

Related Party Transactions Policy

Adopted by the Board: 24 May 2014

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Related Party Transactions Policy

1. Statement of Commitment

- 1.1 The Company recognises that Related Party (as defined below) transactions can present potential or actual conflicts of interest and may raise questions about whether they are in the best interests of the Company. The Company is committed to ensuring that all decisions are made in the best interests of the Company as well as ensuring compliance with the law.
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2. Introduction

- 2.1 The Board Charter states that directors are required to take all reasonable steps to manage actual, potential or perceived conflicts of interest. A part of the Board process is the confirmation by all Directors of their independence, including which includes the consideration and notification (as required) of any potential or actual conflicts of interest and Related Party transactions.
- 2.2 The Company's Code of Conduct also imposes an obligation on all directors and members of the Company's Executive Leadership Team as well as all employees to declare actual and perceived conflicts of interests.
- 2.3 The purpose of this Policy is to provide the Company with the process of identification, review, approval and disclosure of Related Party transactions. All Related Party transactions, unless a Pre-approved Transaction, are to be reviewed and approved or ratified, if applicable by the Company's Audit, Governance & Risk Management Committee (the **Committee**).
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3. Definition of related party

- 3.1 A related party is defined under section 228 of the Corporations Act. Key Management Personnel (**KMP**) is defined under AASB 124. This policy will apply to Directors of the Company. Annexure 1 to this Policy provides in illustrative form, a list of potential related parties.
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4. Definition of financial benefit

- 4.1 A financial benefit includes giving a financial benefit indirectly through an interposed entity, making an informal, oral or non-binding agreement to give the benefit, and giving a benefit that does not involve paying money. Examples (not limited) of "giving a financial benefit" to a Related Party include the following:
- Giving or providing the Related Party finance or property.
 - Buying an asset from or selling an asset to the Related Party.
 - Leasing an asset from or to the Related Party.
 - Supplying services to or receiving services from the Related Party.
 - Issuing securities or granting an option to the Related Party.
 - Taking up or releasing an obligation of the Related Party.
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5. Identification of Related Party Transactions

- 5.1 Potential Related Party transactions are to be brought to the attention of the Company in a number of ways.
- 5.2 Directors are to promptly notify the Company Secretary of any interests such person or immediate family member has or may have in a Related Party transaction. These details are recorded in Board confirmations.

- 5.3 In respect to Board members, at each Board meeting, all Directors are asked to disclose or confirm details of, amongst other things at each Board meeting, details of any Related Party transactions.
- 5.4 On an annual basis as part of year end reporting, all KMP complete a questionnaire which is designed amongst other things, to disclose information about any Related Party transaction.

6. Review, approval and ratification of related party transactions

- 6.1 Other than those transactions set out below in the "Pre-approved Transactions" section, any Related Party transaction or proposed Related Party transaction is to be notified to the Company Secretary whom shall then bring it to the attention and consideration of the Committee.
- 6.2 The Committee is to be provided with all material facts of the proposed or existing Related Party transaction including the terms of the transaction, whether those terms are on arms length and the business purpose of the transaction.
- 6.3 The Committee will consider the information provided in order to determine whether and how to proceed with the proposed transaction. In considering the information, the Committee may seek further advice from appropriately qualified advisers and professionals as required, with the assistance of the Company Secretary.
- 6.4 **Factors for consideration in determining whether the transaction is 'arms length'**
A checklist of factors to be taken into consideration (not exhaustive) is set out at Annexure 2 to this Policy.
- 6.5 **Consideration of proposed Related Party transaction**
Any person with a material personal interest in the proposed transaction must not be present for discussion regarding the proposed transaction.
Any Director with a material person interest in the transaction must leave the room during voting on the transaction.
- 6.6 **Independent experts**
An independent expert's report is required for any transaction requiring shareholders' approval to provide an adequate valuation of a financial benefit. The independent expert will be selected and engaged by the directors who do not have an interest in the Related Party transaction.
The independent expert will be independent of the Company's external auditor and Directors.

7. Pre-approved Transactions

- 7.1 Transactions that do not require approval are pre-approved transactions, as follows:
- Director remuneration approved by the Board.
 - Reimbursement of Director expenses incurred in performing Director duties.
 - Payment of indemnities, exemptions, insurance premiums and legal expenses incurred in performing Director duties.
 - Transactions in the ordinary course of business that do not exceed \$5,000.
 - The benefit is given to the Director in their capacity as a shareholder of the Company and the benefit does not discriminate unfairly against other shareholders of the Company.
 - The benefit is given as a result of a Court Order.
 - Responsibility of Individual Directors
 - Each Director is appointed pursuant to the terms of a letter of appointment.

Any Pre-approved Transactions must be consistent with the exceptions set out in the Corporations Act.

8. Disclosure

- 8.1 Subject to the Corporations Act and applicable accounting standards all Related Party transactions are to be disclosed in the Company's Annual Report and are subject to any ASX Listing Rule requirements concerning disclosure to ASX.

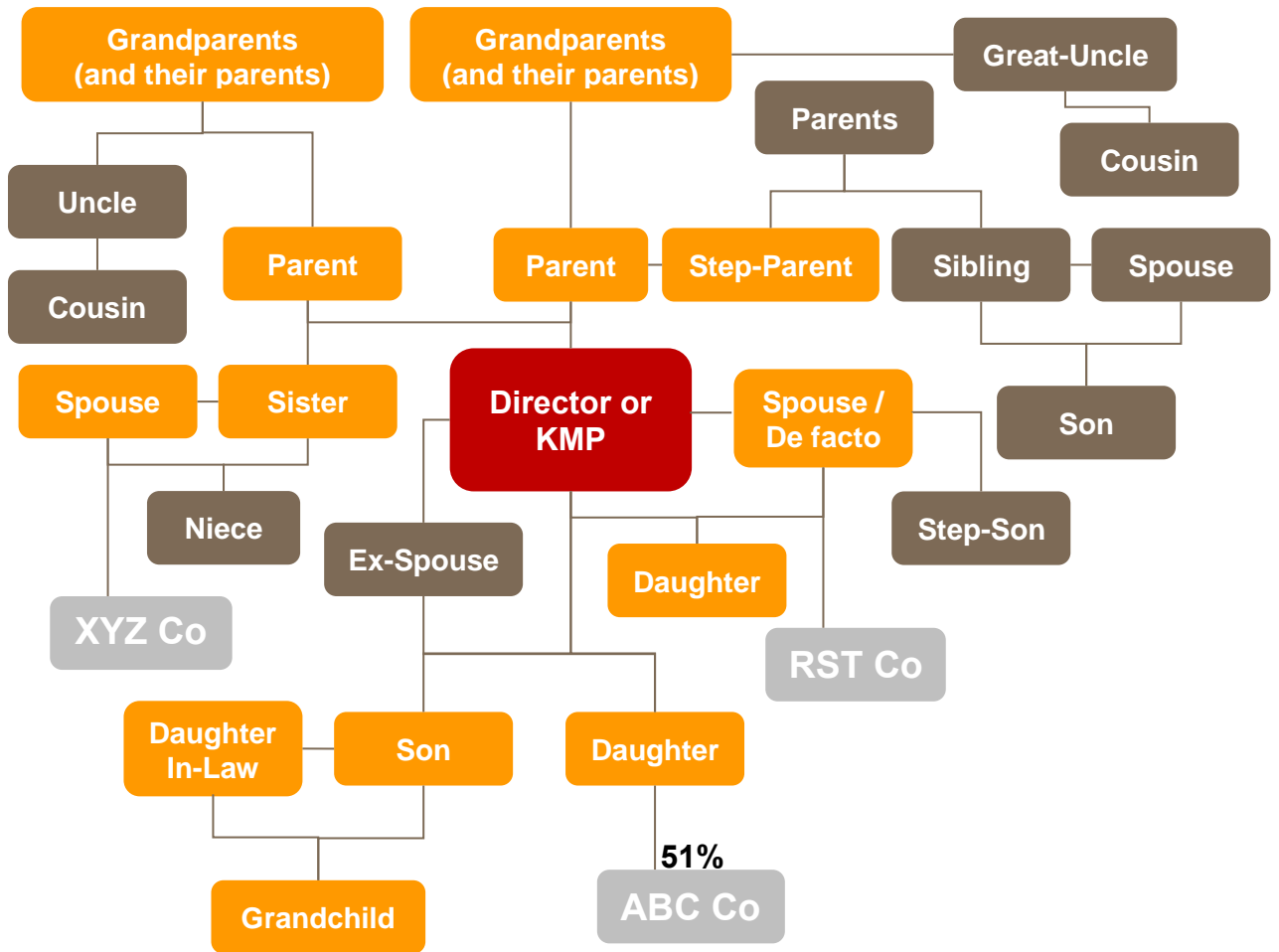
9. Review

- 9.1 The Committee will review this Policy annually.

10. Contact

- 10.1 If you are in any doubt regarding any aspect of this Policy you should contact the Company Secretary.
- 10.2 Compliance with the law and the requirements set out in this Policy is the responsibility of all directors, officers, senior executives, employees and consultants of the Company. Any guidance provided in or under this Policy does not affect individual responsibility.

Annexure 1 – Illustration for determining potential Related Parties



KEY:

Personally-related entity under AASB 124 and Corporations Act.
 Include all members in these groups

Not a personally-related entity

NOTE

AASB 124 – Personally-related entity

In relation to a particular individual, the relatives¹ of the individual, the spouses of the relatives, and any other entity under the joint or several control or significant influence of the individual, relatives of the individual or spouses of relatives.

Corporations Act

- Specifically includes de facto spouse.
- Section 228 of the Corporations Act includes as a related party the following:
 - (a) Entities that control the public company;
 - (b) Directors of the public company;
 - (c) Directors of an entity that control the public company;
 - (d) If the public company is controlled by an entity that is not a body corporate, each of the persons making up the controlling entity;
 - (e) Spouses and de facto spouses of the people referred to in paragraphs (b), (c) and (d);
 - (f) The parents and children of the people referred to in (b), (c), (d) and (e);
 - (g) Entities controlled by any of the people referred to in paragraphs (a), (b), (c), (d), (e) and (f), unless they are also controlled by the public company.
- The definition of a related party pursuant to section 228 of the Corporations Act includes a person or entity that was a related party in the previous six months, or who would be a related party in the future.

¹ Relatives includes spouse; parent (or remoter lineal ancestor); son, daughter (or remoter issue); brother or sister.

Annexure 2 – Factors for considering whether a transaction is “arms length”

Questions and factors for consideration	Yes	No
1. Is the transaction a Pre-approved Transaction?		
2. How do the terms of the overall transaction compare with those of any comparable transactions on an arms length basis? Note: If there is no comparable transaction available, this may be an indication that shareholders’ approval is required for the proposed transaction.		
3. Are there any other options available to the Company? (For example, has a process for tender occurred?)		
4. Has any expert advice been received by the Company (including any professional or expert advice from appropriately qualified advisers)?		
5. Are the terms of the proposed transaction fair to the Company and on the same basis that would apply if the transaction did not involve a related party?		
6. Are the terms of the proposed transaction on terms that are less favourable to the Related Party than arms length?		
7. Are there business reasons for the Company to enter into the proposed transaction?		
8. Will the proposed transaction impair the independence of the relevant director?		
9. What are the implications for the Company’s financial position and performance?		
10. What is/was the nature and content of the bargaining process (include reference to any unique or unusual terms/content)?		

Note: If it is not clear that the potential transaction is on arms length terms, then external independent advice from appropriately qualified advisers should be sought, after which shareholders’ approval should be sought.