

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

PWR Holdings Limited

ABN / ARBN:

105 326 850

Financial year ended:

30 June 2016

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

These pages of our annual report:

This URL on our website: <https://www.pwr.com.au/corporate-governance-policies>

The Corporate Governance Statement is accurate and up to date as at **25 August 2016** and has been approved by the board.

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

Date: 25 August 2016

Name of Director or Secretary authorising lodgement: Lisa Jane Dalton

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 checked="" type="checkbox"/> in our 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"/> http://www.pwr.com.au/wp-content/uploads/1_PWR-Holdings-Ltd_Board_Charter_Adopted-26-August-2015.pdf	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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.

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
<p>1.5 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 checked="" type="checkbox"/> in our Corporate Governance</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/7_PWR-Holdings-Ltd_Diversity_Policy_Adopted-26-August-2015.pdf</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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 ... 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/3_PWR-Holdings-Ltd_Nomination_Remuneration_Committee_Charter_Adopted-25-September-2015.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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.	... our board skills matrix:	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> at in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual report</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> at in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual report</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our 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 and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/5_PWR-Holdings-Ltd_Code_of_Conduct_Adopted-26-August-2015.pdf	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/2_PWR-Holdings-Ltd_-_Audit_Risk_and_Compliance_Committee_Charter_Adopted-26-August-2015.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... 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 checked="" type="checkbox"/> in our 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 checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/4_PWR-Holdings-Ltd_Continuous_disclosure_policy_Adopted-26-August-2015.pdf	<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 https://www.pwr.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 checked="" type="checkbox"/> in our 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 checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/6_PWR-Holdings-Ltd_Shareholder_Communications_Policy_Adopted-26-August-2015.pdf	<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 checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... 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 checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/2_PWR-Holdings-Ltd_-_Audit_Risk_and_Compliance_Committee_Charter_Adopted-26-August-2015.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual_report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>		<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> at in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual-report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</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 ... 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 checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.pwr.com.au/wp-content/uploads/3_PWR-Holdings-Ltd_Nomination_Remuneration_Committee_Charter_Adopted-25-September-2015.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at in the Company's 2016 Annual Report, a copy of which has been lodged with ASX and is available on our website: https://www.pwr.com.au/annual report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> at https://www.pwr.com.au/corporate-governance-policies</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable</p>



The Board of PWR Holdings Limited believes that the success of the PWR business is strengthened by implementing clearly articulated policies to enhance accountability, efficiency and the reliable measurement of performance.

The governance measures adopted by the Board reflect the Board's endorsement of the recommendations contained in the ASX Corporate Governance Council's Principles and Recommendations, 3rd edition, 2014, referred to as "the Principles". This Corporate Governance Statement discloses the extent to which PWR meets the Principles and if it does not, why not. The commentary addresses the reasons for any departure from the requirements and the following legend has been used to summarise the status of PWR's compliance with the Principles:

PWR practices meet the Principle	
PWR is working towards meeting the Principle	

Principle 1 – Lay solid foundations for management and oversight		
1.1	The Board has outlined in its charter, its roles and responsibilities and has established a clear distinction between its functions and those delegated to management through a Delegation of Authority Policy.	
1.2	Appropriate checks including criminal record checks have been carried out on all Board members prior to their appointment. The Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at future general meetings	
1.3	All Directors and senior executives have a written agreement with the Company setting out the terms of their appointment.	
1.4	The Company Secretary is accountable directly to the Board, through the Chairman on all matters to do with the proper functioning of the Board and this is specifically outlined in the position description for that role.	
1.5	The Board has adopted a Diversity Policy (a copy of which is on the Company's website). The Board has established the following objectives for obtaining gender diversity: <ol style="list-style-type: none"> 1. Increase the percentage of women in Executive Management over the next 3 years; 2. Measure the percentage of women in various levels of work across the PWR Group and determine appropriate 3 year targets to increase female representation at those levels (targets to be developed in 2017) 	

Principle 1 – Lay solid foundations for management and oversight

3. Focus on developing and implementing policies and procedures that promote gender diversity within the PWR Group, including:
- a remuneration framework and policy around reward and recognition (implemented in FY16);
 - development of recruitment and selection processes that promotes diversity and maximises the pool of potential candidates for particular roles (implemented in 2016);
 - provide training and development opportunities, flexible work, and salary arrangements (targeted for 2017); and
 - leading a no-tolerance approach to discrimination, victimisation and harassment in the workplace (implemented and continuously monitored).

The gender balance of employees is as follows:

Position	Females	Males
Board	1	3
Senior Executives (reporting to the Board and/ or MD)	1	4
Other Employees	14	109

- 1.6 As set out in the Board Charter, at least once per year the Board, with the advice and assistance of the Nomination and Remuneration Committee, reviews and evaluates its performance, against its role, corporate governance policies, and agreed goals and objectives. A Board evaluation took place in May 2016. A number of recommendations arising out of the review will be implemented in the 2017 financial year. The main areas of focus include succession planning for the Board and management and progressing the development of the PWR growth strategy.
- 1.7 Performance reviews for Executive Directors and Senior Management take place at least annually. The NRC has accountability in its Charter to oversee these reviews and report to the Board on their outcomes. The Company aims to ensure the appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.

Principle 2 – Structure the Board to add value

2.1	<p>The Board has formed a Nomination and Remuneration Committee (NRC). The charter for the NRC is available on the Company’s website. Membership of the Nomination and Remuneration Committee is:</p> <ul style="list-style-type: none"> • Teresa Handicott (Chairman, independent, Non-executive Director) • Bob Thorn (Board Chairman, independent Non-executive Director) • Jeff Forbes (Independent, Non-executive Director). 	
2.2	<p>In establishing the Board of PWR prior to listing, regard was had to the skills and expertise required of the Directors relevant to PWR’s business. Directors with the desired skills and expertise were carefully selected for appointment to the Board. The Board has not yet formally prepared a Board Skills Matrix but intends to do so in the next reporting period. Skills and capabilities of directors are set out in the 2016 Annual Report.</p>	
2.3 & 2.4	<p>The Board Charter sets out the criteria adopted by the Board for considering if a Director is independent. A majority of the Board consists of independent Directors. The Board is comprised of four members, three of whom are independent. The Company recognises the importance of having a majority of the Board as independent Directors and this was instrumental in determining the membership of the Board.</p> <p>Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the business of the company. Bob Thorn, Jeff Forbes and Teresa Handicott are considered independent as none of them has a material shareholding in the Company or is an advisor or supplier to the Company or has any other material contractual relationship with the Company other than their position as a Director.</p>	
2.5	<p>The Chairman is an independent Director and facilitates the effective contribution of all Directors at Board meetings. The roles of Chair and Managing Director are exercised by different individuals.</p>	
2.6	<p>All Non-executive Directors have had an extensive induction into the business of the Company prior to accepting their appointment and have received continuing information on the Company and its operations since being appointed. The induction process has included visits to the Ormeau factory and presentations by management.</p> <p>Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.</p>	



Principle 3 – Act ethically and responsibly

3.1 The Board has adopted a code of conduct applicable to all Directors, senior executives and employees, a copy of which is disclosed on the company's website.



Principle 4 – Safeguard integrity in financial reporting

4.1 The Board has established an audit and risk management committee (ARC). The ARC is comprised only of Non-executive Directors. Its composition being:

- Jeff Forbes (Chairman, Independent Non-executive Director)
- Bob Thorn (Board Chairman, Independent Non-executive Director)
- Teresa Handicott (Independent, Non-executive Director).

The qualifications of the members of the ARC are set out in the Board of Directors' section of the website. A copy of the ARC's charter is on the Company's website.



4.2 The Board of PWR requires declarations and management representations in respect of the financial records and information of the business from the CEO and CFO prior to approving both the half-year and full-year results.



4.3 PWR's external auditor will be requested to attend the AGM and make themselves available to answer questions from security holders relevant to the audit.



Principle 5 – Make timely and balanced disclosure

5.1 The Board has established a written continuous disclosure policy to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues arose during the course of the meeting. The continuous disclosure policy is on the Company's website.





Principle 6 – Respect the rights of Shareholders

6.1	<p>PWR has a website which provides information about the PWR Group, Directors and executives, key governance policies and other information relevant to its investors. The website is a key communication tool between the Company and the shareholders.</p> <p>www.pwr.com.au</p>	✓
6.2	<p>PWR's investor relations program seeks to facilitate effective two-way communication with investors and a conscious effort is made to meet with investors during the year and arrange investor road shows after the release of the half and full year results.</p>	✓
6.3	<p>The Board has adopted a shareholder communication policy and will provide shareholders with opportunities to have questions addressed at shareholder meetings, irrespective of whether the shareholder is able to attend.</p>	✓
6.4	<p>All shareholders of PWR will be able to communicate with the Company and its share registry electronically and in fact this method of communication is encouraged.</p>	✓

Principle 7 – Recognise and manage risk

7.1	<p>The Board has established a combined audit and risk management committee (ARC). The audit and risk management committee is comprised only of Non-executive Directors. Its composition being:</p> <ul style="list-style-type: none"> • Jeff Forbes (Chairman, Independent Non-executive Director) • Bob Thorn (Board Chairman, Independent Non-executive Director) • Teresa Handicott (Independent, Non-executive Director). <p>Details of qualifications of the members of the audit and risk committee are set out in their biographies under Board of Directors on the Company's website.</p> <p>A copy of the audit and risk management committee's charter is on the Company's website.</p>	✓
7.2	<p>PWR has established an enterprise risk management framework for the PWR Group that seeks to ensure enterprise risks are identified, assessed and managed. The Board</p>	✓



Principle 7 – Recognise and manage risk

	<p>has appointed the ARC to assist it with discharging its oversight function in respect of enterprise risks and to determine if the system of risk management is sound. The ARC recently reviewed the enterprise risk framework and register together with the process for ensuring risk management practices were aligned with strategy and performance. The ARC recognises that the enterprise risk framework will continue to mature and is satisfied that it is operating effectively and that management, the committee and the Board are clear on their roles and responsibilities in managing and mitigating risks. A copy of the PWR's enterprise risk management policy can be found on the Company's website.</p>	
7.3	<p>The PWR Group does not have an internal audit function. The Board is of the view that it is not cost effective to have an internal audit function at this point in time given the size of the business and the fact that PWR is not a complex operation. This decision will however be kept under review. The Board has established a management assurance function independent of those with oversight of internal controls and financial management, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary independent third parties are requested to undertake audits of specific parts of the business (for example, Work Health and Safety).</p>	
7.4	<p>The material risks that the Company is exposed to are disclosed in the Operating and Financial Review section of the Directors' Report.</p>	

Principle 8 – Remunerate fairly and responsibly

8.1	<p>The Board has formed a combined Nomination and Remuneration Committee. Membership of the Nomination and Remuneration Committee is: Teresa Handicott (Chairman, independent, Non-executive Director), Bob Thorn (Board Chairman, independent Non-executive Director) and Jeff Forbes (independent, Non-executive Director). A copy of the charter for the NRC is provided on the Company's website. The qualifications of the members of the nomination and remuneration committee are set out in the Board of Directors section of the website.</p>	
8.2	<p>The Board has adopted a remuneration policy for Non-executive Directors.</p> <p>The Board has also adopted a Pay for Performance Framework for Executive Directors, other Senior Executives and key roles.</p> <p>A copy of the Non-executive Director remuneration policy and the Pay for Performance Framework is provided on the Company's website.</p>	



8.3	The Company does not have a share ownership scheme in place but if and when it does it will be a requirement that participants will be prohibited from entering into transactions which limit the economic risk of their participation in that scheme.	A green square icon with a black checkmark inside, indicating that the statement is compliant or correct.
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