

2015

CORPORATE
GOVERNANCE
STATEMENT

CORPORATE GOVERNANCE STATEMENT

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879

The Board is committed to achieving and demonstrating the highest standards of corporate governance. The Company has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (3rd edition) published by the ASX Corporate Governance Council (the ASX Principles).

The 2015 Corporate Governance Statement is dated as at 30 September 2015 and reflects the corporate governance practices in place throughout the 2015 financial year. The 2015 Corporate Governance Statement was approved by the Board on 1 December 2015.

STRUCTURE AND COMPOSITION OF THE BOARD

The Board determines its size within the limits provided in the Company's constitution, which currently provides for a minimum of three Directors and a maximum of nine Directors. The size of the Board is reviewed annually and currently comprises six Non-executive Directors, including the Chair and one Executive Director, being the Managing Director.

NAME OF DIRECTOR	TERM OF OFFICE	AGM LAST RE-ELECTED
R A F England	Director since 9 July 2002 (13 years 5 months)	2015
M J Millner	Director since 5 February 2007 (8 years 10 months)	2015
J Tuskin	Director since 1 October 2013 (2 years 1 month)	2014
R Burney	Director since 1 September 2014 (1 year 1 month)	2015
E Johnstone	Director since 1 September 2014 (1 year 1 month)	2015
T Vonhoff	Director since 1 September 2014 (1 year 1 month)	2015
J S Maher	Executive Director from 2 October 2006 to 4 May 2015	n/a
T A Dillon	Executive Director from 16 November 2015	n/a

Details of the skills, experience and expertise relevant to the position of director held by each Director in office at the date of this report is contained on pages 25 to 26 of the 2015 Annual Report.

BOARD COMMITTEES (2.1)

The Board has delegated specific matters to three Board Committees that assist in discharging and exercising its responsibilities by examining various issues and making recommendations to the Board. Those Committees are:

- Audit, Risk & Corporate Governance Committee;
- Nomination & Remuneration Committee; and
- Investment Committee.

Each Committee is governed by a charter under which authority is delegated by the Board and which sets out matters relevant to the composition, responsibilities and administration of those Committees. Both the Audit, Risk & Corporate Governance Committee Charter and Nomination & Remuneration Committee Charter are available on the Company's website at www.ruralco.com.au/corporate/corporate-governance.

The Board may also delegate specific responsibilities to adhoc Committees from time to time.

All Committees review matters on behalf of the Board and (subject to the terms of the relevant charter):

- Refer matters to the Board for decision, with a recommendation from the Committee (where the Committee acts in an advisory capacity); or
- Determine matters (where the Committee acts with delegated authority), which it then reports to the Board.

The details of each Board Committee members' respective skills, qualifications as well as the number of Committee Meetings that were held over the reporting period and the attendance of Committee members at these meetings are set out in the Directors' Report on page 30. The members of each Board Committee as at the date of this report are shown in the following table:

	AUDIT, RISK & CORPORATE GOVERNANCE COMMITTEE	NOMINATION & REMUNERATION COMMITTEE	INVESTMENT COMMITTEE
R A F England	Member	Member	Member
M J Millner	-	-	Chair
J H Tuskin	Member	-	Member
R A Burney	-	Member	Member
E M Johnstone	Chair	Member	-
T J Vonhoff	Member	Chair	-

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT (1.1)**

The Board's fundamental role is to represent the shareholders. The Board is accountable to them for creating and delivering value through the effective governance of the business and through setting and reviewing the Company's strategic direction and monitoring the implementation of that strategy by Management.

The Board's roles and responsibilities are formalised in a Board Charter, which is available on the Company's website at www.ruralco.com.au/corporate/corporate-governance. The Charter is reviewed at least annually to ensure it remains appropriate given the operations of the business and the responsibilities and composition of the Board.

The Managing Director and CEO has responsibility for the day-to-day management of the Group and is supported in this function by the Executive Team. Details of the members of this team are set out on pages 27 to 28 of the 2015 Annual Report.

In fulfilling its roles and responsibilities, some key focus areas for the Board during 2015 are set out below:

KEY FOCUS AREAS OF THE BOARD DURING 2015

- Overseeing management's performance in strategy implementation and monitoring the financial position of the Group
- Reviewing business operations and development plans of each division likely to impact long-term shareholder value creation
- Reviewing talent management and development underpinning the Group's operations
- Approving the capital management distributions of 16 cents per share, which returned \$12.5million to shareholders.
- Exploring opportunities for future growth including business transformation and strategic review.
- Monitoring the implementation of risk management plans to address identified operational, financial and reputational risks for the Group, in particular the live export business, where an update to the risk register was undertaken in the year.
- Approving revisions to the Board and Committee charters to align with the recommendations and commentary of the third edition of the ASX Corporate Governance Council's Principles and Recommendations (ASX Principles).
- Reviewing policies to improve the Group's system of corporate governance including approving amendments to the Code of Conduct, and Diversity & EEO practices policies.
- Search process for the Managing Director & CEO.

CORPORATE GOVERNANCE STATEMENT

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879

THE ROLE OF THE COMPANY SECRETARY (1.4)

Angie Somann-Crawford is the Company Secretary of Ruralco Holdings Limited and a member of the Executive Team. Mrs Somann-Crawford's qualifications and experience are set out on page 28 of the 2015 Annual Report.

The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary works closely with the Chairman to manage the flow of information between the Board, its committees and senior management across the Group.

DIRECTOR SELECTION, APPOINTMENT AND RE-APPOINTMENT (1.2; 1.3)

The procedures for the appointment and removal of Directors are ultimately governed by the Company's Constitution. The Board may appoint Directors to fill casual vacancies that occur, or to add additional persons to the Board up to the maximum number (currently nine) prescribed by the Constitution. If the Board appoints a new Director during the year, that person will enter into a written contract with the Company, setting out the terms of his or her appointment consistent with the ASX Principles and will stand for election by shareholders at the next Annual General Meeting. That Director will not be taken into account in determining the number of Directors who are to retire by rotation at the Annual General Meeting. Shareholders are provided with relevant information on the candidates standing for election in the Notice of Meeting.

The Board seeks to ensure that the Directors have a broad range of experience and commercial expertise or appropriate professional qualifications. Board members must have (or develop) a thorough understanding of the business conducted by Ruralco and be able to bring value to the Board's deliberations.

The Board has delegated to the Nomination & Remuneration Committee the responsibility for recommending to the Board candidates to be nominated to act as new Directors, and for recommending to the Board the reappointment of retiring Directors.

The Committee regularly reviews the composition of the Board to ensure that there is an appropriate mix of abilities and experience to serve the interests of shareholders. Any recommendations are presented to the full Board.

In considering the selection, appointment and re-election of Directors, the Nomination & Remuneration Committee assesses candidates against a range of criteria developed for the role and in doing so considers, among other things, their background, knowledge of the Company's business and industry, business experience, personal attributes and professional skills.

Directors must be prepared to and are expected to commit sufficient time and resources in order to satisfactorily perform their role effectively.

Following this assessment, the Committee provides its recommendation to the Board for assessment and approval.

Directors do not have a prescribed fixed term of office but are subject to the retirement provisions contained in the Constitution, company policies and the ASX listing rules. At least one third of Directors retire at each Annual General Meeting and Directors must submit themselves to shareholders for re-election at least every three years.

Board support for re-appointment is not automatic. Retiring Directors who are seeking re-election are subject to a performance appraisal overseen by the Nomination & Remuneration Committee, or its Chair.

Where appropriate, external consultants may be engaged to identify potential new candidates and to review the suitability of candidates for appointment based on formally adopted criteria for Director selection.

DIVERSITY (1.5)

The Board endorsed measurable diversity objectives during 2015 and the Company's progress towards achieving these is set out on page 19 of the 2015 Annual Report.

The Company aims to ensure that our policies and practices internally are supportive of encouraging equal participation of women within the workplace. During the reporting period:

- 31% of the Group's employees were women:
- Females represented 9% of the Group's management staff:
- 18% of the executive level roles were held by women: &
- the Board had 2 female directors

BOARD AND DIRECTOR PERFORMANCE EVALUATION (1.6)

The Board is committed to transparency in determining Board membership and in assessing the performance of Directors. The Board conducts annual evaluations of its performance, the performance of its committees, the Chair, individual Directors and the key governance processes that support the Board's work. This process enables the Board to identify any scope to improve

its effectiveness and assists in the Board's ongoing Director development program. In particular, the process:

- compares the Board's performance with the requirements of the Board Charter including its role and composition, engagement with management, shareholders and stakeholders;
- assists in setting the goals and objectives of the Board for the upcoming year; and
- underpins any desirable improvements to the Board Charter.

A performance evaluation of the Board, its committees and individual Directors was undertaken for the 2015 financial year in accordance with the above process.

REMUNERATION AND EVALUATION OF SENIOR EXECUTIVES (1.7)

Full details the Group's policy of remuneration of senior executives and evaluation of performance is included in the Remuneration Report set out on pages 31 to 48 of the 2015 Annual Report.

A performance evaluation of the senior executives was undertaken for the 2015 financial year.

In fulfilling its roles and responsibilities, some key focus areas for the Nomination & Remuneration Committee during 2015 are set out below:

KEY FOCUS AREAS OF THE NOMINATION & REMUNERATION COMMITTEE DURING 2015

- Agreed the FY14 STI and LTI outcome for KMP.
- Guerdon & Associates engaged to benchmark salaries.
- Agreed KMPs FY15 STI and LTI performance metrics and reviewed the framework for FY16 STI performance metrics for KMP and senior management.
- Conducted a review of the Group's Securities Trading Policy (taking into account ASX guidance note 27) and a review of the Committee's charter (taking into account the third edition of the ASX Corporate Governance Council Principles and Recommendations).
- KMP search processes undertaken.
- Equal Employment Opportunity (EEO) and Diversity policy reviewed and approved.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

BOARD SKILLS MATRIX (2.2)

The Board is structured to ensure that it consists of Directors who have a proper understanding of the business and who can add value in the context of the Company's business. The Board considers that all Directors have an understanding of the Company's business and the industry within which it operates, and that the Directors' diverse range of skills and experience is appropriate to discharge its responsibilities and duties. The Board's skills matrix is set out below:

SKILLS, EXPERIENCE AND EXPERTISE

- | | |
|---------------------------------|------------------------------------|
| • ASX listed company experience | • Agricultural industry experience |
| • Strategy and risk management | • Financial acumen |
| • Governance & compliance | • CEO level experience |

To the extent that any skills or experience are not directly represented on the Board, they are augmented through management and external advisors.

INDEPENDENCE (2.3, 2.4, 2.5)

The Board is conscious of the need to have independent Directors but must also ensure that Board members can add value in the context of the Company's businesses. Therefore, the Board seeks to ensure that the Board comprises Directors who have a strong understanding of the Company's core business while also being able to bring independent views and judgment to the Board's deliberations.

The Board has a policy on Independence of Directors and in defining the characteristics of an independent Director, the Board uses the ASX Principles, together with its own consideration of the Company's operations and business, applying appropriate materiality thresholds on a case-by-case basis with reference to each Director. The Independence Policy is available on the Company's website at www.ruralco.com.au/corporate/corporate-governance.

The majority of the Board is considered independent. The Chair, Mr England, and Directors, Mr Tuskin, Ms Johnstone and Ms Vonhoff are considered to be independent by determination of the Board, having regard to the Company's policy on Independence of Directors. None of these directors have an interest, position, association or relationship of the type described in box 2.3 of

CORPORATE GOVERNANCE STATEMENT

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879

the ASX Principles. For length of service refer to page 1 of this Statement.

In line with the Board Charter, the respective roles of Chair and CEO are separated.

Mr Maher, Managing Director until 4 May 2015, was the only executive on the Board. Mr Dillon, as Acting CEO, attended meetings of the Board from 4 May 2015 up until his appointment as Managing Director and CEO on 16 November 2015.

The Board regularly assesses the independence of its Non-executive Directors. Where a Director's independence status changes, the Company provides timely disclosure to the market of the change.

INDUCTION AND PROFESSIONAL DEVELOPMENT (2.6)

The Company provides an induction program to assist new Directors to gain an appropriate understanding of, among other things:

- The Company's financial, strategic, operational and risk management position;
- The Company's culture and values;
- The respective rights, duties and responsibilities and roles of the Board and senior executives;
- The role of Board Committees;
- Meeting arrangements; and
- Director interaction with each other, senior executives and other stakeholders.

The induction facilitates the respective appointee's full and active participation in decision making at the earliest opportunity. All Directors are expected to maintain the skills required to discharge their obligations to the Company.

Directors are regularly provided with papers, presentations and briefings on Ruralco business and on matters that may affect Company operations.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

The Board is firmly of the view that the reputation and integrity of the Company, the Board and employees will only be maintained through conducting its operating and corporate activities based on adopting the highest ethical standards.

In recognition of the above, the following codes have been adopted:

- Directors' Code of Conduct; and
- Corporate Code of Conduct.

Copies of these codes and the Group's various governance policies (as set out below) can be found on the Company's website at www.ruralco.com.au/corporate/corporate-governance.

CORPORATE GOVERNANCE DOCUMENT	AIM	COMPLIANCE WITH ASX PRINCIPLES
Securities Trading Policy	Regulates dealings by Key Management Personnel (including Directors) and employees in shares issued by Ruralco to ensure compliance with insider trading laws and other relevant legislation	Principle 1
Diversity Policy	Provides guidance to the Board and management in developing diversity strategies and measurable objectives and outlines the Group's commitment to improving diversity in the workplace	Principle 1
Independence of Directors' Policy	Establishes the processes for considering the independence of directors	Principle 2
Whistleblower Policy	Designed to encourage employees to confidently and responsibly raise any concerns and report instances of unethical, fraudulent, non-compliant, suspicious or improper conduct without being subject to victimisation, harassment or discriminatory treatment	Principle 3
Fair Dealing and Compliance with the Competition and Consumer Act	Guides persons dealing with the Company, including employees, through the legal requirements as well as the Company's expectations. It provides a list of "do's and don'ts" to assist employees on a day-to-day basis	Principle 3

Communications Policy	Establishes the Company's program for engaging and communicating with shareholders and other stakeholders including its continuous disclosure obligations	Principle 5 and 6
Disclosure Compliance Policy	Guides officers and employees to understand and comply with the Company's disclosure obligations imposed by the ASX Listing Rules and the Corporations Act	Principle 5
Risk Management Policy	Outlines the strategies and processes employed by the Group in implementing its risk management system	Principle 7
Remuneration Policy	Key principles for structuring remuneration of non-executive directors and executives	Principle 8

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

AUDIT, RISK & CORPORATE GOVERNANCE COMMITTEE (4.1, 7.1)

The Audit, Risk and Corporate Governance Committee is responsible for assisting the Board in fulfilling its corporate governance responsibilities in relation to financial reporting, risk management, internal control and compliance.

The members of the Committee as at the date of the 2015 Annual Report are set out on page 2 of this Corporate Governance Statement and details of their respective skills, qualifications, the number of Committee Meetings that were held over the reporting period and the attendance of Committee members at these Meetings are set out in the Directors' Report on page 30 of the 2015 Annual Report.

Senior executives and internal and external auditors attend Committee Meetings by invitation.

KEY FOCUS AREAS OF THE AUDIT, RISK & CORPORATE GOVERNANCE COMMITTEE DURING 2015

- Reviewing and assessing the Group's processes, which ensure the integrity of financial statements and reporting and associated compliance with accounting, legal and regulatory requirements
- Reviewing and evaluation the adequacy of the Group's insurance arrangements to ensure appropriate cover for identified operational and business risks
- Risk identification and management with a particular focus on the live export business including participation in risk workshops
- Approval of the 2015 Internal Audit work plan and review of reports of findings from testing undertaken in the year.
- Approval of the 2015 External Audit plan and fee proposal and review of external auditor findings
- Review and approval of a revised delegation of authority matrix for the Group and specific delegations for approval of live export trades

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ASSURANCE (4.2)

As required by section 295A of the Corporations Act 2001, the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) provide written statements to the Board in respect of the half and full year reporting periods.

The written statement from the CEO and CFO provides assurance to the Board that the declarations under section 295A as to the maintenance of financial records, the compliance of the financial statements with accounting standards and the systems of risk management and internal compliance are founded on a sound system of risk management and internal control and that the system was operating effectively in all material aspects in relation to financial reporting risks, in respect of the half and full year reporting periods.

The statement given above regarding the risk management and internal compliance and control system provides a reasonable, but not absolute level of assurance and does not imply a guarantee against adverse events or more volatile outcomes arising in the future.

CORPORATE GOVERNANCE STATEMENT

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879

EXTERNAL AUDITOR (4.3)

Appointment and rotation of the auditor

The Company's external auditor is KPMG, who were appointed as external auditors by shareholders at the 2009 AGM. The effectiveness, performance and independence of the external auditor is reviewed annually by the Committee.

The lead audit partner is required to rotate after a maximum of 5 years. Mr Anthony Travers is the lead audit partner for KPMG and was appointed in March 2015.

If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure and policy for selection and appointment of a new auditor.

Independence declaration

KPMG is required to make an independence declaration annually. KPMG has provided an independence declaration for the financial year ended 30 September 2015. The independence declaration forms part of the Directors' Report and is set out on page 50 of the 2015 Annual Report.

ably estimated. Due to the complexity and diversity of individual vendor agreements, we analyse and review historical trends to apply rates negotiated with vendors to estimated and actual purchase volumes to determine accruals. These accruals could be impacted if actual purchase volumes differ from projected volumes.

Restrictions on the performance of non-audit related services

Information about the total remuneration of the external auditor, including details of remuneration for any non-audit services, is set out in Note 24 to the financial statements included in the 2015 Annual Report.

The Committee is satisfied that the level of non-audit work carried out by the external auditor is compatible with maintaining audit independence.

Attendance of external auditor at annual general meetings

The lead audit partner of KPMG attends the Company's Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

INVESTOR ENGAGEMENT (6.2, 6.4)

The Company regards clear and transparent communication with its shareholders, trading members and other stakeholders as a core element of best practice corporate governance. The Company is committed to delivering communications that are in plain, easily understood language with the primary aim of ensuring that all its stakeholders can find the information they need, read it, understand it, and use it in a useful and practical way. The Company's shareholders have the ability to elect to receive communications and other shareholder information electronically.

Accordingly, the Board has adopted a Communications Policy that requires communication with shareholders in an open, balanced, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company. The Policy is available on the Company's website at www.ruralco.com.au/corporate/corporate-governance.

The Board is committed to monitoring ongoing developments that may improve the Company's shareholder communication practices, including technological developments, regulatory changes and the continuing development of market place 'best practice' and, whenever reasonably practicable to implement changes to the Company's communication protocols to reflect any such developments.

The Company's website (www.ruralco.com.au) is a key part of the Company's communication strategy with shareholders and the market and is a valuable source of information. It has been designed to enable information to be obtained in a clear and readily accessible manner. The Company has a dedicated Corporate Governance section on the Company's website that supplements the communication to shareholders in the Annual Report and this Corporate Governance Statement regarding the Company's corporate governance policies and practices.

Company announcements (including analyst briefing material and media releases) are made available on the Company website immediately following confirmation of their release to the market. In addition to its formal disclosure obligations under the ASX Listing Rules, the Board also uses a number of additional means of communication with shareholders. These include:

- The Half-year and Annual Reports;
- Posting media releases, public announcements, Notices of General Meetings and voting results, and other investor related information on the Company's website; and
- Annual General Meetings ("AGM").

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

To assist the Board in fulfilling its corporate governance responsibilities in relation to risk management, internal control and compliance, the Board has delegated the oversight of risk management to the Audit, Risk & Corporate Governance Committee. In addition, the Board specifically requires the Managing Director and CEO (together with senior executives) to implement a system of control for identifying and managing risk. Further details on the Group's Risk Management policy and the Risk Management Statement can be found on the Company's website at www.ruralco.com.au/corporate/corporate-governance.

Details of the Group's exposure to economic, environmental or social sustainability risks are set out on pages 23 to 24 of the 2015 Annual Report.

RISK MANAGEMENT FRAMEWORK (7.2)

The Risk Management Framework of Ruralco is reviewed by the Board on an annual basis. This framework details the overarching risk management controls that are embedded in the Group's risk management processes, procedures and reporting systems and the division of the key risk management functions between the Board, the CEO and CFO, the Audit, Risk & Corporate Governance Committee, and senior management including:

- guidelines and limits for approval of all expenditure, including capital expenditure and investments;
- policies and procedures for the management of financial risk and treasury operations;
- annual budgeting and monthly reporting systems for all businesses; and
- appropriate due diligence procedures for acquisitions and divestments.

The division of the key risk management functions is set out below:

RESPONSIBLE	FUNCTION
Board	<ul style="list-style-type: none"> • Review, approve and monitor the Group's risk managements systems, including internal compliance and control mechanisms • Approve and monitor the systems and policies to ensure integrity of budgets, the financial statements and other reporting
CEO and CFO	<ul style="list-style-type: none"> • Provide a declaration to the Board regarding the half and full year financial statements • Assess and provide assurance to the Board that the Group's risk management and internal control systems are operating effectively in all material respects
Audit, Risk & Corporate governance Committee	<ul style="list-style-type: none"> • Review and assess the Group's processes, which ensure the integrity of financial statements and reporting, and associated compliance with legal and regulatory requirements, including Accounting Standards • Review the qualifications, independence, performance and remuneration of , and relationship with, the Group's external auditors • Oversee the internal controls, assurance, policies and procedures which the Group uses to identify and manage business risks

The Company's approach to risk management continues to evolve towards best practice.

CORPORATE GOVERNANCE STATEMENT

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879

INTERNAL AUDIT (7.3)

The Company maintains an internal audit function which reviews and reports to the Audit, Risk & Corporate Governance Committee on the Group's risk management processes, procedures and reporting systems. Management provides regular compliance assurance reports to the Board and its committees.

The Audit, Risk & Corporate Governance Committee oversees, formally approves and regularly reviews the scope of the internal audit function to ensure that its activities remain aligned with changes to the Group's business and risk profile. The Committee reviews the performance of internal audit on an annual basis as well as assessing its ongoing independence. The Committee also has access to the internal auditor without the presence of Management.

Management is responsible for ensuring appropriate corrective actions are taken on reported improvement areas arising from internal audit activity. The status of Management's actions and corrective action close-out activities are reported to and monitored by the Audit, Risk & Corporate Governance Committee.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

The Company is committed to ensuring that it has both competitive remuneration practices and sound remuneration policies that offer appropriate and fair rewards and incentives in order to attract, motivate and retain key executives whilst also demonstrating a clear and aligned relationship between their performance and remuneration.

The Board has established a Nomination & Remuneration Committee that assists the Board in reviewing remuneration policies and practices across the Company and ensures appropriate succession planning is in place. The members of the Committee as at the date of the 2015 Annual Report are set out on page 2 of this Corporate Governance Statement and details of their respective skills, qualifications, the number of Committee Meetings that were held over the reporting period and the attendance of Committee members at these Meetings are set out in the Directors' Report on page 30 of the 2015 Annual Report.

Details on the Company's remuneration policies and practices are set out in the Remuneration Report included on pages 31 to 48 of the 2015 Annual Report and continues to evolve towards best practice. The Remuneration Report includes details of remuneration of Directors and other Key Management Personnel of the Company and details of the Company's Long-term Incentive Plans.