

Voltage IP Limited ACN 057 884 876

Corporate governance statement

This “corporate governance statement” has been based on Section 8 of the replacement prospectus relating to the Company dated 22 December 2015 (**Prospectus**). Unless otherwise defined in this extract, capitalised terms in this corporate governance statement have the same meanings given to those terms in the Prospectus.

1.1 Overview

The Company has adopted a Corporate Governance Register containing a number of charters and policies aimed at creating an appropriate system of control and accountability for the administration of corporate governance. The Board is committed to administering the charters, policies and procedures with openness and integrity.

To the extent they are applicable to the Company, the Board has adopted the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations 3rd Edition (**ASX Principles and Recommendations**).

In light of the Company’s current size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company (and will not be forming any additional Board committees). As the Company’s activities develop in size and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company’s main corporate charters, policies and practices as at the date of the Prospectus are outlined below and the Company’s full Corporate Governance Register is available in the corporate governance information section of the Company’s website (www.voltageip.com.au).

1.2 Corporate Governance Charters

The Board has adopted a Board Charter to formally recognise its responsibilities, functions, powers and authority. The Board Charter also defines other matters that are important for effective corporate governance, including:

- the roles and responsibilities of the Board;
- the intentions of the Board regarding its composition;
- the role and responsibilities of the chairperson;
- the establishment of committees of the Board;
- processes for Board meetings;
- the roles and responsibilities of the chief executive officer and the company secretary; and
- materiality thresholds regarding when matters must be brought to the direct attention of the chairperson.

The Board has also adopted the following additional Charters:

- Audit and Risk Committee Charter;

- Remuneration Committee Charter; and
- Nomination Committee Charter.

As noted above, the Board does not consider its current size or structure (or the operations of the Company) to be of a sufficient magnitude to establish a separate Audit and Risk Committee, Remuneration Committee or Nomination Committee. The Board will carry out the duties of those committees and intends to comply with the terms of the charters contained in the Corporate Governance Register that relate to those committees (as if the Board constituted the relevant committee contemplated by those charters and one of the non-executive Directors was the chairperson of each of the relevant committees).

1.3 Code of Conduct

The Board recognises the need to observe high standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal Code of Conduct, which sets out the way the Company intends to conduct business. The Code of Conduct outlines the framework for ensuring that the Company's decision making process and actions are undertaken in an ethical and accountable manner. In particular, the Code of Conduct sets out the Company's expectations relating to:

- personal and professional behaviour;
- conflicts of interest;
- corrupt conduct;
- protecting the Merged Group's intellectual property;
- security of information;
- use of the Merged Group's resources;
- public and media communications;
- discrimination and harassment; and
- occupational health and safety.

All Company Directors, senior executives and employees are required to comply with the Code of Conduct.

1.4 Continuous Disclosure Policy

Subject to the exceptions contained in the Listing Rules, the Company will be required to disclose to the ASX any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is committed to observing its disclosure obligations under the Listing Rules and the Corporations Act. The Company has adopted a Continuous Disclosure Policy which establishes procedures which are aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

The Continuous Disclosure Policy sets out principles relating to disclosure of material information, including that the Company:

- to reduce the risk of the emergence of a false market in the Shares, will seek to make regular announcements regarding projects and important milestones (even when that information may not strictly be required under the Company's continuous disclosure obligations);

- will not provide the press, analysts or shareholders with any price sensitive information that has not already been disclosed to the ASX;
- will not generally respond to market rumours and speculation, except when required by law or requested to do so by the ASX; and
- will only allow the chairman, the chief executive officer and the company secretary to make public statements on behalf of the Company.

1.5 Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

1.6 Shareholder Communications Policy

The Board's aim is to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and that they are informed of all major developments affecting the state of affairs of the Company relevant to Shareholders in accordance with all applicable laws. The Company has a communications strategy which aims to promote effective communication with Shareholders and encourage effective participation at general meetings.

Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with the ASX and publishing information on the Company's website. In particular, the Company's website will contain links to relevant analyst and media briefings (which, where practicable are intended to be webcast or recorded) and copies of the Company's corporate governance policies. All relevant announcements made to the ASX and any other relevant information will be posted on the Company's website promptly following their release to the ASX.

1.7 Securities Trading Policy

The Board has adopted a Securities Trading Policy that sets out the guidelines on the sale and purchase of securities in the Company by its Directors, employees and contractors (**Restricted Persons**). The Securities Trading Policy explains the types of conduct in relation to dealings in Shares that are prohibited under the Corporations Act.

Under the terms of the policy, buying or selling Shares is not permitted at any time by any person who possesses inside information or where short-term or speculative trading is involved. The policy also generally provides that notification to the Company is required before any dealing takes place.

Restricted Persons must not deal in Shares during 'black-out periods', which include the following:

- from 15 June each year until the first trading day after the day on which the full year financial results for the Company have been released to the ASX;
- from 15 December each year until the first trading day after the day on which the interim financial results in respect of the previous 6 month period are released to the ASX; and
- from the end of each calendar quarter until the beginning of trading on the first trading day after the day on which any required quarterly reporting has been released to the ASX in respect of the preceding calendar quarter.

1.8 Other policies

In addition to the charters and policies discussed above, the Company has also adopted the following additional policies:

- Performance Evaluation Policy;
- Risk Management Policy; and
- Auditor Selection and Rotation Policy.

1.9 Departures from ASX Principles and Recommendations

Principle	Response
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
Recommendation 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.	Complies. The Board has adopted a Board Charter which sets out the respective roles and responsibilities of the Board and senior management. The Board's responsibilities include: <ul style="list-style-type: none">• the appointment of the chairperson, company secretary, chief executive officer, the senior management team and key staff members;• providing input into, review and final approval of the Company's direction, strategies, business objectives and targets;• reviewing, approving and monitoring significant business transactions;• monitoring the Company's financial performance by reviewing and approving budgets, assessing the Company's performance against budgets and monitoring the adequacy and integrity of financial and other reporting processes;• ensuring that adequate internal control systems are in place and complied with; and• ensuring corporate accountability to Shareholders. The chief executive officer is responsible for running the affairs of the Company under the delegated authority of the Board and for implementing policies and strategies set by the Board. The responsibilities of the company secretary include facilitating the Company's corporate governance process and ensuring that the Board processes and procedures run efficiently and effectively.

Principle	Response
	Other managers employed or engaged by the Company will be required to support the chief executive officer to implement the running of the general operations of the Company. The Board Charter includes guidance on the materiality of matters that need to be brought to the direct attention of the chairperson.
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>Has not always complied in the past, but intends to comply in the future.</p> <p>The Company has conducted background checks in relation to the recently appointed and proposed new Directors (being Frank Licciardello, Wee Min Chen, Ai Ling Chong and Craig Sanford). These checks involved having the new Directors complete relevant questionnaires and statutory declarations in relation to their background and suitability to become Directors of the Company and carrying out insolvency searches. As at the Prospectus Date, the Company had also received police checks in respect of all of the recently appointed and proposed new Directors.</p> <p>It is the intention of the Company that detailed checks be carried out in relation to future Board candidates.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Complies.</p> <p>Employment contracts or service agreements have been entered into with all Directors and senior executives referred to in Section 7.1 of the Prospectus (other than those that will be resigning as part of the Acquisition process) setting out the terms of their appointment.</p> <p>Details of these arrangements have been summarised in Section 7.2 of the Prospectus.</p>
<p>Recommendation 1.4</p> <p>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.</p>	<p>Complies.</p> <p>The Board Charter sets out the roles and responsibilities of the company secretary. The Board Charter specifies that the company secretary is accountable directly to the Board through the chairperson on all matters relating to the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <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>Partially complies.</p> <p>The Board has adopted a Diversity Policy requiring the Board to set measurable objectives for achieving gender diversity and requiring annual assessment.</p> <p>A copy of the Diversity Policy is included in the Company's Corporate Governance Register and is available to members of the public through the Company's website.</p>

Principle	Response
<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>However, the Company has not yet made any determination on the appropriate measurable objectives that the Company will target or reported on any of those objectives.</p> <p>The Company intends to implement processes to comply with Recommendation 1.5 in the future.</p>
<p>Recommendation 1.6</p> <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>Partially complies.</p> <p>The Board has adopted a Performance Evaluation Policy which has been included in the Corporate Governance Register and disclosed on the Company's website. The policy requires the Board to undertake annual performance reviews of the Board, its committees and individual Board members, but as at the Prospectus Date, no reviews had been undertaken. The Company intends to evaluate performance in accordance with the Performance Evaluation Policy in the future and disclose for each future reporting period whether an evaluation has been undertaken.</p>
<p>Recommendation 1.7</p> <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>Partially complies.</p> <p>The Board has adopted a Performance Evaluation Policy which has been included in the Corporate Governance Register and disclosed on the Company's website. The policy requires the Board to undertake annual performance reviews of the chief executive officer and other senior managers, but as at the Prospectus Date, no reviews had been undertaken. The Company intends to evaluate performance in accordance with the Performance Evaluation Policy in the future and disclose for each future reporting period whether an evaluation has been undertaken.</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE	
<p>Recommendation 2.1</p> <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>Does not presently comply.</p> <p>The Board has not and is unlikely to establish a separate Nomination Committee in the near future.</p> <p>Given the proposed size and composition of the Board, the Board believes that there would be no</p>

Principle	Response
<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>efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board will perform the role of the Nomination Committee. Items that would usually be required to be discussed by a nomination committee will be discussed and deliberated by the Board.</p> <p>To assist the Board in fulfilling its functions, the Board has adopted a Nominations Committee Charter which describes the role, functions and responsibilities of the Board when it convenes as the Nomination Committee.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Does not presently comply.</p> <p>Following completion of the Acquisition, the Board members together will have a broad range of experience, expertise, skills, qualifications and contacts relevant to the Merged Group and its business.</p> <p>The Company has adopted a Nomination Committee Charter that requires the Board (when it convenes as the Nomination Committee) to formulate a Board skills matrix, setting out the mix of skills and diversity that the Board is looking to achieve in its membership.</p> <p>The Board intends to develop this skill matrix as the operations of the Merged Group progress and develop.</p>
<p>Recommendation 2.3</p> <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 of the Principles and Recommendations 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>Complies.</p> <p>As at the Prospectus Date, the only independent director of the Company was Chin Hing How. Chin Hing How had been a Director since 13 May 2009. However, he resigned as a Director with effect from completion of the Acquisition.</p> <p>Wee Ming Chin, Ai Ling Chong, Frank Licciardello and Craig Sanford are not independent directors. Wee Ming Chin is a substantial holder of Shares. Ai Ling Chong is the sister of Ei Ling Chong (who is also a substantial holder of Shares). Frank Licciardello is a director and shareholder of Sanston and Craig Sanford is a director and shareholder of Sierra Legal Pty Ltd (both being providers of material professional services to the Company).</p>

Principle	Response
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Does not presently comply. As described above, there are not expected to be any independent directors after completion of the Offers and the Acquisition.
Recommendation 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.	Does not presently comply. As noted above, Frank Licciardello is not considered to be an independent director. Frank Licciardello is expected to remain as the chairperson of the Board and is not the Company's chief executive officer.
Recommendation 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.	Complies. The processes for the induction, training and professional development of Board members is contained in the Board Charter adopted by the Board.
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY	
Recommendation 3.1 A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	Complies. The Company has adopted the Code of Conduct described in Section 1.3 of this corporate governance statement. The Code of Conduct is included in the Company's Corporate Governance Register and is available on the Company's website.
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING	
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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 	Does not presently comply. The Board has not and is unlikely to establish a separate Audit Committee in the near future. Given the proposed size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Audit Committee. Accordingly, the items that would usually be required to be discussed by an Audit Committee will be discussed and deliberated by the Board. To assist the Board in fulfilling its functions, the Board has adopted an Audit and Risk Committee Charter which describes the role, functions and responsibilities of the Board when it convenes as the Audit and Risk Committee. The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises (as recommended by the Audit and Risk Committee, if created in the future).

Principle	Response
removal of the external auditor and the rotation of the audit engagement partner.	<p>Candidates for the position of external auditor will be assessed based on their skill, knowledge, independence and value for money.</p> <p>The Company's policies require its external auditors to be rotated and replaced in accordance with the Corporations Act.</p>
<p>Recommendation 4.2</p> <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>Does not currently comply, but intends to comply in the future.</p> <p>The Company has not had a CEO or CFO in recent years. However, the approach suggested by Recommendation 4.2 is consistent with the terms of the Audit and Risk Committee Charter included in the Company's Corporate Governance Register.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Complies.</p> <p>The Company's Shareholder Communication Policy requires that the Company's auditor be requested to attend the AGM and Shareholders will be entitled to ask questions of the Company's auditor.</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE	
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Complies.</p> <p>The Company has adopted the Continuous Disclosure Policy summarised in Section 1.4 of this corporate governance statement. This policy is contained in the Company's Corporate Governance Register and is available to members of the public through the Company's website.</p>
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS	
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Complies.</p> <p>The Company's Corporate Governance Register is available to members of the public through the Company's website. The Company also intends to post other information regarding its governance on its website (including ASX announcements).</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Complies.</p> <p>The Company has adopted the Shareholder Communications Policy described in Section 1.6 of this corporate governance statement. The Company's communications strategy aims to promote effective communication with</p>

Principle	Response
	Shareholders and encourage effective participation at general meetings.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies. The Company has adopted the Shareholder Communications Policy described in Section 1.6 of this corporate governance statement. This policy is contained in the Company's Corporate Governance Register and is available to members of the public through the Company's website.
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Does not currently comply, but intends to comply in the future. It is intended that Shareholders will be given the opportunity to receive communications from the Company electronically.
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK	
Recommendation 7.1 The board of a listed entity should: <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(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>	Does not presently comply. The Board has not and is unlikely to establish a separate Risk Committee in the near future. Given the proposed size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the items that would usually be required to be discussed by a Risk Committee will be discussed and deliberated by the Board. To assist the Board in fulfilling its functions, the Board has adopted an Audit and Risk Committee Charter which describes the role, functions and responsibilities of the Board when it convenes as the Audit and Risk Committee.
Recommendation 7.2 The board or a committee of the board should: <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>	Does not currently comply, but intends to comply in the future. The Company has adopted a Risk Management Policy. The arrangements to be put in place by the Board to monitor risk management include: <ul style="list-style-type: none"> • monthly reporting by senior management to the Board in respect of operations and the financial position and performance of the Merged Group; • preparation of quarterly rolling forecasts by senior management for the Board; and • the development of a risk register which provides a framework for systematically

Principle	Response
	<p>understanding, identifying and analysing the types of business risks to the Merged Group and forming an action plan in respect of those risks.</p> <p>The Risk Management Policy requires that the Company's risk management system be reviewed annually to ensure that it continues to be sound.</p> <p>On the basis that the Risk Management Policy has only recently been adopted, reviews of the Company's risk management system/framework have not yet occurred.</p>
<p>Recommendation 7.3</p> <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>Does not presently comply.</p> <p>The Board will perform the role of Audit and Risk Committee. When the Board convenes as the Audit and Risk Committee it will carry out those functions which are delegated to it in the Company's Audit and Risk Committee Charter, which include reviewing the Company's internal audit procedures and accounting control systems.</p> <p>Due to the nature and size of the Company's proposed operations, the expense of an independent internal auditor is not considered to be appropriate.</p>
<p>Recommendation 7.4</p> <p>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>	<p>Complies.</p> <p>The Company has considered its economic, environmental and social sustainability risks by way of internal review and has concluded that it is not subject to material economic, environmental and social sustainability risks. The Board intends to re-assess this position after completion of the Acquisition.</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY	
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of</p>	<p>Does not presently comply.</p> <p>The Board has not and is unlikely to establish a separate Remuneration Committee in the near future.</p> <p>Given the proposed size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board will perform the role of the Remuneration Committee.</p> <p>Items that would usually be required to be discussed by a remuneration committee will be discussed and deliberated by the Board.</p>

Principle	Response
remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	To assist the Board in fulfilling its functions, the Board has adopted a Remuneration Committee Charter which describes the role, functions and responsibilities of the Board when it convenes as the Remuneration Committee.
Recommendation 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.	Complies. Details of remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms part of the Annual Report. The Board has not established a Remuneration Committee or Nominations Committee. Therefore, the Board will be responsible for determining and reviewing compensation arrangements for the Directors and executive officers. The Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant market conditions (with the overall objective of encouraging the retention of an experienced and high quality Board and executive team).
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (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. 	Complies. The Company does not currently have any equity-based remuneration schemes. Nevertheless, the Company's Securities Trading Policy includes prohibitions on Directors, employees and others from entering any transaction designed to limit the economic risk of holding any unvested shares, options or performance rights issued by the Company.