

8 August 2016

Australian Securities Exchange
Company Announcements Office

Please find following the Paragon Care Limited Corporate Governance Statement and the Appendix 4G (Key to Disclosures of Corporate Governance Council Principles and Recommendations).

The Statement may also be found on the company's website at

<http://www.paragoncare.com.au/corporate-governance-statement/>

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About Paragon Care Limited

Paragon Care is a Melbourne based, listed company with the ASX (PGC), which has progressively acquired businesses in the healthcare sector. It is a leading provider of medical equipment, devices and consumables for the Australian and New Zealand healthcare market. These are high growth markets driven by the ageing of the population, continuously rising consumer expectations and increasing government spending. By combining a series of strategic acquisitions of class leading companies, Paragon Care has positioned itself to provide end to end solutions including equipment and consumable solutions for acute, aged, primary, community and hospital care. Paragon Care Ltd.'s head office is located at 11 Dalmore Drive Scoresby VIC 3179 Australia. For further information please contact Mark Simari, Managing Director (1300 369 559) or via email at info@paragoncare.com.au.

Paragon Care Limited

Corporate Governance Statement

Paragon Care Limited (the Company or PGC) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. For the year ended 30 June 2016 the Board reviewed the Company's framework and practices in the context of the 3rd edition of the ASX Corporate Governance Principles and Recommendations released in March 2014 (the Principles and Recommendations). The Paragon Care Corporate Governance Statement (the Statement) and the supplementary policies and charters are available on the Company's website (<http://www.paragoncare.com.au/corporate-governance-statement/>) under the "Investors Centre / Governance" tab. The Company and its controlled entities together are referred to as the group in this Statement.

A description of the group's corporate governance practices in the year ended 30 June 2016 and the comparison to the Principles and Recommendations requirements is provided below.

Principle 1 - Lay solid foundations for management and oversight

The directors are responsible to the shareholders for the performance of the group in both the short and the longer term and seek to balance competing objectives in the best interests of the group as a whole. The focus is to enhance the interests of shareholders and other key stakeholders and to ensure the group is properly managed.

The Board adopted a [Board Charter](#) with effect from 1 July 2014 and it is available on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab. The principles detailed are consistent with the responsibilities of the Board discharged in the year to 30 June 2016. The responsibilities of the Board include:

- Developing and approving the corporate strategy and monitoring implementation of strategy.
- Evaluating, approving and monitoring the strategic and financial plans of the Company.
- Evaluating, approving and monitoring the annual budgets (including financial and other reporting) and business plans.
- Evaluating, approving and monitoring the progress of major capital expenditure, capital management and all major corporate transactions, including the issue of securities of the Company.
- Appointment of the Chairman of the Company.

- Appointing, monitoring, managing the performance of, and if necessary terminating the employment of the Managing Director, Senior Management and Company Secretary. The Board will consider the Managing Director and Senior Management's authorities and accountabilities, as well as objectives and performance indicators to provide monitoring benchmarks.
- Managing succession planning for the positions of Managing Director and such other key management positions which may be identified from time to time.
- Liaising with the Managing Director in relation to the appointment and termination of such key management positions which may be identified from time to time.
- Ensuring appropriate resources are available to the Managing Director and Senior Management.
- Reviewing, ratifying and monitoring the Company's risk and audit framework, (including but not limited to) systems of risk management and internal control. Reviewing, ratifying and monitoring compliance with the Company's risk and audit policies and protocols.
- Reviewing, ratifying and monitoring the Company's operations in relation to, and compliance with relevant regulatory and legal requirements.
- Actively and regularly involved in strategic planning and reviewing, developing and considering strategic planning issues and identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing.
- Periodic review with management on how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted.
- Reviewing and approval of all disclosures related to any departures from the ASX principles of good corporate governance.
- Reviewing and approval of the disclosure of any of the Company's policies and procedures to the general public.
- Supervision of the public disclosure of all matters that the ASX best practice recommendations and recommend be publicly disclosed consistent with the Continuous Disclosure Policy approved by the Board.
- Establishing and monitoring performance and reporting of Committees of the Board.
- Appointment of Directors to Committees established by the Board.
- Approval and monitoring delegations of authority.
- Enhancing and protecting the reputation of the organisation

Day to day management of the group's affairs and the implementation of the corporate strategy and policy initiatives are formally delegated by the Board to the managing director and senior management team.

Any director, with the prior agreement of the Chairman (or in the case of the Chairman by reference to one non-executive director) may in furtherance of their duties, seek independent professional advice at the Company's expense.

The identification and selection of directors and senior management is undertaken by the Nominations & Remuneration Committee with effect from 1 July 2014. The [Nominations & Remuneration Committee Charter](#) is available on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab. In addition to being responsible for guiding the remuneration structure of the Company this committee is responsible for identifying suitable candidates to act as directors of the Company and undertaking appropriate checks of candidates. The details of the all Company's directors can be found in the 2016 Annual Report and for directors that were elected at the 2015 Annual General Meeting in the Notice of Meeting.

All directors and senior management have written agreements with the Company detailing the terms of their appointment. The Company Secretary is appointed by the Board and reports to the chairman on all Board matters.

Diversity Policy

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. The Company's workforce is relatively small and notwithstanding the acquisitions over the past twelve months the directors do not believe it is appropriate to establish formal diversity objectives in relation to gender, age, cultural background and ethnicity at this stage. Given the scale of its operations the Company must ensure that the best candidate at the time is appointed to any vacant position. In the forthcoming year the Company may review its existing policies and consider how to fold in the principles of a diversity policy as outlined in Recommendation 1.5.

As at 30 June 2016 the structure of the workforce was as follows:

	Male	Female	Total
Management	23	6	29
Staff	89	75	164
Total	112	81	193

Board and senior management evaluation

The Board undertakes a self assessment of its collective performance, the performance of the Chairman and of its committees. The assessment also considers the adequacy of induction and continuing education and access to information. The results and any action plans are documented together with specific performance goals which are agreed for the coming year. An assessment carried out in accordance with this process was undertaken during June 2016.

The senior management performance is evaluated annually against operational and financial objectives agreed by the Board.

Detail on the principles and amounts of non-executive director and senior management remuneration can be found in the Remuneration Report section 2016 Annual Report.

Principle 2 - Structure the Board to add value

The Nominations & Remuneration Committee is responsible for establishing the criteria for Board membership, reviewing Board membership and identifying suitable candidates to act as directors to contribute to Board's duties and responsibilities. The [Nominations & Remuneration Committee Charter](#) can be found on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab.

The Board has taken every care to achieve a well-structured Board, which includes both executive and non executive directors with an appropriate range of skills and experience. In recognition of the importance of independent views and the Board's role in supervising the activities of management, the Chairman is an independent non-executive director and all directors are required to exercise independent judgement and review and constructively challenge the performance of management.

The Company as at 30 June 2016 had five directors, three of whom are independent non executive directors (Mr Tanner, the Chairman, Mr Newton and Mr Sam who was appointed in June 2016). The two executive directors are Mr Simari – Managing Director, and Mr Cheong - Marketing Manager. Mr Rice, the Company's Chief Operating Officer, is an Alternate Director for Mr Simari.

In the year to 30 June 2016 the Company appointed an additional independent non-executive director to make a majority of independent directors on the Board consistent Recommendation 2.4. All directors to have a hands-on role within the Company. The Chairman of the Board, Mr Tanner, is an independent, non-executive director and he, with the other independent directors, Messrs Newton and Sam, provide an active role in challenging management.

The Company ensures all directors have and maintain the skills to discharge their roles effectively by an induction process for new directors and development programs for directors. The Company considers the skills matrix contemplated in Recommendation 2.2 is premature given the evolving nature of the Company and its development. Notwithstanding the Nominations & Remuneration Committee did consider the balance of competencies of the incumbent directors across a range of core commercial skills and industry experience in the process of selecting Mr Sam as an additional non-executive director and will continue to apply a similar approach when considering future appointments.

Principle 3 – Act ethically and responsibly

The Board expects all directors, employees and contractors to act with the utmost integrity and objectivity, and in compliance with the letter and the spirit of the law and Company policies striving at all times to enhance the reputation and performance of the Company, in the following areas;

- Business ethics
- Compliance with laws
- Personal and professional conduct
- Respect for others and improper behaviour
- Dealings with suppliers, customers, advisers and regulators
- Dealing with the community
- Dealing with other employees.

The Company and its directors have always promote ethical and responsible decision-making and effective 1 July 2014 the Company has formalised its [Code of Conduct](#) and this may be viewed on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab.

Principle 4 - Safeguard integrity in corporate reporting

The Board established an Audit & Risk Management Committee with effect from 1 July 2014 and this Committee reviews and make recommendations in relation to the integrity of the Company's financial reporting processes and its financial statements, and oversee the risk management processes within the Company. The [Audit & Risk Management Committee Charter](#) may be viewed on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab.

The Audit & Risk Management Committee comprises the three independent non-executive directors, consistent with the Principles and Recommendations and the committee is independent of management in discharging its responsibility of overseeing the integrity of management's financial administration and risk management. Consistent with the requirements of Section 295A of the Corporations Act the Company's Managing Director or Chief Financial Officer provide a declaration that, in their opinion, the financial records of the Company for a each financial year and half year have been properly maintained in accordance with the Act and that the financial statements and the notes for the financial year comply with the accounting standards and give a true and fair view of the financial position and performance of the entity. The directors must receive this declaration before they approve the financial statements for the financial year and half year.

The Company policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. RSM Australia (previously RSM Bird Cameron Partners) was appointed as the external auditor firm in November 2009 and in June 2014 pursuant to §324DAA of the Corporations Act the Board resolved to permit the lead Partner Mr Robert Miano to continue as the lead Partner until 30 June 2016. Reasons for the extension include continuity of knowledge and experience that Mr Miano had accumulated over the years, as well as, key relationships formed during this period is considered a material benefit to maintaining the quality of audit work for a further period covering the two financial years ending 30 June 2015 and 2016. Mr Miano has retired as the external auditor following completion of the audit of the 30 June 2016 financial statements and has been replaced by Mr Phillip Ransom as the lead Partner from of RSM Australia Partners.

The external auditor will attend the Company's annual general meetings and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Principle 5 - Make timely and balanced disclosure

The Board fully recognises its disclosure obligations under ASX Listing Rule 3.1 and aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs by:

- The Company reporting to shareholders at least each six months.
- Ensuring that price sensitive information and matters of material significance are reported to the ASX immediately.
- Copies of all announcements and reports are available on the ASX website and are posted on the Company's website as soon as they are disclosed to the ASX.

The Company and its directors fully appreciate their responsibilities under the ASX Listing Rules and has fully understood and complied with the Company's continuous disclosure obligation. Effective from 1 July 2014 the Company adopted a [Continuous Disclosure Policy](#) and this may be viewed on the Company's website (www.paragoncare.com.au) under the "Investors Centre / Governance" tab.

Principle 6 - Respect the rights of security holders

The Company aims to ensure that shareholders are kept informed of all major developments affecting the state of affairs of the Company. Additionally, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time.

To achieve this, the Company communicates information regularly to shareholders and other stakeholders through a range of forums and publications.

One of the Company's key communication tools is its website located at www.paragoncare.com.au.

The Company endeavours to keep its website up-to-date. Important information about the Company can be found under the section marked Corporate Governance on its website.

In addition to the material specifically referred to below, the Corporate Governance section of the website includes details of the following:

- the Company's Board and Board Committee charters;
- the Company's core corporate governance policies;
- any press release, analyst reports and announcements made by the Company; and
- financial information about the Company.

The website also contains a facility for shareholders to direct inquiries to the Company, but at present it does not provide shareholders with the option of receiving communications from the Company via email. The Company's relatively small shareholding base has not warranted the extra expense however the Company periodically reviews this communication option. The Company's shareholders may also deal directly with its share registry, Link Market Services through its website

<https://investorcentre.linkmarketservices.com.au/Login/Login>

Measures for communicating the following important aspects of the Company's affairs include:

- **Notice of meeting:** The Company places the full text of all notices of meetings and explanatory material on its website. The Company encourages shareholders to provide email addresses so that notices of meeting and explanatory material can be sent to shareholders via email.
- **Annual General Meeting (AGM):** The Company encourages full participation of shareholders at its AGM each year. For those shareholders who are unable to attend in person, the Company provides an outline of the Chairman's and the Chief Executive Officer's presentations on its website. Shareholders are encouraged to lodge proxies electronically, subject to the adoption of satisfactory authentication procedures. The Company's external auditor will attend the AGM and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act 2001 (Cth).

- **Annual Report:** The Company's Annual Report is available on its website and contains important information about the Company's activities and results for the previous financial year. Shareholders can elect to receive the Company's Annual Report or concise report as an electronic copy or in hard copy through the mail.
- **Announcements lodged with the ASX:** All ASX announcements made to the market, including annual and half year financial results, are posted on the Company's website as soon as practicable following their release by ASX.
- **Presentations:** Copies of all investor presentations made to analysts and media briefings are posted on the Company's website.

Principle 7 - Recognise and Manage Risk

The Audit & Risk Management Committee has had the responsibility for initiating the review process and monitoring the systems of risk oversight, management and internal control. The [Audit & Risk Management Committee Charter](#) may be found on the Company's website. In the year to 30 June 2016 the Company commenced a process of formally reviewing the risk framework of the group. The Committee in consultation with management identified key risks confronting the group and on a monthly basis the Board receives a presentation on one or two of these risk and the strategies applied to manage the exposures. The Committee periodically reviews the key risks and the priorities for review. The Board has established internal controls and reviews areas of operational and financial risks. The Company has strategies to mitigate identified risks of the business. The Company carries sufficient insurance for the size and nature of its business to protect shareholders' equity.).

The Company does not have an internal audit function. The Company is small enough and the Board and the Audit & Risk Management Committee are sufficiently knowledgeable of the Company's operations to evaluate the effectiveness risk management and internal control processes of the Company. In addition the Company's auditor reports upon risk management control processes and makes recommendations for areas of improvement.

Principle 8 - Remunerate fairly and responsibly

The Company's seeks to pay its directors and executives' sufficient remuneration to attract, retain and motivate high quality personnel. The policy objectives are as follows:

- to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to relevant Company policies;
- to attract and retain skilled executives and directors;
- to structure short and long term incentives for executives that are challenging and linked to the creation of sustainable shareholder returns;
- to ensure any termination benefits for executives are justified and appropriate; and
- to ensure the incentive for non-executive directors are justified and not in conflict with their obligation to bring independent judgement to matters before the Board.

In the year to 30 June 2016 the Company had a Nominations & Remuneration Committee and the details of its members and the directors' attendance at remuneration committee meetings are set out in the directors' report of the 2016 Annual Report. The Nominations & Remuneration Committee Charter may be found on the Company's website via this link.

In respect of remuneration matters the Nominations & Remuneration Committee advises the Board on remuneration and incentive policies and practices generally, and makes specific recommendations on remuneration packages and other terms of employment for executive directors, other senior executives and non-executive directors.

Each member of the senior executive team signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The standard contract refers to a specific formal job description.

Further information on directors (executive and non-executive) and executives' remuneration, including principles used to determine remuneration, is set out in the directors' report under the heading "Remuneration Report" in the 2016 Annual Report. www.paragoncare.com.au

On an annual basis the Board reviews with senior management the past results and documented action plans together with specific performance objectives which are agreed for the coming year. Senior management performance is evaluated annually against the operational and financial objectives agreed by the Board. The Company does have an option plan available for employees however there is no equity based performance incentive scheme offer to senior management. The Board considers that given the relatively small size of the Company and its stage of development such incentive schemes are not appropriate but this will remain under periodic review by the Nominations & Remuneration Committee.

Revision August 2016

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Name of entity

PARAGON CARE LIMITED

ABN / ARBN

76 064 551 426

Financial year ended:

30 JUNE 2016

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

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These pages of our annual report:

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This URL on our website: www.paragoncare.com.au/corporate-governance-statement/

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

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

Date: 8 August 2016

John Osborne

Company Secretary

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/ ... 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 checked="" type="checkbox"/> at http://paragoncare.com.au/wp-content/uploads/2016/12/board-charter.pdf	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input 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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement at http://www.paragoncare.com.au/corporate-governance-statement/ <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Remuneration Report section 2016 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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 ... ⁴
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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Remuneration Report section 2016 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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 ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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 <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/media/fckuploads/files/PGC_Nomination-Remuneration-Committee-Charter_Jul14_v1.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Information on Directors in the Directors' Report of the 2016 Annual Report</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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p><u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> <p>http://www.paragoncare.com.au/corporate-governance-statement/ <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.3	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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/ ... and, where applicable, the information referred to in paragraph (b): <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at the Information on Directors in the Directors' Report of the 2016 Annual Report	<input type="checkbox"/> an explanation of why we are not following the recommendation in full is therefore provided 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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation of why we are not following the recommendation in full is therefore provided in our Corporate Governance Statement <input type="checkbox"/> we are not following the recommendation in full and the reasons for this are therefore provided in our Corporate Governance Statement
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 <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation of why we are not following the recommendation in full is therefore provided in our Corporate Governance Statement <input type="checkbox"/> we are not following the recommendation in full and the reasons for this are therefore provided in our Corporate Governance Statement
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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation of why we are not following the recommendation in full is therefore provided in our Corporate Governance Statement <input type="checkbox"/> we are not following the recommendation in full and the reasons for this are therefore provided in our Corporate Governance Statement

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 ... ⁴
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our code of conduct or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/ and http://paragoncare.com.au/wp-content/uploads/2015/12/PGC_Code-of-Conduct_Jul14_v1.pdf</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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 ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at http://www.paragoncare.com.au/media/fckuploads/files/PGC_Audit-Risk-Committee-Charter_Jul14_v1.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Information on Directors in the Directors' Report of the 2016 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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 ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

+ See chapter 19 for defined terms

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 ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/media/fckuploads/files/PGC_Audit-Risk-Committee-Charter_Jul14_v1.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Information on Directors in the Directors' Report of the 2016 Annual Report</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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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 ... ⁴
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that 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: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/ ... and that such a review has taken place in the reporting period covered by this Appendix 4G: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; 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.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> [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: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement at http://www.paragoncare.com.au/corporate-governance-statement/
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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 ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> http://www.paragoncare.com.au/media/fckuploads/files/PGC_Nomination-Remuneration-Committee-Charter_Jul14_v1.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at the Information on Directors in the Directors' Report of the 2016 Annual Report</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 <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> in the Remuneration Report of the 2016 Annual Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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 ... ⁴
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at http://www.paragoncare.com.au/corporate-governance-statement/</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>