

*Rules 4.7.3 and 4.10.3<sup>1</sup>*

## Appendix 4G

### Key to Disclosures

### Corporate Governance Council Principles and Recommendations

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

**Name of entity**

Apollo Consolidated Limited

**ABN / ARBN**

13 102 084 917

**Financial year ended:**

30 June 2019

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

☐ These pages of our annual report:

☒ This URL on our website:

[www.apolloconsolidated.com.au/corporate/corporate-governance](http://www.apolloconsolidated.com.au/corporate/corporate-governance)

The Corporate Governance Statement is accurate and up to date as at 23 September 2019 and has been approved by the board.

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

Date: 23 September 2019

Name of Director or Secretary authorising lodgement: Alex Neuling, Company Secretary

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

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

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

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

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

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

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

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

**Appendix 4G**

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

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

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Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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

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

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<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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



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

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> 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.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## 2019 Corporate Governance Statement

### Introduction

Apollo Consolidated Limited ("**Company**") has adopted an extensive system of controls as the basis for administration of the Company's corporate governance policies. Information relating to these policies and procedures is summarised below. The Board of the Company is committed to pursuing the genuine spirit of best practice corporate governance objectives in the manner most appropriate to the needs and circumstances of the Company.

The following additional information about the Company's corporate governance practices is set out on the Company's website at [www.apolloconsolidated.com.au](http://www.apolloconsolidated.com.au).

#### Board & Committee Charters

- Board Charter
- Audit Committee Charter
- Nomination Committee Charter
- Remuneration Committee Charter

#### Documentation of Policies & Procedures

- Code of Conduct
- Policy and Procedure for Selection and Appointment of Directors
- Performance Evaluation Processes
- Summary of Securities Trading Policy
- Summary of Continuous Disclosure Policy
- Summary of Diversity Policy
- Summary of Shareholder Communication Strategy
- Summary of Risk Management Policy

### Explanations for departures from best practice recommendations

During the Reporting Period the Company has complied with each of the Eight Essential Corporate Governance Principles and the corresponding Best Practice Recommendations as published by the ASX Corporate Governance Council ("**ASX Principles and Recommendations**"), except as outlined in this statement.

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
<b>ASX Recommendation 1.1:</b> 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.	Yes	The Company has adopted a formal charter that details the respective board and management functions and responsibilities. A copy of this board charter is available in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a>
<b>ASX Recommendation 1.2:</b> 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.	Yes	<p>The Company has established a Remuneration and Nomination Committee ("RNC") which operates under the Remuneration Committee Charter and Nomination Committee Charter. Copies of both charters are available within the Corporate Governance Plan in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>The Nomination Committee Charter requires the RNC to undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election as a Director.</p> <p>All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory statement for a shareholder meeting including resolutions related to the election or re-election of directors.</p>

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<b>ASX Recommendation 1.3:</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>The Company's Nomination Committee Charter requires that each director and senior executive is a party to a written agreement with the Company which sets out the terms of that director/senior executive's appointment.</p> <p>The Company has written agreements in place with all members of the Board of Directors.</p>
<b>ASX Recommendation 1.4:</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the functioning of the board.	Yes	<p>As detailed in the Board Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters related to the functioning of the Board.</p>
<b>ASX Recommendation 1.5:</b> 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	No	<p>The Company's Corporate Governance Plan includes a Diversity Policy, the terms of which are available on the Company's website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>The Diversity Policy provides a framework for the Company to achieve the following objectives:</p> <ol style="list-style-type: none"><li>a diverse and skilled workforce</li><li>a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff.</li><li>improved employment and career development opportunities for women,</li><li>a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.</li></ol>

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<p>positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes) or</p> <p>2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in, and published under, that Act.</p>		<p>v. awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.</p> <p>The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people.</p> <p>The Company has not set measurable objectives with regard to diversity, rather the Company is committed to the employment of the highest quality staff regardless of gender, age, ethnicity or cultural background.</p> <p>The Company currently has 0.5 FTE female employees in the organisation.</p>
<p><b>ASX Recommendation 1.6:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board Charter and Performance Evaluation policy details the process of evaluating the Board, its Committees, individual directors and senior executives on an annual basis or as appropriate. The Performance Evaluation policy is available within the Corporate Governance Plan on the Company’s website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>Having regard to the size and stage of development of the Company and its operations, it was not deemed necessary to undertake a formal performance evaluation of the Board in the reporting period, it is expected that one will be conducted in the 2019-2020 Reporting Period.</p>
<p><b>ASX Recommendation 1.7:</b> A listed entity should:</p>	Yes	<p>The Board Charter and Performance Evaluation policy details the process of evaluating the Board, its Committees, individual directors and senior executives on an annual basis or as appropriate. The</p>



# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation										
<p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>		<p>Performance Evaluation policy is available within the Corporate Governance Plan on the Company’s website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>Having regard to the size and stage of development of the Company and its operations, it was not deemed necessary to undertake a formal performance evaluation of senior executives in the reporting period, it is expected that one will be conducted in the 2019-2020 Reporting Period.</p>										
PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE												
<p><b>ASX Recommendation 2.1:</b> The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>1) has at least three members, a majority of whom are independent directors, and</p> <p>2) is chaired by an independent director,</p> <p>and disclose:</p> <p>3) the charter of the committee;</p> <p>4) the members of the committee; and</p> <p>5) as at the end of the reporting period, the number of times the committee met throughout the period and the individual</p>	No	<p>The Board has a Remuneration and Nomination Committee with the following members:</p> <table><tr><th>Name</th><th>Independent?</th></tr><tr><td>Roger Steinepreis (Chairman of RNC)</td><td>No</td></tr><tr><td>George Ventouras (resigned 1 October 2018)</td><td>Yes</td></tr><tr><td>Robert Gherghetta</td><td>Yes</td></tr><tr><td>Anthony James (from 1 October 2018)</td><td>Yes</td></tr></table> <p>The RNC is chaired by Mr Roger Steinepreis, who is not considered to be an independent director by virtue of his being a substantial shareholder. Notwithstanding this, the Board considers that Mr Steinepreis is the Director best qualified to discharge the duties and responsibilities of that role. The Board and its Committees will</p>	Name	Independent?	Roger Steinepreis (Chairman of RNC)	No	George Ventouras (resigned 1 October 2018)	Yes	Robert Gherghetta	Yes	Anthony James (from 1 October 2018)	Yes
Name	Independent?											
Roger Steinepreis (Chairman of RNC)	No											
George Ventouras (resigned 1 October 2018)	Yes											
Robert Gherghetta	Yes											
Anthony James (from 1 October 2018)	Yes											

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		<p>continue will continue to evaluate the need for additional processes as its activities progress.</p> <p>The RNC has not met separately during the reporting period, with RNC matters being dealt with during full Board meetings as necessary.</p> <p>The charter of the RNC is included in the Corporate Governance Plan available on the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p>
<b>ASX Recommendation 2.2:</b> 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.	No	<p>The Company's Corporate Governance Plan requires the Company to have a board skills matrix which covers the following areas of knowledge and experience:</p> <ul style="list-style-type: none"><li>• Geology</li><li>• Health, Safety and Environment</li><li>• Commercial</li><li>• Legal</li><li>• Communications</li><li>• Finance (Markets)</li><li>• Finance (Accounting)</li><li>• Country specific operational</li></ul> <p>The Board believes that having a diverse mix of experience, gender and culture across the Board leads to better outcomes for the Company and the shareholders, and the Board is comfortable with the skills matrix represented by the current Board.</p>

# APOLLO CONSOLIDATED LIMITED

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## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation																				
<p><b>ASX Recommendation 2.3:</b> A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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 directory, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length and service of each director</p>	Yes	<p>At the date of this report, the Board consists of:</p> <table><tr><th>Name</th><th>Role</th><th>Independent?</th><th>Date appointed</th></tr><tr><td>Roger Steinepreis</td><td>Non-Executive Chairman</td><td>No *</td><td>9 August 2009</td></tr><tr><td>Nick Castleden</td><td>Managing Director</td><td>No</td><td>9 August 2009</td></tr><tr><td>Tony James</td><td>Non-Executive Director</td><td>Yes</td><td>17 April 2018</td></tr><tr><td>Robert Gherghetta</td><td>Non-Executive Director</td><td>Yes</td><td>15 April 2012</td></tr></table> <p>George Ventouras, a Non-Executive, Independent director also held a position on the Board until 1 October 2018.</p> <p>* Roger Steinepreis is not considered to be independent as he is, or is otherwise associated with, a substantial security holder of the Company.</p>	Name	Role	Independent?	Date appointed	Roger Steinepreis	Non-Executive Chairman	No *	9 August 2009	Nick Castleden	Managing Director	No	9 August 2009	Tony James	Non-Executive Director	Yes	17 April 2018	Robert Gherghetta	Non-Executive Director	Yes	15 April 2012
Name	Role	Independent?	Date appointed																			
Roger Steinepreis	Non-Executive Chairman	No *	9 August 2009																			
Nick Castleden	Managing Director	No	9 August 2009																			
Tony James	Non-Executive Director	Yes	17 April 2018																			
Robert Gherghetta	Non-Executive Director	Yes	15 April 2012																			
<p><b>ASX Recommendation 2.4:</b> A majority of the board of a listed entity should be independent</p>	Yes	<p>As shown in the table above, at the date of this report and during the reporting period, the Board has and has had a majority of independent directors based on the Company’s definition of independence which is published in the Corporate Governance Plan on the Company’s website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p>																				

# APOLLO CONSOLIDATED LIMITED

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## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
		The Board will continue to review its composition to ensure it remains appropriate to the Company's circumstances, size and stage of development.
<b>ASX Recommendation 2.5:</b> 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.	No	<p>The Company's chair of the board is Mr. Roger Steinepreis who is not considered to be independent by reason of being a substantial shareholder in the Company.</p> <p>The position of CEO is held by Mr. Nick Castleden.</p>
<b>ASX Recommendation 2.6:</b> 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.	Yes	As set out in the Board Charter, the Company Secretary is responsible for the facilitation of the induction and professional development of the directors.
<b>PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY</b>		
<b>ASX Recommendation 3.1:</b> A listed entity should: <ul style="list-style-type: none"><li>(a) have a code of conduct for its directors, senior executives and employees; and</li><li>(b) disclose that code or a summary of it</li></ul>	Yes	<p>The Company has established a code of conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from Directors and employees.</p> <p>A copy of the Company's code of conduct is available in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p>

# APOLLO CONSOLIDATED LIMITED

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## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>		
<p><b>ASX Recommendation 4.1:</b> The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"><li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li><li>2) is chaired by an independent director, who is not the chair of the board,</li></ol> <p>and disclose:</p> <ol style="list-style-type: none"><li>3) the charter of the committee;</li><li>4) the relevant qualifications and experience of the members of the committee; and</li><li>5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li></ol> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit partner.</p>	Yes	<p>The Board has established an Audit Committee and adopted a charter that sets out the Audit Committee's purpose, composition, duties and responsibilities. The role of the Audit Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.</p> <p>A copy of the charter of the Audit Committee is available in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>The qualifications, experience and attendance of the members of the Audit Committee are detailed in the Directors' Report of the 2019 Annual Report.</p>

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<b>ASX Recommendation 4.2:</b> 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.	Yes	The Audit and Risk Committee Charter details the duties and responsibilities of the Audit Committee and requires that the Committee ensures that, before the Board approves the Company's financial statements for a period, the CEO and CFO have made a declaration in line with those included in ASX Recommendation 4.2.
<b>ASX Recommendation 4.3:</b> 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.	Yes	The Audit and Risk Committee Charter deals with the requirement to ensure that the external auditor attends the Company's AGM and is available to answer questions from the security holders.
<b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE</b>		
<b>ASX Recommendation 5.1:</b> 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.	Yes	The Company has established a continuous disclosure policy which is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all directors, senior executives and employees of the Company understand their responsibilities under the policy. The Board has designated the Company Secretary as the person responsible for ensuring that this policy is implemented and enforced and that all required price sensitive information is disclosed to the ASX as required.

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
		<p>In accordance with the Company's continuous disclosure policy, all information provided to ASX for release to the market will be posted to its website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a> after ASX confirms an announcement has been made.</p> <p>A copy of the continuous disclosure policy is available in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p>
<b>PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS</b>		
<b>ASX Recommendation 6.1:</b> A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Company's Corporate Governance Plan and this Corporate Governance Statement are available on the Company's website at: <a href="http://www.apolloconsolidated.com.au/corporate/corporate-governance">www.apolloconsolidated.com.au/corporate/corporate-governance</a></p>
<b>ASX Recommendation 6.2:</b> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company has adopted a Shareholder Communication Strategy, details of which are included in its Corporate Governance Plan on the Company's website at <a href="http://www.apolloconsolidated.com.au/corporate/corporate-governance">www.apolloconsolidated.com.au/corporate/corporate-governance</a></p> <p>The Company has provided information about the Company generally for the benefit of its shareholders and market participants (among others) on the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a> and all information provided to ASX for release to the market will be posted to its website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a> after ASX confirms an announcement has been made.</p>

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
ASX Recommendation 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.	Yes	<p>The Company has adopted a Shareholder Communication Strategy, details of which are included in its Corporate Governance Plan on the Company's website at <a href="http://www.apolloconsolidated.com.au/corporate/corporate-governance">www.apolloconsolidated.com.au/corporate/corporate-governance</a></p> <p>Notices of meetings are mailed to all shareholders, unless they have elected not to receive a copy, and are also available via the Company's website.</p>
ASX Recommendation 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	Yes	<p>Security holders can sign up to receive email communications through the Company website.</p> <p>Security holders can nominate their communication preferences with the Company's security registry, which includes the option for electronic communications.</p>
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK</b>		
<p><b>ASX Recommendation 7.1:</b> The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>1) has at least three members, a majority of whom are independent directors; and</p> <p>2) is chaired by an independent director</p> <p>and disclose:</p>	No	<p>As discussed above at ASX Recommendation 4.1, the Audit Committee operates under the Audit and Risk Committee Charter, which is available within the Corporate Governance Plan on the Company's website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>The composition of the Audit Committee and qualifications, experience and attendance of its members has been addressed above.</p>



# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<p>3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		
<p><b>ASX Recommendation 7.2:</b> The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies, in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy, which is available within the Corporate Governance Plan on the Company's website <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p> <p>The Board (via the Audit and Risk Committee) has delegated the responsibility for undertaking and assessing risk management and internal control effectiveness to management.</p> <p>The Audit and Risk Committee has received declarations from the CEO and CFO for the financial year ended 30 June 2019 that their view provided on the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board and that the Company's risk management and internal</p>

# APOLLO CONSOLIDATED LIMITED

ABN 13 102 084 917

## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
		compliance and control system is operating effectively in all material respects.
<p><b>ASX Recommendation 7.3:</b> A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	<p>The Company does not currently have an internal audit function.</p> <p>The Audit and Risk Committee is responsible for ensuring that sound risk management strategies and policies are in place for the Company. The Committee has responsibility for identifying and overseeing major risk areas and that systems are in place to manage them, and report to the Board as and when appropriate. The Committee is required to develop and maintain a risk register that identifies the risks to the Company and its operation and assesses the likelihood of their occurrence. As discussed above, the Committee also monitors and reviews matters of significance affecting financial reporting and compliance.</p> <p>Under the Company's Risk Management Policy, the responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management are required to assess risk management and associated internal compliance and control procedures and report back to the Audit Committee on whether risks are being managed effectively.</p>
<p><b>ASX Recommendation 7.4:</b> A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company undertakes mineral exploration activities and consequently faces risks to its business from economic, environmental, regulatory and social sustainability risks.</p>

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## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation								
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY										
<p><b>ASX Recommendation 8.1:</b> The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"><li>1. has at least three members, a majority of whom are independent directors; and</li><li>2. is chaired by an independent director, and disclose</li><li>3. the charter of the committee;</li><li>4. the members of the committee; and</li><li>5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li></ol> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No	<p>The Board has established a joint Remuneration and Nomination Committee (<b>RNC</b>), the details of which are discussed above. The Remuneration Committee Charter is available within the Corporate Governance Plan in the governance section of the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a>.</p> <p>The current composition of the RNC is as set out below.</p> <table><tr><th>Name</th><th>Independent?</th></tr><tr><td>Roger Steinepreis (Chairman of RNC)</td><td>No</td></tr><tr><td>Anthony James</td><td>Yes</td></tr><tr><td>Robert Gherghetta</td><td>Yes</td></tr></table> <p>The RNC is chaired by Mr Roger Steinepreis, who is not considered to be an independent director by virtue of his being a substantial shareholder. Notwithstanding this, the Board considers that Mr Steinepreis is the Director best qualified to discharge the duties and responsibilities of that role. The Board and its Committees will continue will continue to evaluate the need for additional processes as its activities progress.</p> <p>The RNC has not met separately during the reporting period, with RNC matters being dealt with during full Board meetings as necessary.</p> <p>The charter of the RNC is included in the Corporate Governance Plan available on the Company's website at <a href="http://www.apolloconsolidated.com.au">www.apolloconsolidated.com.au</a></p>	Name	Independent?	Roger Steinepreis (Chairman of RNC)	No	Anthony James	Yes	Robert Gherghetta	Yes
Name	Independent?									
Roger Steinepreis (Chairman of RNC)	No									
Anthony James	Yes									
Robert Gherghetta	Yes									

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## Additional Securities Exchange Information

ASX Recommendation	Comply (Yes/No)	Explanation
<b>ASX Recommendation 8.2:</b> A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and other senior executives.	Yes	<p>During the year the Company has executed a new an Executive Services Agreement ('ESA') with its Managing Director, Mr Castleden. Key terms have been disclosed in the Company's 2019 Remuneration Report.</p> <p>Non-Executive Directors are paid a fixed annual fee for their services to Company.</p>
<b>ASX Recommendation 8.3:</b> 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.	Yes	<p>The Company does not currently have an active shareholder approved equity based remuneration scheme.</p> <p>Equity issues are made subject to shareholder approval on a case-by-case basis.</p>