

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

PS&C Ltd

ABN/ARBN

50 164 718 361

Financial year ended

30 June 2015

Our corporate governance statement² for the above period above can be found at:³

☐ these pages of our annual report: _____

☒ this URL on our website:

[www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC Ltd -
Corporate Governance Statement.pdf](http://www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_-_Corporate_Governance_Statement.pdf)

The Corporate Governance Statement is accurate and up to date as at 22 September 2015 and has been approved by the board.

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

Date here: 23 September 2015

Sign here:

Print name:  Julian Graham
Company Secretary

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

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

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

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

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

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

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Corporate Governance Charter at www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_Corporate_Governance_Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and a copy of our diversity policy or a summary of it: at this location: www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_Diversity_Policy.pdf ... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and the information referred to in paragraphs (c)(1) or (2): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u> (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and a copy of the charter of the committee: ☒ at this location: www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd-Remuneration_and_Nomination_Committee_Charter.pdf ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: Directors' Report – 2015 Annual Report, page 8 [If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: N/A ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☒ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	... our board skills matrix: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location::	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... where applicable, the information referred to in paragraph (b): N/A ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... the length of service of each director: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: Directors' Report – 2015 Annual Report, page 7	☐ an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location::	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location::	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Corporate Governance Charter at www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_C_Ltd_-_Corporate_Governance_Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should:	... our code of conduct or a summary of it: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee;	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and a copy of the charter of the committee: ☒ at this location: www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_-_Audit_and_Risk_Management_Committee_Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
(4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u> (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.	... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: Directors' Report – 2015 Annual Report, pages 5 and 8 [If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: N/A ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Corporate Governance Charter at www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PS_C_Ltd_-_Corporate_Governance_Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Corporate Governance Charter at www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PS_C_Ltd_-_Corporate_Governance_Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ☒ at this location: On our website, under Investor Information and then Corporate Governance, or via this link: www.pscgroup.com.au/linkPatchOne.html	☐ an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Continuous Disclosure and External Communications Policy www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_-_Continuous_Disclosure_and_External_Communications_Policy.pdf	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u> (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location: ... and a copy of the charter of the committee: ☒ at this location: www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd_-_Audit_and_Risk_Management_Committee_Charter.pdf ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: Directors' Report – 2015 Annual Report, page 8 [If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: N/A ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☒ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; <u>OR</u> (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location: [If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☒ an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director,	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	☒ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u> (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.	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
	... and a copy of the charter of the committee: ☒ at this location: www.pscgroup.com.au/web/dyn_in/module_documentLibrary/PSC_Ltd-Remuneration_and_Nomination_Committee_Charter.pdf ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: Directors' Report – 2015 Annual Report, page 8 [If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: N/A ☐ in our Corporate Governance Statement <u>OR</u> ☐ at this location:	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☒ in our Corporate Governance Statement <u>OR</u> ☐ at this location:
		☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: ☐ in our Corporate Governance Statement <u>OR</u> ☒ at this location: In our Code of Conduct for Transactions in Securities www.pscgroup.com.au/web/dyn_in/module_documentLibrary/Code_of_Conduct_for_Transactions_in_Securities - PSC Ltd.pdf	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

PS&C Ltd A.C.N. 164 718 361

Corporate Governance Statement

Adopted by the Board on 2nd December 2013

Last reviewed and updated by the Board on 22nd September 2015

PS&C Ltd and the 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 group's main corporate governance practices is set out below. The board has assessed PS&C's current practice against the ASX Corporate Governance Principles and Recommendation guidelines.

Principle 1 – Lay solid foundations for management and oversight

The Board is responsible for overall corporate governance of the group.

The role of the Board and delegation to management has been formalised in the Corporate Governance Charter which outlines the main corporate governance practices in place for the group and to which the Board and each Director are committed. The conduct of the Board is also governed by the Constitution, and where there is inconsistency with that document, the Constitution prevails to the extent of the inconsistency.

The Charter will be reviewed and amended from time to time as appropriate taking into consideration practical experience gained in operating as a listed company.

The Board's broad function is to chart strategy and set financial targets for the group, monitor the implementation and execution of strategy and performance against financial targets, appoint and oversee the performance of executive management, and generally to take an effective leadership role in relation to the group.

The Chairman, with assistance from the Remuneration and Nomination Committee, annually assesses the performance of Directors and senior executives, and the Chairman's performance is assessed by the other Directors.

The Charter is available on the group's website.

PS&C's corporate governance practices have only existed in their current form for a short period of time, so no performance evaluations have taken place in accordance with the policies.

Principle 2 – Structure the Board to add value

The group has a three member board, of which the majority is independent. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the group and its business.

The Chairman Terry Benfold is an independent non-executive Director.

The group's CEO, Kevin McLaine is not the same individual as the Chairman.

A Remuneration and Nomination Committee has been established with its own Charter and consists of Terry Benfold and Cass O'Connor. The Board considers that the technical skills, qualifications and experience represented by the involvement of these members are suited to the effective discharge of the responsibilities of the committee. PS&C does not consider that any further value will be added by the inclusion of another member (to make three members, as recommended by the Corporate Governance Council), particularly given the small size of the PS&C Board.

The group has established charter rules for the Remuneration and Nomination Committee as a guide for Board deliberations. The Remuneration and Nomination Committee Charter is available on the group's website.

A Director is considered independent when they substantially satisfy the test for independence as set out in applicable laws, rules and regulations (including the ASX Corporate Governance Recommendations).

The Board has undertaken a review of the mix of skills and experience on the Board in light of the group's principal activities and direction, and has considered diversity in succession planning. The Board considers the current mix of skills and experience of members of the Board and its senior management is sufficient to meet the requirements of the group.

The Company has disclosed full details of its Directors in the Annual Report. Other disclosure material on the structure of the Board is available on the group's website.

Principle 3 – Promote ethical and responsible decision making

The group has adopted a code of conduct, which sets out a framework to enable Directors to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance. In addition, a new code of conduct for employees has been implemented which provides the framework of principles for conducting business and dealing with other employees, clients and suppliers. It also affirms the group's belief in responsible social and ethical behaviour from all employees.

PS&C has developed and adopted a Diversity Policy which requires the Directors to establish measurable objectives for achieving gender diversity, with the outcomes reported to the Workplace Gender Equality Agency. As at 30 June 2015, the gender diversity and aspirations was as follows:

GROUP	FY15 ACTUAL % OF WOMEN	FY17 TARGET
Directors	33%	50%
Executive Management Team	13%	22%
Senior Management	50%	50%
Total workforce	29%	34%

The Diversity Policy is available on the group's website.

PS&C considers it has measures in place for equal access and remuneration for positions.

Principle 4 – Safeguard integrity in financial reporting

The group has established an Audit and Risk Management Committee to assist and report to the Board.

The Audit and Risk Management Committee consists of Terry Benfold and Cass O'Connor, all independent Directors and it is chaired by an independent Director, Cass O'Connor, who is not the Chairman. The Board considers that the technical skills, qualifications and experience represented by the involvement of these members are suited to the effective discharge of the responsibilities of the committee. PS&C does not consider that any further value will be added by the inclusion of another member (to make three members, as recommended by the Corporate Governance Council), particularly given the small size of the PS&C.

The Audit and Risk Committee has a formal charter.

The Audit and Risk Committee Charter is available on the group's website.

Principle 5 & 6 – Make timely and balanced disclosure and respect the right of shareholders

PS&C has a continuous disclosure policy which is designed to ensure that all material matters are appropriately disclosed in a balanced and timely manner and in accordance with the requirements of the ASX Listing Rules.

PS&C has adopted a shareholder communications policy. The group aims to ensure that all shareholders are well informed of all major developments affecting the group and that the full participation by shareholders at the group's AGM is facilitated.

The Continuous Disclosure and External Communications Policy is available on the group's website.

Principle 7 - Recognise and manage risk

The Corporate Governance Charter and the Audit and Risk Management Committee Charter sets out processes and policies for the management of risk in PS&C's business. The Board must evaluate risks regularly and consider corrective action.

The Corporate Governance Charter and the Audit and Risk Management Committee Charter empowers the Audit and Risk Management Committee to support the group's business risk strategy.

The Board is responsible for the oversight and management of risk, including the identification of material business risks on an ongoing basis and will be assisted by the Audit and Risk Management Committee where required.

Management is responsible for establishing procedures to provide assurance to the Board that major business risks are identified, consistently assessed and appropriately addressed. PS&C does not currently have any material exposure to economic, environmental or social sustainability risks. The management team regularly report risks, at least annually, to the Board.

PS&C does not have an internal audit function due to the small size and minimal geographical spread of the group as well as a reasonably low level of complexity involved in systems and processes. This requirement will be reviewed by the Board annually.

The group's code of conduct requires the CEO and CFO to provide a statement to the Board with any financial report to the effect that the group's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

Principle 8 – Remunerate fairly and responsibly

The Board has established a Remuneration and Nomination Committee to assist the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and non-executive Directors.

The composition and role of the Remuneration and Nomination Committee is set out in this Committee's charter.

The Remuneration and Nomination Committee consists of all independent directors.

The group has adopted a remuneration policy which complies with the guidelines for executive remuneration packages and non-executive director remuneration. The group also has a Code of Conduct for Transactions in Securities that applies to Directors and relevant employees.

No senior executive is involved directly in deciding their own remuneration.

The Remuneration and Nomination Committee Charter and remuneration policy are available on the group's website.

Specific details on remuneration and incentive arrangements are detailed in the Remuneration Report in the Directors' Report as part of the Annual Report.