

**Alexium International Group Limited - Corporate Governance Statement**

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th edition.

For the year ended 30 June 2020 and approved by the Board as at 26 August 2020

Alexium International Group Limited (**Company** or **Alexium**) is committed to best practice corporate governance and has reviewed all practices in line with the ASX Corporate Governance Council's principles of good corporate governance and best practice recommendations (**Recommendations**). Throughout the financial year ended 30 June 2020, and as at the date of this statement, the Board has considered and applied the Recommendations to the circumstances of the Company. Where the Company's practice departs from a Recommendations, this corporate governance statement identifies the area of divergence and reasons for it, or the alternative practise adopted by the Company.

The documents that govern the Company's corporate governance framework, including its Constitution, charters and polices are available in the Corporate Governance section on the Company's website - www.alexiuminternational.com/about/#corpGov

Recommendations	Current Practice								
<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> • the respective roles and responsibilities of its board and management; and • those matters expressly reserved to the board and those delegated to management. 	<p>The Company supports a clear segregation of duties between management and the Board. The Board is responsible for the strategic direction of the Company with oversight and review of the management and administration of the Company. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.</p> <p>The respective roles and responsibilities of the Board, its Committees and senior executives are set out in the board and committee charters and are available on the Company's website. Details on the number of meetings and attendance can be found in the Company's Annual Report.</p>								
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> • undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and • provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a director. 	<p>The Board has established policies and procedures that apply to the appointment of new directors, which include checks as to the person's character, experience, education, and appropriate background checks. At each annual general meeting, the Company provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a Director.</p>								
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Non-Executive Directors are provided a formal letter of appointment which sets out their duties and responsibilities, rights, and remuneration entitlements. Senior executives are employed under individual service contracts which set out their terms of employment including details of their duties, responsibilities, rights, and remuneration entitlements.</p>								
<p>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 proper functioning of the board.</p>	<p>The Company Secretary is directly accountable to the Board, through the Chair, on all matters to do with proper functioning of the board. The Company Secretary is accessible to all Directors. The Board is responsible for the appointment and removal of the Company Secretary.</p>								
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a diversity policy; • through its board or committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally; and • disclose in relation to each reporting period: <ul style="list-style-type: none"> ▪ the measurable objectives set for that period to achieve gender diversity; ▪ the entity's progress towards achieving those objectives; and ▪ either: <ul style="list-style-type: none"> ○ 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 ○ 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>The Board has adopted a Diversity Policy which aims to ensure that the Company's workforce, including the Board, is made up of individuals with diverse skills, values, backgrounds, and experience to the benefit of the Company.</p> <p>The Diversity Policy does not include a requirement for the Board to establish measurable objectives for achieving gender diversity. Given the small size of the Company workforce, the Board has determined that it is not currently practicable to establish measurable objectives in this area.</p> <p>The proportion of women employees in the whole organisation, women in senior executive positions and women on the Board as at 30 June 2020 are set out in the following table:</p>								
<table border="1"> <thead> <tr> <th></th> <th>Proportion of Women</th> </tr> </thead> <tbody> <tr> <td>Whole Organisation (Excluding NEDs)</td> <td>8 out of 22 (36%)</td> </tr> <tr> <td>Snr Executive Positions (CEO, CFO, CCO)</td> <td>0 out of 3 (0%)</td> </tr> <tr> <td>Non-Executive Directors</td> <td>1 out of 4 (25%)</td> </tr> </tbody> </table>		Proportion of Women	Whole Organisation (Excluding NEDs)	8 out of 22 (36%)	Snr Executive Positions (CEO, CFO, CCO)	0 out of 3 (0%)	Non-Executive Directors	1 out of 4 (25%)	
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Recommendations	Current Practice
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and • disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p>The assessment of the Board, each Board Committee and each individual Director was undertaken prior to the date of this statement. An appropriate questionnaire was completed by all Directors. The results were collated and discussed by the Board.</p>
<p>1.7 A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and • disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p>The Company conducts annual performance evaluations of all staff. Employee performance evaluations were undertaken in June 2020. The Remuneration Committee evaluated the performance of executive management in July 2020.</p> <p>Details on executive management performance incentives and remuneration are contained in the remuneration report section of the Director's Report, in the Company's Annual Report.</p>
<p>2.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> • have a nomination committee which: <ul style="list-style-type: none"> - has at least three members, a majority of whom are independent directors; and - is chaired by an independent director; <p>and disclose:</p> <ul style="list-style-type: none"> - the charter of the committee; - the members of the committee; and - as at the end of each reporting period, the number of times the committee met throughout the period and individual attendances of the members at those meetings: or <ul style="list-style-type: none"> • 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>The Nomination & Remuneration Committee comprises of the following members, with majority of whom are independent non-executive Directors:</p> <ul style="list-style-type: none"> • BGen Cheney (Chair); • Mr Moore; • Ms Garnon; and • Dr Stenson <p>Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.</p> <p>The new Nomination & Remuneration Committee Charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website.</p>
<p>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.</p>	<p>The Board has developed a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve. Prior to the date of this statement, the Board reviewed whether the Directors as a group have the range of expertise, skills, knowledge and operational and technical expertise relevant to the operation of the Company required to address existing and emerging business and governance issues and fulfil their role on the Board and on the Board Committees.</p>

Recommendations	Current Practice
Skills and Experience of Directors	
Strategy	Strategic planning & execution experience in developing, implementing, measuring, and reporting strategic objectives that succeed in delivering long term sustainable shareholder value.
Executive Management	Experience at an executive level including the ability to: appoint and evaluate the performance of the CEO and senior executive managers; oversee strategic human resource management including workforce planning, and employee and industrial relations; and oversee large scale organisational change.
Corporate Governance	Previous experience as either an executive or non-executive director that demonstrates sound understanding of Corporate Governance Principles in an ASX listed Company.
Commercial Framework Development	Ability to identify key issues and opportunities for the Company and develop appropriate policies to define the parameters within which the organisation should operate.
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: analyse key financial statements; critically assess financial viability and performance; contribute to strategic financial planning; oversee budgets and the efficient use of resources; oversee funding arrangements and accountability; business unit and corporate finance reporting; and capital markets experience in sourcing funding from either debt or capital markets.
Risk and Compliance Oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
Marketing	Marketing and distribution strategies for B2B. Marketing experience in key business areas.
Innovation and Entrepreneurial	Proven success as an innovator. The required entrepreneurial mindset to ensure success in a fast-moving market environment; R&D experience in chemical formulations.
Human Resources	Staff engagement & executive remuneration experience in staff engagement principles and executive remuneration packaging, KPI management and reporting.
Legal	Legal experience in, or awareness of, legal obligations under the <i>Corporations Act 2001</i> , tax, ASX Listing Rules and the equivalent US laws. Application for and management of patents and other intellectual property.
Supply Chain Management	Logistics and operational experience in supply chain management.

Further details regarding the skills and experience of each Director are included in the Director's Report within the Annual Report.

- 2.3 A listed entity should disclose:
- the names of the directors considered by the board to be independent directors;
 - if a director has an interest, position 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.
 - the length of service of each director.
- The independence of Directors was measured during the reporting period having regard to the defining characteristic set out in Box 2.3 of the Recommendations.
- The following table sets out the Directors of the Company during the reporting period, including their non-executive and independent status

Name	Appointment date	Resignation date	Non – executive?	Independent?
Ms Garnon	19-Sep-18	-	Yes	Yes
BGen Cheney	15-Apr-15	-	Yes	Yes
Mr Moore	01-Feb-20	-	Yes	No
Dr Stenson	15-Jun-20	-	Yes	Yes
Ms Poll	10-Dec-17	01-Mar-20	Yes	Yes
Dr Brookins	13-Jul-18	-	No	No

- 2.4 A majority of the board of a listed entity should be independent directors.
- In accordance with the Board Charter, the majority of Directors are independent. The MD & CEO are not considered independent, by virtue of him being a Company Executive. Mr Simon Moore is not considered independent as he represents a major shareholder.
- 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.
- Ms Rosheen Garnon is an independent non-executive Chair. The roles of the Chair and CEO/MD are not exercised by the same individual. The Board Charter sets out distinct responsibilities of each role.

Recommendations	Current Practice
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.	<p>New Directors are provided with a formal letter of appointment and introductory materials. The Board Charter provides that the Company Secretary is responsible for arranging an induction program for any new director.</p> <p>Directors are encouraged and given the opportunity to broaden their knowledge of the Company by visiting the Company's operational office. During the reporting period, Directors made a number of visits to the Company's operational site.</p> <p>Directors are encouraged to undertake professional development opportunities as and when required to further develop and maintain their skills and knowledge.</p>
3.1 A listed entity should articulate and disclose its values.	<p>Make A Difference: We make a positive impact by empowering our teams to create breakthrough products and provide exemplary service to our customers. We act with purpose and accept the risks to bring innovative yet practical solutions to our markets.</p> <p>Team-Oriented: We trust and support one another. We act as owners of the company with a passion for action and a can-do attitude. We contribute our best to the team and the company and accept personal responsibility for our performance and development.</p> <p>Be Open and Honest: We believe open and honest communication builds trust, which is the foundation of any positive relationship.</p> <p>Embrace and Drive Change: We embrace change. Those who lead change are in the best position to shape our bright future.</p> <p>Work Smarter: We work efficiently and are focused on accomplishments that propel us forward while also increasing the quality of our results.</p> <p>Exhibit Integrity: Our actions match our words. We do the right thing at all times.</p> <p>Sustainability: We are good agents of our company, our community, environment, and world, and are passionate about ensuring success today and for the future.</p>
3.2 A listed entity should: <ul style="list-style-type: none"> • have and disclose code of conduct for its directors, senior executives, and employees; and • ensure that the board or a committee of the board is informed of any material breaches of that code. 	The Company has established a Code of Conduct which applies to all Directors, senior executives, and staff. Employees are responsible for actively reporting any breaches of the Code of Conduct and are encouraged to follow the steps outlined in the Whistle-blower Policy. These policies are shown on the Company's website.
3.3 A listed entity should: <ul style="list-style-type: none"> • have and disclose a whistleblower policy; and • ensure that the board or committee of the board is informed of any material incidents reported under that policy. 	The Company has a Whistleblower Policy which applies to its Directors and employees. The Board is informed of any material incidents reported under that policy.
3.4 A listed entity should: <ul style="list-style-type: none"> • have and disclose an anti-bribery and corruption policy; and • ensure that the board or committee of the board is informed of any material breaches of that policy. 	The Board or a committee of the board should be informed of any material incidents of bribery or corruption, as they may be indicative of issues with the culture of the organisation. The Company has an anti-bribery and corruption policy which is incorporated a separate section in the Company's Travel & Expenses Policy.

Recommendations	Current Practice
<p>4.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> • have an audit committee which: <ul style="list-style-type: none"> ▪ has at least three members all of whom are non-executive directors and a majority of whom are independent directors; and ▪ is chaired by an independent director, who is not chair of the board. <p>and disclose:</p> <ul style="list-style-type: none"> ▪ the charter of the committee; ▪ the relevant qualifications and experience of the members of the committee; and ▪ 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 • 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>The Audit Committee comprises of the following members, the majority of whom are independent non-executive Directors:</p> <ul style="list-style-type: none"> • Mr Simon Moore (Chair); • Mr Stephen Cheney; and • Dr Paul Stenson. <p>In addition to the Audit Committee members, the MD & CEO, CFO, external auditor, and Company Secretary regularly attend ARC meetings.</p> <p>The Board has reviewed its composition and skills, with view to ensuring that the Audit Committee is chaired by an independent chair, who is not the Chair of the Board.</p> <p>Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.</p> <p>The Audit Committee charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website.</p>
<p>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 & 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 based on a sound system of risk management and internal control which is operating effectively.</p>	<p>Prior to Board approval of the Company's annual financial reports, the Chief Executive Officer and Chief Financial Officer provide the Board with declarations required under section 295A of the Corporations Act 2001 (Cth) and Recommendation</p>
<p>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.</p>	<p>The Company's board reviews all periodic unaudited report releases to the public through a review process that includes senior management requests for verification of provided information. Once satisfied with content and source of information the board approves the report for release to the public.</p>
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>The Company has adopted a Price Sensitive Information Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under the ASX Listing Rules and Corporations Act 2001 (Cth). The policy is available on the Company's website.</p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcement promptly after they have been made.</p>	<p>All Board members receive copies of the market announcements as soon as they have been released with the ASX.</p>
<p>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.</p>	<p>The CEO and CFO generally deal with analysts, investors, media and others, taking account of regulatory guidelines including those issued by the ASX on continuous disclosure. The Company issues presentations to the ASX Market Announcement Platform ahead of the presentation.</p>
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Detailed information about its business and operations along with corporate governance practices can be found the Company's website - www.alexiuminternational.com</p>
<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Company has adopted a Shareholder Communication and Participation Policy which outlines the range of media used to communicate with shareholders and the types of information provided. The Company encourages participation by shareholders at the Company's general meetings, investor presentations and via the contact details provided on the Company's website. The policy is available on the Company's website.</p>
<p>6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company views general meetings as an important forum for reciprocal communication between itself and shareholders. The Company provides a direct voting facility to allow security holders to vote ahead of general meetings without having to attend or appoint a proxy. Shareholders are encouraged to participate in general meetings and are given the opportunity to ask questions of the Company and its auditors at the annual general meeting.</p>



Recommendations	Current Practice
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.	At the Annual General Meeting any substantive resolutions will be decided by way of a poll.
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.	<p>The Company provides shareholders with the option of receiving communications from, and sending communications to, the Company and Share Registry electronically. The Company provides a printed copy of the Annual Report only to those shareholders who have specifically elected to receive a printed copy. Other shareholders receive the Annual Report via email and are advised that it is available on the Company's website. Shareholders are encouraged to register on the Company website to receive email alerts of ASX announcements and media releases.</p> <p>The Company's share register is managed by Automic Pty Ltd. Shareholders can access their shareholding details or make enquiries about their shareholding electronically through the Automic Investor Centre.</p>
<p>7.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> • have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> ▪ has at least three members, a majority of whom are independent directors; and ▪ is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> ▪ the charter of the committee; ▪ the members of the committee; and ▪ 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 <ul style="list-style-type: none"> • 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>The Risk Committee has the responsibility to establish policies on the system of internal control and identification and management of material risks in accordance with the Company's Risk Management Policy. The policy is available on the Company's website.</p> <p>Further details regarding the Risk Committee and its membership are set out in response to Recommendation 7.2.</p>
<p>7.2 The board or a committee of the board should:</p> <ul style="list-style-type: none"> • 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 • disclose, in relation to each reporting period, whether such a review has taken place. 	<p>During the reporting period, the Risk Committee comprises of the following members, with majority of whom are independent non-executive Directors:</p> <ul style="list-style-type: none"> • Dr Stenson (Chair) • BGen Cheney; • Ms Garnon; • Mr Moore. <p>In addition to the Risk Committee members, the MD & CEO, CFO, COO and Company Secretary regularly attend Risk Committee meetings.</p> <p>The Board has reviewed its composition and skills, with view to ensuring that the Risk Committee is chaired by an independent chair, who is not the Chair of the Board.</p> <p>Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report. The Risk Committee charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website.</p>
	<p>The Risk Committee is responsible for reviewing the Company's risk management framework to ensure the Company's governance processes and practices continue to be sound and that Alexium manages risk within the Board approved risk appetite. The Risk Committee conducted its review prior to the date of this statement and concluded that controls over risk management processes were considered adequate and effective. In addition to meetings of the Risk Committee, the Board is updated on material business and financial risks on an on-going basis.</p>



Recommendations	Current Practice
<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> • if it has an internal audit function, how the function is structured and what role it performs; OR • if it does not have an internal audit function, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<p>The Company currently does not retain a dedicated internal audit position. Management and the Board consider this is appropriate, taking into consideration the stage of the Company's life cycle, the scale and relative simplicity of its current operations, and size of its finance function. The internal audit function is performed by senior management and reviewed by the board. Currently this function comprises:</p> <ul style="list-style-type: none"> • regular review and testing of the adequacy of controls for risks identified as presenting the highest overall exposure; • management's periodic confirmation that the assessment of these identified risks and their controls remain appropriate; • identification and review of any newly identified risks that may develop resulting from changes to the business; and • regular and recurring review of any deficiencies identified as part of an external audit and the subsequent actions taken to mitigate these risks. <p>Where considered appropriate, external guidance may be sought on specific risks or controls. The Audit Committee regularly discusses the appropriateness of controls with the external auditor and if considered necessary would initiate an audit of a particular function.</p>
<p>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.</p>	<p>Economic Sustainability</p> <p>Managing economic sustainability is central to the Company's operation and ongoing viability. The most significant risk currently being managed is cash resources, and the Company's ability to secure additional revenue streams. The Company ensures its organizational structure includes appropriate resources to manage these risks. A key focus of senior executives is on securing sustaining financial resources and optimizing existing cash resources and, where required, external advisors will be engaged to assist senior executives.</p>
	<p>Environmental Sustainability</p> <p>A key focus of Alexium's product portfolio is the environmentally friendly nature of these. With this, Alexium can ensure that the environmental impact by its customers products are minimal and acceptable. Additionally, Alexium's manufacturing partners are selected in part based on their adherence to established environmental standards as well as compliance with manufacturing standards such as ISO 9001.</p>
<p>8.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> • have a remuneration committee which: <ul style="list-style-type: none"> ▪ has at least three members a majority of whom are independent directors; and ▪ is chaired by an independent director; and disclose: <ul style="list-style-type: none"> ▪ the charter of the committee; ▪ the members of the committee; and ▪ 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 • 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>Social Sustainability</p> <p>Social sustainability is an important aspect of Alexium's culture. Alexium values diversity in the workplace and has worked to have a diverse staff based on social, economic, and ethnic backgrounds. The compensation and promotion structure for staff is designed to encourage long-term careers. Alexium also strives to work with suppliers and consultants in our local community. For our markets as a whole, Alexium is actively engaged in key organizations for our suppliers and customers.</p> <p>The Nomination & Remuneration Committee comprises of the following members, the majority of whom are independent non-executive Directors:</p> <ul style="list-style-type: none"> • BGen Cheney (Chair); • Mr Moore; • Ms Garnon; and • Dr Stenson <p>In addition to the Remuneration Committee members, the MD/CEO, CFO and Company Secretary regularly attend Remuneration Committee meetings.</p> <p>Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.</p>



Recommendations	Current Practice
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p>	<p>Non-executive Directors are paid fees from an aggregate sum approved by shareholders of the Company. Non-executive Directors are remunerated at a fixed fee for their time and responsibilities and their remuneration is not linked to the operating performance of the Company. There are no termination or retirement benefits for Non-executive Directors other than superannuation.</p> <p>During the reporting period, additional fees were paid to previous Chair, Ms Susan Thomas, in connection with performance of extra services and special exertions on behalf of the Company pursuant to section 13.9 of the Constitution.</p> <p>As approved by shareholders at the 2019 AGM, some Non-executive Directors elected to salary sacrifice their non-executive cash remuneration (or part of) and elected to be paid an equivalent number of performance rights. This is consistent with the Recommendations given the performance rights are not subject to performance-based vesting conditions.</p> <p>Remuneration of the CEO/MD and senior executives consist of a base salary, fringe benefits (including medical insurance) and performance incentives.</p> <p>Details of remuneration are contained in the Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report.</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> • have a policy on whether participants are permitted to enter transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and • disclose that policy or a summary of it. 	<p>The Company's Securities Dealing Policy prohibits Directors and key management personnel from entering transactions in associated products which operate to limit the economic risk of holding securities in the Company. Further, any Director or key management personnel of the Company who enters into margin lending arrangements or otherwise encumbers their securities of the Company is required to provide details of those security arrangements which may be subject to prohibitions on dealing as contained in the Securities Dealing Policy.</p>
<p>9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p>All members of the board communicate and understand in a common language, if this were to change in the future then the Company would disclose the process to which all members would be able to understand and contribute to the discussion of the meetings and understand and can discharge their obligations in relation to those documents.</p>
<p>9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Consideration is given to global security holders where practical.</p>
<p>9.3 A listed entity established outside Australia, and an externally managed 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>The Company requests the attendance of the external auditor to the AGM.</p>