers the skills, knowledge, experience, independence and diversity of the Board to ensure that it is able to discharge its duties and responsibilities effectively. This was most recently completed in July 2020.

## 2.2 Directors and their skills

### Board members

The following persons were directors of Fiducian Group Limited during the financial year:

<b>Executive Chairman</b>	Inderjit (Indy) Singh
<b>Non-executive directors</b>	Robert Bucknell
	Frank Khouri
	Samir (Sam) Hallab

Under the terms of the Board Charter, the Company is to maintain a mix of directors on the Board from different backgrounds with complementary skills and experience. This is to be particularly considered in relation to current and emerging issues at the time of nomination of a person to be a director. Further, the Board is to ensure that, at any point in time, the Board's constitution represents an appropriate balance, firstly, between directors with experience and knowledge of the Group (or a specific aspect of it) and directors with an external perspective and, secondly, that the size of the Board is conducive to effective discussion and efficient decision making.

It is the opinion of the Board that the directors should collectively possess a combination of skills and experience that are assessed annually. The table below details the skills and experience expected from the Board's directors and the competencies as assessed in July 2020.

COMPETENCY	DIRECTORS				IS COMPETENCY MET AS A WHOLE?
	Indy Singh	Robert Bucknell	Frank Khouri	Sam Hallab	
A working knowledge of the Corporations Act and Corporate Regulations and other relevant requirements	H	H	H	H	Yes
A working knowledge of the accounting, auditing and operational processes relating to FGL and those funds it manages	H	H	H	H	Yes
Investment knowledge	H	H	H	H	Yes
Knowledge of the elements and application of Licensee, trust law and financial services	H	H	H	H	Yes
Appropriate provision of financial services Awareness of areas where additional technical, professional or expert advice could be sought	H	H	H	H	Yes

DIRECTORS					
COMPETENCY	Indy Singh	Robert Bucknell	Frank Khouri	Sam Hallab	IS COMPETENCY MET AS A WHOLE?
Business acumen	H	H	H	H	Yes
Business planning	H	H	H	H	Yes
Financial management	H	H	H	H	Yes
Marketing	H	H	H	M	Yes
Operational expertise	H	H	H	H	Yes
Experience with membership services	H	M	M	H	Yes
People management	H	H	H	H	Yes
Communication	H	H	H	H	Yes
Contract management	H	H	H	H	Yes

**KEY**

“H” = in respect of that required competency:

- (1) Has more than 10 years’ relevant experience OR
- (2) Has more than 3 years’ relevant experience AND  
Has received formal training in that competency at an appropriate level OR
- (3) Has attained a relevant qualification in respect of that competency.

“M” = in respect of that required competency:

- (1) Has between 1 and 3 years’ relevant experience OR
- (2) Has received formal training in that competency at an appropriate level OR
- (3) Has attained a relevant qualification in respect of that competency.

“L” = in respect of that required competency:

- (1) Has less than 1 year’s relevant experience OR
- (2) Has received no formal training in that competency at an appropriate level OR
- (3) Has attained a relevant qualification in respect of that competency.

Details of each director’s experience, expertise and qualifications are set out each year in the Directors’ Report section of the latest Annual Report under the heading ‘Information on Directors’ which is available at the following:

[www.fiducian.com.au/wp-content/uploads/annual\\_report/FGLAnnualReport2020.pdf](http://www.fiducian.com.au/wp-content/uploads/annual_report/FGLAnnualReport2020.pdf)

## 2.3 Independent Directors

Non-executive Directors are obliged to be independent in judgement and ensure that all reasonable steps and due care are taken by the Board to arrive at sound decisions.

The Board has adopted specific guidelines in relation to directors' independence. These state that when determining independence, a director must be a non-executive director and:

- not be a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- not have been employed in an executive capacity by the Group within three years before commencing to serve on the Board;
- not have been, within the last three years, a principal of a material professional adviser or a material consultant to the Group, or an employee materially associated with the service provided;
- not have been a material supplier or customer of the Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- not have a material contractual relationship with the Group, other than as a director of Fiducian; and
- not have been on the Board for a period which could, or could reasonably be perceived, to materially interfere with the director's independent exercise of their judgement.

Materiality for these purposes is determined on both quantitative and qualitative bases. With good cause, the Board may, at its discretion, determine that a director is independent, or has lost their independence, notwithstanding that all the above criteria are or are not satisfied.

The Board assesses independence each year. To enable this process, the directors must provide all information that may be relevant to the assessment. Matters that could affect the independence of directors are detailed below:

- Mr. Bucknell brings a depth of experience and independent judgement to his role as director and remains vital to the growth of the Group.
- Mr Khouri has business dealings with the Group as disclosed in the latest Annual Report. However, these are not of such a value or significance that adversely affect Mr. Khouri's independence. He has declared his interests in relation to those dealings with the Group and does not participate in any discussions or decision making processes relating to them.
- Both Mr Bucknell and Mr Khouri have been directors of the Group for more than 10 years.
- Mr. Hallab has no business dealings with the Group either independently or through his employer and has been a director of the Group for 4 years.

The Board has assessed that the above matters are not sufficiently material in nature such that it would interfere with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

## 2.4 Majority of Independent Directors on the Board

All of the non-executive directors are considered by the Board to be independent. As such, the majority of the Board are constituted by independent directors.

## 2.5 Independent Chairperson

The Board (excluding Mr Singh) has considered recommendation 2.5 of the ASX Corporate Governance Principles and Recommendations and has taken the view that it is appropriate for Mr Inderjit (Indy) Singh to be the Executive Chairperson on the basis that:

- Mr Singh brings a wealth of experience to be able to advise both the Board and Management of the operations of the Company.
- Mr Singh has developed and implemented a succession plan to reduce his involvement in the operational day-to-day activities of the Group.
- The Board has capable other non-executive directors to act as Acting Chairperson in circumstances where Mr Singh may be required to excuse himself from discussions of the Board.

## 2.6 Director Induction and Professional Development

The Company has an induction process in place whereby non-executive directors undergo an induction programme and receive an induction pack of documents necessary for them to understand the Company's charters, policies, procedures culture and ethical values to enable the new directors to carry out their duties in an effective and efficient manner.

The aim of the induction process is to enable new directors to actively participate in the Board decision-making process as soon as possible. It also aims to assist new directors in getting a full understanding of the company's financial position, strategies, operations and risk management policies. It also explains the respective rights, duties, responsibilities and roles of the Board.

The Company also provides appropriate professional development opportunities to assist directors, together with their other continuing professional development, to maintain the skills and knowledge needed to perform their roles.

### **Principle 3: Instil a culture of acting lawfully, ethically and responsibly**

## 3.1 The Group's Values

The Directors and senior managers of the Group actively promote the Company's values by ensuring that all of our activities are undertaken with 'Integrity, Trust and Expertise'. Additionally the Board and senior managers believe that shareholder and public confidence is based upon implemented procedures which work to promote and ensure the highest standards of ethical behaviour are maintained.



In practice, the Company's values of 'Integrity, Trust and Expertise' are able to be applied by the Group's staff members by ensuring that:

- Our clients come first
- What we say we'll do, we do
- Being the best we can be
- Respect and consideration of others

These are further expanded upon at <https://www.fiducian.com.au/about-us/our-values/>.

The Board, through the Executive Chairman, reinforces to all staff members their responsibility in applying the Group's values across all of its activities. This is further reinforced when staff receive training within the Group.

### 3.2 Code of conduct

The company has developed a Code of Conduct (**Code**) which has been fully endorsed by the Board and applies to all directors and employees. The Code sets out the expectations of the Company in areas of corporate and personal conduct. The Audit, Risk and Compliance Committee is informed of any breaches of the Code and serious breaches are escalated to the Board. The Code is reviewed and updated by the Board as and when necessary.

The Code of Conduct is available at [www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FG\\_CodeofConduct.pdf](http://www.fiducian.com.au/wp-content/uploads/corporate_docs/FG_CodeofConduct.pdf)

### 3.3 Whistleblowing

The company has developed a Whistleblower Policy which has been fully endorsed by the Board and applies to all directors and employees. The Whistleblower Policy sets out the expectations of the Company's employees in the areas of unlawful, unethical or irresponsible behaviour and how this can be reported within the organisation. The Audit, Risk and Compliance Committee is informed of any incidents relating to the policy and the Board should it be deemed necessary. The Whistleblower Policy is reviewed and updated by the Board as and when necessary.

The Whistleblower Policy is available at [https://www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_Whistleblower\\_Policy.pdf](https://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_Whistleblower_Policy.pdf)

### 3.4 Fraud and Corruption

The company has developed a Fraud and Corruption Policy (**Policy**) which has been fully endorsed by the Board and applies to all directors and employees. The Policy sets out the expectations of the Company in areas of corporate and personal conduct. The Audit, Risk and Compliance Committee is informed of any breaches of the Policy and serious breaches are escalated to the Board. The Policy is reviewed and updated by the Board as and when necessary.

The Fraud and Corruption Policy is available at [https://www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_Fraud\\_Corruption\\_Policy.pdf](https://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_Fraud_Corruption_Policy.pdf)

#### **Principle 4: Safeguard integrity in financial reporting**

##### **4.1 Audit Risk and Compliance Committee (ARCC)**

The Board has established the ARCC which is responsible for, amongst other things, consideration of all matters relevant to the Group's audit, risk management and compliance responsibilities and make recommendations to the Board. The ARCC currently consists of the following:

- Mr Sam Hallab (Chairman)
- Mr. Frank Khouri
- Mr. Robert Bucknell

All members of the ARCC are independent non-executive directors. They are financially literate and have the appropriate understanding of the industry in which the Group operates. The Chairman of the ARCC, Mr. Hallab has relevant qualifications and experience by virtue of being a former partner in a chartered accounting firm. Mr. Hallab is a chartered accountant with experience in audit, taxation and superannuation matters. He also acts as company secretary for another listed entity, Ensurance Limited (ASX Code: ENA). The Company is able to follow Recommendation 4.1 as Mr Hallab is not the Chairman of the Company.

Mr. Khouri, is a partner in a public accounting practice and a registered company auditor. Mr Bucknell has extensive qualifications and experience by virtue of being a former managing partner in a major chartered accounting firm.

More information on the qualifications and experience of these directors, together with details of the number of Board and Committee meetings held during the Financial Year ending 30 June 2020 (including attendance) are available in the Annual Report which is available at [www.fiducian.com.au/wp-content/uploads/annual\\_report/FGLAnnualReport2020.pdf](http://www.fiducian.com.au/wp-content/uploads/annual_report/FGLAnnualReport2020.pdf)

The ARCC operates in accordance with a charter which is available on the Company's website at [www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_ARCC\\_Charter.pdf](http://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_ARCC_Charter.pdf)

##### **4.2 Executive Chairman and Group CFO Declarations**

The Executive Chairman and Group CFO have made declarations in accordance with section 295A of the Corporations Act 2001 that in their opinion (the opinion having been formed on the basis of a sound system of risk management and internal control which is operating effectively):

- the financial records of the Company and the consolidated entity have been properly maintained in accordance with section 286 of the Corporations Act 2001;
- the financial statements, and the notes to the financial statements, of the Company and the consolidated entity, for the financial year ended 30 June 2020:
  - comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

- give a true and fair view of the Company's and consolidated entity's financial position as at 30 June 2020 and of their performance for the financial year ended on that date.

#### 4.3 Release of reports not reviewed by the external auditor

The Company may release, from time to time, information to the market, such as quarterly cash flow and investor presentations, that are neither audited or reviewed by our external auditor. Notwithstanding this, the information released to the market is derived from the same process as that developed for the collection of information and data that accompanies the Company's Half Year Report and Annual Report. Therefore, shareholders can be confident that the information released to the market is reliable.

### Principles 5: Make timely and balanced disclosures

#### 5.1 Continuous Disclosure

The company has written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the company's shares. In addition, the Company voluntarily releases quarterly cash flow reports to the ASX in non-reporting periods (viz. for quarters ending September and March).

General Counsel (who is also the Company Secretary) has been nominated as the person who has primary responsibility for the administration of the Company's continuous disclosure policy, which include communications with the Australian Securities Exchange (**ASX**). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public. Shareholders can receive updates on the Group's information released to the ASX on the ASX's website at [www.asx.com.au](http://www.asx.com.au).

The Continuous Disclosure Policy is available at [https://www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_Continuous\\_Disclosure\\_Policy.pdf](https://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_Continuous_Disclosure_Policy.pdf)

#### 5.2 Board Oversight

All communications are authorised prior to disclosure to the ASX by either the Executive Chairman, Group Chief Financial Officer or General Counsel. Where necessary, authorisation is obtained from the Board. A copy of all material market announcements not presented to the Board are promptly circulated to the Board after the announcement is made.

#### 5.3 Substantive Investor or Analyst Presentations

When analysts are briefed on aspects of the Group's operations, the material used in such presentations that is not already released to the ASX, is released in advance of the presentation to the ASX.

## 6 Respect the rights of Shareholders

### 6.1 Website Disclosure of Corporate Governance Information

The Company is committed to providing shareholders with appropriate information and facilities to allow them to exercise their rights as shareholders.

The Company provides information about itself and its corporate governance on its website at <http://www.fiducian.com.au/shareholders/corporate-governance/>

In addition, the Company maintains a shareholder centre which displays:

- copies of its Annual Reports;
- copies of notices of meetings; and
- other relevant material of interest to investors.

### 6.2 Investor Relations Program

The Company is a small ASX listed company and actively engages with its shareholders at the AGM or meets them at their request. In addition, regular updates are made available to investors through the ASX or on the Company's website at [www.fiducian.com.au](http://www.fiducian.com.au). Investor presentations by the Company are also conducted from time to time. Given the above, the Company does not feel that there is a need to implement a formal investor relations program at this time and as such, does not follow ASX Corporate Governance Council recommendations in this respect.

### 6.3 Policies to facilitate investor meeting participation

The Company is a small ASX listed company that currently has approximately 1377 investors. The Company has reviewed and considered whether technology can be used to enable greater investor meeting participation but believes that given the small number of investors (the majority of which are based in Australia), the traditional method of holding meetings is satisfactory. As such, the Company does not have any policies in place to facilitate electronic investor meeting participation at this time and does not follow ASX Corporate Governance Council recommendations in this regard.

However, with the need to comply with social distancing protocols, the Company is investigating a number of temporary measures to ensure that shareholders can participate in the upcoming 2020 AGM.

### 6.4 Voting at Shareholder Meetings

The Company is a small ASX listed company that currently has approximately 1377 investors and has historically dealt with shareholder resolutions on a show of hands.

The Company's constitution enables the Chairperson at a shareholder meeting to determine whether a poll is required to be conducted for the efficient and orderly conduct of the meeting (subject to any demand's for a poll under law). Consistent with that discretion, the Chairperson will continue with the approach of deciding resolutions on a show of hands and determine at the shareholder meeting whether a poll is required for procedural or substantive resolutions. Where there are special circumstances, such as pandemic or other events that render a physical meeting not possible, the Chairperson will inform shareholders, through the Notice of Meeting, that resolutions will be conducted by a poll.

By implementing the above arrangements, the Company will not be entirely consistent with recommendation 6.4 of the ASX Corporate Governance Principles and Recommendations.

## 6.5 Electronic Delivery of Information

Fiducian provides electronic reports and other communication to shareholders, who provide their email address and have opted for electronic communication. Hard copies are sent to other shareholders.

## Principle 7: Recognise and manage risk

### 7.1 ARCC

The Board, through the ARCC, is responsible for ensuring that there are adequate policies in relation to risk management, compliance and internal control systems (refer also to paragraph 4.1 above). The ARCC currently comprises of three independent non-executive directors. More information on the qualifications and experience of these directors, together with details of the number of Board and Committee meetings held during the Financial Year ending 30 June 2020 (including attendance) are available in the Annual Report which is available at [insert link]

The ARCC operates in accordance with a charter which is available on the Company's website at [www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_ARCC\\_Charter.pdf](http://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_ARCC_Charter.pdf)

In addition, the Company has also appointed a Chief Risk Officer who is responsible for Group risk and also reports to the ARCC.

### 7.2 Risk Management Framework Review

The Group has a detailed Risk Management Framework in place which sets out the policies in place in relation to risk management processes, compliance and internal control systems, procedures, registers and reporting.

Under the terms of its charter, the ARCC is charged with overseeing compliance with the Group's risk management obligations. The Board also reviews the Risk Management Framework annually and a review occurred during the Financial Year ending 30 June 2020.

### 7.3 Internal Audit

The Group has appointed an external professional audit firm to carry out a formal internal audit function in relation to the superannuation operations of the Group. The Company also has an Internal Review Program in place that performs an internal review of the Group's operating procedures. The Internal Review Program is part of a framework of complementary controls and procedures to ensure that the governance framework is, on an operational level, continuous and effective.

### 7.4 Economic, Environmental and Social Sustainability Risks

The Group does not have material direct exposure to environmental or social sustainability risk. The Group is mainly impacted by economic risks. However, the Group may be indirectly impacted by the manner in which environmental or social sustainability risks inherently manifest themselves within the investment options offered to clients and the financial services flowing from these outcomes. The management of economic risks are provided for and covered in the Risk Management Framework.

## **Principle 8: Remunerate fairly and responsibly**

### 8.1 Remuneration Committee

The Board has established a Remuneration Committee which, amongst other things, considers all matters relevant to and makes recommendations to the Board in relation to the remuneration of directors (including executive and non-executive directors) and key management personnel.

The Remuneration Committee consists of the following:

- Mr. Robert Bucknell (Chairman)
- Mr. Frank Khouri
- Mr. Sam Hallab

All members of the Remuneration Committee are independent non-executive directors. More information on the qualifications and experience of these directors, together with details of the number of Board and Committee meetings held during the Financial Year ending 30 June 2020 (including attendance) are available in the Annual Report which is available at [insert link]

A copy of the Remuneration Committee charter is available on the Company's website at [www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_RemCom\\_Charter.pdf](http://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_RemCom_Charter.pdf)

### 8.2 Remuneration Policies and Practice

As set out above, the Remuneration Committee considers all matters relevant to and makes recommendations to the Board in relation to the remuneration of directors (including executive and non-executive directors) and key management personnel.

Under the terms of the Remuneration Committee charter, the Executive Chairman has been delegated with responsibility to review the performance and remuneration of the ELT who report directly to the Executive Chairman. The Executive Chairman performs a review of the ELT around June or July of each year and the performance of these person's is measured against the KPIs set out in their respective business plans.

A copy of the Remuneration Committee charter is available on the Company's website at [www.fiducian.com.au/wp-content/uploads/corporate\\_docs/FGL\\_RemCom\\_Charter.pdf](http://www.fiducian.com.au/wp-content/uploads/corporate_docs/FGL_RemCom_Charter.pdf)

### 8.3 Equity-based Remuneration Scheme

Senior managers are prohibited from entering into arrangements under which they may alter the economic benefit/risk derived from their security holdings in the Company.