

# 2021 Corporate Governance Statement

This corporate governance statement sets out Prosopa Group Limited (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 1 August 2021 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<b>1. Lay solid foundations for management and oversight</b>		
1.1. A listed entity should have and disclose a board charter setting out:	Yes	The Board is responsible for the corporate governance of the Company.
(a) the respective roles and responsibilities of its board and management; and		The Board has adopted a Board Charter which outlines the manner in which its powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws. Pursuant to the Board Charter, the Board assumes responsibilities including, but not limited to the following:
(b) those matters expressly reserved to the board and those delegated to management.		<ul style="list-style-type: none"> <li>(a) selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the CEO and the CEO's direct reports;</li> <li>(b) contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;</li> <li>(c) reviewing, ratifying and monitoring systems of risk management, internal control and legal compliance. This includes reviewing procedures to identify the main risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks;</li> <li>(d) monitoring corporate performance and implementation of strategy and policy;</li> <li>(e) developing and reviewing the Company's values and corporate governance policies (including in respect of diversity and the measurable objectives for achieving diversity) and monitoring corporate culture, setting the tone from the top;</li> <li>(f) approving major capital expenditure, acquisitions and divestitures, and overseeing capital management, including determining if a dividend payment is appropriate and if so, to what extent;</li> <li>(g) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;</li> <li>(h) approving financial reports, profit forecasts and other reports required at law or under the ASX Listing Rules to be adopted by the Board;</li> <li>(i) ensuring security holders are kept informed of the Company's performance and major developments affecting its state of affairs;</li> <li>(j) evaluating, at least annually, the performance of the Board, its Committees and individual Directors;</li> <li>(k) developing and monitoring the Board's Risk Appetite Statement and the Company's risk management framework to satisfy itself</li> </ul>

		<p>that it continues to be sound and effectively identifies all areas of potential risk; and</p> <p>(l) performing such other functions as are prescribed by law or nominated by the Board from time to time.</p> <p>Pursuant to the Board Charter, matters which are specifically reserved for the Board or its committees include:</p> <ul style="list-style-type: none"> <li>(a) appointment of a Chair;</li> <li>(b) appointment and removal of the CEO;</li> <li>(c) appointment of directors to fill a vacancy or as an additional Director;</li> <li>(d) establishment of Board committees, their membership and delegated authorities;</li> <li>(e) approval of dividends;</li> <li>(f) approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;</li> <li>(g) calling of meetings of security holders; and</li> <li>(h) any other specific matters nominated by the Board from time to time.</li> </ul> <p>A copy of the Board Charter is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>While the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the CEO as directed by the Board.</p> <p>The Board approves corporate objectives for the CEO to work towards and, jointly with the CEO, develops the duties and responsibilities of the CEO.</p> <p>The management team (being the CEO and other officers to whom the management function is properly delegated by the CEO):</p> <ul style="list-style-type: none"> <li>• is responsible for implementing strategic objectives, plans and budgets approved by the Board; and</li> <li>• is accountable to the Board for matters within its delegated authority.</li> </ul> <p>Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.</p> <p>Directors are entitled to request additional information at any time when they consider it appropriate.</p>
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1.2. A listed entity should:	Yes	The Company undertakes background checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected.
(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.		When an individual is nominated to be a director, details of their relevant professional history and qualifications will be made accessible to the security holders in the Company.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors and senior executives of the Company are given letters of appointment and/or service agreements prior to their engagement with the Company.
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.	Yes	The Company Secretary was appointed by and is accountable to the Board on all matters to do with the proper functioning of the Board.  The Company Secretary is responsible for coordination of all Board and Board Committee business, including agendas, papers, minutes, communication with regulatory bodies, and all statutory and other filings.
1.5 A listed entity should:		At a Board and senior management level, gender diversity has been identified as a key area of focus for the Company. Accordingly, the Company has adopted a Diversity and Inclusion Policy which aims to achieve appropriate representation of women in senior management and leadership roles (including on the Board).
(a) have and disclose a diversity policy;	Yes	
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and	Yes	The Company focuses on gender diversity by:
(c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or B. 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.	Yes	(a) setting measurable objectives to achieve gender diversity; (b) broadening the field of potential candidates for senior management and Board appointments; (c) ensuring appropriate transparency with respect to the Board appointment process; and (d) considering the extent to which the Board has achieved the objective of the Diversity and Inclusion Policy in the Board performance evaluation.
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	N/A	A copy of the Diversity and Inclusion Policy is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .  Our gender targets for FY21 were: <ul style="list-style-type: none"> <li>45% women and 55% men (all employees); and</li> <li>30% women and 70% men (the Leadership Team).</li> </ul> As at the end of FY21, we employed 44% women and 56% men (all employees) and our Leadership Team comprised 36% women and 64% men.  Our Executive Team is comprised of 17% women and 83% men. Executives are the most senior managers who sit on our Executive Team and determine the strategic direction of the business.  The Board is comprised of 43% women and 57% men.  The Company was compliant with the Workplace Gender Equality Act 2012 in FY21.
1.6 A listed entity should:		

(a)	have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	Yes	<p>The Directors will provide performance feedback in relation to the Board, its Committees and individual Directors on a periodic basis.</p> <p>Where appropriate to facilitate the review process, assistance may be obtained from third party advisers.</p> <p>A Board review process has taken place in FY21 with results to be reviewed by the Board in early FY22.</p>
(b)	disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	
1.7	A listed entity should:		<p>Executive performance is reviewed every 12 months in September, when the audited financial results are available. This last occurred in September 2020 and will occur again in September 2021. The process reviews each executive's Key Performance Indicators against performance and targets set in the previous period and sets new targets.</p>
(a)	have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and		
(b)	disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		

2. Structure the board to be effective and add value		
2.1 A listed entity should:		<p>The Board of the Company has in place a Remuneration, People and Nomination Committee.</p> <p>The Remuneration, People and Nomination Committee is comprised of the following members:</p> <ul style="list-style-type: none"> <li>(a) Mary Ploughman (Chairman)</li> <li>(b) Greg Ruddock</li> <li>(c) Gail Pemberton</li> <li>(d) Fiona Trafford-Walker</li> <li>(e) Avi Eyal</li> </ul> <p>Of its 5 members, the Company considers Mary Ploughman, Greg Ruddock, Gail Pemberton and Fiona Trafford-Walker to be independent.</p> <p>A copy of the Remuneration, People and Nomination Committee Charter is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>The number of Remuneration, People and Nomination Committee meetings held during the period is disclosed in the Company's Annual Report.</p>
(a) have a nomination committee which:		
(1) has at least three members, a majority of whom are independent directors; and	Yes	
(2) is chaired by an independent director,	Yes	
and disclose:		
(3) the charter of the committee;	Yes	
(4) the members of the committee; and	Yes	
(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	Yes	
(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.		
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	Yes	The Company has a board skills matrix, a summary of which is available on our website.
2.3 A listed entity should disclose:	Yes	<p>The Board has reviewed the position and associations of each of the seven Directors in office and has determined that Ms Gail Pemberton, Mr Greg Ruddock, Ms Fiona Trafford-Walker and Ms Mary Ploughman are independent.</p> <p>In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations as well as its own Materiality Guidelines for Director Independence, a copy of which are available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>The Board will assess the independence of new Directors upon appointment and review their independence, and the independence of the other directors as appropriate.</p> <p>The Company has disclosed the details of each Director (including their length of service) in the Company's Annual Report.</p>
(a) the names of the directors considered by the board to be independent directors;		
(b) if a director has an interest, position, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and		
(c) the length of service of each director.		
2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Board is comprised of seven Directors, of whom four Directors are considered independent Non-Executive Directors (see recommendation 2.3) and a further Director considered to be a non-independent Non-Executive Director (Avi Eyal).

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.	Yes	The Company's Non-Executive Chairman, Ms Gail Pemberton, satisfies the ASX Principles and Recommendations definition of an independent director. The CEO of the Company is Mr Greg Moshal.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company has an induction programme for each new Director upon appointment. This includes meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.  On an ongoing basis, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.
3. Instill a culture of acting lawfully, ethically and responsibly			
3.1	A listed entity should articulate and disclose its values	Yes	The Company has disclosed its values in the Annual Report.
3.2	A listed entity should:	Yes	The Company has adopted a formal Code of Conduct which is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .  The Company has a compliance framework that ensures that material breaches of the code are reported to the Board.
	(a) have and disclose a code of conduct for its directors, senior executives and employees; and		
	(b) ensure that the board or a committee of the board is informed of any material breaches of that code.		
3.3	A listed entity should:	Yes	The Company has adopted a Speak Up Policy which is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .  The Company has processes to report material incidents under this policy to the Board at each Board meeting (if relevant).
	(a) have and disclose a whistleblower policy; and		
	(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy		
3.4	A listed entity should:	Yes	The Company has adopted an Anti-Bribery and Anti-Corruption Policy which is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .  The Company has a compliance framework that ensures that material breaches of this policy are reported to the Board.
	(c) have and disclose an anti-bribery and corruption policy; and		
	(d) ensure that the board or committee of the board is informed of any material breaches of that policy		
4. Safeguard the integrity of corporate reports			
4.1	The board of a listed entity should:		The Board of the Company has in place an Audit and Risk Committee to assist the Board in ensuring the integrity of the Company's financial reporting, the effectiveness of the Company's systems of financial risk management and internal control and monitoring the Company's external audit functions.  The Audit and Risk Committee is comprised of the following members: (a) Fiona Trafford-Walker (Chairman) (b) Greg Ruddock (c) Gail Pemberton (d) Mary Ploughman  Of its 4 members, the Company considers Fiona Trafford-Walker, Greg Ruddock, Gail Pemberton and Mary Ploughman to be independent.  A copy of the Audit and Risk Committee Charter is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .
	(a) have an audit committee which:		
	(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	Yes	
	(2) is chaired by an independent director, who is not the chair of the board,	Yes	
	and disclose:		
	(3) the charter of the committee;	Yes	
	(4) the relevant qualifications and experience of the members of the committee; and	Yes	

(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	Yes	The qualifications and experience of all Board members are set out in the Annual Report.
(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.		The number of Audit and Risk Committee meetings held during the period is disclosed in the Company's Annual Report.
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Company has received a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and comply with the proper standards.
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Board is responsible for reviewing and approving the release of any periodic corporate report not audited or reviewed by an external auditor.
<b>5. Make timely and balanced disclosure</b>		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company is committed to providing timely, complete and accurate disclosure of information to keep the market fully informed of information which may have a material effect in the price or value of the Company's securities in accordance with its obligations under the <i>Corporations Act 2001</i> (Cth) and the ASX Listing Rules. A copy of the Company's Disclosure Policy is available at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a> .
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made	Yes	The Board approves all material announcements prior to release.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company releases any presentations that contain new or material information ahead of the presentation.



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.	Yes	<p>The Company provides information about itself and its governance to its investors on the Company's website via the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
6.2.	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company has in place an investor relations program which is used as a measurement for communicating important aspects of the Company's affairs under the wider ranging and Board adopted Communications Strategy.</p> <p>A copy of the Company's Communications Strategy is available at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p>
6.3.	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Company has in place a formal Communications Strategy whereby information is communicated to security holders through a range of forums and publications including:</p> <ul style="list-style-type: none"> <li>(a) notice of meetings and explanatory material;</li> <li>(b) the AGM and other general meetings;</li> <li>(c) periodic disclosure through the Annual Report and the half year financial report;</li> <li>(d) announcements lodged with the ASX; and</li> <li>(e) investor presentations.</li> </ul> <p>All of the above information is available on the Company's website at <a href="https://investor.prospa.com/investor-centre/">https://investor.prospa.com/investor-centre/</a>.</p> <p>A copy of the Communication Strategy is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p>
6.4.	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	<p>The Company's Constitution states that the Chairperson may determine that any question to be submitted to a general meeting will be determined by a poll without first submitting the question to a show of hands.</p> <p>It is intended that the Chairperson will make this determination for at least all substantive resolutions to be considered at a general meeting.</p>
6.5.	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	The Company encourages security holders to register for receipt of announcements and updates electronically.
7. Recognise and manage risk			
7.1.	The Board of a listed entity should:		<p>The Board of the Company has in place an Audit and Risk Committee to assist the Board in overseeing risk.</p> <p>The Audit and Risk Committee is comprised of the following members:</p> <ul style="list-style-type: none"> <li>(a) Fiona Trafford-Walker (Chairman)</li> <li>(b) Greg Ruddock</li> <li>(c) Gail Pemberton</li> <li>(d) Mary Ploughman</li> </ul> <p>Of its 4 members, the Company considers Fiona Trafford-Walker, Greg Ruddock, Gail Pemberton and Mary Ploughman to be independent. Fiona Trafford-Walker is chairman of the Audit and Risk Committee.</p>
	(a) have a committee or committees to oversee risk, each of which:		
	(1) has at least three members, a majority of whom are independent directors; and	Yes	
	(2) is chaired by an independent director, and disclose:	Yes	
	(3) the charter of the committee;	Yes	
	(4) the members of the committee; and	Yes	



(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	Yes	<p>A copy of the Audit and Risk Committee Charter is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed in the Company's Annual Report.</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.		
7.2 The board or a committee of the board should:		<p>In accordance with the Company's Board Charter, it is the Board's responsibility to review, ratify and monitor the Company's systems of risk management, internal controls and legal compliance. The review of the Company's risk management framework has been delegated to and is therefore the responsibility of the Audit and Risk Committee.</p> <p>The Audit and Risk Committee undertakes reviews of the Company's risk management framework and receives regular reports in relation to risk. The Audit and Risk Committee reviews the Company's Risk Appetite Statement on an annual basis and makes recommendations for the Board as appropriate.</p>
(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and	Yes	
(b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	
7.3 A listed entity should disclose:		<p>The Company implemented an internal audit plan for FY20 and has agreed an internal audit plan for FY21-23 using external agencies. The audit plan is designed to provide independent insights and challenges to Prospa and includes interviewing key stakeholders and decision makers on a number of identified potential risk items that form the scope and objective of the audit. This process is managed by the Senior Compliance Manager. Observations (including identified gaps and weaknesses) and management responses are then tabled at the Audit and Risk Committee directly.</p> <p>The objective is for Prospa to strengthen its internal operations and processes. The external agencies work closely with Compliance and Risk and the audit reviews are facilitated by Compliance to ensure the meetings and artefact gathering is maximised and effective.</p> <p>The three-year internal audit plan is designed around the major internal risks identified to date, but is flexible in response to changing circumstances.</p> <p>Prospa also has an enterprise risk management function to provide the policies, frameworks, tools, techniques and relevant risk advice to allow the business to effectively own and manage risks through the course of achieving business outcomes. This function oversees and monitors the management of risk across the business to also provide risk insights, operational risk reviews and the controls required to ensure compliance with key internal and external obligations as well as general advice on risk acceptance to the business.</p>
(a) if it has an internal audit function, how the function is structured and what role it performs; or	Yes	
(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 governance, risk management and internal control processes.		
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>The Company has not identified any material risks to environmental and social sustainability.</p>

8. Remunerate fairly and responsibly		
8.1 The Board of a listed entity should:		<p>The Board of the Company has in place a Remuneration, People and Nomination Committee.</p> <p>The Remuneration, People and Nomination Committee is comprised of the following members:</p> <ul style="list-style-type: none"> <li>(a) Mary Ploughman (Chairman)</li> <li>(b) Greg Ruddock</li> <li>(c) Gail Pemberton</li> <li>(d) Fiona Trafford-Walker</li> <li>(e) Avi Eyal</li> </ul> <p>Of its 5 members, the Company considers Mary Ploughman, Greg Ruddock, Gail Pemberton and Fiona Trafford-Walker to be independent.</p> <p>A copy of the Remuneration, People and Nomination Committee Charter is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</p> <p>The number of Remuneration, People and Nomination Committee meetings held during the period is disclosed in the Company's Annual Report.</p>
(a) have a remuneration committee which:		
(1) has at least three members, a majority of whom are independent directors; and	Yes	
(2) is chaired by an independent director, and disclose:	Yes	
(3) the charter of the committee;	Yes	
(4) the members of the committee; and	Yes	
(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	Yes	
(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.		
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.	Yes	The Company disclosed its remuneration policy in the 2021 Annual Report.
8.3 A listed entity which has an equity-based remuneration scheme should:	Yes	<p>The Company has a Securities Dealing Policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.</p> <p>A copy of the Securities Dealing Policy is available on the Company's website at the following URL: <a href="https://investor.prospa.com/investor-centre/?page=corporate-governance">https://investor.prospa.com/investor-centre/?page=corporate-governance</a>.</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		
(b) disclose that policy or a summary of it.		